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July 13, 2020

**Notice of the Annual General Meeting of Shareholders No. 41**

- Subject** : Invitation to 2019 annual general meeting of shareholder
- Dear** : Shareholders
- Enclosures** : 1. Copy of the Minutes of the 40<sup>th</sup> Ordinary Shareholders' Meeting on April 23, 2019
2. 2019 Annual Report / Financial Statement as of 2019, in the form of a **QR code** in the invitation letter (**Regarding Registration form with Barcode, please present it on the date of the Annual General Meeting of Shareholders.**)
3. Profiles of the nominated candidates to be director replacing directors who retired by rotation
4. Definition of Independent Director
5. Profile of Independent Directors being nominated as Proxies by Shareholders
6. The Articles of Association related to the Ordinary Shareholders' Meeting
7. Documents and evidences of the attended person must be presented before attendance the meeting and regulation for the meeting
8. Procedure for attending the Annual General Meeting of Shareholders
9. Manual of using QR Code for downloading the Annual Report 2019
10. Annual report (Book form) request form for 2019
11. Proxy Form B
12. Map of the meeting place

The Board of Directors has set the Annual General Meeting of Shareholders No.41 which will be held on **Tuesday, August 4, 2020 at 09.00 hours at Room** Galaxy 10<sup>th</sup> Floor, Avani+ Riverside Bangkok Hotel No. 257, Charoennakorn Road, Samre Sub-district, Thonburi District, Bangkok, 10600.

For this annual general meeting of shareholders, the Company gives an opportunity for shareholders to propose agenda and / or candidate to be elected as company director during December 1 – 30, 2019. Despite the invitation, there were no agenda and candidate proposed. Therefore, company set the agenda as following;

**Agenda1. To certify the Minutes of the 40<sup>th</sup> Annual General Meeting of Shareholders held on April 23, 2019.**

**Fact and reason** : The minutes was arranged and delivered to the Stock Exchange of Thailand and Department of Business Development (Ministry of Commerce) within 14 days counting from the meeting date according to the requirement of laws and also disseminated on the Company's website (<http://www.pg.co.th>) (such minutes is enclosed herewith as ***Enclosure No.1***).





**Opinion of the Board** : Such minutes was correctly recorded and should be submitted to the Annual General Meeting of Shareholders for approval.

**Voting:** This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 2. To acknowledge the Board of Directors' report of the previous year (2019).**

**Fact and reason** : The Board of Directors' report and the Company's operation for the year 2019 was presented in the Annual Report for the year 2019 (*Enclosure No.2*) which was attached and arranged by the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

**Opinion of the Board** : Such report should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

**Voting** : This agenda is intended for acknowledgement propose which is not vote required.

**Agenda 3. To approve the Financial Statements for the year ended December 31, 2019.**

**Fact and reason** : The Financial Statements are accurate to the generally accepted accounting standards which were examined and certified by a Certified Public Accountant and also considered by Audit Committee and the Company directors. The details are summarized as following:

(Unit : Million Baht)

<b>Details</b>	<b>Amount</b>
Total Asset	1,650.32
Total Debts	181.82
Shareholder Equity	1,468.50
Total Revenue	748.68
Net Profit(Loss)	3.02
Net Profit(Loss) per share (Baht)	0.03

The details are disclosed in the 2019 Annual Report (*Enclosure No.2*).

**Opinion of the Board:** Such Financial Statement should be presented to the Annual General Shareholders' Meeting for approval.

**Voting:** This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 4. To approve the profits allocation and no additional dividend payment for the year 2019 and acknowledge the interim dividend payment.**

**Fact and reason:** As of December 31, 2019, the Company had its registered capital amounted 96 million baht, paid-up capital amounted 96 million baht and capital reserves amounted 9.60 million baht, or 10% of the





Company's registered capital. The Company had capital reserves according to the requirement of the Company's Articles of Association.

According to the Company's dividend payment policy, the dividend will be paid at the rate of not more than 50 percent of net profits which is mainly subject to the Company's performances and economic circumstances. In 2019, the Company had total profit amounted 3.02 million baht, inappropriate retained earnings amounted 770.18 million baht The Board of Directors Meeting No. 4/2020, held on 8 April 2020, passed a resolution approving the company to pay interim dividends from the company's performance as of 31 December 2019, instead of the annual dividend payment to reduce the potential impact on the shareholders from the postponement of the Annual General Meeting of Shareholders indefinitely due to the outbreak of COVID-19. It was paid at the rate of 0.20 baht per share in the amount of 19.20 million baht by paying from the retained earnings which the company has paid corporate income tax at the rate of 30% and the company had already paid such dividend on 7 May 2020 and the board of directors would not proposed additional dividend payment for the year 2019.

**Dividend payment information**

<b>Details of Dividend Payment</b>		<b>2019</b>	<b>2018</b>
1. Net Profit (Loss)	(Million Baht)	3.02	96.06
2. Shares	(Million Shares)	96	96
3. Rate of Dividend Per Share	(Baht / Share)	0.20	0.25
4. Total Amount of Dividend Payment	(Million Baht)	19.20	24.00
5. Rate of Dividend Payment against Net Profit	( % )	636.60	24.99

**Opinion of the Board :** The Board of Directors agree to propose to the Annual General Shareholders' Meeting to approve the profits allocation as follows:- As the capital reserves were integral, the Company would not reserve capital in this year and to acknowledge the payment of interim dividend instead of annual dividend payment at the rate of 0.20 Baht per share, which is in accordance with the company's dividend payment policy.

However, the Board of Directors will not propose additional dividend payment for the year 2019.

**Voting:** This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 5. To consider the appointment of directors to replace the directors who retired by rotation**

**Fact and reason:** According to Article 21 of the Company's the Articles of Association, one-third (1/3) of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. If the number of retiring director cannot be divided into one-third (1/3), the number nearest to one-third will be applied and the





retiring directors may be re-elected. In this Annual General Meeting of Shareholders, there are 4 retired directors namely;

Name	Position
1. Mr.Khachornsakdi Vanaratseath	Independent Director / Audit Committee
2. Mrs.Sunan Niyomnaitham	Executive Director / Remuneration Committee
3. Mrs.Chortip Pramoj Na Ayudhya	Independent Director/Remuneration Committee/Nomination Committee
4. Mrs. Teerada Ambhanwong	Company Director / Non-Executive Director

For nominating director, the Company has invited shareholders to propose person to be elected as Company Director for the 2019 Annual General Meeting of Shareholders No. 41 during December 1 – 30, 2019 via its website and SET's news. Despite the invitation, no candidates were proposed.

Nomination Committee considered qualified persons to be elected as company director, by held a nomination meeting excluding an interested director, **Mrs.Chortip Pramoj Na Ayudhya** who left the meeting and abstained to vote this agenda.

Nomination Committee thus processed selection of each individual to be a director of the Company in accordance with the principles and procedures of nomination. Nomination Committee determined suitable capability beneficial to manage the Company's operations and diversity of the members of the Board considering qualifications, knowledges, ability and experiences (Board Diversity) in conformity with the Company's strategy by considering skills, experiences, knowledges and specializations (Board Skill Matrix) including leadership, vision, ethic and morality, transparent work experiences as well as previous work records as a company director and sub-committee in the past year. No forbidden qualifications by virtue of Section 68 of the Public Company Limited Act, B.E. 2535 and requirements of the Stock Exchange Commission were also taken into consideration. Nomination Committee then agreed to propose 4 retiring director to be re-elected for another term.

**Opinion of the Board :** The Board of Directors excluded interested director precisely considered each of the nominated persons to be appointed as company directors **in conformity with the Company's principles and procedures of director nomination** and thus viewed that the aforementioned nominated persons have qualifications, experiences and capability suitable to manage the operations for the Company's interest. **Also those nominated persons to be appointed as independent directors could provide independent opinion in compliance with the relevant regulations.** The Board therefore agreed as Nomination Committee proposed to present to the Shareholders' Meeting for consideration of re-election those 4 directors namely Mr.Khachornsakdi Vanaratseath, Mrs.Sunan Niyomnaitham, Mrs.Chortip Pramoj Na Ayudhya and Mrs. Teerada Ambhanwong for another term.





Furthermore, the Board considered that Mrs.Chortip Pramroj Na Ayudhya who act as independent directors more than 9 years ( more than 3 terms) still have fully qualification in accordance with definition of independent directors. They have expertise, knowledge, ability and experience whose could utilize their experience, knowledge and specialization for providing valuable opinion beneficial for determination of strategy and operation of the Company. Moreover, they are able to provide independent opinion in accordance with the relevant regulations. The Board of Directors then had the resolution to propose Mrs. Chortip Pramroj Na Ayudhya to be independent directors for another term.

The information on profile and specialization of the nominated persons, terms of directorship, attendance of the Board meeting / sub-committee meeting in the previous year, shareholding information, holding a position as director or management in any listed company and company and others including relationship between nominated persons and directors are disclosed in **Enclosure No.3.**

The Company defines the qualification of Independent Directors being stricter than the definition of Capital Market Supervisory Board. The detail is enclosed herewith as **Enclosure No.4.**

**Voting :** This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 6. To determine the Company Directors' remuneration for year 2020.**

**Fact and reason :** According to Article 32 of the Company's Articles of Association, the Company is not allowed to pay money or provided any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those directors of the Company.

In 2019, the Annual General Meeting of Shareholders agreed to approve the remuneration to the Company Directors not exceeding 6 million baht a year and assigned the Board of Directors allocating such remuneration accordingly.

(Unit : Baht)

Type of Remuneration	2019	2018
Meeting Allowance	934,000	449,000
Directors' Remuneration	990,000	850,000
<b>Total</b>	<b>1,924,000</b>	<b>1,299,000</b>

For the payment of remuneration paid to the Board of Directors and sub-committee, the Company summarized details of payment paid to each Company Director individually and disseminated such payment in Annual Report and Form 56-1.

For 2020, Remuneration Committee considered the remuneration for the Company Directors and sub-committee at the amount of not exceeding 6 million baht per year by considering the evaluation result of performance including appropriateness of scope of works and responsibilities of the Board of Directors and sub-





committee, the Company's performance and comparative information compared with other company at the same business group. The Board then proposed the remuneration as following details;

1. Annual remuneration (All Company Directors)

Remuneration Committee considered the allocation of remuneration and presented to the Board of Directors.

2. Meeting allowances (The attendance only)

	2020 (Baht/Person/Time)	2019 (Baht/Person/Time)
<b>1. The Board of Directors</b>		
- President	12,000	12,000
- Member of the Board of Directors	9,000	9,000
<b>2. The Audit Committee</b>		
- Chairman	12,000	12,000
- Member of Audit Committee	9,000	9,000
<b>3. The Remuneration Committee</b>		
- Chairman	10,000	10,000
- Member of the Remuneration Committee	8,000	8,000
<b>4. The Nomination Committee</b>		
- Chairman	10,000	10,000
- Member of the Nomination Committee	8,000	8,000
<b>5. The Risk Management Committee</b>		
- Chairman	10,000	10,000
- Member of the Risk Management Committee	8,000	8,000
<b>6. The Corporate Governance Committee</b>		
- Chairman	10,000	10,000
- Member of the Corporate Governance Committee	8,000	8,000

3. Remuneration of other sub-committees organized by the Board of Directors was under the discretion of the Board of Directors considering by appropriateness, duties, and responsibilities.

4. **Others remuneration and benefit - NONE-**

**Opinion of the Board:** It should be presented to the Annual General Meeting of Shareholders to approve the remuneration paid to the Company Directors for year 2020 with the amount not exceeding 6 million baht per year as proposed by Remuneration Committee. The consideration based on appropriateness, duties, and





responsibilities of both Company Directors and sub-committee. Such remuneration was excluded others remuneration or welfare received by the Company Directors as being the Company's staff or employee.

In addition, such proposed remuneration would be effective from the date of shareholders' approval until any change. The total payment shall not exceed the amount approved by the Annual General Meeting of Shareholders.

**Voting:** This agenda must be approved by the vote not less than two-third (2/3) of the shareholders attending the Meeting and casting their votes.

**Agenda 7. To approve the appointment of the Company Auditor and determination the auditors' remuneration for year 2020**

**Fact and reason:** According to Article 49 and 50 of the Company's Articles of Association, the auditor must not be Company Director, employee or not be positioned in the Company. The auditor shall be determined by the Annual General Meeting of Shareholders annually. The leaving auditor may be re-elected to office. For 2018, the Shareholder Meeting appointed Mr. Chayapol Suppasatdanon and/or Mrs. Gingkarn Atsawarangsalit and/or Ms. Rosaporn Decharkom and/or Ms. Sumana Punpongsanon of EY Office Limited to be the Company Auditor.

For 2020, the Audit Committee considered the appointment of auditors and agreed to propose the following persons;

1. Mr. Chayapol Suppasatdanon Certified Auditor Number 3972 and/or  
(who have been signatory certifying the Company's financial statement for 5 years since 2015)
2. Mrs. Gingkarn Atsawarangsalit Certified Auditor Number 4496 and/or  
(who have never been signatory certifying the Company's financial statement)
3. Ms. Rosaporn Decharkom Certified Auditor Number 5659 and/or  
(who have never been signatory certifying the Company's financial statement)
4. Ms. Sumana Punpongsanon Certified Auditor Number 5872  
(who have never been signatory certifying the Company's financial statement)
5. Ms. Kirdsiri Kanjanaprakasit Certified Auditor Number 6014  
(who have never been signatory certifying the Company's financial statement)

of EY Office Limited to be Company Auditor for the year 2020. The above auditors have complete specializations, acceptable audit standards, independence and qualifications in accordance with the Company's Articles of Association and the regulations of the Securities and Exchange Commission. The Audit Committee approved to propose this resolution to shareholders' meeting to appoint the above auditors to be Company Auditor and determined the remuneration for the year 2020 as follows;





(Unit: Baht)

Type of Remuneration	2020	2019
Review of the financial statement for the 1 <sup>st</sup> , 2 <sup>nd</sup> and 3 <sup>rd</sup> quarter in total	450,000	450,000
Review of the annual financial statement	810,000	750,000
Other service	-None-	-None-
<b>Total</b>	<b>1,260,000</b>	<b>1,150,000</b>

**Opinion of the Board:** The Board agreed with Audit Committee's proposal and agreed to propose such agenda to the Annual General Meeting of Shareholders to appoint Mr. Chayapol Suppasedtanon Certified Auditor Number 3972 and/or Mrs. Gingkarn Atsawarangsalit Certified Auditor Number 4496 and/or Ms. Rosaporn Decharkom Certified Auditor Number 5659 and/or Ms. Sumana Punpongsonon Certified Auditor Number 5872 and/or Ms. Kirdsiri Kanjanaprakasit Certified Auditor Number 6014 as the Company Auditor for 2019 given that one of them could examine and certify the Company's financial statement. They have complete specializations, acceptable audit standards, independence and qualifications in accordance with the Company's Articles of Association, Federal of Accounting Professions and Securities and Exchange Commission. They had been well performed their duties continuously by allowing one of the auditors has the authority to examine and signed the financial statements of the company and also determine the amount of audit fees as proposed.

Moreover, the Board had considered and compared workloads and audit fee of other listed company in same level and found that the audit fee is reasonable.

The proposed auditors have no relationship or any interest with company / subsidiaries / joint-venture / executive / major shareholder or any related person. They are independent in examining and giving opinion on the Company's financial statement and the company does not have all subsidiaries or associated companies.

**Voting: This agenda must be approved** by the majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 8. Other matters (if any).**

All shareholders are cordially invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date since 07.00 hours.

The Board of Directors has set the policy for shareholders to administer in the Company's business as well as provide suggestion on the Company's operation. In this regard, the Board of Directors provides the opportunity for shareholders to send questions related to the above agenda to the Board before the Meeting date through the following channels;







**บริษัท ประชาอาภรณ์ จำกัด (มหาชน)**  
**PEOPLE'S GARMENT PUBLIC COMPANY LIMITED**

1. Shareholders send question, with any other detail (if any), and shareholders' contacting information (Name / Last Name / Telephone No. / Fax No. / E-mail).
2. Channels for sending question: [www.pg.co.th](http://www.pg.co.th) / E-mail: [suvimol@pg.co.th](mailto:suvimol@pg.co.th) / Fax: 0-2294-5159 / or registered mail to Mrs. Suvimol Charoensrichai (Company Secretary).
3. Period of time for sending question: within July 24, 2020.
4. Company Secretary will collect all questions and present to Managing Director for consideration respectively.

All such questions from shareholders including questions being sent prior to the meeting date, will be considered and answered in the date of Annual General Meeting of Shareholders

For your convenience, if shareholders are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on their behalf. Please completely fill in and sign Proxy Form attached herewith or the print the form provided by the Ministry of Commerce or download Proxy Forms at the Company's website: <http://www.pg.co.th>. Foreign shareholders who authorize the custodian in Thailand to keep and safeguard their shares can choose the Proxy Form, either of Form A, Form B or Form C. Other shareholders can choose either of the Proxy Form: Form A or Form B. Shareholders, who desire to appoint Company Audit Committee on their behalf, please see Enclosure No.5 (The details of Audit Committee who are Independent Director and can be performed as shareholder's proxy).

Shareholders are kindly requested to submit the complete Proxy Form at least one business day in prior to the Meeting date for the convenience of reviewing the evidence. The Company will process registration with the barcode system, the shareholders and proxies, who will attend the meeting, **please bring the Registration Form with barcode (Enclosure)** on the Meeting date and signed for the right to attend the meeting.

By the order of the Board of Directors

(Mrs. Suvimol Charoensrichai)

Company Secretary

