



## INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

Friday 25 September 2020 at 2:00 p.m

At Bangkok Ballroom, 2<sup>nd</sup> floor, Royal City Hotel. Pinklao, No. 800  
Borommaratchachonnani Road, Bang Bamru Sub-District,  
Bang Phlat District, Bangkok 10700





**RICHY CS008/2020**

**August 19, 2020**

**Subject      Invitation to the Annual General Meeting of Shareholders No.1 / 2020**

**Dear Shareholder of Richy Place 2002 Public Company Limited**

**Attachment:**

1. The copy of the report of the annual general meeting of shareholders of the year of 2019 that has the meeting on April 25, 2019.
2. The financial statement of the company for the year ended of December 31, 2019.
3. The information of independent directors accompanied with the proxy of shareholders.
4. Documents or evidences that has to be brought to appear in joining the annual general meeting of shareholders, the registration and the voting.
5. The manual for the operation in the annual general meeting of shareholders, No. 1/2020.
6. The regulation of the company especially for relating to the annual general meeting of shareholders
7. The proxy form A and the proxy form B.
8. The map for showing the location of the place of setting the annual general meeting of shareholders.
9. The registration form (This have to bring in the meeting day of shareholders)
10. The history of the person that has received the presentation of the name to be in the position of the director.

The Board of Directors of Richy Place 2002 Public Company Limited has resolved to hold the Annual General Meeting of Shareholders No. 1/2020 on Friday, September 25, 2020 at 2:00 p.m. at Bangkok Ballroom, 2nd floor, Royal City Hotel. Pinklao, No. 800 Borommaratchachonnani Road, Bang Bamru Sub-District, Bang Phlat District, Bangkok (Please see the map shown in Attachment 8) to consider various matters. The details are as follows:

**Agenda 1: This has to consider to certify the report of the annual general meeting of shareholders of the year of 2018 that has joined the meeting on April 25, 2019.**

**The fact and the reason**

The company held the 2019 Annual General Meeting of Shareholders on 25 April 2019, where the meeting considered various matters as required by law The Company has sent a copy of the minutes of the meeting within the specified legal period. (Details appear in Attachment 1)

**Director's opinion**

The Board of Directors deems it appropriate to present the minutes of the Annual General

Meeting of Shareholders No. 1/2019, which was held on 25 April 2019, which the Board considers that the report has been correctly recorded. (Details appear in Attachment 1) for the shareholders' meeting to certify the said meeting.

**The resolution**

This agenda must pass a resolution with a majority of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 2: This will consider to acknowledge of the performance of the year of 2019.**

**The fact and the reason**

The company summarized the operating results for the year 2019, which appeared in the annual report in QR CODE format, which was delivered to shareholders together with this meeting invitation letter.

**Director's opinion**

The Board of Directors has approved to present to the shareholders' meeting for acknowledgment of the operation results for the year 2019, details appear in the Annual Report 2019 in the form of QR CODE which has been sent to the shareholders in advance along with This invitation letter

**The resolution**

This has no voting.

**Agenda 3: To consider and acknowledge the payment of interim results. For the operating results of 2019 and acknowledge the profit allocation Legal reserve.**

**The fact and the reason**

The company has a policy to pay dividends to shareholders at least 40% of the net profit after corporate income tax for the separate financial statements. And after deducting all types of reserves, but in the event that the company With accumulated losses The company cannot pay dividends. As specified in the Articles of Association of Article 46

In 2019, the company has net profit after corporate income tax of 120,765,260 baht (one hundred twenty million seven hundred sixty-five thousand two hundred six baht only) deducted by legal reserve 6,038,263 baht (six million and thirty eight thousand two hundred and sixty-three baht only). The meeting of the Board of Directors 2/2020 on April 13, 2020 approved an interim dividend payment instead of an annual dividend. To reduce the impact on the shareholders from postponing the general meeting of shareholders. By paying an interim dividend from the Company's operating results as of December 31, 2019 at the rate of 0.058 baht per share, an amount not exceeding 69,265,108.99 baht (Sixty-nine million, two hundred and sixty-five thousand, one hundred eight baht, ninety-nine satang), representing 60.37 percent of the net profit after provision. This is in accordance with the policy of the company. The Company specifies the list of shareholders who are entitled to receive dividends on April 27, 2020, who have paid dividends on May 13, 2020 in total amount. 69,265,108.92 baht and the company will not pay dividend for the year 2019 again.

**THE COMPARISON OF DIVIDEND PAYMENT RATES IN THE PREVIOUS YEAR IS AS FOLLOWS:**

<b>Dividend payment details</b>	<b>Year 2017</b>	<b>Year 2018</b>	<b>Year 2019</b>
Net profit (Baht)	139,394,362	456,621,237	120,765,260
Number of paid-up shares (shares)	975,203,604	1,044,859,438	1,194,226,017
Amount of dividend paid	78,143,063	175,536,385	69,265,108.99
Dividend per share (Baht: share)	0.08013	0.168	0.058

**Director's Opinion**

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders acknowledge the interim payment For the operating results of 2019 and acknowledge the profit allocation Legal reserve Details are as follows

- The company has allocated legal reserve according to the minimum criteria stipulated by the law and the regulations of the company. The additional legal reserve is allocated 6,038,263 baht (six million and thirty eight thousand two hundred and sixty-three baht only).

- Pay a cash dividend not exceeding 69,265,108.99 baht (sixty nine million two hundred sixty five thousand one hundred eight baht ninety nine satang) or equivalent to 0.058 baht per share.

Which determines the list of shareholders or the Record Date for the right to receive dividends on 27 April 2020 and the dividend payment has been made on May 13, 2020 and the company will not pay the annual dividend for 2019 again.

**The resolution**

This has no voting.

**Agenda 4: This has considered to approve the financial statement of the company for the accounting period ended on December 31, 2019.**

**The fact and the reason**

The financial statement of the company for the accounting period ended on December 31, 2019 which has passed the auditing from the audit committee of the company and has been audited from the auditor already. By the auditor has shown the opinion on the financial statement of the company that this has the correctness as expected in the important content according to the generally accepted accounting principles (The detail is appeared according to the attachment 2) which can conclude the important content as follows;

<b>List</b>	<b>Year 2017</b>	<b>Year 2018</b>	<b>Year 2019</b>
Total assets	6,062,540,369	5,119,465,830	6,522,043,508
Total liabilities	4,195,059,011	2,809,447,204	4,091,988,493
Total income	1,327,125,630	2,708,649,016	1,225,284,904
Net profit	132,914,997	451,022,834	147,378,496
Earnings per share (Baht: shares)	0.136	0.38	0.12



### **Director's opinion**

This has viewed as proper to present the annual general meeting of shareholders to approve the financial statement of the company for the accounting period ended on December 31, 2019 that has passed the consideration of the audit committee of the company and has been audited by the certified public accountant already (The detail is appeared according to the attachment 2).

### **The resolution**

This agenda must pass the approval with the majority vote of all votes of shareholders that have joined the meeting and have voted.

**Agenda 5: This has considered to approve to appoint the committee instead of the committee that have resigned from the position according to the agenda.**

### **The fact and the reason**

According to the regulation of the company, No. 20, this has determined in the annual general meeting of shareholders in every time that the committee will have to resign from the position at least of 1 in 3 of the number of committees in that time. The committee that will have to resign in the first year and the second year after the registration of the company, they will have to draw lots that anyone will have to resign in the part of the last year further. This has to let the committee that is in the position that is in the longest time to be the person who will resign from the position of the committee. That committee may receive the selection to be in the position again. By in the year of 2020, this has the committee that has resigned from the position for 3 persons that are;

- |                              |  |
|------------------------------|--|
| 1. Lt.Gen. Samang Thongpan   | Independent Director and Chairman of the Audit Committee |
| 2. Ms.Nonglak Wanathammapong | Director   |
| 3. Mr.Somchai Pienstapom     | Independent Director and Audit Committee                 |

In selection of directors The company has invited the minority shareholders to nominate persons they deem appropriate. To be selected as the Company's director Through the news system of the Stock Exchange of Thailand - Thailand And published on the company's website From November 1, 2019 to January 31, 2020, there were shareholders nominating 2 independent directors, Mrs. Jaree Wuttisanti and Mr. Anen Ung-Apinan (in Attachment 10).

The company has defined the definition of independent directors. According to the initial requirements of SEC and the Stock Exchange of Thailand And added some qualifications that the independent directors of the company should have, which Assoc. Assoc. Suthat Ratanakuangwan, Mrs. Pawanya Krittachat, Mrs. Jaree Wuttisanti and Mr. Anen Ung Aphinan have all the qualifications. With details as follows:

1. Holding no more than one percent of the total shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company By including the shares held by related persons

2. Not being or used to be a director with participation in management, staff, staff, or advisor who receives a regular salary Or the controlling person of the company, parent company, subsidiary company, associated company, or same-level subsidiary company Major shareholder Or those with control of the company Unless having been free from the aforementioned nature for not less than two years before being appointed

3. Not being a person who has a blood relationship or by legal registration In the form of parents, spouses, siblings, and children, including spouses of children of the executive, major shareholder Regulator Or the person who will be nominated as the executive or controlling person of the company Or subsidiary

4. Does not have or has ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company In a manner that may obstruct his independent judgment Including neither being nor having been a significant shareholder Or the controlling person of the person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company Except that having passed the aforementioned characteristics not less than two years before being appointed. The business relationship shall include the transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 regarding the request for permission and Approval to offer for sale of newly issued shares

5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company And not being a significant shareholder Regulator Or a partner of the audit firm Which have auditors of the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company under Unless having been free from the aforementioned nature for not less than two years before being appointed

6. Not being or having been a professional service provider of any kind Which includes providing services as legal advisors or financial advisors Which receives service fees of more than two million baht per year from the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company And not being a significant shareholder Regulator Or a partner of that professional service provider Unless having been free from the aforementioned nature for not less than two years before being appointed

7. Not being a director appointed to be a representative of the company's director Major share holder or shareholders who are related to the major shareholder of the company

8. Not operating in a business of the same condition And is a significant competition with the business of the company or subsidiary Or not a significant partner in a partnership Or being a director that participates in the management of employees, staff, consultants who receive a regular salary Or holding more than one percent of the total shares with voting rights of other companies Which operates in the same business and in significant competition with the business of the company or subsidiary

9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

10. Not being a director assigned by the board of directors to decide on the business operations of the company, parent company, subsidiary company, associated company, same-level subsidiary company Major shareholder Or the controlling person of the company

11. Not being a director of the parent company, subsidiary company, or same-level subsidiary company only being a listed company

### **The opinion of the nomination and remuneration committee**

The Nomination and Remuneration Committee deems it appropriate to Lt.Gen. Samang Thongpan, Mrs. Nonglak Wanathamaphong returned to be a director of the company and Mrs. Jaree Wutti Santi was appointed as an independent director in place of the director who completed their term. Because these people are all people who are knowledgeable, capable, experienced and have a good working history And have all the qualifications in accordance with the Act In 1992 (a brief biography of all 3 persons in Attachment 10).

### **Director's Opinion**

The persons nominated for this time have gone through a scrutiny process from the Board of Directors. Excluding directors with interests who did not vote, the 3 persons considered it appropriate to propose the general meeting of shareholders to consider the election of 3 persons, namely Mrs. Nonglak Vanathampongch, Mrs. Jaree Wuttisanti and Mr. Anen Ung Aphinan, to be held. Director position since such a person is a competent person and experience which will benefit the Company's business operations and shareholders.

### **The resolution**

This agenda must pass the resolution to approve with the majority vote of all votes of shareholders that have joined the meeting and have voted.

**Agenda 6: This has considered to determine the compensation for the director of the year of 2020.**

### **The fact and the reason**

The act of the public company, the section 90 has determined that, "The payment of the compensation of the director will be according to the resolution of shareholders that are consisted of the voting that isn't less than 2 in 3 of all number of votes of shareholders that have come to join the meeting". The nomination and remuneration committee have screened in the detail about the suitability of other things and have compared to refer from the same business type. The meeting have viewed as proper to present to the meeting of shareholders to consider to determine the compensation of the director of the year of 2020 which will have the composition of the compensation as follows;



1. The meeting allowance will have the following detail;

Chairman of the Board	25,000 Baht per time
Director	15,000 Baht per time
Sub-Committee Chairman	15,000 Baht per time
Sub-Committee	10,000 Baht per time

2. The pension of the director

In the year 2019, the Company has paid remuneration for directors, consisting of meeting fees and gratuities in the amount of 10,000,000 baht, and in 2020, the Nominating and Compensation Committee considered and scrutinized the appropriateness, and therefore proposed to pay compensation not over 10,000,000 baht. Equal to the year 2019

### **Director's Opinion**

This has viewed as proper to present to the meeting of shareholders to consider to approve the compensation and the meeting allowance of the director, the audit committee, the executive committee, the nomination and remuneration committee and the risk management committee for the amount of THB 10,000,000. By the committee have screened in the detail about the suitability of other things and they have compared to refer the business in the same category already.

### **The resolution**

This agenda must pass the resolution to approve with the voting that isn't less than 2 in 3 of all votes of shareholders that have joined the meeting and have voted.

## **Agenda 7: This has considered to appoint the auditor and has determined the compensation of the auditor of the year of 2020.**

### **The fact and the reason**

The Public Company Act, Section 120, states that "The annual shareholders meeting shall appoint an auditor. And determine the audit fees of the company every year In appointing an auditor, he may appoint the same auditor again. "According to the good corporate governance policy of the company There is a need to rotate the auditor every 5 years to make the internal control more stable and to ensure that the auditor can independently review and audit the company's financial statements. The company hired Dharmniti Auditing Company Limited to be the auditor for the company in 2020 for a total of 2 years (this year will be the 3rd year)

In 2020, the audit committee considered the auditors of the company is of the opinion that Should propose to the shareholders' meeting to select 5 auditors from Dharmniti Auditing Company Limited, which is Miss Wanisa Ngamabathong, Certified Public Accountant Registration Number 6838 and / or Mr. Piradet Phongsathiensak Certified Public Accountant Registration No. 4752 and / or Miss Thanyaphon Tangthanapachai, Certified Public Accountant Registration Number 9169 and / or Ms. Chotima Kitsirakorn, Certified Public Accountant Registration No. 7318 and Ms. Chutinan Kor praserthavorn Certified Public Accountant Registration No. 9201, the proposed auditors do not have any relationship and / or interests between the auditor and the company / auditor. Management / major shareholders or those related to the said person in any way therefore, they are independent in auditing and giving opinions on the company's financial statements.

For the remuneration of the auditors who will request for approval at this time Board of directors By the proposal of the audit committee Agreed that the Annual General Meeting of Shareholders consider and approve the audit fees for the company's financial statements for the year 2020 in the amount of 1,835,000.00 baht which is higher than the year 2019 in the amount of 165,000 baht

<b>Auditor remuneration</b>	<b>Year 2018</b>	<b>Year 2019</b>	<b>Year 2020</b>
Audit fee of the company	1,130,000	1,290,000	1,350,000
Audit fees of subsidiaries	190,000	380,000	485,000
** Other service fees	144,746	106,623	Based on actual costs

\*\* Other service fees such as transportation expenses, overtime pay, office expenses in the amount of 106,623 baht

### **The audit committee's opinion**

The audit committee has chosen the company's auditor. And considered the remuneration of the auditor Including giving opinions to the Board of Directors for approval

Miss Wannisa Ngamabothong, Certified Public Accountant Registration No. 6838 and / or Mr. Peeradech Phongsathiensak Certified Public Accountant Registration No. 4752 and / or Miss Thanyaphon Tangthanapachai, Certified Public Accountant Registration Number 9169 and / Ms. Chotima Kitsirakorn, Certified Public Accountant Registration No. 7318 and Ms. Chutinan Kor praserthavorn Certified Public Accountant Registration No. 9201 of Dharmniti Auditing Company Limited, being the company's auditor for the year 2020 and approving the auditor's remuneration in the amount of 1,835,000 Baht.

#### **Director's Opinion**

The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders for approval. Appointing Miss Wannisa Ngamabathong, Certified Public Accountant Registration Number 6838 and / or Mr. Peeradech Phongsathiensak Certified Public Accountant Registration No. 4752 and / or Miss Thanyaphon Tangthanapachai, Certified Public Accountant Registration Number 9169 and / or Ms. Chotima Kitsirakorn, Certified Public Accountant Registration No. 7318 and Ms. Chutinan Kor praserthavorn Certified Public Accountant Registration No. 9201 of Dharmniti Auditing Company Limited, being the company's auditor for the year 2020, with the auditor's remuneration of 1,835,000 baht. Per year (An increase of 165,000 baht)

#### **The resolution**

This agenda have to pass the resolution to approve with the majority vote of all votes of shareholders that have joined the meeting and have voted.

#### **Agenda 8: This has considered other topics (If Any)**

##### **Director's Opinion**

This has viewed as proper to contain in this agenda for opening the opportunity for shareholders who have the intention to have the consideration in other topics beside from the way that Board of Directors have determined.

Therefore, the shareholders are cordially invited to attend the Annual General Meeting of Shareholders for the year 2020 on the said date, time and location, and to make registration for the shareholders' meeting easier and faster. Would like to ask the shareholders And / or proxies Please bring the proxy. (Details appear in Attachment 7) which the company has printed the barcode to show to the registered staff on the meeting day as well. In the event that any shareholder is unable to attend the meeting by himself and wishes to appoint another person or independent director who has no vested interest in the proposed agenda in the 2020 Annual General Meeting, it will be the meeting participant and vote on your behalf. (Details of independent directors in Attachment 3)

However, the company reserves the right to not register in case of incomplete documents. Or incorrect or does not meet the conditions and will conduct a meeting in accordance with the company regulations and the Public Act. (Details are shown in Attachment 5 and 6) The Company has determined that August 28, 2020 is the record date for shareholders to attend the Annual General Meeting of Shareholders for the year 2020.

Furthermore, due to the Stock Exchange of Thailand Has added options for listed companies to prepare annual reports in the form of QR CODE. Therefore, the company Therefore, the annual report for the year 2019 in the form of QR CODE was sent to shareholders along with the financial summary from the 2019 annual report.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Dr. Apa Ataboonwongse', with a stylized flourish extending from the end.

(Dr. Apa Ataboonwongse)

Chief Executive Officer

Company Secretary

Mrs. Sarunthorn Srisunthorn

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2019

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2019	31, 2018	31, 2019	31, 2018
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	7	24,745,802	23,982,790	10,426,755	22,617,106
Trade and other current receivables	8	396,808,391	432,435,676	377,600,859	415,185,740
Short-term loans to related parties	6	90,232,833	64,980,499	1,018,933,745	318,040,989
Real estate project under development	9	5,914,085,923	4,543,884,638	4,301,517,613	4,060,116,133
<b>Total Current Assets</b>		<b>6,425,872,949</b>	<b>5,065,283,603</b>	<b>5,708,478,972</b>	<b>4,815,959,968</b>
<b>NON - CURRENT ASSETS</b>					
Investments in subsidiaries	10	-	-	31,240,625	30,990,700
Property, plant and equipment	11	13,281,340	21,617,811	12,643,885	21,406,899
Other intangible assets	12	619,335	355,135	619,335	355,135
Deferred tax assets	13	22,628,618	26,259,419	18,975,593	24,864,891
Other non-current assets	14	59,641,266	5,949,862	59,173,778	5,797,803
<b>Total Non - Current Assets</b>		<b>96,170,559</b>	<b>54,182,227</b>	<b>122,653,216</b>	<b>83,415,428</b>
<b>TOTAL ASSETS</b>		<b>6,522,043,508</b>	<b>5,119,465,830</b>	<b>5,831,132,188</b>	<b>4,899,375,396</b>

Notes to financial statements form an integral part of these statements.

**RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION (CONT.)**  
**AS AT DECEMBER 31, 2019**

**LIABILITIES AND SHAREHOLDERS' EQUITY**

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2019	31, 2018	31, 2019	31, 2018
<b>CURRENT LIABILITIES</b>					
Bank overdraft and short-term loans from					
financial institutions	15	45,835,430	12,416,512	45,835,430	12,416,512
Trade and other current payables	6, 16	238,889,857	175,931,078	165,699,107	143,200,929
Advance received from customer-real estate	6	449,638,993	444,335,215	389,725,512	424,633,975
Current portion of liabilities under finance lease					
agreement	17	524,079	491,183	524,079	491,183
Current portion of long-term loans	18	1,909,122,133	1,968,746,056	1,355,159,726	1,759,761,239
Short-term borrowings from related parties	6	14,000,000	-	46,919,926	31,426,426
Income tax payable		598,141	29,371,138	-	29,371,138
Other current liabilities		56,794,213	72,443,577	34,734,408	69,836,274
<b>Total Current Liabilities</b>		<b>2,715,402,846</b>	<b>2,703,734,759</b>	<b>2,038,598,188</b>	<b>2,471,137,676</b>
<b>NON - CURRENT LIABILITIES</b>					
Liabilities under financial lease agreement	17	1,259,053	1,783,132	1,259,053	1,783,132
Long-term loans	18	1,368,570,704	99,642,085	1,368,570,704	99,642,085
Employee benefit obligations	19	5,490,357	3,137,162	5,490,357	3,137,162
Provision for compensation for housing estate					
juristic persons		1,265,533	1,150,066	1,265,533	1,150,066
<b>Total Non - Current Liabilities</b>		<b>1,376,585,647</b>	<b>105,712,445</b>	<b>1,376,585,647</b>	<b>105,712,445</b>
<b>TOTAL LIABILITIES</b>		<b>4,091,988,493</b>	<b>2,809,447,204</b>	<b>3,415,183,835</b>	<b>2,576,850,121</b>

Notes to financial statements form an integral part of these statements.



**RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION (CONT.)**  
**AS AT DECEMBER 31, 2019**

**LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)**

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2019	31, 2018	31, 2019	31, 2018
<b>SHAREHOLDERS' EQUITY</b>					
Share capital	20				
Authorised share capital					
1,578,815,237 ordinary shares of Baht 1 each		<u>1,578,815,237</u>		<u>1,578,815,237</u>	
1,381,460,996 ordinary shares of Baht 1 each			<u>1,381,460,996</u>		<u>1,381,460,996</u>
Issued and paid-up share capital					
1,194,226,017 ordinary shares of Baht 1 each		1,194,226,017		1,194,226,017	
1,044,859,438 ordinary shares of Baht 1 each			1,044,859,438		1,044,859,438
Premium on ordinary shares		538,457,685	538,406,193	538,457,685	538,406,193
Retained earnings					
- Appropriated legal reserve	24	75,478,325	69,440,062	75,478,325	69,440,062
- Unappropriated		<u>621,892,988</u>	<u>657,312,933</u>	<u>607,786,326</u>	<u>669,819,582</u>
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<u>2,430,055,015</u>	<u>2,310,018,626</u>	<u>2,415,948,353</u>	<u>2,322,525,275</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<u>6,522,043,508</u>	<u>5,119,465,830</u>	<u>5,831,132,188</u>	<u>4,899,375,396</u>

Notes to financial statements form an integral part of these statements.

# **RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

## **STATEMENTS OF COMPREHENSIVE INCOME**

**FOR THE YEAR ENDED DECEMBER 31, 2019**

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2019	2018	2019	2018
	Revenues from sales	1,193,648,362	2,680,990,447	980,847,395	2,680,990,447
	Costs of sales	753,385,529	1,773,794,510	612,135,686	1,773,794,510
	Gross profit	440,262,833	907,195,937	368,711,709	907,195,937
	Other incomes	31,636,542	27,658,569	64,259,039	41,944,913
	Distribution costs	202,057,787	268,734,110	167,145,039	262,559,458
	Administrative expenses	68,931,387	88,774,429	68,359,959	88,571,994
	Finance costs	13,897,822	13,402,693	42,348,261	27,073,193
	Profit before income tax expenses	187,012,379	563,943,274	155,117,489	570,936,205
	Income tax expenses	29 39,633,883	112,920,440	34,352,229	114,314,968
	Profit for the year	147,378,496	451,022,834	120,765,260	456,621,237
	Other comprehensive income :				
	Item that will not be reclassified to profit or loss				
	Actuarial losses - net of income tax	(1,235,253)	-	(1,235,253)	-
	Items that may be reclassified subsequently to profit or loss	-	-	-	-
	Other comprehensive income (loss) for the year, net of income tax	(1,235,253)	-	(1,235,253)	-
	Total comprehensive income for the year	146,143,243	451,022,834	119,530,007	456,621,237
	Earnings per share	26			
	Basic earnings per share (Baht per share)	0.12	0.38	0.10	0.38
	Dilute earnings per share (Baht per share)	-	-	-	-

Notes to financial statements form an integral part of these statements.

# RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2019

Baht					
Consolidated financial statements					
Notes	Issued and Paid-up Share Capital	Premium on Share Capital	Retained Earnings		Total
			Appropriated Legal reserve	Unappropriated	Shareholders' equity
Balance as at January 1, 2018	975,203,604	538,406,193	46,609,000	307,262,561	1,867,481,358
Ordinary shared dividend	22	69,655,834	-	(69,655,834)	-
Dividend paid	22	-	-	(8,485,836)	(8,485,836)
Comprehensive income for the year					
Profit for the year	-	-	-	451,022,834	451,022,834
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	451,022,834	451,022,834
Transfer to legal reserve	-	-	22,831,062	(22,831,062)	-
Payment for the remaning shares - subsidiary	-	-	-	270	270
Balance as at December 31, 2018	1,044,859,438	538,406,193	69,440,062	657,312,933	2,310,018,626
Increase shared - capital	20	109,556	51,492	-	161,048
Ordinary shared dividend	22	149,257,023	-	(149,257,023)	-
Dividend paid	22	-	-	(26,267,977)	(26,267,977)
Comprehensive income for the year					
Profit for the year	-	-	-	147,378,496	147,378,496
Other comprehensive income	-	-	-	(1,235,253)	(1,235,253)
Total comprehensive income for the year	-	-	-	146,143,243	146,143,243
Transfer to legal reserve	-	-	6,038,263	(6,038,263)	-
Payment for the remaning shares - subsidiary	-	-	-	75	75
Balance as at December 31, 2019	1,194,226,017	538,457,685	75,478,325	621,892,988	2,430,055,015

Notes to financial statements form an integral part of these statements.

**RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)**

**FOR THE YEAR ENDED DECEMBER 31, 2019**

		Baht				
		Separate Financial Statements				
		Issued and	Premium on	Retained Earnings		Total
		Paid-up	Share Capital	Appropriated	Unappropriated	Shareholders' equity
Notes		Share Capital		Legal reserve		
		975,203,604	538,406,193	46,609,000	314,171,077	1,874,389,874

Notes to financial statements form an integral part of these statements.

# **RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

## **STATEMENTS OF CASH FLOWS**

**FOR THE YEAR ENDED DECEMBER 31, 2019**

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
<b>Cash flows from operating activities:</b>				
Profit before income tax expenses	187,012,379	563,943,274	155,117,489	570,936,205
Adjustments to reconcile profit before income tax expenses for the year				
to net cash provided by (used in) from operating activities				
Gain on disposal of temporary investments	(2,226,536)	(168,961)	(2,226,536)	(168,961)
Loss of written off assets	-	328,140	-	328,140
(Gain) loss from amortization of assets and liabilities - net	(7,596,083)	104,406	(7,596,083)	104,406
Depreciation and amortization	10,960,795	12,919,155	10,855,825	12,871,775
Provision for compensation for housing estate				
juristic persons	115,468	1,150,065	115,468	1,150,065
Employee benefits expenses	809,128	173,116	809,128	173,116
Interest income	(4,512,692)	(1,433,220)	(32,205,320)	(15,827,364)
Finance costs	13,897,822	13,402,693	42,348,262	27,073,193
Profit (loss) from operations before changes in				
operating assets and liabilities	198,460,281	590,418,668	167,218,233	596,640,575
Changes in operating assets and liabilities				
Trade and other current receivables (increase) decrease	(172,579,693)	(161,553,256)	(168,291,117)	(145,352,056)
Real estate project under development (increase) decrease	(1,017,948,237)	1,234,917,010	45,633,536	1,322,785,639
Other-non current asset (increase) decrease	(533,966)	(105,827)	(218,538)	(54,467)
Trade and other current payables increase (decrease)	70,811,544	(54,051,154)	30,101,018	(84,862,267)
Advances received from customer	5,303,778	(35,673,322)	(34,908,464)	(48,627,586)
Other current liabilities increase (decrease)	(15,649,363)	23,333,408	(35,101,866)	20,944,639
Net cash provided from (used in) operating	(932,135,656)	1,597,285,527	4,432,802	1,661,474,477
Income tax paid	(67,589,542)	(98,348,041)	(60,647,531)	(98,348,041)
<b>Net cash provided from (used in) operating activities</b>	<b>(999,725,198)</b>	<b>1,498,937,486</b>	<b>(56,214,729)</b>	<b>1,563,126,436</b>

Notes to financial statements form an integral part of these statements.



**RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS (CONT.)**  
**FOR THE YEAR ENDED DECEMBER 31, 2019**

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
<b>Cash flows from investing activities:</b>				
Deposits with limitations on the use	(53,157,438)	264,649	(53,157,439)	264,649
Cash received and paid for share value payment in subsidiary	-	270	-	(899,730)
Cash paid for purchase of property, plant and equipment	(2,404,626)	(2,912,354)	(1,873,113)	(2,720,804)
Cash paid for intangible assets	(483,898)	(124,588)	(483,898)	(124,588)
Cash paid for purchase of short-term investments	(929,000,000)	(193,200,000)	(929,000,000)	(193,200,000)
Cash received from disposal of short-term investments	931,226,536	193,368,961	931,226,536	193,368,961
Cash paid for short-term loans to related parties	(44,558,065)	(69,553,400)	(738,424,540)	(112,141,686)
Cash received for short-term loans to related parties	21,217,214	5,948,000	70,781,707	5,948,000
Cash received from interest income	2,599,168	95,255	2,599,168	95,255
<b>Net cash provided from (used in) investing activities</b>	<b>(74,561,109)</b>	<b>(66,113,207)</b>	<b>(718,331,579)</b>	<b>(109,409,943)</b>
<b>Cash flows from financing activities:</b>				
Cash paid for interest expenses	(169,916,134)	(163,867,262)	(135,727,993)	(154,563,400)
Bank overdraft from financial institutions	3,418,918	5,627,726	3,418,918	5,627,726
Cash received from bill of exchange	160,000,000	-	160,000,000	-
Cash paid for bill of exchange	(130,000,000)	-	(130,000,000)	-
Liabilities under financial lease agreement (decrease)	(624,552)	(520,460)	(624,552)	(520,460)
Cash received from financial institutions loan	1,192,767,752	668,237,118	663,457,752	638,237,118
Cash paid for loans from financial institutions	(485,889,736)	(1,494,702,018)	(303,461,239)	(1,494,702,018)
Cash received for short-term loans from related parties	14,000,000	-	14,000,000	-
Cash received from debenture	1,379,700,000	-	1,379,700,000	-
Cash paid from debentures	(862,300,000)	(500,000,000)	(862,300,000)	(500,000,000)
Cash received from share capital	161,048	-	161,048	-
Dividend paid	(26,267,977)	(8,485,836)	(26,267,977)	(8,485,836)
<b>Net cash provided by (used in) financial activities</b>	<b>1,075,049,319</b>	<b>(1,493,710,732)</b>	<b>762,355,957</b>	<b>(1,514,406,870)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>763,012</b>	<b>(60,886,453)</b>	<b>(12,190,351)</b>	<b>(60,690,377)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINING OF YEAR</b>	<b>23,982,790</b>	<b>84,869,243</b>	<b>22,617,106</b>	<b>83,307,483</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>24,745,802</b>	<b>23,982,790</b>	<b>10,426,755</b>	<b>22,617,106</b>

Notes to financial statements form an integral part of these statements.



**RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS (CONT.)**  
**FOR THE YEAR ENDED DECEMBER 31, 2019**

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
<b>Supplementary disclosures of cash flows information :</b>				
1. Recorded the interest expense as real estate project under development	155,894,999	145,279,417	94,749,919	123,798,554
2. Transfer investment in property to real estate project under development	-	8,768,126	-	8,768,126
3. Transfer sales office under construction to real estate project under development	-	2,271,035	-	2,271,035
4. Increase in finance lease obligation from purchase of vehicles	-	2,660,000	-	2,660,000
5. Ordinary shared dividend	149,257,023	69,655,834	149,257,023	69,655,834
6. Transfer deposits for land to real estate project under development	195,572,992	-	195,572,992	-
7. Payable for purchase of stock - subsidiary	-	-	250,000	-

Notes to financial statements form an integral part of these statements.

**Minutes of the Annual General Meeting of Shareholders No. 1/2562**  
**Of**  
**Richy Place 2002 Public Company Limited**  
**Date 25 April 2019**  
**At Pinkolw Room, 3 Floor, SD Avenue Hotel**  
**เลขที่ No. 94 Borommaratchachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700**

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**Before the meeting**

The MC have introduced the Board of Directors, executives, secretaries, auditors and legal counsel who attended the meeting as follows

**List of directors attending the meeting**

- |     |                                      |                |   |
|-----|--------------------------------------|----------------|---|
| 1.  | Miss Sunee                           | Sathatinan     | Vice Chairman and Executive Director  |
| 2.  | Dr.Apa                               | Ataboonwongse  | Vice Chairman and Chief Executive Officer   |
| 3.  | Lt.Gen. Somang                       | Thongpan       | Chairman of the Audit Committee,<br>Chairman of the nomination and<br>Remuneration Committee And<br>independent directors |
| 4.  | Dr.Karoon                            | Chantarangsu   | Chairman of the Risk Management<br>Committee  |
| 5.  | Assoc. Prof. Suthat Ratanakuakangwan |                | Audit Committee, Nomination and<br>Remuneration Committee Risk<br>Management Committee And<br>independent directors       |
| 6.  | Mr. Somsak                           | Ataboonwongse  | Executive Director And the Nomination<br>and Remuneration Committee   |
| 7.  | Pol.Col. Suvit                       | Tansode        | Risk Management Committee   |
| 8.  | Mrs. Nonglak                         | Wanathammapong | Director  |
| 9.  | Mr. Weerapol                         | Ataboonwongse  | Director  |
| 10. | Mr. Somchai                          | Phiensathaporn | Audit Committee and Independent Director  |

The proportion of directors attending the general meeting of shareholders at this time 100 percent

#### **List of company executives Attending the meeting**

- |                    |             |                         |
|--------------------|-------------|-------------------------|
| 1. Mrs. Sarunthorn | Srisunthorn | Company Secretary       |
| 2. Miss Sutthiporn | Hinrit      | Chief Financial Officer |
| 3. Ms. Phairrawee  | Dokprom     | account manager         |

#### **List of auditors from Karin Audit Company Limited who attended the meeting**

- |                |              |
|----------------|--------------|
| 1. Miss Wanisa | Ngambuathong |
|----------------|--------------|

#### **Legal Advisor from Aran Law Office - Chiranan and friends act as witnesses for vote counting.**

- |                  |          |
|------------------|----------|
| 1. Mr. Chaturong | Hongkham |
|------------------|----------|

#### **Clarification of shareholders before starting the meeting**

Before commencing the 2019 Annual General Meeting of Shareholders According to the agenda specified in the invitation letter the master of ceremony informed the meeting that The Company has informed the shareholders of this general meeting for the shareholders in 3 ways as follows:

1. Send a letter of invitation to the meeting via registered mail to all shareholders.
2. Advertise the general meeting of shareholders in the daily newspaper
3. Send messages about organizing the general meeting of shareholders to the electronic mail system of the SET and the company website. From 22 March 2019

After that, the master of ceremonies presented suggestions for voting for the meeting to know how to vote, including the vote counting of shareholders, which must be voted in each agenda to allow shareholders attending the meeting to acknowledge the details are as follows

1. In each vote, shareholders can vote according to the number of shares they have or according to the number of shares granted by the proxy, which is considered 1 share is equal to 1 vote, which in the vote, points in vote will not be divided. For those who have been granted a proxy form B, which the proxy has already specified the vote, The proxy holder must vote according to the grantor stated. The voting can be selected as follows: Approve, Disapprove or Abstain.

2. Registration staff will print the ballot paper for the following cases

- (1) Shareholders attend the meeting .
- (2) The proxy holder is assigned the proxy form B. In case the shareholder gives the right to the proxy holder to vote instead in the specified agenda. The registration staff will not print the ballot paper, In the event that the shareholder has already specified the voting on various agenda, by assigning the shareholder to attend the meeting instead and to vote according to the shareholder wishes.

3. Before collecting ballot paper to approve each agenda, shareholders can ask questions related to that agenda. In case the shareholders would like to inquire, put hand up and inform his name, surname and clarify that is a shareholder who attend or as a proxy.

4. For counting votes, the company will use the vote counting system by barcode for the

convenience of all shareholders for voting on each agenda. The company will collect ballots. In case the shareholders want to vote as disagreement and abstention only (Except for the appointment of directors to collect all ballots by collecting all ballots for those who wish to vote by collecting ballots for who agree, will proceed to collect ballot after there is those who wishes to express disagreement and abstention).

5. If shareholders and proxies wish to leave the meeting before closing the meeting, If wishing to vote in the remaining agenda, to send the ballot paper with signature to the officer before leaving the meeting room. The company will record the scores of shareholders.

6. The results of the vote counting will be announced after the chairman requests the shareholders to approve each agenda. The result of the vote counting will be the result of counting the votes from the shareholders who attend the meeting, the proxies that are granted to vote instead, and including the case that the shareholders has specified the vote in advance through proxy. In case voting results are equal the chairman will make one more vote as a casting vote.

In case the voting results are equal, the chairman of the meeting will vote one more vote in order to casting that agenda. The conditions for approval of each agenda are as follows.

Agenda 1, 3, 4, 8 and 10 must be approved by the majority of total votes of the shareholders attending the meeting and voting which does not count shareholders who vote as abstentions

Agenda 2 is an agenda for acknowledgment, there is no voting.

Agenda 5, 6, 7 and 11 must be approved with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and voting which does not count shareholders who vote as abstentions

Agenda 9 must be approved by the vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and voting, which does not count shareholders who vote as abstentions

The company is aware of the rights and equality of shareholders which is part of good corporate governance. The company therefore announced the shareholders to propose consideration to contain the agenda of the Annual General Meeting of Shareholders for 2019 from 1 November 2019 - 31 January 2019 through the company's website. Appearing that no shareholder proposed the agenda of the Annual General Meeting of Shareholders.

To allow the shareholders' meeting to be transparent The MC invited the volunteers who were shareholders to attend the meeting, namely Miss Wijitta Chidsungnern, the authorized person from Mrs. Waranya Pinsamang, to participate in the vote counting and vote counting with representatives of company.

Then the MC informed the meeting that there are 30 shareholders of the company who attend the meeting and by proxy. Count the number of attending shares and voting rights in a total of 702,686,657 shares, or representing 67.25 % of 1,044,859,438 issued shares, which more than one-third of the total issued shares of the company. Complete a quorum in accordance with the regulations of the company that require at least 25 shareholders and proxies to attend the meeting and must have not less than one-third of the total issued shares.

**Start the meeting at 14.00 pm.**

Miss Sunee Sathintanant, Vice Chairman and Executive Director Acting Chairman of the Meeting Welcomed and thanked all shareholders who attended this meeting and request to open the Annual General Meeting of Shareholders for the year 2019 according to the following meeting regulations.

The MCs were present during the meeting. Whether there were shareholders or proxies attending additional meetings Which resulted in 31 shareholders attending the meeting in person and by proxy, representing 702,686,657 shares or 67.25% of the total 1,044,859,438 issued shares.

**Agenda 1 To certify the Minutes of the 2018 Annual General Meeting of Shareholders which was held on 24 April 2018**

Miss Sunee Sathintanant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs. Sarunthorn Srisunthorn proposed to the meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2018, which was held on 24 April 2018 and the Company has prepared the minutes report and sent to the Stock Exchange of Thailand within 14 days from the date of the general meeting of shareholders. And published on the company's website with details as shown in the copy of the minutes of the meeting which has been sent to the shareholders before the meeting. The Board of Directors agreed that the minutes of the meeting were recorded correctly and completely in accordance with the resolution of the shareholders' meeting. Hereby to propose to the meeting to consider and vote to certify the Minutes of the 2018 Annual General Meeting of Shareholders.

Because this agenda must be approved by a majority vote of the total number of votes of shareholders attending the meeting and voting.

In this agenda, Mrs. Sarunthorn Srisunthorn gave the opportunity for shareholders or proxies to ask questions. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed The MC therefore announced the voting results and concluded as follows:

**Meeting resolution**

The meeting considered and resolved to approve the minutes of the Annual General Shareholders' Meeting of 2018 on April 24, 2018 by a majority vote of shareholders who attend the meeting and vote as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	30	702,686,657	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	30	702,686,657	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only.

But do not count the votes of shareholders who abstentions

## Agenda 2 To acknowledge the operating results for the year 2018.

Miss Sunee Sathintinant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs. Saranthorn Srisunthorn explained the details of operation in 2018 that the company has created advertising media under The Rich brand which the strengths of The Rich brand are good location, good floor plans and response to life with strategy. Mixed Use, Mixed Life, Meaningful Life, and has defined the brand of galactics as Active Dynamic, Word Hard, Urban Lifestyle to be the highlight of The Rich brand, and have publicized the brand on various channels such as television channels 3HD, AMARIN34, MONO29, ONE31, Thairath 32, TNN24 etc. EAZY FM105.5 radio channels, GREENWAVE etc. Online channels Google, Facebook, YouTube etc. Billboards in the BTS, MRT, Digital Billboard in CBD, BANGKOK CONNECT etc. and channels Websites. The company expects to become known to the target group more and will lead to more sales in the future

In 2018, the company launched The Rich Rama9-Srinakarin Triple Station project in November. The project is located on Srinakarin Road, next to 3 skytrain lines, the light red line, the dark red line and the yellow line. There are 558 apartments, divided into 2 styles, MONO and LOFT. Highlights of the project are Retail 3 Floors, increasing the convenience of living. The Airport Link project connects the city and connects the world with just 10 minutes to Suvarnabhumi and 4 stations to Phayathai BTS, which can travel to Siam in 16 minutes. With the modern and modern building styles Receive response from customers and new target groups.

Mrs. Sarunthorn Srisunthorn Concluded the project operation in 2018 that the company has backlog information as of 31 December 2018.



Project	Total of rooms	Room amount Left for sale	Number of rooms sold and waiting to transfer ownership	
			amount (room)	Value (million baht)
<b>Ready-to-transfer project</b>				
<b>Condominium / Townhome</b>				
<b>Single house / Twin house</b>				
Rich Park @ Chaophrayaerchange	735	89	12	33
Rich Park @ Chaophraya	635	4	109	275
The Rich Sathorn-Taksin	511	228	31	119
The Rich Ville Ratchaphruek	173	137	4	13
The Rich Biz Home Sukhumvit 105	140	81	4	23
Rich Park @ Triple Station	1,089	26	343	1,005
<b>Total</b>	<b>3,283</b>	<b>566</b>	<b>503</b>	<b>1,468</b>
<b>Projects under construction</b>				
The Rich @ Nana	413	279	134	1,255
Rich Park Terminal	563	452	111	293
The 8 Collection	77	60	16	79
The Rich Avenue	16	11	5	90
The Rich Rama9-Srinakarin	558	414	144	609
<b>Total</b>	<b>1,627</b>	<b>1,216</b>	<b>410</b>	<b>2,326</b>
<b>Overall</b>	<b>4,910</b>	<b>1,782</b>	<b>913</b>	<b>3,794</b>

**For the operating results in 2018, there are exquisite details.**

1.Total revenues in 2018 compared with the year 2017

	Year 2017	Year 2018
1 <sup>st</sup> quarter	174.35	341.12
2 <sup>nd</sup> quarter	242.10	993.98
3 <sup>rd</sup> quarter	355.24	902.23
4 <sup>th</sup> quarter	555.43	443.66
<b>รวม</b>	<b>1,327.12</b>	<b>2,708.64</b>

## 2. Net profit and net profit margin for the year 2018 compared with 2017

	Year 2017	Year 2018
Net profit	132.91	451.02
Net profit margin (percent)	10.01	16.65

3. As for the implementation of anti-corruption, Board of Directors determined policies related to anti-corruption measures as follows:

1. Creating awareness, values, attitudes for employees in compliance with regulations with honesty

2. Provide an efficient and effective internal control system, along with providing a check and balance of power usage appropriately

3. Directors, executives and employees are not allowed to take any action which is a claim or accept the property or any other benefit for oneself or others implied in an incentive to practice

4. Directors, executives and employees are prohibited to give or offer to give property or any other benefits to third parties to motivate that person to act or ignore any action which is against the law or wrongfully act to his position.

In this agenda, Mrs. Sarunthorn Srisunthorn gave the opportunity for shareholders or proxies to ask questions, which has shareholders comment and inquire in summary, the important points are as follows.

Mr. Jirawat Kittisiriphan, a shareholder, inquired about the sales of The Rich Sathorn-Taksin and The Rich Nana projects.

Mrs. Sarunthorn Srisunthorn explained that the sales of The Rich Sathorn-Taksin project, sales of approximately 50 percent of the project and The Rich Nana project, sales of approximately 30 percent of the project.

Mr. Jirawat Kittisiriphan, a shareholder, inquired the sales strategy of the Nana project. What to do when compared to competitors.

Dr. Apa Ataboonwong explained that we have studied the price and strategies of the competitors nearby. And have adopted the strategy Promotion to be competitive by selecting special priced rooms and adding Facility to be a more attractive point.

Mr. Phithak Sumongkolthanakul, the representative from Mr. Kiat Sumongkolthanakun, inquired about the debt. 1,968,746,056 baht, how to pay the debt?

Ms. Sutthiporn Hinrit explained that the accounting section shows the liabilities that are contracted with financial institutions as short-term liabilities. If the shareholders or investors have doubts, study details in Note 18.

Mrs. Sarunthorn Srisoonthorn gave the opportunity for shareholders or proxies to ask further questions. There was no question from any shareholder. The MC therefore informed the meeting that this agenda had no resolution. Because it is an agenda to know Therefore concluded that the meeting acknowledged and certified the operating results of the company in the year 2018.

### **Agenda 3 To consider and approve the financial statements of the Company For the accounting period ending**

#### **31 December 2018**

Miss Sunee Sathintinant, Chairman of the Meeting assigned Miss. Suttiphorn Hinrit Chief Financial Officer, to report to the meeting in this agenda.

Miss. Suttiphorn Hinrit Financial status summary report based on the 2018 annual financial statements, which consists of the statements of financial position and the profit and loss statement ended on December 31 2018, which were prepared in accordance with accounting standards and generally accepted accounting principles that are inspected and certified by a certified public accountant. Including the approval from the Audit Committee and the Board of Directors. The company has published in the annual report 2018 which has been sent to shareholders in advance in the form of QR CODE together with the invitation letter.

In this Miss. Suttiphorn Hinrit gave the opportunity for shareholders or proxies to ask questions which has shareholders comment and inquire. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed the MC therefore, announced the voting results and concluded as follows:

In this agenda, there were 31 shareholders attending the meeting, representing 702,686,787 shares.

#### **Meeting resolution**

The meeting considered and resolved to approve and approve the financial statements of the company. For the accounting period ending 31 December 2018 by a majority vote of shareholders who attend the meeting and vote as follow:

<b>Resolution</b>	<b>Number of people</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Representing the percentage of the number of shares attending the meeting and exercising voting rights</b>
Agree	31	702,686,787	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	31	702,686,787	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only.

But do not count the votes of shareholders who abstentions

#### Agenda 4 to consider and approve the allocation of profits Legal reserve and dividend payment for the 2018 performance

Miss Sunee Sathintinant, Chairman of the Meeting assigned Miss. Suttiphorn Hinrit Chief Financial Officer, to report to the meeting in this agenda.

Miss. Suttiphorn Hinrit Reported to the meeting that in the year 2018, the company had a net profit of 456,621,237 baht (four hundred fifty six million six hundred twenty one thousand two hundred thirty seven baht only) deducted legal reserve 22,831,062 baht (twenty two million eight hundred thirty thousand One thousand sixty two baht only) Remaining net profit after legal reserve 433,790,175 baht (four hundred thirty three million seven hundred ninety one hundred seventy five baht) and the Board of Directors has an opinion To the shareholders' meeting to consider the payment of cash and stock dividends in the amount of 175,536,385 baht (one hundred seventy-five million, five hundred thirty-six thousand, three hundred and eighty-five baht only) or equivalent to 0.168 baht per share. Paying cash dividend at the rate of 0.02514 baht per share and paying as a stock dividend at the rate of 7 existing shares per 1 stock dividend, representing 0.14286 baht per share. Cash instead of 0.14286 baht per share.

Detail	Year 2018
Net profit (Baht)	456,621,237
Legal reserve (baht)	22,831,062
Net profit after legal reserve (Baht)	433,790,175
Number of shares	1,044,859,438
Total dividend amount	175,536,385
Dividend per share be paid	0.02514
Cash dividend: share	0.14286
Share dividends (old: new)	7:1

The dividend payment will affect to RICHY-W1, RICHY-W2 Accordance with the adjustment of the exercise price in accordance with Article. 4.4 When a company pays out all or part of its ordinary shares to the shareholders.

Detail		RICHY-W1		RICHY-W2	
		Old	New	Old	New
1. Exercise price	Baht	1.68	1.47	2.567	2.246
2. Exercise rate		1:1.07143	1:1.22449	1:1.07143	1:1.22449
3. Number of new ordinary shares (After exercising warrant rights)	Share	168,299,996	192,343,590	168,299,996	192,343,590

The company determines the list of shareholders or record date for the right to receive dividend on May 3, 2019 and determining dividend payment on May 24, 2019

In this agenda, a resolution must be passed by a majority vote of the total number of votes of shareholders attending the meeting and voting.

Mr. Jirawat Kittisiriphan A shareholder, in person, asked why the company chose to pay dividends in parts of shares.

Dr. Apa Atthaboonwong explained that the company has developed a new project. Which requires cash to run a new project. Therefore, the management considers that to keep cash and pay dividends in parts of shares and some cash to pay dividend taxes to shareholders Will benefit the shareholders to the maximum

Mr. Jirawat Kittisiriphan A shareholder attending in person suggested that the dividend payment policy should be adjusted from 40 percent to 30 percent in order to reduce the burden on the company.

Dr. Apa Atthaboonwong explained that according to the policy given to shareholders since the offering of shares to retail investors that the dividend payment of not less than 40 percent of the net profit, they would like to follow the policy that Previously given.

Mrs. Sarunthorn Srisunthorn gave an opportunity for shareholders or proxies to ask additional questions. It appeared that no shareholders raised any further questions. The MC asked the meeting to vote. After the vote counting is finished The MC therefore announced the voting results and summarized the resolutions as follows

### Meeting resolution

The meeting considered Resolved to approve the allocation of profits Legal reserve of 22,831,062 baht, cash dividend and stock dividend of 175,536,385 baht (one hundred seventy-five million, five hundred, thirty-six thousand, three hundred and eighty-five baht only) or equivalent to 0.168 baht per share. Cash at the rate of 0.02514 baht per share and paid as a stock dividend at the rate of 7 existing shares per 1 stock dividend, representing a rate of 0.14286 baht per share. At the rate of 0.14286 baht per share with a majority vote of the shareholders attending the meeting and voting as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	31	702,686,787	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	31	702,686,787	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only.  
But do not count the votes of shareholders who abstentions

**Agenda 5 to consider and approve the company's registered capital reduction from the original company with a registered capital of 1,381,460,996 baht to 1,381,459,430 baht**

Miss Sunee Sathintinant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs.Sarunthorn Srisunthorn Clarified at the meeting that because the company has registered the shares released and need to cancel 1,566 shares Which is the remaining shares from the allocation to support the stock dividend payment in 2017 .At the same time, amendment to Clause 4 of the Memorandum of Association in accordance with the reduction of the registered capital of the following companies

**the original text**

<b>"Article 4</b>	Registered Capital	1,381,460,996	Baht	(One thousand three hundred eighty-one million four hundred sixty nine hundred ninety-six baht only)
	Divided into	1,381,460,996	shares	(One thousand three hundred eighty-one million four hundred sixty nine hundred ninety-six shares)
	Value of	1	baht per share	(One baht only)
	Separated into			
	Common share	1,381,460,996	share	(One thousand three hundred eighty-one million four hundred sixty nine hundred ninety-six shares)
	Preferred shares	-	share	
	Edit as			



<b>“Article 4</b>	Registered Capital	1,381,459,430 Baht	(One thousand three hundred eighty one million four hundred fifty nine thousand four hundred thirty baht only)
	Divided into	1,381,459,430 share	(One thousand three hundred eighty- one million four hundred fifty nine thousand four hundred thirty shares)
	Value of	1 Baht	(One baht only)
	Separated into		
	Common share	1,381,459,430 share	(One thousand three hundred eighty-one million four hundred fifty nine thousand four hundred thirty shares)
	Preferred shares	- share	

By proposing to the Executive Committee and / or the authorized person to register and amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce which has the power to amend or add words according to the order of the registrar.

In this agenda, the resolution must be passed by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and vote. In this agenda, Mrs. Sarunthorn Srisunthorn gave the opportunity for shareholders or proxies to ask questions. Which has shareholders comment and inquire. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed The MC therefore announced the voting results and concluded as follows:

In this agenda, there were 32 shareholders attending the meeting, representing 703,313,485 shares.

### **Meeting resolution**

The meeting considered and unanimously approve the reduction of the registered capital from the original 1,381,460,996 baht to 1,381,459,430 baht and to amend the Memorandum of Association of the Company 4 regarding the registered capital In accordance with the capital reduction by assigning the Executive Committee and / or the person authorized to perform the registration, amending Memorandum of Association with the Department of Business Development, Ministry of Commerce and have the power to edit or add words according to the order of the registrar with more than 3 in 4 votes of shareholders who attend and vote as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	32	703,313,485	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	32	703,313,485	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

**Agenda 6 This has considered and approved the increasing of the registered capital and this has solved additionally for the memorandum of association, No. 4 of the company for conforming with the increasing of the registered capital of the company.**

Miss Sunee Sathintinant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs. Sarunthorn Srisunthorn explained to the meeting that Because the company wishes to increase the registered capital of the company in the amount of 197,355,807 baht, divided into 197,355,807 ordinary shares at a par value of 1.00 baht per share from the original registered capital 1,381,459,430 baht is registered capital 1,578,815,237 baht divided into ordinary shares 1,578,815,237 shares with a par value of 1.00 baht per share with details of the allocation as follows: 1.) to support stock dividends (149,268,619 shares) 2.) to support the right adjustment of RICHY-W1 warrants 24,043,594 shares And RICHY-W2 in the amount of 24,043,594 shares and amendment to Clause 4 of the Memorandum of Association in order to be consistent with the increase of the registered capital of the Company as follows

<b>“Article 4 Registered Capital</b>	1,578,815,237	Baht	(One thousand five hundred seventy-eight million eight hundred fifteen thousand two hundred thirty seven baht only)
Separated into	1,578,815,237	shares	(One thousand five hundred seventy-eight million eight hundred fifteen thousand two hundred thirty-seven shares

Par value	1	baht (One baht only)
		per
		share
Separated into		
Common share	1,381,460,996	share (One thousand three hundred eighty-one million four hundred sixty nine hundred ninety-six shares)
Preferred shares	-	share

Hence, this will present to assign to Executive Committee and/or the attorney to open the registration to solve the memorandum of association for Department of Business Development, Ministry of Commerce to have the authority to solve or add the word according to the order of the registrar.

In order that, in this agenda, this must pass the resolution to approve also with the vote not less than 3 in 4 of all votes of shareholders that have joined the meeting and have voted.

In this agenda, Mrs. Sarunthorn Srisunthorn has opened the opportunity for shareholders or the proxy to ask. There are shareholders to show opinions and have asked. But this hasn't appeared that there is any shareholder to ask. The MC will request to let the meeting to vote after counting scores completely. The MC will state about the result of counting scores and has concluded to be the resolution as follows;

#### Meeting resolution

The meeting considered Approved to increase the registered capital from the original 1,381,459,430 baht to be 1,578,815,237 baht and to amend the Memorandum of Association of the Company No. 4 regarding the registered capital In accordance with the capital increase By assigning the Executive Committee and / or the person authorized to perform the registration Amendment of Memorandum of Association to Department of Business Development Ministry of Commerce And have the power to edit Or add words according to the order of the registrar With more than 3 in 4 votes of shareholders attending the meeting and voting as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	32	703,313,485	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	32	703,313,485	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

**Agenda 7 To consider and approve the allocation of the newly issued ordinary shares of the Company to support the stock dividend payment and the adjustment of the warrants RICHY-W1 and RICHY-W2**

Miss Sunee Sathintinant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs.Sarunthorn Srisunthorn Clarified to the meeting that from the increase of registered capital amount 197,355,807baht By issuing ordinary shares to 197,355,807shares. Par value of 1 baht per share from the original registered capital 1,381,459,430 baht to 1,578,815,237 baht

**Important details are as follows**

1. Allocate not more than 149,268,619 newly issued ordinary shares at a par value of 1.00 baht per share to support the stock dividend payment.
2. Allocate not more than 24,043,594 newly issued ordinary shares at a par value of Baht 1.00 per share to support the right adjustment of RICHY-W1 warrants.
3. Allocate not more than 24,043,594 newly issued ordinary shares with a par value of 1.00 Baht per share to support the adjustment of the RICHY-W2 warrants.

By assigning the Board of Directors or the Executive Committee or persons authorized by the Board of Directors or the Executive Committee to have the power to take any action necessary and related to the offering of the newly issued ordinary shares in all respects Including determining or changing the subscription period and accepting payment for additional newly issued ordinary shares, pricing, conditions and details In the issuance and offering of shares.

In this agenda, the resolution must be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and voting.

In this agenda, Mrs.Sarunthorn Srisunthorn gave opportunity for shareholders or proxies to ask questions. which has shareholders comment and inquire. There was no question from any shareholder. The MC therefore asked the meeting to vote. After vote counting is completed, the MC therefore, announced the voting results and concluded as follows:

**Meeting resolution**

The meeting considered Resolved to approve the allocation of the newly issued ordinary shares of the Company following details

1. Allocate not more than 149,268,619 ordinary shares at a par value of 1.00 baht per share to support the stock dividend payment
2. Allocate not more than 24,043,594 new ordinary shares at a par value of 1.00 baht per share to support the adjustment of the warrants RICHY-W1

3. Allocate not more than 24,043,594 new ordinary shares at a par value of 1.00 baht per share to support the adjustment of the warrants RICHY-W2

With more than 3 in 4 votes of shareholders attending the meeting and voting as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	31	702,686,787	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	31	702,686,787	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

#### **Agenda 8 to consider and approve the appointment of new directors to replace those retiring by rotation.**

Miss Sunee Sathintinant, Chairman of the Meeting assigned to let Lt.Gen. Somang Thongpan Independent Director and Chairman of the Audit Committee to be the reporter for the meeting in this agenda.

Lt.Gen. Somang Thongpan Said to the meeting that according to article 20 of the company's regulation, at every annual general meeting, at least one-third (1/3) of directors at that time are required to resign from the position. The director who must resign in the first and second year after the registration of the company, to draw the lottery whoever leaves the position for the next year, the longest serving member will resign. And the resigned director may be re-elected. In 2019, there are 4 directors who are retired by rotation.

- |  |  |
|--|--|
| 1. Mr. Phanai Suwannarat                     | Chairman And Independent Director        |
| 2. Associate Professor Suthat Rattanakuekwan | Independent Director and Audit Committee |
| 3. Pol.Col.Suvit Tonsode                     | Director                                 |
| 4. Mr. Weerapol Attaboonwong                 | Director                                 |

In recruiting directors, The company announced the invitation to the minority shareholders to nominate persons who deem appropriate to be selected as directors through the news system of

the Stock Exchange of Thailand and published on the company's website from 1 November 2018 - 31 January 2019. It appears that there are 1 shareholder nominated independent directors namely Mrs. Pawanya Krittachart.

And to comply with good governance, the MC invited 3 directors to leave the meeting. Then Lieutenant General Yingsamang Thongpan informed the meeting that the Nomination and Remuneration Committee (By the Nomination and Remuneration Committee who has no interest) has considered that everyone is knowledgeable, capable, experienced and fully qualified. And without prohibited characteristics under the Public Act, the Securities and Exchange Act BE 2535 (1992). The Board of Directors (with no interest) agreed to propose to the Annual General Meeting of Shareholders to consider the appointment of 3 directors, namely, Prof. Suthat Ratanakueang Kangwan , Maj. Gen. Suwit Tansode, and Mr. Weerapol Attaboowong Who retired by rotation to be a director And consider appointing 1 new independent director, namely, Mrs. Pawanya Krittachat, a total of 4 persons, whose history of all 4 directors has been sent to the shareholders in the invitation to the Annual General Meeting of Shareholders. In advance, and in accordance with good governance, all 4 directors who have an interest in this agenda will abstain from voting.

In this agenda, a resolution must be passed by a majority vote of the total number of votes of shareholders attending the meeting and voting

In this agenda, Lt.Gen. Somang Thongpan gave the opportunity for shareholders or proxies to ask questions. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed The MC therefore announced the voting results and concluded as follows:

In this agenda, there were 33 shareholders attending the meeting, representing 703,430,555 shares.

### Meeting resolution

The meeting considered Resolved to appoint 4 retiring directors to serve for another term. Majority votes of all votes of shareholders attending the meeting and voting By having shareholders vote to appoint directors individually as follows

#### 8.1 Voting for appoint Prof. Suthat Ratanakueang Kangwan

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	31	703,428,555	99.999982
Disagree	1	122	0.00018
Abstentions	1	1,878	-
voided ballot	-	-	-
Total	33	703,430,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

## 8.2 Voting for appoint Pol.Col.Suvit Tonsode

<b>Resolution</b>	<b>Number of people</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Representing the percentage of the number of shares attending the meeting and exercising voting rights</b>
Agree	32	703,428,677	100.00
Disagree	-	-	-
Abstentions	1	1,878	-
voided ballot	-	-	-
Total	33	703,430,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

## 8.3 Voting for appoint Mr. Weerapol Attaboongwongse

<b>Resolution</b>	<b>Number of people</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Representing the percentage of the number of shares attending the meeting and exercising voting rights</b>
Agree	31	702,468,856	100.00
Disagree	-	-	-
Abstentions	2	961,699	-
voided ballot	-	-	-
Total	33	703,430,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions



## 8.4 Voting for appoint Mrs. Pawanya Krittachart

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	32	703,428,677	100.00
Disagree	-	-	-
Abstentions	1	1,878	-
voided ballot	-	-	-
Total	33	703,430,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

**Agenda 9 to consider and approve the remuneration of the directors for the year 2562.**

Miss Sunee Sathintinant, Chairman of the Meeting assigned to let Lt.Gen. Somang Thongpan Independent Director and Chairman of the Audit Committee to be the reporter for the meeting in this agenda.

Lt.Gen. Somang Thongpan has notify the meeting that Payment of remuneration to the Board of Directors In 2018, the Annual General Meeting of Shareholders approved the directors' remuneration in the amount of 10,000,000 baht (ten million baht only), actually paid in the amount of 10,000,000 baht (ten million baht only) divided into meeting allowance of 810,000 baht. (Eight hundred thousand, ten thousand baht only) and labor allowance of 9,190,000 baht (nine million, one hundred, ninety thousand baht only). For the year 2019, this committee agreed to propose to the third meeting. Shareholders approved the remuneration of the Board of Directors. And sub-committees In the amount of 10,000,000 baht (ten million baht only). The composition of compensation is as follows.

Chairman of the Board	25,000 Baht per time
Director	15,000 Baht per time
Sub-Committee Chairman	15,000 Baht per time
Sub-committee	10,000 Baht per time

**2. Director's bonus**

However, this agenda must be approved by not less than two third of the total votes of the shareholders present and voting. In this agenda, Mrs.Sarunthorn Srisunthorn gave the opportunity for shareholders or proxies to ask questions. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed The MC therefore announced the voting results and concluded as follows:

In this agenda, Mrs.Sarunthorn Srisunthorn gave the opportunity for shareholders or proxies to ask questions. There was no question from any shareholder. The MC therefore asked the meeting to vote. After the vote counting is completed The MC therefore announced the voting results and concluded as follows:

#### **Meeting resolution**

The meeting considered Resolved to approve the directors' remuneration for the year 2019 in the amount of 10,000,000 baht (ten million baht only) with votes more than 2 in 3 of the shareholders attending the meeting and voting as follows

<b>Resolution</b>	<b>Number of people</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Representing the percentage of the number of shares attending the meeting and exercising voting rights</b>
Agree	33	703,480,555	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	33	703,480,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

#### **Agenda 10 To consider and approve the appointment of auditors. And the remuneration of the auditors for the year 2562**

Miss Sunee Sathintinant, Chairman of the Meeting assigned to let Lt.Gen. Somang Thongpan Independent Director and Chairman of the Audit Committee to be the reporter for the meeting in this agenda.

Lt.Gen. Somang Thongpan has notified to the meeting that according to the act of the public company, the section 120 has determined that, "This will let the Annual General Meeting of Shareholders to appoint the auditor and has determined the money amount of the audit fee of the company in every year in appointing the auditor. This can appoint the same auditor again." According to the policy of the good corporate governance policy, this has determined to have the circulation of the auditor for every 5 year for the internal control to have the stability more and to have the confidence that the auditor will be able to verify and examine the financial statement of the company freely.

In the year of 2019, the audit committee has considered to screen the auditor of the company. This has the opinion that this shall present to the shareholders meeting to consider to select 5 auditors from Dharmniti Pcl. that is;

Miss Wannisa Ngambuathong Registration Number 6838 or

Mr. Peeradej Phongsathiensak Registration No. 4752 or

Miss Thanyaporn Tangthanopajai Registration Number 9169 or

Mr. Thanawut Phiboonsawat, registration number 6699 or

Miss Arisa Chumtruth Registration Number 7393

The auditor according to the presented list has no relationship or the gain and loss with the company/ the executive / the major shareholder or the person that is related to the aforementioned person at all. This will have the freedom in the examination and this will show the opinion on the financial statement of the company.

For the compensation of the auditor that will request to approve in this time, Board of Directors who are from the presentation of the audit committee. This has seen as appropriate to let the Annual General Meeting of Shareholders to consider to approve the auditor of the financial statement of the company for the year of 2019 to be the money amount of THB 1,670,000 (One million six hundred and seventy thousand Baht Only) that is higher than the year of 2018 to be the money amount of THB 350,000 and other expenses that can calculated really.

In order that, in this agenda, this has to pass the resolution to approve with the majority vote of all votes of shareholders that have joined the meeting and have voted.

In this agenda, Lieutenant General Samangng Thongpan opened the opportunity for shareholders or proxies to ask questions. Which has shareholders Comment and inquire which can be summarized as follows

Mr. Phithak Sumongkolthanakul, the proxy of Mr. Kiat Sumongkolthanakun, inquired why the remuneration of the auditor has increased.

Lt.Gen. Samang Thongpan explained that due to an additional subsidiary company

Mr. Jirawat Kittisiriphan Shareholder came by himself Inquired what the increased subsidiary company, company name

Dr. Apa Atthaboonwong explained that another additional subsidiary company is named Richie Place Ekkamai Company Limited.

In this agenda, Lieutenant General Samangng Thongpan opened the opportunity for shareholders or proxies to ask questions. It appeared that no shareholders raised any queries. The MC asked the meeting to vote. After the vote counting is finished The MC therefore announced the voting results and summarized the resolutions as follows.

### Meeting resolution

The meeting has considered already and has the resolution to appoint the auditor from Dharm-niti Pcl. by Miss Wannisa Ngam Buathong, Registration Number 6838 or Mr. Peeradej Phongsathiensak, Registration Number 4752 or Miss Thanyaporn Tangthanopajai , Registration Number 9169 or Mr. Thanawut Phiboonsawat, Registration Number 6699 or Miss Arisa Chumput, Registration Number 7393 to be the auditor of the company of the year of 2019 and this will determine the compensation of the auditor of the year of 2018 within the limit of THB 1,670,000 (One million six hundred and seventy thousand Baht Only) and other expenses that can be calculated really with the majority vote of shareholders that have joined the meeting and have voted as follows;

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	33	703,480,555	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	33	703,480,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

### Agenda 11 To approve the general meeting of shareholders to consider increasing the objectives in the company certificate. To comply with the operation

Miss Sunee Sathintinant, Chairman of the Meeting assigned Mrs. Saranthorn Srisoonthorn, Company Secretary. To report to the meeting in this agenda.

Mrs. Sarunthorn Srisunthorn informed the meeting that Due to the company's certificate Has set operational objectives in the amount of 25 items as the company has more subsidiaries And in order for the subsidiary's operations to be in accordance with the plan and strategy Therefore proposed to the shareholders' meeting to consider adding objectives With details as follows.

1. To undertake the business of providing guarantees for liabilities, liabilities, and contractual obligations of other parties Including receiving support services for persons traveling in or traveling abroad in accordance with the law on immigration Tax Law And other laws

2. To operate a private hospital, a medical facility that treats patients and injured patients. Get training and academic training about medicine.

In addition, current business operations in order to enable the company to perform any legal transactions with other parties, the company therefore wishes to add the following objectives:

3. Article 6

Formerly a limited liability partner in a limited partnership. Is a shareholder in a limited company Public limited company Invest in shares in any business Regardless of the method Or invest in securities or other collateral Or enter into a joint venture or joint venture with another person or have other persons join or join a joint venture Or being a unit holder in a fund Or mutual funds

Newly become a limited liability partner in a limited partnership. Is a shareholder in a limited company Public limited company Invest in shares in any business Regardless of the method Or invest in securities or other collateral Or enter into a joint venture or joint venture with another person or have other persons join or join a joint venture Or being a unit holder in a fund Or mutual funds or joint venture funds of any kind

4. Article 20

Former business for room rental Rental of real estate, condominiums, suites, office buildings

New business for rent rooms Rental of real estate, condominiums, suites, office buildings Shops and various services Related

5. Article 22

Former auction business for hire of goods For all purposes for persons, faculties, juristic persons, government agencies and new state organizations Business auction or make an auction to buy or sell or hire or hire to do For all purposes for individuals, faculties, juristic persons, government agencies and government organizations.

In this agenda, the resolution must be passed by not less than three-fourths of the total votes of the shareholders who attend the meeting and cast their votes.

In this agenda, Mrs. Saran Thornsrisunthorn gave an opportunity for shareholders or proxies to ask questions. Which has shareholders Comment and inquire which can be summarized as follows

Mr. Jirawat Kittisiripan asked about the business plan for new business investment. Therefore adding objectives relating to the operation of private hospitals, medical centers, accepting treatment of patients and injured patients. Get training and academic training about medicine.

Dr. Apa Ataboonwong explained that Thailand has an increasing number of elderly people. Therefore have plans to undertake housing projects for the elderly In the project there will be a part of the elderly care center as well.

Mrs. Sarunthorn Srisunthorn gave an opportunity for shareholders or proxies to ask additional questions. It appeared that no shareholders raised any further questions. The MC asked the meeting to vote. After the vote counting is finished The MC therefore announced the voting results and summarized the resolutions as follows

### **Meeting resolution**

The meeting has considered. Has approved the increase of objectives in the certificate of the company In order to be consistent with the operation, with more objectives as follows

1. To undertake the business of providing guarantees for liabilities, liabilities, and contractual obligations of other parties Including receiving support services for persons traveling in or traveling abroad in accordance with the law on immigration Tax Law And other laws

2. To operate a private hospital, a medical facility that treats patients and injured patients. Get training and academic training about medicine.

In addition, current business operations in order to enable the company to perform any legal transactions with other parties, the company therefore wishes to add the following objectives:

#### **3. Article 6**

Formerly a limited liability partner in a limited partnership. Is a shareholder in a limited company Public limited company Invest in shares in any business Regardless of the method Or invest in securities or other collateral Or enter into a joint venture or joint venture with another person or have other persons join or join a joint venture Or being a unit holder in a fund Or mutual funds

New to be a limited liability partner in a limited partnership. Is a shareholder in a limited company Public limited company Invest in shares in any business Regardless of the method Or invest in securities or other collateral Or enter into a joint venture or joint venture with another person or have other persons join or join a joint venture Or being a unit holder in a fund Or mutual funds or joint venture funds of any kind

#### **4. Article 20**

Former business for room rental Rental of real estate, condominiums, suites, office buildings

New business for rent rooms Rental of real estate, condominiums, suites, office buildings  
Shops and various services Related

#### **5. Article 22**

Former auction business for hire of goods for all purposes for individuals, faculties, juristic persons, government agencies and government organizations

New Business auction or auction to buy or sell or hire or hire For all purposes for individuals, faculties, juristic persons, government agencies and government organizations

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	33	703,480,555	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	33	703,480,555	100.00

\*\*\* Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

## Agenda 12 To consider other matters

Dr. Apa Atboonwong Asked the shareholders or proxies who attended the meeting Need to comment or ask the management for more?

In this agenda, there were shareholders Expressed opinions and inquired as follows Mr. Jirawat Kittisiriphan Shareholder came by himself Inquired the following information

Projects completed within 2019

1. New projects to be opened
2. Do the case of Wara now receive money from Wara or not?

Dr. Apa Atthaboonwong explained that

1. In 2019, there will be a Rich Park @ Laksi terminal project that will be completed. Ready to transfer ownership in October With a project value of 1,600 million baht

2. This year, the company plans to launch 4 projects, namely Ekkamai Project, worth 3,500 million baht, which has already been launched. In March, Wutthakat Project, Rama 9 Project and Senior Care Project to take care of the elderly

3. The Court of First Instance has considered that Woralak Company Limited has to pay this part to Richy Place 2002 Public Company Limited but the defendant has appealed. At present, the case is under consideration of the Appeal Court.

Mr. Jirawat Kittisiriphan A shareholder personally suggested that from visiting the sample room of the Ekamai Project, it was found that the sample room had too many decorations. Makes the room look unattractive and narrow Therefore proposed to remove some decorations to make the sample room more beautiful and spacious




Dr. Apa Atboonwong Get this suggestion In order to improve


Mr. Chakkaphat Chongthiwat, a shareholder, inquired whether the Rama 9 plot of land which is adjacent to the road and is empty. Know if another company has already bought or not.

Dr. Apa Atthaboonwong explained that Rama IX land That the company will develop Not the land opposite the G Tower but the land In front of the road That is currently a gas pump

After that, the MC announced the end of the meeting. When there were no more questions from shareholders And no one proposed any other matters for further consideration. Miss Sunee Sathinanan, the chairman of the meeting, declared the meeting closed. And thank the shareholders for taking the time to attend the meeting.

In this meeting, there were shareholders or proxies attending this meeting. Totaling 33 shareholders, representing 703,430,555 shares, representing 67.32 percent of the total shares sold 1,044,859,438 shares

signature  Chairman of the meeting  
(Miss Sunee Sathintinant)

signature  Company Secretary  
(Mrs. Sarunthorn Srisunthorn)

Mrs.Amornrat Parawan

Recorders and publishers

## **Ass. Prof. Suthas Ratanakuangwan** **68 years**

**Independent Director and Audit Committee**

**Date of holding a director position :** 27 April 2010

**Term of service** : 10 years  
(up to 25 September 2020)

**Address :** 422/3 Soi Ekamai 26, Sukhumvit 63 Road,  
Klong Toei Nuea, Wattana, Bangkok 10150

**Family relations between executives :** - none -



### **Educational qualifications**

- D.E.S.S (Industrial Management) Diploma d'Etudes Superieures specialisees Universite'de Toulouse I, France
- Master of Economics (Industrial Management) Maitrise es Sciences Economiques (Gestion Industrielle) Universitee de Toulouse I, France
- Bachelor's Degree: Bachelor of Economics (Industrial Management) License es Sciences Economiques (Gestion Industrielle) Universite 'de Toulouse I, France

### **Currently holding office**

#### **Director Positions in Listed Companies**

- 2010  
Present Director, Richy Place 2002 Public Company Limited

**Position in non-listed companies** - none -

#### **Positions in other departments**

- President of Chulalongkorn University Academic Testing Center
- Associate Professor Department of Industrial Faculty of Engineering Chulalongkorn University  
preme Command Headquarters

### **Past experience**

- Director of Engineering Service Center Faculty of Engineering Chulalongkorn University
- Head of Research Operations Unit Industrial and Technology Administration
- Department of Industrial Engineering Faculty of Engineering Chulalongkorn University
- Director of Training Center Continuing Education Department Chulalongkorn University
- Chairman of the Working Group on Biogas Technology Promotion Project for Waste Management Food scraps from the hotel And various establishments

### **Training history**

- Director Accreditation Program (DAP) / 2012

**Proportion of shares held by the company as of 31 December 2019**

- none -

**Having / without special interest in the proposed agenda in this meeting**

- none -

## Mrs. Phawanya Krittachat

72 years

Independent Director and Audit Committee

Date of holding a director position : 25 April 2019

Term of service : 1 year  
(up to 25 September 2020)

Address : 339/137 Grand Canal Village Cherd Wutthakat Road,  
Sikan Subdistrict, Don Mueang District, Bangkok 10210

Family relations between executives : - none -



### Educational qualifications

- Bachelor of Accountancy (Finance and Banking), Faculty of Commerce and Accountancy Chulalongkorn University
- Master of Business Administration (Finance), Baltimore University, Maryland, USA

### Director Positions in Listed Companies

- 2019  
Present Director, Richy Place 2002 Public Company Limited
- 2014  
Present Director, Green Resources Public Company Limited

Position in non-listed companies : - none -

### Positions in other departments

- President of Chulalongkorn University Academic Testing Center
- Associate Professor Department of Industrial Faculty of Engineering Chulalongkorn University  
preme Command Headquarters

### Past experience

- 2014  
Present Managing Director Thanapat Asset Management Company Limited Technology Administration

Positions in other departments : -None-

### Past experience

- 1994-1997  
Managing Director ThaiMex Finance and Securities Public Company Limited
- 1998 - 2000  
Consultant, TL Management Company Limited (Thai Life Insurance Group)
- Year 2001 - 2006  
Managing Director Thai Housing Credit Foncier Company Limited
- Year 2007 - 2008  
Advisor, TL Management Company Limited (Thai Life Insurance Group)
- 2008 - 2018  
Independent Director and Audit Committee, Royal Ceramic Industry Plc.

### Training history

- 1977  
Training on Industrial Credit Project by the Long Term Credit of Japan Bank, Tokyo, Japan
- Director Accreditation Program 49/2005

Proportion of shares held by the company as of 31 December 2019

- none -

Having / without special interest in the proposed agenda in this meeting

- none -

## **Procedure Manual for the Annual General Meeting of Shareholders No. 1/2020**

Since the Company held the Annual General Meeting of Shareholders for 2019 on on Friday, September 25, 2020 at 2:00 p.m. at Bangkok Ballroom, 2nd Floor, Royal City Pinklao Hotel, 800 Borommaratchachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok. 10700. The company will register with the barcode system so that the shareholders' meeting of the company is transparent and righteous. And beneficial to shareholders Therefore, the company is of the opinion that the examination of documents and evidence of being a shareholder or a representative of the shareholder who has the right to attend the meeting should be considered. The company would like to clarify to the shareholders as follows:

### **1. Proxy**

The Department of Business Development, Ministry of Commerce has announced 2 forms of proxy form (No. 5) BE 2550, therefore, the Company has prepared two proxy forms for shareholders who are unable to attend the meeting. By yourself can appoint another person to attend the meeting or appoint an independent director of the company to vote Which the company has attached to this invitation letter (Attachment 7) as follows

Form A is a general proxy form. Which is simple, not complicated

Form B is a proxy form that lists various items. That requires a proxy to be clear and fixed

In case of needing additional proxy form Shareholders can download the said proxy form at [www.rp.co.th](http://www.rp.co.th) and bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders

### **2. Proxy method**

Shareholders who are unable to attend the meeting of the shareholders of the company by themselves can appoint a proxy by proceeding as follows.

1) Only one proxy form can be used in any one form

1.1 General shareholders may choose to use proxy forms only in Form A or Form B.

1.2 Shareholders who appear in the registration book as foreign investors and appoint the Custodian in Thailand to be the depositor and oversee the shares Can choose to use one of the proxy forms from both forms (Form A or Form B.)

2) Proxy for any person according to the wishes of the shareholders. Or choose to appoint an independent director of any company by marking and specifying the name and details of the person who wishes to appoint a proxy Or specify the name of the independent director according to the independent director attached with this

invitation letter (Attachment 3) by selecting only one person to be a proxy to attend such meeting.

3) Stamp duty stamp of 20 baht, including the date on the date that the proxy is made to be correct and legally binding In this regard, the company facilitates the closing of stamp duty for proxies who have registered to attend the meeting.

In this regard, the shareholder must appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares by appointing several proxies to divide the votes. Hold on without being able to appoint only a part of the proxy which is less than the amount that he can hold

### **3. Documents that attendees must show before attending the meeting Natural person**

1) In case of shareholders attending the meeting by themselves To show documents issued by government agencies that have not expired, such as identification cards Government ID card Or driver's license and if there is a change of name-surname Please bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders

2) In case of appointing a proxy to attend the meeting

- Proxy Form A or Form B, which has been filled out correctly and signed by the grantor And proxies

- Copy of documents issued by government agencies of the grantor And the grantor has signed a certified true copy

- Copy of documents issued by government agencies of the proxy And the proxy has signed a certified true copy However, the proxies please show the documents at the registration point.

Please bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders

Legal entity

1) In case of representatives of shareholders (directors) attending the meeting in person

- Proxy Form A or Form B, which has been filled out correctly And signed the proxy And proxies

- Copy of the juristic person registration certificate of the shareholder Which is certified by the representative of the juristic person (director) completely

- A copy of the document issued by the government agency that represents the identity of the juristic person representative and certifies the copy by the representative of the juristic person.

Please bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders

2) In case the shareholder appointing the proxy to attend the meeting

- Proxy Form A or Form B, which has been filled in correctly and signed by the juristic person's representative (director) who is the proxy And proxies

- A copy of the certificate of juristic person registration of the shareholder which is certified by the juristic person's representative (director) and has a message indicating that the representative of the juristic person signing the proxy form Have the power to act on behalf of a juristic person who is a shareholder

- Copy of documents issued by the government agency of the juristic person representative (director) who is the grantor and signed Certified

- Copy of documents issued by government agencies of the proxy And the proxy has signed a certified true copy In this regard, the proxy may show the documents issued by the government agency of the proxy at the registration point.

Please bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders

3) In the case of shareholders who are foreign investors And appointing a Custodian in Thailand to be the depositor and oversee the stock

3.1 Prepare documents And showing the documents as in the case of juristic person 1 or 2, where the shareholders can Choose to use either Proxy Form A or Form B.

3.2 In the case that the shareholder who is a foreign investor grants the Custodian to sign on the proxy form instead Must submit the following additional evidence

- Power of attorney from shareholders who are foreign investors to the Custodian Sign the proxy form instead.

- Letter confirming that the signer in the proxy form is authorized to operate the custodian business

Please bring the barcode registration form attached with this meeting invitation. Also come on the day of the shareholders' meeting to facilitate the registration of shareholders. The original documents are English must be prepared with Thai translation

attached. And the shareholder or the representative of that juristic person Verify the correctness of the translation

#### **4. Registration for attending the meeting**

The company will start accepting registration for attending the general meeting of shareholders before starting the meeting 1 hour or from 13.00 onwards on Friday Friday 25 September 2020 at the meeting place. According to the map of the venue of the shareholders meeting Attached with this invitation letter

#### **5. Criteria for voting at the shareholders' meeting**

##### **General agenda**

1) Voting for each agenda will be done by counting votes from proxy forms when registering. And / or from sending ballots from shareholders in the shareholders' meeting by counting one vote per share, which shareholders or proxies must vote in either of the following: agree, disagree or Abstain, cannot divide the voting into part

##### **2) In case of proxy**

2.1 The proxy must vote as specified by the grantor in the proxy form only.

Voting of proxies, any agenda which is not as specified in the proxy form, is considered invalid. And does not constitute a vote of shareholders

2.2 If the grantor does not specify the intention to vote in any agenda in the letter of authorization Unclear or unclear Or in the event that the meeting has considered or voted on any matter other than Specified in the proxy form Including any changes or additions to the facts The proxy has the right to consider and vote on his / her behalf as appropriate.

##### **Agenda for election of directors**

For the election of directors in accordance with Article 19 of the Articles of Association, the shareholders' meeting shall elect directors in accordance with the following rules and procedures:

1) One shareholder or proxy has votes equal to the number of shares held.

2) Each shareholder or proxy will use all existing votes according to item **1 to** elect one person or Many people can be directors. They cannot use forms of election by dividing votes for many people.

3) Persons who receive the highest votes in descending order Being elected as a director equal to the number of Directors that should have or should be elected at that time In the event that the person elected in the next order has Equal votes in excess of the number of directors to be elected or elected at that time The Chairman shall be the deciding vote.



In order for the company to comply with the guidelines for evaluating the quality of the shareholders' meeting so that For Agenda 5, which is an agenda to consider and approve the election of directors to replace those retiring by rotation in 2019, the Company will collect ballots from shareholders attending the meeting. Both in the event that the shareholder wishes to vote Agree, disagree or abstain

#### **6. Voting and notification of vote counting**

The Chairman of the Meeting or the Company's staff will explain how to count the votes to the meeting before starting the agenda. The Company's staff will count the votes for each agenda from the votes in the proxy form. Register to attend the shareholders' meeting and / or vote in the ballot sent from the shareholders at the shareholders' meeting. And will inform the result of the vote counting to the meeting for every agenda before completing the agenda However, the number of shareholders in each agenda may not be equal because some shareholders may come to attend the meeting or return first. In this regard, the Company has provided an Inspector, an external legal advisor, to oversee and monitor the vote counting in the shareholders' meeting. To allow the shareholders' meeting to be transparent Legitimate and Company regulations

## **(Attachment 6)**

### **Company regulations in relation to shareholders' meetings**

**Article 19.** The meeting of the election of directors in accordance with the following rules and methods

(1) One shareholder has votes equal to one (1) share per one (1) vote.

(2) Each shareholder will use all of the votes he has under (1) to elect one person or many persons as directors. In the event that many persons are elected as directors, no vote shall be given to any person. have

(3) Persons who receive the highest votes in descending order are elected as directors, equal to the number of directors that should be or should be elected at that time in the event that the person elected in the next order. Having the same number of votes in excess of the number of directors that should be presided over

**Article 20.** At every annual general meeting, the directors must leave at least one third (1/3) of the number of directors at that time. If the number of directors cannot be divided into three parts, then the number is closest to one third (1/3).

The directors who must retire in the first and second years after the registration of the company To draw the lottery to determine who will leave. In the latter years Next, the director who is in the position for the longest time is the person who leaves the position. The retired director may be re-elected.

**Article 40.** In voting at the shareholders' meeting One share shall be counted as one (1) vote and any shareholder has a special interest in any matter That shareholder has no right to vote on that matter. Outside of voting for election of directors And the resolution of the shareholders' meeting must consist of the following votes

(1) In normal cases, the majority vote of the shareholders attending the meeting and voting If having equal votes The chairman of the meeting shall cast an additional vote as a casting vote.

(2) In the following cases The vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote

(A) the sale or transfer of all or part of the Company's business to other persons

(B) Purchase or transfer of business of a private company Or other public companies to be owned by the company

(C) Making, amending or terminating contracts relating to renting the business of the company in whole or in part Assigning other persons to manage the business of the company Or merging with other people With the purpose of sharing profit and loss

(D) Amendment to the Memorandum of Association or Articles of Association of the Company

(E) Capital increase or Capital reduction of the company

(F) Dissolution of the company

(G) Debentures issued by the Company

(H) Merger of companies with other companies

**Article 41.** The business that the annual general meeting of shareholders should call as follows:

(1) Acknowledge the report of the Board of Directors that represents the business of the Company in the past year.

(2) Considering and approving the balance sheet and profit and loss account

(3) Consider and approve the allocation of profits And dividend payment

(4) To consider the election of new directors in place of those retiring by rotation

And determine remuneration for directors

(5) Consider the appointment of auditors and determine the amount of audit fees and

(6) Other businesses

**Article 46.** Do not pay dividends from money other than profit. In the event that the Company still has accumulated losses, no dividend shall be paid.

The dividend shall be divided according to the number of shares, equal to each share. The dividend payment must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time. When seeing that the company is profitable enough to do so And when paying interim dividends To report the dividend payment to the shareholders 'meeting in the next shareholders' meeting.

The payment of dividends shall be made within one (1) month from the date of the shareholders' meeting. Or in which the board of directors voted, as the case may be, shall be notified in writing to the shareholders and shall advertise such notice of dividend payment in the newspaper for at least three (3) consecutive days.

**Article 47.** The Company shall prepare a portion of annual net profit as a reserve fund of not less than five (5) percent of the annual net profit.

Less with accumulated loss brought forward (if any) until this reserve is not less than ten percent (10) of the registered capital

(Attachment 7)

Close  
stamp duty  
20 baht

Proxy Form (Form A)

Write at.....

Date Month.....

(1) I .....nationality.....  
address .....

(2) Being a shareholder of Richy Place 2002 Public Company Limited ("Company")  
By holding the total amount of shares.....shares And voting is equal to.....as follows  
Common share.....share Voting is equal to.....the sound  
Preferred shares .....share Voting is equal to.....the sound

(3) ☐ Granting proxy to

☐ 1. Name ..... Age Year Add dass .....  
Road..... District / Province..... District / Region .....  
province.....Zip code..... or

2. Name ..... Age Year Add dass .....  
Road..... District / Province..... District / Region .....  
Province.....Zip code..... or

3. Name ..... Age Year Add dass .....  
Road..... Sub-district / District. .... District / Region .....  
Province.....Zip code.....

One person alone is my representative. To join the audience and vote for me In the Annual General Meeting of Shareholders No. 1/2020 on 24 April 2020 at 14.00 hrs. At Pinklao Room, 3rd Floor, SD Hotel Avenue Borommaratchachonnani Road, Bang Bumru, Bang Phlat, Bangkok Or to be postponed in the day Other times and places too

Signed ..... Proxy

(.....)

sign..... Proxy

(.....)

sign..... Proxy

(.....)

sign..... Proxy

(.....)

note

The shareholder appointing the proxy must have only one proxy to attend the meeting and vote. Can't break Split the number of shares for many proxies to split votes.

Close  
stamp duty  
20 baht

## Proxy Form B

(Designated items To be a clear, clear proxy)

Write at.....

Date Month.....

(1) I .....nationality.....  
address .....

(2) Being a shareholder of Richy Place 2002 Public Company Limited

By holding the total shares.....shares And voting is equal to.....sound as follows

Ordinary share.....share Can vote equal to.....the sound

Preferred shares .....share Can vote equal to.....the sound

(3) Granting proxy to

1. ....Age .....year Add dass .....Road.....  
District / District..... District / District .....province .....  
Zip code .....or

2. ....Age .....year Add dass .....Road.....  
District / District..... District / District .....province .....  
Zip code .....or

3. ....Age .....year Add dass .....Road.....  
District / District..... District / District .....province .....  
Zip code .....or

One person is my representative to attend and vote on my behalf at the Annual General Meeting of Shareholders. Richy Place 2002 Public Company Limited No. 1/2020 on Friday, September 25, 2020, at 2:00 p.m. at Bangkok Ballroom, 2nd Floor, Royal City Pinklao Hotel, 800 Borommaratchachonnani Road, Bang Bamru Subdistrict, Bang Phlat District, Bangkok Or to move to another day, time and place

(4) I appoint a proxy to vote on my behalf at this meeting as follows:

**Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2019, which was held on 25 April 2019**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 2 To acknowledge the operating results for the year 2019.9**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 3 To consider and acknowledge the payment of interim results. For the p mance of the year 2019 and acknowledge the allocation of profit, legal reserve 2019.**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 4 To consider and approve the allocation of profits Legal reserve And dividend payment for operating results Year 2019.**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 5 To consider the election of directors in place of those retiring by rotation**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 6 To consider and approve the directors' remuneration for the year 2020.**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 7 To consider the appointment of auditors and determine the auditor's remuneration for the year 2020.**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

**Agenda 8 To consider other matters (if any)**

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ disagree ☐ abstain

(3) Voting of proxies in any agenda which is not as specified in this proxy The vote is considered invalid and is not my vote as a shareholder.

(4) In the event that I do not specify the intention to vote in any agenda or is unclear or in the case that the meeting has considered or voted on any matter other than the matter specified above Including the case of any alteration or addition of facts Granting the proxy to consider and vote on my behalf in all respects as deemed appropriate

Any business that the proxy has done in the meeting Except in the case that the proxy does not vote as I specified in the proxy form, as if I had done myself in all respects

sign.....Proxy

(..... )

sign.....Proxy

(..... )

sign.....Proxy

(..... )

sign.....Proxy

(..... )

**note :**

1. The shareholder appointing the proxy must appoint only one proxy to attend and vote. Can not divide the number of shares to many proxies to separate votes
2. Agenda for the election of directors can elect the entire committee or elect individual directors.
3. In the event that there are more agenda items considered in the meeting than the agenda specified above The grantor can specify additional details in the attached proxy form, Form B as attached.



### Regular statement for Proxy Form B.

Proxy as a shareholder of Richy Place 2002 Public Company Limited

At the Annual General Meeting of Shareholders No. 1/2020 on

Friday, 25 September 2020 at 14.00 hrs.

At Bangkok Ballroom, 2nd floor, Royal City Pinklao Hotel, 800

Borommaratchachonnani Road, Bang Bumru Subdistrict, Bang Phlat District Bangkok

Or to move to another day, time and place

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

### Agenda 5 To consider the election of directors to replace those retiring by rotation (continued)

Name of Director.....

☐ Agree ☐ Disagree ☐ Abstain

Name of Director.....

☐ Agree ☐ Disagree ☐ Abstain

Name of Director.....

☐ Agree ☐ Disagree ☐ Abstain

Name of Director.....

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (C) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (D) The proxy holder shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

**Agenda..... Subject .....**

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain

I certify that List of regular items per proxy form Accurate, complete and true in all respects

sign.....Proxy

(..... )

sign.....Proxy

(..... )

sign.....Proxy

(..... )

sign.....Proxy

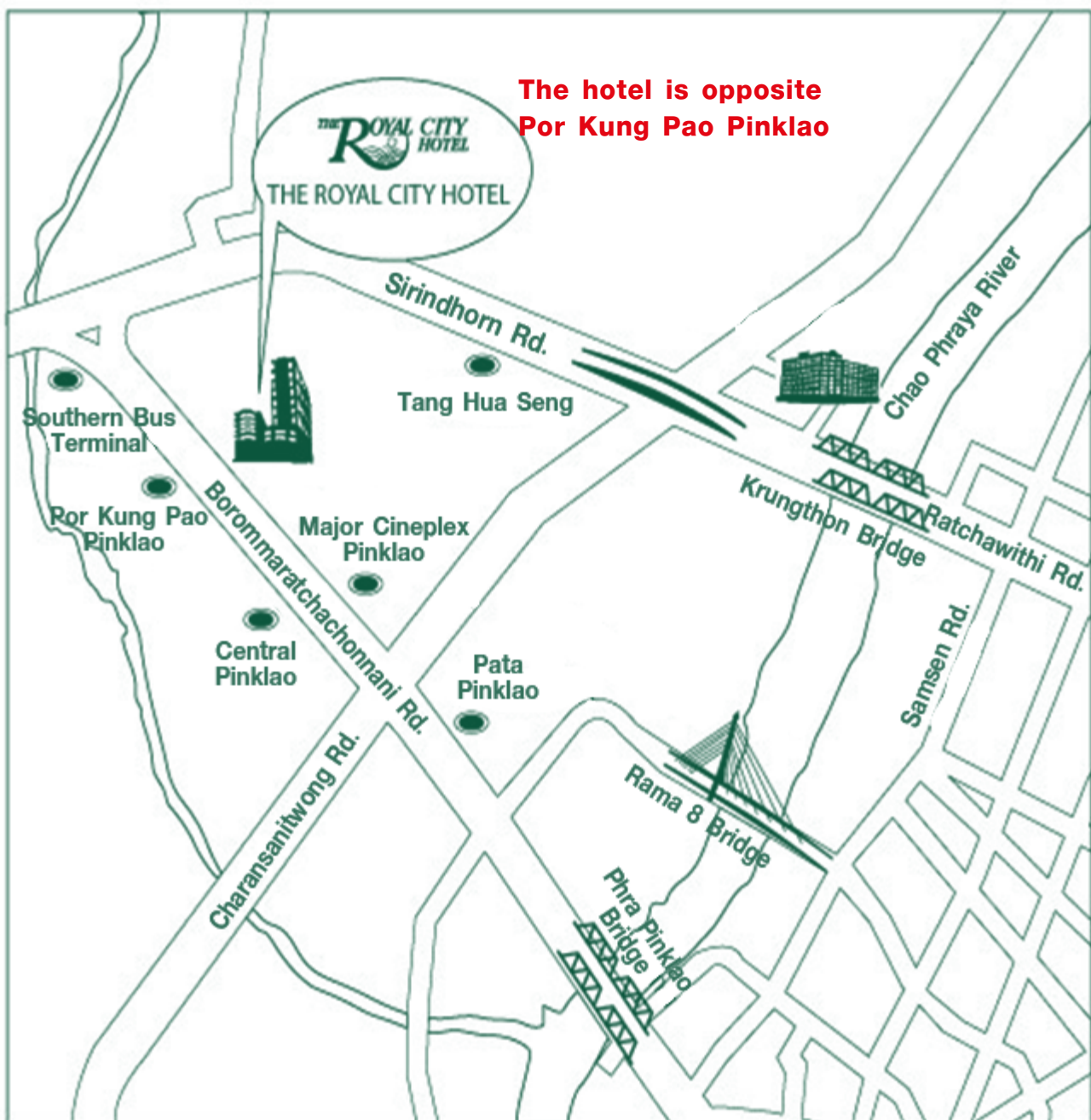
(..... )

(Attachment 8)

Map of the place of the general meeting of shareholders.



**800 Borommaratchachonnani Road,  
Bang Bumru Subdistrict, Bang Phlat District Bangkok**  
Tel. 0-2435-8888 Fax: 0-2434-3636  
E-mail : [info@royalcityhotel.com](mailto:info@royalcityhotel.com) [www.royalrivergroup.com](http://www.royalrivergroup.com)





(เอกสารแนบ 9)

แบบฟอร์มลงทะเบียน  
Registration Form

ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....

Address

เลขทะเบียนผู้ถือหุ้น .....

Shareholder's Registration No.

เป็นผู้ถือหุ้นของบริษัท ริชี่เพลซ 2002 จำกัด (มหาชน)

Being a shareholder of Richy Place 2002 Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น .....

holding the total amount of

shares

หุ้นสามัญ..... หุ้น .....

ordinary share

shares

หุ้นบุริมสิทธิ..... หุ้น .....

preferred share

shares

การประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563  
The Annual General Meeting of Shareholders No. 1/2020  
บริษัท ริชี่เพลซ 2002 จำกัด (มหาชน)  
Richy Place 2002 Public Company Limited  
วันศุกร์ที่ 25 กันยายน 2563 เวลา 14.00 น.  
Friday, 25 September 2020 at 14.00 hours

ณ ห้องกรุงเทพบอลรูม ชั้น 2 โรงแรมรอยัล ซิตี ปิ่นเกล้า 800 ถนนบรมราชชนนี แขวงบางบำหรุ เขตบางพลัด กรุงเทพฯ  
At Bangkok Ballroom, 2nd floor, Royal City Pinklao Hotel, 800 Borommaratchachonnani Road,  
Bang Bumru Subdistrict, Bang Phlat District Bangkok

ข้าพเจ้า.....เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น  
I ..... shareholder or proxy holder of

บริษัท ริชี่เพลซ 2002 จำกัด (มหาชน) / Richy Place 2002 Public Company Limited

หมายเลขบัตรประจำตัวประชาชน.....

the identification number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น attend the above mentioned meeting

ลงชื่อ.....ผู้เข้าประชุม  
Sign ..... Meeting Attendant  
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุมโปรดนำเอกสารชุดนี้มาด้วย  
For your convenience, shareholders or proxy holders wishing to attend the meeting,  
kindly bring this set of documents for registration

### **Supporting documents**

**To consider and approve the appointment of directors in replacement of those who must retire by rotation at the annual generalmeeting of shareholders for the year 2020**

## Ms.Nonglak Wanathampong

**62 years**

**Director**

**Date of holding a director position :** 24 November 2011

**Term of service** : 8 years 9 months  
(counting to 25 September 2020)

**Specialization** : Market analysis  
(Lease release)



### Currently holding office

#### Educational qualifications

- Director, Richy Place 2002 Public Company Limited
- Position in non-listed companies
- Managing Director, Atthaboon Sinsub Company Limited
- Assistant Managing Director Atthaboon Company Limited
- Vice President of Thai NHK Company Limited
- Positions in other departments

### Currently holding office

#### Director Positions in Listed Companies

- 2016  
Present Director, Rick Trick Public Company Limited
- 2011  
Present Chairman of the Audit Committee, Richy Place 2002 Public Company Limited
- 2009  
Present Director, Vibhavadi Hospital Public Company Limited

### Positions in other departments

-None-

### Past experience

-None-

### Training history

- Director Accreditation Program (DAP) / 2013

### Proportion of shares held by the company as of 31 December 2019

- Number of 623,366 shares or 0.052 percent

### The number of meetings attended in the year 2019,

there were 4 board meetings, 4 meetings attended

### Illegal record in the past 5 years

- none -

### Transaction history that may cause conflicts with the company in 2019

- none -

### Recruitment criteria and methods

Approved by the Nomination and Remuneration Committee

**The person nominated by the shareholders  
to be appointed as an independent director**



**Mrs. Jaree WuttiSanti**

**71 years**

**Independent Director**

**Date of holding a director position : 25 September 2020**

**Family relations between executives : - none -**

#### **Educational qualifications**

- Master of Business Administration, Graduate Institute of Management Development Sciences
- Bachelor of Accounting, Chiang Mai University (1st class honor)
- Diploma in Banking Management Swedish Institute for International Cooperation

#### **Currently holding office**

##### **Director Positions in Listed Companies**

- 2018  
Present Advisor to the Chairman and Investment Management Committee Dhipaya Insurance Plc.
- 2017  
Present Executive Committee Small and Medium Enterprise Development Bank of Thailand

**Position in non-listed companies : - none -**

**Positions in other departments : - none -**

**Proportion of shares held by the company  
as of 31 December 2019**

- none -

**Having / without special interest in the  
proposed agenda in this meeting**

- none -

#### **Past experience**

- 2003 - 2007  
Executive Committee of EMC Public Company Limited
- 2000 - 2003  
Military Finance Director-General Supreme Command Headquarters
- 1998-1999  
Deputy Military Finance Director-General Supreme Command Headquarters
- 1989 - 1998  
Director of the Budget Control Division Office of the Permanent Secretary Supreme Command Headquarters
- 1986 - 1989  
for the Budget Control Division Office of the Permanent Secretary Supreme Command Headquarters
- Year 1970 - 1986  
Division - Head of Accounting Division, Office of the Permanent Secretary for the Army

#### **Training history**

- Director Accreditation Program (DAP) / 2004
- Role of the Compensation Committee (RCC) / 2013



**The person nominated by the shareholders  
to be appointed as an independent director**

**Mr. Anen Aung-aphinant  
71 years**

**Independent Director**

**Date of holding a director position : 25 September 2020**

**Family relations between executives : - none -**



**Educational qualifications**

- Master's Degree in Industrial Engineering and Management, AIT Institute
- Bachelor's Degree in Machinery (Mechanical Engineer)
- Diploma of the National Defense College (NDC 4414)
- Certificate, Executive Program in Urban Administration (Class 3)

**Currently holding office**

**Director Positions in Listed Companies**

- 2007  
Present Managing Director AN Empire Company Limited
- 2005  
Present Chairman of the Board, Consco Enterprises Company Limited
- 1992  
Present Managing Director Quality Machine Tool Co., Ltd.

**Holding a position in a non-listed company**

- none -

**Holding a position in other agencies**

- Year 2018 - 2020 Chairman of the Audit Committee Federation of Thai Industries
- 2005 Present Director of the Thai Machinery Association
- 2002 Present Committee, The Federation of Thai Industries

**Past experience**

- Year 2014 - 2016 Chairman of the Committee for Mechanical and Metalworking Engineer Cluster Federation of Thai Industries
- Year 2008 - 2012 Chairman of Machinery and Metalworking Group Federation of Thai Industries
- 2005 - 2006 Vice President, Federation of Thai Industries
- 2003 - 2004 Chairman of the Industrial Energy Committee Federation of Thai Industries
- 2003 - 2004 Deputy Chairman of the Industrial Environment Committee Federation of Thai Industries

**Proportion of securities held by the company  
as of 31 December 2019**

- 664,451 shares / 0.055 percent

The company has defined the definition of independent directors. According to the initial specifications of The Securities and Exchange Commission of Thailand With details as follows

1. Holding no more than one percent of the total shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company By including the shares held by related persons

2. Not being or used to be a director with participation in management, staff, staff, or advisor who receives a regular salary Or the controlling person of the company, parent company, subsidiary company, associated company, or same-level subsidiary company Major shareholder Or those with control of the company Unless having been free from the aforementioned nature for not less than two years before being appointed

3. Not being a person who has a blood relationship Or by legal registration In the form of parents, spouses, siblings, and children, including spouses of children of the executive, major shareholder Regulator Or the person who will be nominated as the executive or controlling person of the company Or subsidiary

4. Does not have or has ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company In a manner that may obstruct his independent judgment Including neither being nor having been a significant shareholder Or the controlling person of the person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company Except that having passed the aforementioned characteristics not less than two years prior to being appointed. The business relationship shall include the transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 regarding the request for permission and Approval to offer for sale of newly issued shares

5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company And not being a significant shareholder Regulator Or a partner of the audit firm Which have auditors of the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company under Unless having been free from the aforementioned nature for not less than two years before being appointed

6. Not being or having been a professional service provider of any kind Which includes providing services as legal advisors or financial advisors Which receives service fees of more than two million baht per year from the company, parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company And not being a significant shareholder Regulator Or a partner of that professional service provider Unless having been free from the aforementioned nature for not less than two years before being appointed

7. Not being a director appointed to be a representative of the company's director Major shareholder Or shareholders who are related to the major shareholder of the company

8. Not operating in a business of the same condition And is a significant competition with the business of the company or subsidiary Or not a significant partner in a partnership Or being a director that participates in the management of employees, staff, consultants who receive a regular salary Or holding more than one percent of the total shares with voting rights of other companies Which operates in the same business and in significant competition with the business of the company or subsidiary

9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

10. Not being a director assigned by the board of directors to decide on the business operations of the company, parent company, subsidiary company, associated company, same-level subsidiary company Major shareholder Or the controlling person of the company

11. Not being a director of the parent company, subsidiary company, or same-level subsidiary company Only being a listed company.



## Richy Place 2002 Public Company Limited

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