



# บริษัท ไทยโพลีอะคริลิก จำกัด (มหาชน)

## THAI POLY ACRYLIC PUBLIC COMPANY LIMITED

Ref. KorTor. 001/2024

February 22, 2024

**Subject:** Notification of the Resolutions of Board of Directors Meeting No. 1/2024, Schedule of the 40th Annual General Meeting of Shareholders and Dividend Payments

**To:** President  
The Stock Exchange of Thailand

Thai Poly Acrylic Company Limited (“**Company**”) hereby informs of main resolutions of the Board of Directors Meeting No.1/2024 held on February 22, 2024 at 15.00 hrs., by electronic media, as follows:

1. To hold the 40th Annual General Meeting of Shareholders on April 24, 2024 at 10.00 hrs. through electronic platform (E-AGM), the meeting will be broadcast live from Eastin Grand Hotel Sathorn Function room, 12th floor 33/1 South Sathon Road, Yannawa, Sathorn, Bangkok 10120. The record date for determination of the shareholders entitled to attend the meeting is March 13, 2024. The agenda for the meeting will be as follows:
  - 1) To adopt the Minutes of the 39th Annual General Meeting of Shareholders held on April 20, 2023  
Board of Directors’ opinion: The Board deemed appropriate to propose the Minutes of the 39th Annual General Meeting of Shareholders held on April, 20 2023 for consideration of adoption by the Annual General Meeting of Shareholders.
  - 2) To acknowledge the Company’s business performance for the year 2023  
Board of Directors’ opinion: The Board deemed appropriate to submit the Company’s business performance for the year 2023 for acknowledgment of the Annual General Meeting of Shareholders.
  - 3) To consider and approve the audited financial statements for the fiscal year ended December 31, 2023  
Board of Directors’ opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements for the fiscal year ended December 31, 2023, which were audited by the external auditor and approved by the Audit Committee and the Board of Directors.



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- 4) To consider and approve the dividend payment for the Company's business performance for the year 2023

Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the dividend payment at the rate of Baht 0.25 per share, for 121,500,000 shares, totaling Baht 30,375,000 from the retained earnings, which subject to corporate income tax at the rate of 20 percent. Thus, the individual shareholders would be entitled to claim tax credit in respect of the payment of such dividend under Section 47 bis of the Revenue Code.

The date on which the list of shareholders entitled to dividends is determined, the record date, would be May 8, 2024 and the dividend payment would be made on May 21, 2024. (if passed by the 40<sup>th</sup> Annual Ordinary General Meeting of Shareholders)

The Company's legal reserve has fully met the requirements under applicable laws and the Company's Articles of Association, the Company was not required to appropriate its 2023 net profit as a legal reserve.

- 5) To consider and approve the appointment of the external auditors and to determine of the audit remuneration for the year 2024

Board of Directors' opinion: The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve appointment of the external auditors for the year 2024 from EY Office Limited. as follows:

- |                  |                |  |
|------------------|----------------|--|
| 1) Mr. Klot      | Suwantarangsri | Certified Public Accountant No. 8025; and/or |
| 2) Ms. Isaraporn | Wisutthiyan    | Certified Public Accountant No. 7480; and/or |
| 3) Mr. Preecha   | Arunnara       | Certified Public Accountant No. 5800; and/or |
| 4) Mr. Serm      | Brisuthikun    | Certified Public Accountant No. 9452; and/or |
| 5) Ms. Kessirin  | Pinpuvadol     | Certified Public Accountant No. 7325         |

The Board also proposed to the Annual General Meeting of Shareholders to approve the audit fee of the Company for the year 2024 in the amount of Baht 1,640,000.

- 6) To consider and approve the election of directors in replacement of directors retiring by rotation for the year 2024

Board of Directors' opinion: The Board (exclusive of those with interests on this matter) agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve re-election of the 3 directors due to complete their terms in 2024 to retain their office for another term as follows:



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- 1) Mr. Jan Dam Pedersen Independent Director / Member of Audit Committee/ Chairman of Nomination and Remuneration Committee
- 2) Mr. Martin Thaysen Director
- 3) Mr. Kresten Mikael Valdal Director

- 7) To consider and approve the remuneration of directors for the year 2024

Board of Directors' opinion: The Board agreed with the proposal of the Nomination and Remuneration Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration of directors for 2024 as follows:

Remuneration	2023	2024
1. Remuneration	Per person / Year / Baht	Per person / Year
- Chairman of Audit Committee	460,000	483,000
- Independent Directors	460,000	483,000
2. Meeting Allowance	Per person / Meeting / Baht	Per person / Meeting / Baht
- Chairman of Audit Committee	10,000	10,000
- Chairman of Nomination and Remuneration Committee	10,000	10,000
- Independent Directors	8,000	8,000

- 8) To approve an amendment of the Articles of Association to be in line with the amended laws and regulations

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the amendment and the addition of the Articles of Association (AOA) to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, Ministry of Commerce, relating to the amendment of the Act as follows:

To amend:

- Chapter 4 Board of Directors: Clauses 21, 22, 23, 25, 26, 27, 31, 32, 35, 38, 39, 41, 43 and 44
- Chapter 5 Executive Board: Clause 45
- Chapter 6 Meetings of Shareholders: Clauses 46, 47, 48, 49 and 50
- Chapter 7 Accounting, Finance and Audit (Former): Clauses 53, 55, 56 and 57, and move Clauses 52, 53, 54, and 55 to Section 8 Accounting, Finance and Audit (New), which will become Clauses 58, 59, 60 and 61 respectively
- The name of Chapter 7 from Accounting, Finance and Audit (Former) to “Chapter 7 Dividend and Reserve”
- Chapter 8 Capital Increase (Former): Clauses 61 and 62
- The name of Chapter 8 Capital Increase (Former) to “Chapter 9 Capital Increase and Reductions”



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- Chapter 9 Additional Provisions (Former): Clauses 63, 64 and 65 and move Clause 65 to Chapter 10 The related transactions or a transaction involving the acquisition or disposal of assets of the Company, which will become Clause 71

To add:

- Chapter 6 Meetings of Shareholders: Clauses 45, 48, 50, 51 and 52
- Chapter 8 Accounting, Finance and Audit (New): Clauses 62 and 63
- Chapter 9 Capital Increase and Reductions (New): Clauses 69 and 70

9) Others (if any)

2. Approved to authorize Dr. Surajin Tappanchai, Managing Director, to consider changing the date, time and venue of the 40<sup>th</sup> Annual General Meeting of Shareholders as deemed appropriate, provided that such change is in compliance with relevant laws and regulations.

Your kind acknowledgement of these matters would be appreciated.

In addition, the Company allowed minority shareholders to propose matter(s) for consideration as an agenda of the 40<sup>th</sup> Annual General Meeting of Shareholders from December 22, 2023 to February 22, 2024 but none of the shareholders proposed any matter as an agenda of the meeting, and no question relating to the Company was sent to the Company.

Yours sincerely,  
**Thai Poly Acrylic Public Company Limited**

Dr. Surajin Tappanchai  
Managing Director