



Thai Beverage Public Company Limited

**ANNOUNCEMENT**

**Date:** 29 January 2021  
**To:** Singapore Exchange Securities Trading Limited  
**Subject:** Resolutions of the 2021 Annual General Meeting of Shareholders

We, Thai Beverage Public Company Limited (the “**Company**”), and together with its subsidiaries, the “**Group**”), would like to announce that at the 2021 Annual General Meeting of Shareholders (“**2021 AGM**”) of the Company held on 29 January 2021, the following resolutions relating to the following matters as set forth in the Invitation to the 2021 AGM were duly passed:

1. Resolution 1 in relation to the proposed adoption of the Minutes of the 2020 Annual General Meeting of Shareholders which was held on 31 January 2020 was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
2. Agenda 2 in relation to the proposed acknowledgement of the business operation for the year ended 30 September 2020 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 2020 together with the Auditor Report was duly passed by the majority of votes of the shareholders who attended the 2021 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 2021 AGM and cast their votes.
5. Resolution 5 in relation to the proposed approval on the election of directors to replace those who retire by rotation, the appointment of new directors, and the determination of director authorities, were as follows:
  - 5.1 Mr. Ng Tat Pun who retires by rotation, has stated his intention not to offer himself up for re-election as a director. The 2021 AGM duly considered and cast their votes individually for the election of the following 5 directors (i.e., excluding Mr. Ng Tat Pun). Accordingly, the resolutions proposing the election of the directors to replace those who retire by rotation and the corresponding voting results are as follows:



- (1) That Mr. Charoen Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (2) That Khunying Wanna Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (3) That Ms. Potjaneer Thanavarani, who retires by rotation, be re-elected as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.

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

- (4) That Dr. Chatri Banchuin, who retires by rotation, be re-elected as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (5) That Assoc. Prof. Dr. Kritika Kongsompong, who retires by rotation, be re-elected as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.

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

- (1) That Mr. Wee Joo Yeow be appointed as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (2) That Prof. Khemchai Chutiwongse be appointed as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (3) That Mr. Pasu Loharjun be appointed as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.
- (4) That Mrs. Busaya Mathelin be appointed as an independent Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes.

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

“Any two directors jointly sign with the Company’s seal affixed except Mr. Prasit Kovilaikool, Ms. Potjaneer Thanavarani, Mr. Chatri Banchuin, Ms. Kritika Kongsompong, Mr. Timothy Chia Chee Ming, Mr. Wee Joo Yeow, Mr. Khemchai Chutiwongse, Mr. Pasu Loharjun, and Mrs. Busaya Mathelin.”

The resolution was duly passed by the majority of votes of the shareholders who attended the 2021 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 2021 to December 2021 was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2021 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. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>217,067,565</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 2021 was duly passed by the majority of votes of the shareholders who attended the 2021 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 2021 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. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>217,067,565</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 2021 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. Atinant Bijananda	88,660,756 shares
Ms. Wallapa Traisorat	107,000,000 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 ThaiBev Long Term Incentive Plan 2021 (the “**LTIP**”) was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes. Details of the parties who were required to abstain from voting on Resolution 10 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 Shares
Dr. Pisanu Vichiensanth*	118,688 Shares
Group Employees (excluding Mr. Ueychai Tantha-Obhas, Mr. Sithichai Chaikriangkrai and Dr. Pisanu Vichiensanth (collectively, the “ <b>Eligible Directors</b> ”)) eligible to participate in the LTIP	<u>2,067,097</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<u><u>3,593,162</u></u> shares

\*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.

11. Resolution 11 in relation to the proposed approval on the reduction in the registered capital of the Company by Baht 39,315,352 from Baht 25,155,025,000 to Baht 25,115,709,648 was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2021 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 11 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
Group Employees (excluding the Eligible Directors) eligible to participate in the LTIP	<u>2,168,215</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<u><u>3,694,280</u></u> shares

\*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.

12. Resolution 12 in relation to the proposed approval on the amendment to Clause 4 of the Memorandum of Association to be in accordance with the reduction in the registered capital of the Company was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2021 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 12 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
Group Employees (excluding the Eligible Directors) eligible to participate in the LTIP	<u>2,168,215</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<u><u>3,694,280</u></u> shares

\*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.

13. Resolution 13 in relation to the proposed approval on the increase in the registered capital of the Company by Baht 44,290,351 from Baht 25,115,709,648 to Baht 25,159,999,999 was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2021 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 13 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
Group Employees (excluding the Eligible Directors) eligible to participate in the LTIP	<u>2,168,215</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>3,694,280</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.

14. Resolution 14 in relation to the proposed approval on the amendment to Clause 4 of the Memorandum of Association to be in accordance with the increase in the registered capital of the Company was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2021 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 14 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
Group Employees (excluding the Eligible Directors) eligible to participate in the LTIP	<u>2,168,215</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>3,694,280</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.

15. Resolution 15 in relation to the proposed approval on the allocation of the newly-issued ordinary shares of the Company to accommodate the ordinary shares which may be issued pursuant to awards granted under the ThaiBev Long Term Incentive Plan 2021 and the release of final awards in respect of awards granted under the ThaiBev Long Term Incentive Plan was duly passed by the majority of votes of the shareholders who attended the 2021 AGM and cast their votes. Details of the parties who were required to abstain from voting on Resolution 15 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Ueychai Tantha-Obhas*	1,288,688 shares
Mr. Sithichai Chaikriangkrai*	118,689 shares
Dr. Pisanu Vichiensanth*	118,688 shares
Group Employees (excluding the Eligible Directors) eligible to participate in the LTIP	<u>2,168,215</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>3,694,280</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.

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	22,598,223,649	22,598,089,349	99.9994	134,300	0.0005
	Remark: There were 62,312,100 abstain votes.				
Agenda 2	<i>Remark: This agenda is for acknowledgement only.</i>				
Resolution 3	22,593,380,432	22,593,244,132	99.9993	136,300	0.0006
	Remark: There were 67,200,400 abstain votes.				
Resolution 4	22,598,268,732	22,598,132,432	99.9993	136,300	0.0006
	Remark: There were 62,312,100 abstain votes.				
Resolution 5.1(1)	22,598,268,732	22,287,750,152	98.6259	310,518,580	1.3740
	Remark: There were 62,312,100 abstain votes.				
Resolution 5.1(2)	22,589,494,632	21,014,377,805	93.0272	1,575,116,827	6.9727
	Remark: There were 71,086,200 abstain votes.				
Resolution 5.1(3)	22,598,268,732	20,871,566,764	92.3591	1,726,701,968	7.6408
	Remark: There were 62,312,100 abstain votes.				
Resolution 5.1(4)	22,598,268,732	22,561,326,800	99.8365	36,941,932	0.1634
	Remark: There were 62,312,100 abstain votes.				
Resolution 5.1(5)	22,598,268,732	22,580,924,632	99.9232	17,344,100	0.0767
	Remark: There were 62,312,100 abstain votes.				
Resolution 5.2(1)	22,598,268,632	22,581,816,332	99.9271	16,452,300	0.0728
	Remark: There were 62,312,200 abstain votes.				
Resolution 5.2(2)	22,598,267,932	22,580,923,832	99.9232	17,344,100	0.0767
	Remark: There were 62,312,900 abstain votes.				
Resolution 5.2(3)	22,598,268,632	22,580,924,532	99.9232	17,344,100	0.0767
	Remark: There were 62,312,200 abstain votes.				
Resolution 5.2(4)	22,598,268,632	22,580,924,532	99.9232	17,344,100	0.0767
	Remark: There were 62,312,200 abstain votes.				
Resolution 5.3	22,598,268,732	22,581,819,632	99.9272	16,449,100	0.0727
	Remark: There were 62,312,100 abstain votes.				
Resolution 6	22,369,895,745	22,369,761,445	99.6653	134,300	0.0005
	Remark: There were 74,979,800 abstain votes.				
Resolution 7	22,598,268,732	22,588,686,032	99.9575	9,582,700	0.0424
	Remark: There were 62,312,100 abstain votes.				
Resolution 8	22,377,675,145	22,377,534,845	99.6999	140,300	0.0006
	Remark: There were 67,200,400 abstain votes.				

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 9	3,880,256,298	3,825,173,798	98.5804	55,082,500	1.4195
	Remark: There were 6,895,603,778 abstain votes.				
Resolution 10	22,589,516,949	20,979,200,692	92.8714	1,610,316,257	7.1285
	Remark: There were 71,312,100 abstain votes.				
Resolution 11	22,589,482,113	21,026,192,946	92.7866	1,563,289,167	6.8986
	Remark: There were 71,312,100 abstain votes.				
Resolution 12	22,589,482,113	20,990,291,512	92.6282	1,599,190,601	7.0570
	Remark: There were 71,312,100 abstain votes.				
Resolution 13	22,589,482,113	20,992,292,856	92.6370	1,597,189,257	7.0482
	Remark: There were 71,312,100 abstain votes.				
Resolution 14	22,589,482,113	20,990,283,512	92.6281	1,599,198,601	7.0571
	Remark: There were 71,312,100 abstain votes.				
Resolution 15	22,589,482,113	20,993,466,056	92.9346	1,596,016,057	7.0653
	Remark: There were 71,312,100 abstain votes.				

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

The Company also wishes to inform that it intends to hold the 2021 Annual Information Meeting for shareholders (the “**2021 AIM**”) later this year. The 2021 AIM is an event organized by the Company to provide an opportunity for its shareholders to hear from key directors and management. The Company will circulate the Invitation to the 2021 AIM to shareholders in due course.

Please be informed accordingly.

Yours faithfully,

Nantika Ninvoraskul  
Company Secretary