

# INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2020

TUESDAY, 28 APRIL 2020, AT 15.30 HRS., AT THE MEETING ROOM OF HITACHI CHEMICAL STORAGE BATTERY (THAILAND) PUBLIC COMPANY LIMITED LOCATED AT 387 MOO 4, SOI PATANA 3 SUKHUMVIT RD., BANGPOO INDUSTRIAL ESTATE, PRAEKASA, MUANG, SAMUTPRAKARN



Guidelines for shareholders to attend the Annual General Meeting of Shareholders 2020 of Hitachi Chemical Storage Battery (Thailand) Public Company Limited to prevent the spread of new type of coronavirus disease 2019 (COVID-19)

Company requests your cooperation to grant your proxy to another person or the independent director of Company to attend the meeting in case any of the statements below should apply to you:

- Shareholders who travelled to/returned from high-risk countries stated below within 14 days before the date of the Annual General Meeting of Shareholders:
  - China (including Macau and Hong Kong), South Korea, Italy, Iran, France, Spain, U.S.A., Switzerland, Norway, Japan, Denmark, Netherlands, Sweden, Great Britain, Germany, and other countries as the Department of Disease Control, Ministry of Public Health declare to be an additional risk country
- Shareholders who have had one of the symptoms of COVID-19 including, but not limited to, fever exceeding 37.5°C, cough, sore throat, sneezing and runny nose within 14 days before the date of the Annual General Shareholders Meeting
- 3. Shareholders who have had close contact with someone who have travelled to/returned from high-risk countries stated in Statement No.1 above within 14 days before the date of the Annual General Shareholders Meeting

Shareholders to whom none of the statements above should not apply are requested your cooperation to practice as follows:

- Company will provide the screening of the shareholders by taking the temperature and ask the shareholders to
  indicate if they have fever or respiratory symptoms before attending the meeting. Company will also provide the
  shareholders handwashing point or alcohol gel in front of the registration.
- Shareholders are requested to prepare your own hygienic mask and wear it all the time during the meeting for safety of your own and all of participants.
- 3. All staff of Company will wear masks all the time during the meeting.

### 23 March 2020

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year

2020.

Attention : Shareholders of Hitachi Chemical Storage Battery (Thailand) Public Company Limited.

Enclosures: 1. Copy of the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2019.

- 2. Annual Report 2019 including the copy of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2019 and the Auditor's Report (CD-ROM).
- 3. Rules and procedures for nomination of director.
- 4. Definition of Independent Director.
- 5. Information of the persons nominated to be elected as directors to replace those retiring by rotation.
- 6. Information of the persons nominated to be elected as new directors
- 7. Articles of Association of the Company related to the shareholders meeting.
- 8. Documents or evidence required to identify the right to attend the shareholders meeting.
- 9. Profiles of Independent Directors who are assigned as proxy for the shareholder who can not attend the meeting.
- 10. Proxy Forms (Form A and B).
- 11. Map of the place of the shareholders meeting.

Pursuant to the resolution passed by the Board of Directors of Hitachi Chemical Storage Battery (Thailand) Public Company Limited, the Annual General Meeting of Shareholders of the Company for the year 2020 is hereby called on Tuesday, 28 April 2020, at 15.30 hrs., at The meeting room of Hitachi Chemical Storage Battery (Thailand) Public Company Limited located at 387 Moo 4, Soi Patana 3 Sukhumvit Rd., Bangpoo Industrial Estate, Praekasa, Muang, Samutprakarn, to consider the matters in accordance with the following agenda:

# Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2019.

**Background Information**: The Annual General Meeting of Shareholders of the Company for the year 2019 was held on 25 April 2019, and the Minutes have been submitted to the Stock Exchange of Thailand within the timeframe prescribed by laws, with the details in the copy of the Minutes which had already been distributed to the Shareholders together with this Notice (Enclosure 1).

**Opinion of the Board**: The Shareholders meeting is hereby advised to approve the said Minutes.



**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

# Agenda 2. To adopt the report of the performance results of the Company for the previous year and the Annual Report for the year 2019.

**Background Information**: The report of the performance results of the Company for the fiscal year 2019 appears on the Annual Report 2019 which had already been distributed to the Shareholders together with this Notice (Enclosure 2).

<u>Opinion of the Board</u>: The Shareholders meeting is hereby advised to acknowledge and approve the report of the performance results of the Company for the fiscal year 2019 and the Annual Report 2019 aforesaid.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

# Agenda 3. To approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2019.

Background Information: In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the balance sheets and the profit and loss statements as of the end of the accounting period of the Company, and shall submit the same to the Shareholders meeting at the Ordinary General Meeting to consider and approve the balance sheets and the profit and loss statements, the Board of Directors therefore propose the Shareholders meeting to consider and approve the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income for the fiscal year ended 31 December 2019, which have been audited by the Auditor and have been reviewed by the Audit Committee as shown in the Annual Report 2019 which had already been distributed to the Shareholders together with this Notice (Enclosure 2).

<u>Opinion of the Board</u>: The Shareholders meeting is hereby advised to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2019, which have been audited by the Company's Auditor and have been reviewed by the Audit Committee.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

### Agenda 4. To approve the payment of dividends.

**Background Information**: Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company's Articles of Association, the Company is required to allocate not less than 5 percent of part of the annual net profits as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than 10 percent of the registered capital. Presently, the Company has the legal reserve in the amount of 20,000,000.- Baht which reached 10 percent of the



registered capital. Therefore, the Company is not required to allocate the another net profits as legal reserve.

In addition, the Company has the policy to pay dividends at the rate of "Not exceeding 50% of net profit from separate financial statements (with additional conditions)". And pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 46 of the Company's Articles of Association, the dividend shall not be paid other than out of profits and while the Company has accumulated losses. The Dividend shall be distributed according to the number of shares, with each share receiving an equal amount, and shall be approved by the shareholder meeting.

The Company has profits from the performance results in accordance with the separate financial statements for the year 2019 in the amount of 593,137,580 Baht. Therefore, the Board of Directors of the Company has resolved to submit to the Shareholders meeting to consider and approve for payment of dividend to the Shareholders of the Company from the performance result for the year 2019 (which had been paid the tax at the rate of 20%), at the rate of 1.00 Baht per share, totaling 20,000,000.- Baht (dividend rate 3.37%), with the comparative information of the past record of dividend payment of the past years as follows:

The information on the dividend payments				
Fiscal year 2018	Fiscal year 2017	Fiscal year 2016		
Dividends paid for year 2019	Non-payment for year 2018	Dividends paid for year 2017		
at the rate of 0.50 Baht per share Non-payment of dividends		at the rate of 3.00 Baht per share		
Dividend Rate = - %	Dividend Rate = 0.00 %	Dividend Rate = 38.33 %		
Net Loss of 104,857,867 Baht	Net Loss of 348,726,881 Baht	Net Profits of 156,512,330 Baht		

<u>Opinion of the Board</u>: The Shareholders meeting is hereby advised to approve for the Company to pay the dividends to the Shareholders of the Company from the performance result for the year 2019, (which had been paid the tax at the rate of 20%) at the rate of 1.00 Baht per share, totaling 20,000,000.- Baht (dividend rate 3.37%), by fixing the names of Shareholders who are entitled to receive the dividends on 26 March 2020 and the Company will pay the dividends to the Shareholders on 5 May 2020.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

### Agenda 5. To consider and elect Directors in place of those retiring by rotation.

**Background Information**: According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, which provide that one-third of all the Directors are required to retire from office at the Ordinary General Meeting of Shareholders every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. The Company had 12 Directors in



total. Therefore, there are 4 Directors who are required to retire from offices by rotation in this occasion, as follows:

No.	Names of retired directors	Director	Number of Shares as held on 31 December 2019	Being % of total voting shares	Appointment year	Board of Directors Meeting for year 2018
1	Mr. Naoto Okada	Director	-	-	2017	4
2	Mr. Apichai Chvachareonpun	Independent Director	-	-	2017	5
3	Vacancy	Director	-	-	2017	-
4	Vacancy	Director	-	-	2017	-

Nos. 3 and 4 are the directors who resigned in during the term.

Being the Director/Executive in other listed companies: -None-

Being the Director/Executive in other organization that may cause any conflict of interests to the Company: -None-

<u>Opinion of the Board</u>: The Shareholders meeting is hereby advised to consider and re-elect Mr. Apichai Chvachareonpun as the Director who shall be retired by rotation in this year to his office as Director of the Company for another period, whereby the Board of Directors of the Company has considered that such Director has performed carefully, advised and suggested as interest to the Company and shareholders. The information of the person nominated to be elected as Director as shown in Enclosure 5.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

### Agenda 6. To consider and elect new directors.

**<u>Background Information</u>**: Hitachi Chemical Co., Ltd. as the shareholder of the Company has proposed person names to be elected as the Company's directors as follows:

1. Mr. Misao Nakagawa

2. Mr. Masakatsu Suzuki

The information of the person nominated to be elected as Director as shown in Enclosure 6

**Opinion of the Board:** The Shareholders meeting is hereby advised to consider the said matter.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.



# Agenda 7. To consider and approve the remuneration of Directors for the fiscal year 2020.

**Background Information:** According to Article 14 of the Company's Articles of Association, it provides that the payment of remuneration to the Board of Directors of the Company is required to approve by the Shareholders meeting, which the Ordinary General Meeting of Shareholders of the Company for the year 2019 approved for the Company to pay the remuneration to the Board of Directors of the Company within the amount not exceeding 2,000,000.- Baht, with the details as follows:

### **Board of Directors**

Chairman 35,000.- Baht/meeting
Directors 25,000.- Baht/meeting
Directors' Bonus 200,000.- Baht/person/year

Provided that the payment of bonus depends on the duty and responsibility of director and the operating result of the Company.

### **Audit Committee**

Chairman of Audit Committee 20,000.- Baht/meeting Member of Audit Committee 12,000.- Baht/meeting 7,000.- Baht/meeting

**Opinion of the Board:** The Shareholders meeting is hereby advised to consider and approve the remuneration of Directors of the Company for the fiscal year 2020 within the amount not exceeding 2,000,000.- Baht due to it is appropriate rate, with the details as follows:

### **Board of Directors**

Chairman 35,000.- Baht/meeting
Directors 25,000.- Baht/meeting
Directors' Bonus 200,000.- Baht/person/year

Provided that the payment of bonus depends on the duty and responsibility of director and the operating result of the Company.

### Audit Committee

Chairman of Audit Committee 20,000.- Baht/meeting 12,000.- Baht/meeting Directors 7,000.- Baht/meeting

**Resolution**: This agenda shall be approved by the votes not less than two-third of the total number of votes of shareholders attending the meeting and having right to vote.

# Agenda 8. To consider and appoint auditor(s) of the Company for the fiscal year 2020 and fix the remuneration.

**Background Information**: In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, which provide that every year of the Ordinary General Meeting of Shareholders shall appoint auditor and fix the auditing fee of the Company. Therefore, the Audit Committee has considered the proposal of appointment of the auditor and fixing of the remuneration of



the auditor for the year 2020 for submitting to the Board of Directors of the Company for consideration to submit to the Shareholders meeting to consider and appoint the following auditors;

Miss Vilailak Laohasrisakul, C.P.A. (Thailand) No. 6140 or

Miss Vissuta Jariyathanakorn, C.P.A. (Thailand) No. 3853 or

Miss Manee Rattanabunnakit, C.P.A. (Thailand) No. 5313

from EY Office Limited as the Company's auditors for the fiscal year 2020, have the qualification as prescribed by the Office of Securities and Exchange Commission, being independent and have knowledge and sufficient experience to comply with the duty of the auditor including the professional fee is appropriated with the responsibility and fix the remuneration of the auditors in the amount of 2,350,000.- Baht. Moreover, EY Office Limited, is also the auditor of the Company's subsidiaries.

Remuneration	Year 2020 (proposed year)	Year 2019 (Baht)
Auditing fee	2,350,000	2,410,000
Auditing fee of subsidiary	830,000	880,000
Other charges	-None-	-None-

EY Office Limited, and the auditors proposed to appoint as auditors of the Company and its subsidiary have no relationship or any interest with the Company or its subsidiary, Managements or related persons in such a way which may have an impact on performing their task independently.

**Opinion of the Board**: The Shareholders meeting is hereby advised to appoint Miss Vilailak Laohasrisakul, C.P.A. (Thailand) No. 6140 or Miss Vissuta Jariyathanakorn, C.P.A. (Thailand) No. 3853 or Miss Manee Rattanabunnakit, C.P.A. (Thailand) No. 5313 from EY Office Limited, as the Company's auditors for the fiscal year 2020, and fix the remuneration of the auditors in the amount of 2,350,000.- Baht.

**Resolution**: This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

### Agenda 9. To consider other matters (if any).

You are hereby invited to attend the meeting on the date, time and place specified above. If you wish to appoint any other person to attend and vote on your behalf at this meeting, please complete and sign the attached proxy form and submit it to the Chairman or the person designated by him at the meeting venue prior to the start of the meeting.

If you will assign the independent director as proxy, the Company wishes to notify that the Company has independent directors who have no interest related to the agenda of election of the directors as follows:



- (1) Mr. Nontaphon Nimsomboon Age: 76 years; residing at No. 27/22 Soi Prachanimit, Pradipat Road, Kwaeng Samsennai, Khet Phayathai, Bangkok Metropolis;
- (2) Mr. Suchat Chanlawong
  Age: 73 years; residing at No. 33/1196 Latphrao Road (Soi 53), Kwaeng Latphrao,
  Khet Latphrao, Bangkok Metropolis;

In this regard, all shareholders or proxies are able to register and submit the document or evidence for examination at the meeting venue from 14.30 hrs., on 28 April 2020 onward. And in order to the registration process at the Meeting of Shareholders is under the correction, facilitation and more speed up, it is kindly requested that the shareholders and/or the proxies bring the document or evidence for the proving of the person being shareholder or its representative who are eligible to attend the Meeting (the details of which are appeared in the Enclosure 8) to present them to the registration staff on the date of the meeting.

The Company has fixed the names of Shareholders who are entitled to attend Annual General Meeting of Shareholders of the Company for the year 2020 on 26 March 2020 (Record Date).

By resolution of the Board of Directors

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Mr. Toshinori Osumi Chief Executive Officer



# Hitachi Chemical Storage Battery (Thailand) Public Company Limited Minutes of the Annual General Meeting of Shareholders for the year 2019

### **Time and Place**

The meeting was held on Thursday, 25 April 2019, at 15.45 hrs., at Maple Hotel, No. 9 Srinakarin Road, Bangna Sub-district, Bangna District, Bangkok Metropolis.

### **Preliminary Proceedings**

Mr. Nattavat Tumawong, as the Legal Advisor of the Company and the Secretary of the Meeting, informed to the meeting that at present, 25 shareholders were present in person and by proxy, representing 17,497,502 shares out of the total 20,000,000 shares, being equivalent to 87.49 percent of the total number of shares, constituting the quorum as required by the Articles of Association of the Company.

The Secretary of the Meeting introduced the directors of the Company attending the meeting today for acknowledgement of the shareholders as follows:

### **Directors attending the meeting**

1.	Mr. Toshinori	Osumi	Vice Chairman of the Board and Chief Executive Officer
2.	Mr. Nontaphon	Nimsomboon	Independent Director and Chairman of Audit Committee
	Mr. Suchat Mr. Apichai	Chanlawong Chvajareonpun	Independent Director and Audit Committee Independent Director and Audit Committee

### **Directors non-attending the meeting**

1.	Mr. Yoshihiro	Nomura	Chairman of the Board
2.	Mr. Hiroaki	Yamaguchi	Director
3.	Mr. Naoto	Okada	Director

### **Auditor of the Company**

1	Ms. Vilailak	Laohasrisakul	EY Office Limited
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### **Legal Advisor of the Company**

1	Mr. Nattavat	Tumasyona	Bunchong and V	Vidhya	I am (	Office !	Limited
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The Secretary of the Meeting explained to the meeting about the procedures of casting of votes in each agenda of the Annual General Meeting of Shareholders today, and also explained to the meeting that the shareholders were required to comply with the following procedures for convenience and expediency of the meeting:

1. Voting in each agenda shall be made openly by the shareholders. If there are no shareholders voting as "Disapproved" or "Abstained", it will be deemed that the meeting had unanimously resolved to approve or agree in accordance with the proposal of the Board of Directors of the Company.



- 2. In case of there are shareholders who wish to disapprove or abstain in any agenda, such shareholders or proxies are required to fill out their votes and sign their names in the voting ballots which the Company has distributed to them before attending the meeting.
- 3. The shareholder is entitled to vote according to the number of shares held by him/her, whereby one share equals one vote. And a shareholder is entitled to vote in each agenda by either approving, disapproving or abstaining only.
- 4. For the collection of the result of voting, the total votes in disapproval or abstentions will be deducted from the total votes of shareholders attending at the meeting and being entitle to vote, and the remaining votes shall be deemed as the votes in approval.
- 5. For the casting of votes in each agenda, the Chairman of the meeting would assign the Secretary of the Meeting to ask for the votes from the shareholders' meeting in each agenda and notify the voted results to the meeting for further acknowledgement.

Further, the Secretary of the Meeting invited Mr. Toshinori Osumi, Vice Chairman of the Board, to act as the Chairman of the meeting for opening the meeting and conducting the meeting in accordance with the agenda.

The Chairman welcomed all shareholders and informed to the meeting that, at present, there were shareholders attending the meeting in person and by proxy, constituting the quorum as required by the Articles of Association of the Company. Therefore, the Chairman declared the Annual General Meeting of Shareholders of the Company for the year 2019 open and assigned to Mr. Nattavat Tumawong, Secretary of the Meeting to act as the assistant of the Chairman to further conduct the meeting in Thai language

# Agenda 1. Consideration for adoption of the Minutes of Extraordinary General Meeting of Shareholders of the Company No. 2/2018.

The Secretary of the Meeting requested the meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders of the Company No. 2/2018, held on 20 December 2018. And the Company had distributed the copy of said Minutes to the Shareholders for consideration together with the notice of meeting.

After due consideration, the meeting resolved to adopt the said Minutes in their entirety, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

Approved	17,497,502 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

# Agenda 2. Consideration for adoption of the report of the performance results of the Company for the previous year and the Annual Report for the year 2018.

The Secretary of the Meeting invited Mr. Toshinori Osumi, Vice Chairman of the Board and Chief Executive Officer, to explain the details in this agenda to the meeting for consideration.



Mr. Toshinori Osumi, Vice Chairman of the Board and Chief Executive Officer as representative of the Board of Directors of the Company summarized the important performance results of the Company for the previous year 2018 and the trends for the performance results of the year 2019 to the meeting for acknowledgement and consideration, and other information provided in the Annual Report which had been formerly distributed to the Shareholders together with the notice of meeting.

After the meeting has inquired and been answered the questions, the meeting resolved for adoption and ratification of the report of the performance results of the Company for the previous year and the Annual Report for the year 2018, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

Approved	17,497,502 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

Agenda 3. Consideration for approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2018.

The Secretary of the Meeting invited Mr. Wirachai Bunchuchuen, as General Manager in Finance and Accounting, to explain the details in this agenda to the meeting for consideration.

Mr. Wirachai Bunchuchuen summarized the important items of the consolidated financial statements of the Company for the fiscal year ended 31 December 2018 which have been audited and gave an opinion by the auditor to the Shareholders for acknowledgement that in the year 2018, the Company has the total revenues in approximate amount of 5,125 Million Baht, and the total expenses in approximate amount of 5,230 Million Baht, resulting that the Company has the loss in approximate amount of 105 Million Baht.

For the assets, the Company has the total assets in approximate amount of 3,120 Million Baht, and the total liabilities in approximate amount of 1,654 Million Baht, resulting that the Company has the shareholders' equity in approximate amount of 1,466 Million Baht. And other details, the Shareholders could consider from the financial statements of the Company which have been distributed to the Shareholders for consideration together with the notice.

Before the casting of votes in this agenda, additional shareholders joined the meeting, making up the total of 27 Shareholders were present in person and by proxy, representing 19,593,902 shares, being equivalent to 97.97 percent of the total number of shares.

After the meeting has inquired and been answered the questions, the meeting resolved for approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2018, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:



Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### Agenda 4. Consideration for approval of the payment of dividends.

The Secretary of the Meeting explained to the meeting that since the Company has losses from the performance results in accordance with the consolidated financial statements for the year 2018 in the amount of 105,078,075.- Baht. Therefore, the Board of Directors of the Company has resolved to submit to the Shareholders meeting to consider and approve for payment of dividend to the Shareholders of the Company from the retained earning (which had been paid the tax at the rate of 25%), at the rate of 0.50 Baht per share, totaling 10,000,000.- Baht, by fixing the names of Shareholders who are entitled to receive the dividends on 28 March 2019 and the Company will pay the dividends to the Shareholders on 3 May 2019.

After due consideration, the meeting resolved for approval of the Company to pay the dividends to the Shareholders of the Company from the retained earning (which had been paid the tax at the rate of 25%), at the rate of 0.50 Baht per share, totaling 10,000,000.—Baht, by fixing the names of Shareholders who are entitled to receive the dividends on 28 March 2019 and the Company will pay the dividends to the Shareholders on 3 May 2019, whereby the meeting passed the resolution for approval by a majority vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

17,497,502 Votes	equivalent to	89.30 percent
0 Votes	equivalent to	0 percent
2,096,400 Votes	equivalent to	10.70 percent
0 Votes	equivalent to	0 percent
	0 Votes 2,096,400 Votes	17,497,502 Votes equivalent to 0 Votes equivalent to 2,096,400 Votes equivalent to 0 Votes equivalent to

# Agenda 5. Consideration for the election of Directors in place of those retiring by rotation and fix the remuneration of the Board of Directors.

The Secretary of the Meeting explained to the meeting that according to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, which provide that one-third of all the Directors are required to retire from office at the Ordinary General Meeting of Shareholders every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. The Company had 10 Directors in total. Therefore, there are 4 Directors who are required to retire from offices by rotation in this occasion, as follows:

1.	Mr. Yoshihiro	Nomura
2.	Mr. Toshinori	Osumi
3.	Mr. Hiroaki	Yamaguchi
4.	Mr. Nontaphon	Nimsomboon

As the Company had invited the shareholders to propose agenda for the Annual General Meeting of Shareholders for the year 2019 and the person name who is qualified for the Shareholders Meeting to consider and elect as the Company's director from 15 November 2018 to 31 December 2018. It appears that there are no shareholders to propose any person to be elected as the Company's director.



Therefore, the Board of Directors in the meeting No. 1/2019 on 22 February 2019 resolved to proposes to the shareholders meeting to consider as follows:

- (1) Re-election of Mr. Yoshihiro Nomura, Mr. Toshinori Osumi, Mr. Hiroaki Yamaguchi and Mr. Nontaphon Nimsomboon as the Directors who shall be retired by rotation in this year to their offices as Directors of the Company for another period, whereby the Board of Directors of the Company has considered that all four Directors have performed carefully, advised and suggested as interest to the Company and shareholders. The information of the persons nominated to be elected as Directors as shown in Enclosure 3.
- (2) Confirmation of the Board of Directors of the Company shall comprise 10 members by reserving the position of directors of Mr. Veerawat Korphaibool, Mr. Veerawin Korphaibool and Mr. Shohei Yasuda who had resigned in during term. And the Board of Directors will be authorized to consider and appoint the appropriated persons as the Company's directors to fill in this vacancy as appropriate.

However, the Board of Directors received the notice from Mr. Yoshihiro Nomura to withdraw the election as Director of the Company. Therefore, the Chairman, as the proxies of Hitachi Chemical Co., Ltd. and Siam Magi Co., Ltd. which are the shareholders of the Company, proposed to the meeting to consider and elect Mr. Yoshito Ishii as new Director of the Company in place of Mr. Yoshihiro Nomura.

After due consideration, the meeting resolved for election of Mr. Yoshito Ishii as new Director of the Company in place of Mr. Yoshihiro Nomura and re-election of Mr. Toshinori Osumi, Mr. Hiroaki Yamaguchi and Mr. Nontaphon Nimsomboon, who retired by rotation in this occasion, to their offices as Directors of the Company for another period, and confirmation of the Board of Directors of the Company shall comprise 10 members by reserving the position of directors of Mr. Veerawat Korphaibool, Mr. Veerawin Korphaibool and Mr. Shohei Yasuda who had resigned in during term, and the Board of Directors of the Company would be authorized to further consider and appoint the appropriated persons as directors to fill in this vacancy, whereby the meeting passed the resolution for approval by a unanimous vote or majority vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

### (1) Mr. Yoshito Ishii

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### (2) Mr. Toshinori Osumi

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent



### (3) Mr. Hiroaki Yamaguchi

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### (4) Mr. Nontaphon Nimsomboon

Approved	19,593,802 Votes	equivalent to	99.9995 percent
Disapproved	100 Votes	equivalent to	0.0005 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### (5) Confirmation of the Board of Directors of the Company shall comprise 10 members

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

Further, the Secretary of the Meeting requested the meeting for consideration of the fixing of the remuneration to the Board of Directors of the Company for the fiscal year 2019, which the Board of Directors proposed to the meeting for consideration of the fixing of the remuneration to the Board of Directors of the Company for the fiscal year 2019 within the amount not exceeding 2,000,000.- Baht, with the details as follows:

### Board of Directors

Chairman	35,000 Baht/meeting
Directors	25,000 Baht/meeting
Directors' Bonus	200,000 Baht/person/year

Provided that the payment of bonus depends on the duty and responsibility of director and the operating result of the Company.

### **Audit Committee**

Chairman of Audit Committee	20,000 Baht/meeting
Member of Audit Committee	12,000 Baht/meeting
Directors	7,000 Baht/meeting

However, the directors who were appointed by the nomination of Hitachi Chemical Co., Ltd., and the directors who are the employees of the Company would not receive the remuneration aforesaid.

After due consideration, the meeting resolved for approval of the fixing of the remuneration to the Board of Directors of the Company for the year 2019 in the amount not exceeding 2,000,000.- Baht in accordance with the details as proposed by the Board of Directors in all respects, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and having right to vote as follows:



Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

# Agenda 6. Consideration for the appointment of the auditor(s) of the Company for the fiscal year 2019 and fix the remuneration.

The Secretary of the Meeting explained to the meeting that in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, which provide that every year of the Annual General Meeting of Shareholders shall appoint auditor and fix the auditing fee of the Company. Therefore, the Audit Committee has considered the proposal of appointment of the auditor and fixing of the remuneration of the auditor for the year 2019 for submitting to the Board of Directors of the Company for consideration to submit to the Shareholders meeting to consider and appoint the auditors for the fiscal year 2019. The Board of Directors has approved to submit to the shareholders meeting to consider and appoint Miss Vilailak Laohasrisakul, C.P.A. (Thailand) No. 6140 or Miss Vissuta Jariyathanakorn, C.P.A. (Thailand) No. 3853 or Miss Manee Rattanabunnakit, C.P.A. (Thailand) No. 5313 from EY Office Limited, as the auditors of the Company for the fiscal year 2019, and fix the remuneration of the auditors in the amount of 2,410,000.- Baht.

After due consideration, the meeting resolved for appointment of Miss Vilailak Laohasrisakul, C.P.A. (Thailand) No. 6140 or Miss Vissuta Jariyathanakorn, C.P.A. (Thailand) No. 3853 or Miss Manee Rattanabunnakit, C.P.A. (Thailand) No. 5313 from EY Office Limited, as the auditors of the Company for the fiscal year 2019, and fixing of the remuneration of the auditors in the amount of 2,410,000.- Baht, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### Agenda 7. Consideration of other matters.

The Secretary of the Meeting explained to the meeting that now, there is no any agenda and matter proposed by the Board of Directors of the Company in order for consideration of the shareholders. However, the Chairman, as the proxies of Hitachi Chemical Co., Ltd. and Siam Magi Co., Ltd. which are the shareholders of the Company jointly holding shares in the total amount of 17,370,346 shares that the shares amount not less than one-third of the total number of paid-up shares of the Company, proposed to the shareholders meeting for consideration and election of Mr. Masamichi Saito and Mr. Takahiro Tomiyama as additional new directors of the Company which were the matter other than those indicated in the notice calling for the meeting. Since the number of shares of the shareholder requested was in accordance with the law, the Chairman therefore allowed to propose the said matter to the shareholders meeting for consideration.



A shareholder requested the Board of Directors to explain the information of the persons who were nominated to elect as the additional new directors of the Company to the meeting for acknowledgement and consideration.

The Chairman explained and showed visuals in relation to the information of the persons who were nominated to elect as the additional new directors of the Company to the meeting for consideration.

Afterwards, there was no further shareholder's inquiry. The Secretary of the Meeting proposed to the meeting for consideration of the casting of votes in this agenda.

After due consideration, the meeting resolved for election of Mr. Masamichi Saito and Mr. Takahiro Tomiyama as additional new directors of the Company, whereby the meeting passed the resolution for approval by a unanimous vote of the total votes of the Shareholders attending the meeting and casting their votes as follows:

### (1) Mr. Masamichi Saito

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

### (2) Mr. Takahiro Tomiyama

Approved	19,593,902 Votes	equivalent to	100 percent
Disapproved	0 Votes	equivalent to	0 percent
Abstained	0 Votes	equivalent to	0 percent
Voided Ballot	0 Votes	equivalent to	0 percent

Therefore, the Board of Directors of the Company has 12 persons as follows:

1.	Mr. Yoshito	Ishii	Chairman of the Board
2.	Mr. Toshinori	Osumi	Vice Chairman of the Board
			and Chief Executive Officer
3.	Mr. Hiroaki	Yamaguchi	Director
4.	Mr. Naoto	Okada	Director
5.	Mr. Masamichi	Saito	Director
6.	Mr. Takahiro	Tomiyama	Director
7.	Mr. Nontaphon	Nimsomboon	Independent Director and
			Chairman of Audit Committee
8.	Mr. Suchat	Chanlawong	Independent Director and
			Audit Committee
9.	Mr. Apichai	Chvachareonpun	Independent Director and
			Audit Committee

10. The Board of Directors of the Company would be authorized to further consider and appoint the appropriated persons to fill in the vacancy of three directors onward.

Afterwards, there were additional inquiries from the Shareholders and the Board of Directors had answered such inquiries in the important matters as follows:



1. The proxy of Thai Investors Association, as the shareholder inquired about the policy of the Company in relation to the anti-bribery and anti-corruption.

The Chairman explained that the Company and the major shareholder of the Company in Japan had appointed the internal auditors to audit and supervise the business operation of the Company which includes the prevention and resistance of bribery and corruption.

2. A shareholder inquired about the policy of the Company in order to control and take care the unstable price of the lead which affected to the performance results of the Company in the previous year 2018.

The Chairman explained that the lead is main raw material of the manufacturing of the products of the Company and it is difficult to control the unstable price of the lead. However, the Company tries to control and take care other costs of the Company including the adjustment of the sale price of the Company's products to be in line with the increase of costs.

After that, there were no further business to transact, the Secretary of the Meeting invited the Chairman to close the meeting

The Chairman thanked the Shareholders who attend to the meeting and gave continued support to the Company, and called the meeting to be adjourned at 16.45 hrs.

(Signed) Chairman of the Meeting

(Mr. Toshinori Osumi)



### หลักเกณฑ์และวิธีการสรรหากรรมการ

### การสรรหากรรมการ

กณะกรรมการบริษัทฯ มีความเห็นว่าการสรรหากรรมการและการพิจารณาค่าตอบแทนกรรมการ สำหรับ
กิจการเป็นเรื่องสำคัญ บริษัทฯ มีนโยบายกำหนดให้คณะกรรมการของบริษัทฯ เป็นผู้ทำหน้าที่พิจารณากลั่นกรอง
การสรรหากรรมการและกำหนดค่าตอบแทนกรรมการ ซึ่งคณะกรรมการได้พิจารณาค่าตอบแทนกรรมการโดยมี
เกณฑ์การพิจารณาอย่างละเอียด ถึงความเหมาะสมประการต่างๆ โดยเปรียบเทียบจากอุตสาหกรรมประเภทเดียวกัน
และค่าตอบแทนเฉลี่ยตามขนาดธุรกิจที่ใกล้เคียงกัน รวมถึงพิจารณาจากการขยายตัวทางธุรกิจและการเติบโตของผล
กำไรของบริษัทฯ ประกอบการพิจารณา โดยจะเป็นผู้ทำหน้าที่เสนอชื่อบุคคลที่มีคุณสมบัติเหมาะสมที่จะเป็น
กรรมการบริษัทฯและกรรมการอิสระ จากนั้นประธานกรรมการจะเป็นผู้เสนอชื่อบุคคลที่จะแต่งตั้งเป็นกรรมการ
บริษัทฯ และกรรมการอิสระ ต่อที่ประชุมผู้ถือหุ้นเพื่อพิจารณา

ซึ่งการประชุมในครั้งนี้มีกรรมการครบวาระ จำนวน 4 ท่านได้แก่

1. นายนาโอโตะ โอกาดะ

2. นายอภิชัย ชวเจริญพันธ์

3. ตำแหน่งว่าง

4. ตำแหน่งว่าง

คณะกรรมการพิจารณาและกลั่นกรองแล้วเห็นว่า เลือกตั้งให้นายอภิชัย ชวเจริญพันธ์ ซึ่งเป็นกรรมการที่ ต้องออกจากตำแหน่งกรรมการตามวาระในปีนี้กลับเข้าดำรงตำแหน่งกรรมการของบริษัทอีกวาระหนึ่ง โดย คณะกรรมการ ของบริษัทได้พิจารณาแล้วเห็นว่า กรรมการทั้งสองท่านได้ปฏิบัติหน้าที่ด้วยความระมัดระวัง ให้ คำแนะนำ และข้อเสนอแนะอันเป็นประโยชน์ต่อบริษัทและผู้ถือหุ้น ทั้งนี้ ข้อมูลของบุคคลที่เสนอชื่อให้ได้รับ เลือกตั้ง เป็นกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 3



### Definition of Independent Director

Independent directors are directors who are independent from major shareholders. Or shareholders who are related to major shareholders. Independent directors must be at least one third of the number of directors. All of the company but not less than three the qualifications are in accordance with the Notification of the Office of the Securities and Exchange Commission (SEC) as follows:

### **Qualifications of Independent Directors**

- 1. Holding no more than 1% of the total voting shares of the Company, its parent company, subsidiaries, affiliated companies, major shareholders or the controlling person of the Company. The shares held by related persons of the independent director under Section 258 of the Securities and Exchange Act shall also be included.
- 2. Not being a director or being a director who is involved in the management of employees, employees, consultants who receive regular salary. Or the controlling authority of the Company, parent company, subsidiary company, associated company, subsidiary company Major Shareholders Or the controlling person of the Company. Except for the above characteristics, not less than 2 years prior to the position. Such prohibited characteristics do not include the case where the independent director was a government official or consultant who is a major shareholder or a controlling person of the Company.

The directors involved in the management shall mean

- a) Directors who hold executive positions.
- b) Directors who are responsible for executives.
- c) The authorized signatory unless it can be shown that it is binding on the items approved by the Board. And signed with other directors.
- d) Have full time work (Meaning spending all or most of the time working for a particular company) and receiving a regular salary as a salary. It's like salary.
- e) To approve the items in a manner that is not in the form of a unit. (Collective Decision)



- 3. Is not a person who has a blood relationship or is legally registered in the manner of a father, mother, spouse, sibling and child, including the spouse of a child of an executive, a major shareholder Authorized Control Or the person who will be proposed to be the executive or controlling person of the Company. Or its subsidiaries.
- 4. No or have had any business relationship with the Company, its parent company, subsidiaries, affiliated companies, major shareholders, or the controlling person of the Company. In a manner that may impede the exercise of independent judgment, neither is or has been a significant shareholder. Or the controlling person of a person who has business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. Except for the above characteristics, not less than 2 years prior to the position.

Business relationship Including regular commercial transactions to operate the rental or lease of real estate. Asset or Service Transaction or Grant or Receipt of Financial Assistance By accepting or lending collateral, the asset is secured. Like other similar situations. As a result, the Company The counterparty must pay to the other party at least 3% of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The calculation of such debt. This is in line with the calculation method for the connected transaction according to the Notification of the Capital Market Supervisory Board regarding the criteria for entering into connected transactions. However, in considering such indebtedness, it shall include the debts incurred during the year preceding the date of business relationship with the same person.

- 5. Not being or being the auditor of the Company, its parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. And not a significant shareholder. Authorized Control or partner of the audit firm. The auditors of the Company, its parent company, subsidiaries, associates, major shareholders or the controlling person of the Company, unless it has ceased to have such characteristics for not less than 2 years prior to taking office.
- 6. Not being or being a professional service provider. This includes providing legal advisors or financial advisors. The Company receives the service fee of more than THB 2 million per annum from the Company, its parent company, subsidiaries, associated companies, major shareholders. Or the controlling person of the Company. And not a significant shareholder. Authorized Control or its partners. Provide professional services. Except for the above characteristics, not less than 2 years prior to the position.



The term "partner" in clauses 5 and 6 means that the person appointed by the auditing firm or professional service providers. To be the signatory in the audit report. Or professional services report (As the case may be) on behalf of that entity.

In case the company. Appointed as Independent Director Being a person with or having had a business relationship. Or professional services exceeding the value specified in Clause 4 or 6 above. Can be considered a waiver. If the Board of Directors the Company has to disclose the following information in Form 56-1. And in the notice of the meeting.

- a) Business relationship status or professional services. The person who qualifies does not meet the criteria.
- b) Rationale and necessity or appoint such person as independent director.
- c) Opinion of the Board of Directors In proposing the appointment of such person as independent director.

In the waiver of the Board of Directors It may set the framework for consideration by the Board of Directors. This is in line with the principles of the Securities and Exchange Act. As amended in 2008, with respect to the duties of the Board of Directors, with the Duty of Loyalty and Duty of Care prescribed by the Board of Directors. Make a sensible decision. It will take into account the maximum benefit of the company. The guidelines of the Board of Directors. The following factors should be taken into consideration.

- a) Rationale and necessity of appointment or renewal of such independent director.
- b) The nature of the transaction is as follows:
  - 1. Items that the Company Benefit is important.
  - 2. Normal business transaction, there are generally commercial terms. And
- 3. The size of the transaction does not affect the performance. And independent opinion of independent directors. And no significant compared to the size of the company. Or not consistently / continuously.
- 7. Not being a director appointed as a representative of the Company's director. Major Shareholders or shareholders who are related to a major shareholder, such as an agreement in the Shareholders Agreement regarding the appointment of a director to represent and take care of the interests of a particular group of shareholders.



8. A director does not have the same business and is a significant competitor to the Company or the Company. The subordinate or director is not a partner in the partnership, or a director who is involved in the management of employees, employees, consultants who receive a regular salary, or holds more than one percent of the total voting shares of other companies. The Company operates in the same business and is a significant competitor to the Company, or its subsidiaries.

In determining which company It has the same business. This is a significant competition for the Company. Or a subsidiary is determined by the following factors, such as the nature or proportion of income. A target customer, channel marketing Production technology, for example, is a competitive business.

- a) Such companies and listed companies, or its subsidiaries have significant revenue from the sale of goods or services.
- b) Such companies and listed companies. Or its subsidiaries. In the real estate sector. The main income from the operation comes from the sale of residential property as well. Although the customer group or project location is different.
- c) Such companies and listed companies. Or its subsidiaries. In the real estate sector. The main income from the operation comes from the same rental housing. Although the customer group or project location is different.

For the consideration of significance or main income. The Company will consider from the significant level of 10% based on the financial statements of the Company. However, in the case of the main business by holding shares in other companies, the Company will consider the consolidated financial statements. To reflect the revenue from the operation.

9. There are no characteristics that make it impossible to express an independent opinion about the Company's operations. In general, expressing opinions freely means commenting or reporting on a mission. Assigned without regard to any property interests. Or position and do not fall under the influence of any person or group of people. It is not subject to any circumstances that may force you to express your opinion unreservedly.

After being appointed as an independent director in accordance with 1 to 9 above, the independent directors may be assigned by the Board of Directors. Decide on the operation of the Company, its parent company, subsidiaries, affiliates, subsidiaries, affiliated companies. Major Shareholders or the controlling person of the Company. The decision is in the form of a party (Collective Decision).



### Curricula vitae of the persons nominated to be directors

### in replacement of those who are retired by rotation

### Mr. Apichai Chvajarernpun

### Age 70 Working Years 11

### **Education**

- Bachelor of Engineering (Industrial Chemical), Chulalongkorn University
- Master of Engineering (Nuclear Technology), Chulalongkorn University

### Other qualifications

- Graduate Diploma in Mini MBA Class 5, University of the Thai Chamber of Commerce
- Graduate Diploma in Senior Executive Class 26, Office of The Civil Service Commission
- Graduate Diploma in Information Technology Management, Office of The Civil Service Commission
- Certified of National Defence College Class 13
- Graduate Diploma in Government in democratic for Senior Executive Class 9, King Prajadhipok's Institute
- Graduate Diploma in Directors Certification Program (DCP) Class 91/2007 (IOD)

### **Current position in the Company**

• 2009 - Present Independent Director, Hitachi Chemical Storage Battery (Thailand) PLC.

### **Working Experience**

● 2010 – 2017 E	irector, Thai Nonferrous M	Ietal Co., Ltd.
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• 2009 – 2017 Director 3K Products Co., Ltd.

• 2008 – 2009 Deputy Permanent, Ministry of Natural Resources and Environment

• 2006 – 2008 Director General, Department of Mineral Resources

• 2003 – 2006 Director General, Pollution Control Department

### Director of others listed company

: No

Position in competitive companies/ connected businesses that may cause conflict of interest

: None

No criminal record of offence in the 10 preceding years

: None

### Family relationship with Company's Executive

: None

Types of Company	No. of Shares	% of	Appointed	Latest Appointment	Number	Shareholders'	Board of	Board of
Director	held as at	Share		as Directors	of years	Meeting	Audit	Directors
	December				as		Committee	
	31,2019				Director	Meeting att	endance / Meet	ing held
Independent director	None	0.00%	2009	2017	11	1/1	6/6	5/5



### Mr. Misao Nakagawa

**DATE OF BIRTH** January 15, 1959

**EDUCATION** March 1981: Ibaraki University, Faculty of Engineering

CAREER April 1981: Joined Hitachi Chemical Co., Ltd.

June 1999: Manager, Printed Wiring Board Sect., Printed Wiring Board

Dept., Shimodate Works

April 2008: General Manager, Shimodate Works

April 2010: Executive Officer

General Manager, Printed Wiring Board Materials

Business Sector

April 2015: Executive Officer

Deputy General Manager, Energy Storage & Automotive

Components Business Headquarters

April 2016: Vice President and Executive Officer

Deputy General Manager, Energy Storage & Automotive

Components Business Headquarters

April 2017: Vice President and Executive Officer

General Manager, Energy Storage Business Headquarters



### Mr. Masakatsu Suzuki

**DATE OF BIRTH** May 5, 1964

**EDUCATION** March 1988: Gunma University, Faculty of Engineering

CAREER April 1988: Joined Hitachi Chemical Co., Ltd.

August 2005: Manager, Advanced Interconnect Material Manufacturing Sect.

April 2010: Manager, Display Materials Manufacturing Dept., Shimodate

Works

November 2013: Manager, Thai Project Group, Corporate Business Strategy

Headquarters

April 2015: President, Hitachi Chemical Asia (Thailand) Co., Ltd.

April 2017: General Manager, Industrial Battery System Business Sector,

**Energy Storage Business Headquarters** 

February 2019: General Manager, Industrial Battery System Business Sector,

**Energy Storage Business Headquarters** 

and General Manager, Industrial Battery System Business

Promotion Dept.

March 2019: General Manager, Industrial Battery System Business Sector,

Energy Storage Business Headquarters,

General Manager, Industrial Battery System Business

Promotion Dept.

and General Manager, Poland Branch

April 2019: General Manager, Industrial Battery System Business Sector,

**Energy Storage Business Headquarters** 



### **Articles of Association related to the Shareholders Meeting**

### 1. Calling of the Shareholders Meeting.

*Article 34* The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.

Other Shareholders' Meetings than as mentioned above shall be called "Extraordinary General Meetings". The Board of Directors may call Extraordinary General Meetings whenever it thinks fit. Or the shareholders holding aggregate shares amounting to not less than 20% of the total amount of shares issued, or the shareholders of not less than 25 persons holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary General Meeting; provided that the reason for calling the meeting must be clearly specified in such a request. The Board of Directors shall hold the Shareholders' Meeting within 1 month from the date of having received the shareholders' request.

Article 35 The Board of Directors shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where the head office of the Company is situated or the nearby provinces.

Article 36 In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

### 2. The Quorum.

Article 37 At the Shareholders' Meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any Shareholders' Meeting, when the appointed time passes for 1 hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be canceled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

Article 38 At the Shareholders' Meeting, a shareholder may appoint another person as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.

The instrument appointing a proxy must be deposited with the Chairman of the Board or the director designated by him at the place of the meeting before the proxy attends the meeting.

Article 39 The Chairman of the Board shall act as the chairman of the Shareholders' Meeting. In the case of the Chairman of the Board being absent or unable to perform his duty, if there is a Vice Chairman, the Vice Chairman shall then act as the chairman of the meeting; and if there is no Vice Chairman or he could not perform his duty, the shareholders attending thereat shall elect one shareholder among themselves as the chairman of the meeting.



### 3. Voting.

Article 40 The resolutions of the shareholders' meeting shall be the following votes:-

- (1) In normal cases, the votes of the majority of the shareholders who attend the meeting and cast their votes shall prevail. In the case of equality of the vote, the chairman of the meeting shall have an additional vote as a casting vote:
- (2) In the following cases, the votes of not less than 75% of the total number of votes of the shareholders who attend the meeting and cast their votes shall prevail:
  - (a) The sale or transfer of the essential part of the business of the Company to other person, either in whole or in part;
  - (b) The purchase or taking transfer of the business of other company or private company;
  - (c) The performance, amendment or termination of agreement relating to the granting of lease of the essential part of the business of the Company, either in whole or in part;
  - (d) The entrustment of other person to manage the business of the Company;
  - (e) The merger of the business with other person for the purpose of sharing profit and loss;
  - (f) The addition to or amendment of the Memorandum of Association or the Articles of Association;
  - (g) The increase or the reduction of the Company's capital, or the issue of debentures:
  - (h) The amalgamation and dissolution of the Company;

### 4. Agenda of the Meeting.

Article 41 At the Annual General Meeting, the following matters shall be carried out:-

- (1) To consider the report of the Board of Directors as proposed to the meeting showing the result of the Company's performance during the previous fiscal year
- (2) To consider and approve the Balance Sheet and the Profit and Loss Accounts.
- (3) To consider the apportionment of the profits.
- (4) To consider the election of directors in place of those who must retire at the expiry of their terms.
- (5) To appoint auditor(s) and fixing the remuneration.
- (6) Other businesses.

### 5. Remuneration of Directors and Directors retire by rotation.

*Article 14* The Board of Directors of the Company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the Kingdom.

The director is entitled to receive the remuneration from the Company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the Company's regulations.

The foregoing paragraph shall not prejudice the rights of the Company's officers or employees elected to become directors to entitle them to receive the remuneration and benefits as the officers or employees of the Company.



- *Article 15* The Board of Directors shall be elected by the Shareholders' Meeting subject to the following rules and procedures:
  - 15.1 Each shareholder shall have one vote for each share held by him.
- 15.2 In the election of directors, the shareholders may cast votes for individual directors on a one-director basis or on several-directors basis as deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 15.1 above, the votes shall not be split more or less for any one director.
- 15.3 The persons with highest votes and lower shall be elected as directors in the number eligible or electable at such meeting. In case of the number of the subsequently-elected persons having on equal vote exceeds the number of the directors eligible or electable at such meeting, the Chairman of the meeting shall have a casting vote.
- Article 16 At any the Annual Shareholders' Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.

The directors to retire in the first and second years following the registration of transformation into public company shall by determined by drawing lots. In subsequent years, the directors who hold office the longest term shall retire.

### 6. Payment of Dividend and Allocation of the Profit.

Article 46 No dividend shall be made out of other money than from the profits. In case the Company has an accumulated loss, no dividend shall be distributed.

The dividends shall be distributed in accordance with the number of shares, in equal amount for each share.

In case the Company has not sold all shares as registered or the Company has already registered an increase of capital, the Company may distribute dividends, in whole or in part, in form of shares by issuing new ordinary shares to the shareholders, under the resolution of the Shareholders Meeting.

The Board of Directors may distribute interim dividends to the shareholders periodically when it considers that the Company has sufficient profits to do as such, and it shall report the same to the subsequent Shareholders' Meeting.

The payment of dividends shall be made within 1 month from the date the Shareholders' Meeting or the Board of Directors has resolved, as the case may be. In this regard, it is required to send a written notice to the shareholders and publish the notice of the payment of dividends in the newspaper.

*Article 47* The Company must allocate a portion of the annual net profit as reserve fund in the amount of not less than 5% of the annual net profit less the accumulated loss carried forwards (if any), until this reserve fund shall reach the amount of not less than 10% of the registered capital.



# **Documents or evidence required to identify the right to attend the Annual General Meeting of Shareholders for the year 2020**

### For a Natural Person

- 1. A Thai Nationality.
  - 1.1 The identification card of the shareholder issued by governmental authorities or state enterprises.
  - 1.2 In case of granting of Proxy, copies of identification card of the shareholder and proxy.
- 2. A Non-Thai Nationality.
  - 2.1 The passport or personal alien document of the shareholder.
  - 2.2 In case of granting of Proxy, copy of passport or personal alien document of the shareholder and proxy.

### **For Juristic Person**

- 1. A Juristic Person registered in Thailand.
  - 1.1 Certificate issued by the Department of Business Development no longer than 60 days; and
  - 1.2 Copies of identification card or passport or personal alien document of the authorized director(s) signing in the Proxy Form and the proxy thereof.
- 2. A Juristic Person registered outside Thailand.
  - 2.1 Certificate; and
  - 2.2 Copy of passport of the authorized director(s) signing in the Proxy Form and the identification card or passport of proxy.

A copy of the aforesaid documents is required to be certified true copy. In case of any documents or evidence executed outside Thailand, such documents or evidence are required to be notarized by a Notary Public.

**Remark** In compliance with the Policy of Board of Directors of The Stock Exchange of Thailand Re: The Procedure for Holding of the Shareholders' Meeting of the Listed Company.



### Curricula vitae of the independent directors who will be assigned as proxy

### Mr. Nontaphon Nimsomboon

### Age 76, With the Company: 22 Years

### **Education**

- B.A in Accountancy, B.Com.(Hons.) Thammasat University
- M.B.A. University of Iowa, USA. (Under Royal Thai Government Scholarship)
- Doctorate Degree in Accountancy (Honorary) Thammasat University
- National Defense College Degree, Class 35

### Other qualifications

- C.P.A (Thailand)
- Fellow of The Canadian Comprehensive Auditing Foundation
- Outstanding Award: Royal Thai Government Scholar
- Director Capacity Building Programs with IOD

Director Accreditation Program (DAP) Class 4/2003

Director Certification Program (DCP), Class 89/2007

Monitoring Fraud Risk Management (MFM) Class 1/2009

Monitoring the System of Internal Control and Risk Management (MIR), Class 8/2010

Monitoring the Internal Audit Function (MIA), Class 7/2010

Monitoring the Quality of Financial Reporting (MFR), Class 11/2010

### **Current position in the Company**

• 1998 – Present Independent Director, Audit Committee Chairman, Hitachi Chemical Storage Battery (Thailand) PLC.

### **Other Current Positions:**

- 2005 Present Chairman, AMC International Consulting Co., Ltd.
- 2006 Present Member of the Executive Board, Thai Government Scholarship Association
- 2006 Present Lecturer, Faculty of Commerce & Accountancy, Thammasat University
- 2008 Present Members of the University Council and Audit Committee Chairman, Walailak University
- 2008 Present Member of the Audit Committee, Mae Fah Luang University
- 2016– Present Member of Executive Board, Than Tao Mahaprom, Erawan Hotel
- 2017- Present Members of the University Council and Audit Committee Chairman, Thaksin University



• 2017– Present Advisor, Faculty of Commerce & Accountancy, Thammasat University

### **Working Experience:**

 2005 – 2014 Member of The Court of Directors and Audit Committee Chairman, The Bank of Thailand

 2006 – 2014 Member of the Audit Committee Member Commission, Securities and Exchange Commission of Thailand

• 1999 – 2013 Independent Director, CG Committee Chairman, Big C Supper Center PLC.

• 2005 – 2017 Member of the Audit Committee, Suranaree University of Technology

• 2006 – 2008 Independent Director and Audit Committee Chairman, Airports of Thailand PLC.

• 2002 – 2005 Director, Vice Executive Chairman, Saha-Union PLC.

• 1997 – 2001 Auditor General, Office of the Auditor General of Thailand

• 1997 – 2001 President, The Institute of Certified Accountants and Auditors of Thailand

• 1997 – 2001 President of Triam Udom Suksa Alumni Association under Royal Patronage

Director of others listed company

: No

Position in competitive companies/ connected businesses that may cause conflict of interest : None

No criminal record of offence in the 10 preceding years

: None

Family relationship with Company's Executive

: None

Residing at No. 27/22 Soi Pracha Nimit Pradipat Road, Samsennai, Phayathai, Bangkok.

Independent director with no vested interest in any of the AGM agenda.

Types of Company	No. of Shares	% of	Appointed	Latest appointment	Number	Shareholders'	Board of	Board of
Director	held as at	Share		as Director	of years	Meeting	Audit	Directors
	December				as		Committee	
	31,2019				Director	Meeting att	endance / Meet	ing held
Independent director	None	0.00%	1998	2019	22	1/1	6/6	5/5



### Curricula vitae of the independent directors who will be assigned as proxy

### Mr. Suchat Chanlawong

### Age 73 Working Years 23

### **Education**

- Bachelor of Civil Engineering, Kasetsart University
- Master of Science in Civil Engineer University of Missouri, USA.
- Director Accreditation Program. Class 19/2004, (IOD)

### **Current position in the Company**

• 1997 – Present Independent Director and Audit Committee, Hitachi Chemical Storage Battery (Thailand) PLC.

### **Working Experience**

- 1997 2017 Director, 3K Products Co., Ltd.
- 1997 2017 Director, Thai Nonferrous Metal Co., Ltd.
- 2004 2008 Inspector General, Ministry of Energy
- 2003 2004 Deputy Director General Department of Mineral Fuels
- 2001 2003 Deputy Director General Department of Industrial Works.

Deputy Director General Department of Mineral Resources

### Director of others listed company

: No

Position in competitive companies/ connected businesses that may cause conflict of interest : None

No criminal record of offence in the 10 preceding years

: None

Family relationship with Company's Executive

: None

Residing at No. 33/1196 Latphrao Road (Soi 53), Kwaeng Ladpraow, Khet Ladpraow, Bangkok

Independent director with no vested interest in any of the AGM agenda.

Types of Company	No. of Shares	% of	Appointed	Latest appointment	Number	Shareholders'	Board of	Board of
Director	held as at	Share		as Director	of years	Meeting	Audit	Directors
	December				as		Committee	
	31,2019				Director	Meeting att	endance / Meet	ing held
Independent director	None	0.00%	1997	2018	23	1/1	6/6	5/5



### Stamp Duty 20.- Baht

### PROXY FORM

					Made at	
				Ι	Date	
	(1)	I (We)	,		Nationality	
Residing	g at N	lo		Road	Sub-district	
District_				Province_	Postal Code	
	(2)	As a sh	nareholder of <b>Hita</b>	chi Chemical Storage Batte	ry (Thailand) Public Company	Limited,
holding	a tot	al numb	er of	shares, and entitled to	o vote in the number of	votes as follows:
		Ordina	ry shares of	shares, entitled to vot	te in the number of	votes
		Prefere	ence shares of	shares, entitled to vot	e in the number of	votes
	(3)	Hereby	y grant			
		(1)				ageyears
			Residing at No	Road	Sub-district	
			District	Province	Postal Code	;or
		(2)	Mr. Nontaphon	Nimsomboon, Independent D	Director and Chairman of the Audit Com	mittee, age 76 years
			Residing at No Bangkok Metrop		Pradipat Road, Kwaeng Samser	nnai, Khet Phayathai,
		(3)	Mr. Suchat	Chanlawong, Independen	t Director and Audit Committee,	age 73 years
			Residing at No. Metropolis;	. 33/1196 Latphrao Road (S	Soi 53), Kwaeng Latphrao, Kho	et Latphrao, Bangkok
	Sha Che Rd.	reholde emical S	rs for the year 20 Storage Battery (Too Industrial Estat	020, to be held on 28 April (hailand) Public Company Li	on my(our) behalf at the Annu- 2020, at 15.30 hrs., at The me mited located at 387 Moo 4, So rakarn, or at any adjournment the	eting room of Hitachi oi Patana 3 Sukhumvit
	An	y act(s)	undertaken by the	proxy at such meeting shall b	e deemed as my(our) own act(s)	in every respect.
				Signad		Frantor
				(	)	irantoi
				Signed	P	roxy
				(	)	
					P	roxy
				Signed	P	roxy

Remarks
A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.





### PROXY FORM

Stamp Duty 20.- Baht

FORM Form B

							Mad	e at			
						Da	ite				
(1)	I (W	<sup>7</sup> e),						Nationality	у		
Residing at 1	No				Road			Sub-distric	ct		
District					Province			Postal Coc	de		
(2)	As a	sharehold	er of	Hitac	hi Chemical Sto	rage Battery	(Thailand)	Public Com	pany	Limited,	
holding a tot	al nur	nber of			shares, an	d entitled to	vote in the nu	umber of		votes a	s follows:
	Ord	inary share	s of_		shares, en	titled to vote	in the numb	er of		votes	
	Pref	erence shar	res of	f	shares, en	titled to vote	in the numb	er of		votes	
(3)	Here	eby grant									
	(1)									age	years
		Residing	g at N	No	Road			Sub-distric	ct		
		District_			Province			Postal Coc	de		;or
	(2)	Mr. Nor	ntaph	on	Nimsomboon,	Independent D	irector and Cha	irman of the Au	ıdit Co	mmittee, age 76	years
		Residing Metropo			/22 Soi Prachanin	nit, Pradipat	Road, Kwae	ng Samsenna	i, Kh	et Phayathai,	Bangkok
	(3)	☐ Mr. Suc	hat		Chanlawong,	Independen	t Director and	d Audit Com	mitte	e, age 73 year	rs
		Residing Metropo		No.	33/1196 Latphra	o Road (So	i 53), Kwa	eng Latphrac	o, Kl	net Latphrac	o, Bangkok
Sto	rage l	Battery (Th	ailan	d) Pu	), to be held on 28 blic Company Lin uang, Samutpraka	mited locate	d at 387 Mod	o 4, Soi Patai	na 3 S	Sukhumvit Ro	l., Bangpoo
(4)	I(we	e) hereby gi	rant r	ny(ou	r) proxy to vote a	t this Meetin	g as follows:				
		Agenda 1	To 201		the Minutes of the	Annual Gene	eral Meeting o	of Shareholder	rs of t	he Company fo	or the year
				(a)	My(our) proxy car	n consider and	vote on behalf	of me(us) as h	e/she	may think fit in	all respects.
				(b)	My(our) proxy s	shall vote in a	ccordance wi	th my(our) int	tentio	n as follows:	
					□ Approve		1 Disappro	ove		Abstain	
		Agenda 2	То	adopt	the report of the pe	erformance re	sults of the C	ompany for th	ne pre	vious year	
			and	the A	nnual Report for the	he year 2019.					
				(a)	My(our) proxy car	n consider and	vote on behalf	of me(us) as h	e/she	may think fit in	all respects.
				(b)	My(our) proxy s	shall vote in a	ccordance wi	th my(our) int	tentio	n as follows:	
					□ Approve		1 Disappro	ove		Abstain	
		Agenda 3			ve the Statements of eany for the fiscal y				of Co	omprehensive I	ncome of
				(a)	My(our) proxy car	n consider and	vote on behalf	of me(us) as h	e/she	may think fit in	all respects.
				(b)	My(our) proxy s	shall vote in a	ccordance wi	th my(our) int	tentio	n as follows:	
					□ Approve		1 Disappro	ove		Abstain	





Agenda 4	То	appro	ve the	payment of dividends.	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Approve □ Disapprove □ Abstain	
Agenda 5	To	consid	der and	l elect the directors in place of those retiring by rotation	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Election of all directors.	
				□ Approve □ Disapprove □ Abstain	
				Election of each director.	
				(1) Director's Name: Mr. Apichai Chvachareonpun	
				□ Approve □ Disapprove □ Abstain	
Agenda 6	То	consid	der and	l elect new directors.	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Election of all directors.	
				□ Approve □ Disapprove □ Abstain	
				Election of each director.	
				(1) Director's Name: Mr. Misao Nakagawa	
				□ Approve □ Disapprove □ Abstain	
				(2) Director's Name: Mr. Masakatsu Suzuki	
				□ Approve □ Disapprove □ Abstain	
Agenda 7	То	consid	der and	approve the remuneration of Director for the fix year 2020.	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Approve □ Disapprove □ Abstain	
Agenda 8	То	consid	der and	appoint the auditor(s) of the Company for the fiscal year 2019	
	and	l fix th	ne remu	uneration.	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Approve □ Disapprove □ Abstain	
Agenda 9	То	consid	der oth	er matters (if any).	
		(a)	My(c	our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.	
		(b)	My(	our) proxy shall vote in accordance with my(our) intention as follows:	
				Approve   Disapprove   Abstain	
 				1 1:1 1 (01) 4 (01) 4 (01) 4: 0 (01) 4: 1	

<sup>(6)</sup> I(we) do not specify or not clearly specify my(our) intention to vote in any agenda or in case the Meeting considers or votes in the matters other than the matters specified above, including there is the amendment or addition to any facts, the proxy can consider and vote on behalf of me(us) in all respects as he/she may think fit.



<sup>(5)</sup> The vote of the proxy in any agenda which does not follow those specified in this proxy form, it shall be deemed that such vote is incorrect and it does not vote on my(our) behalf as the shareholder.

Any act(s) undertaken by the proxy at such meeting, except in case the proxy does not vote as I(we) specified in this proxy from, shall be deemed as my(our) own act(s) in every respect.

Signed	Granto
(	)
Signed	Proxy
(	)
Signed	Proxy
(	)
Signed	Proxy
(	)

### Remarks

- 1. A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
- 2. In agenda for election of director(s) can vote to elect all directors or each director.
- 3. In case there are more agendas for consideration at the meeting than the agendas specified above, the grantor of the proxy could additionally specify in the Annex to the Proxy Form B as attached.





### Annex to the Proxy Form B.

Grant of proxy as a shareholder of Hitachi Chemical Storage Battery (Thailand) Public Company Limited

At the Annual General Meeting of Shareholders for the year 2020, to be held on 28 April 2020, at 15.30 hrs., at The meeting room of Hitachi Chemical Storage Battery (Thailand) Public Company Limited located at 387 Moo 4, Soi Patana 3 Sukhumvit Rd., Bangpoo Industrial Estate, Praekasa, Muang, Samutprakarn, or at any adjournment thereof to any other date, time and venue.

Agenda_	_Sub	ject_								
		(a)	My(our)	proxy	can consider and	vote on	beh	alf of me(us) as he/sl	ne may thin	k fit in all respects.
		(b)	My(our)	proxy	y shall vote in acco	ordance	with	n my(our) intention a	s follows:	
				Approv	re		Di	sapprove		Abstain
Agenda_	_Sub	ject_								
		(a)	My(our)	proxy	can consider and	vote on	beh	alf of me(us) as he/sl	ne may thin	k fit in all respects.
		(b)	My(our)	proxy	y shall vote in acco	ordance	with	n my(our) intention a	s follows:	
				Approv	re		Di	sapprove		Abstain
Agenda_	_Sub	ject_								
		(a)	My(our)	proxy	can consider and	vote on	beh	alf of me(us) as he/sl	ne may thin	k fit in all respects.
		(b)	My(our)	proxy	y shall vote in acco	ordance	with	n my(our) intention a	s follows:	
				Approv	re		Di	sapprove		Abstain
Agenda_	_Sub	ject_								
		(a)	My(our)	proxy	can consider and	vote on	beh	alf of me(us) as he/sl	ne may thin	k fit in all respects.
		(b)	My(our)	proxy	y shall vote in acco	ordance	with	n my(our) intention a	s follows:	
				Approv	re		Di	sapprove		Abstain
Agenda_	_Sub	ject_								
		(a)	My(our)	proxy	can consider and	vote on	beh	alf of me(us) as he/sl	ne may thin	k fit in all respects.
		(b)	My(our)	prox	y shall vote in acco	ordance	with	n my(our) intention a	s follows:	
				Approv	re		Di	sapprove		Abstain
Agenda_	_Sub	ject E	lection of	directo	ors (continue)					
	Dir	ector's	Name:							
					Approve			Disapprove		Abstain
	Dir	ector's	Name :							
					Approve			Disapprove		Abstain
	Dir	ector's	Name :							
					Approve			Disapprove		Abstain
	Dir	ector's	Name :							
					Approve			Disapprove		Abstain
	Dir	ector's	Name:							
					Approve			Disapprove		Abstain



### สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น For foreign shareholders who have custodians in Thailand only.

	$\supset$	9	หนังสือมอบฉันทะ		แบบ ค.	(For	m C)
อากรแสตมป์ 20 บ			(PROXY FORM)				
Stamp Duty 20 Ba	hht			เขียนที่			
				Made at			
			วันที่				
			Date				
(1) ข้าพเร	จ้า			สัญชาติ			
I (We)				Nationality			
สำนักงานตั้งอยู่เลขที่				•			
having the registered a							
			9.00				
ในฐานะผู้ประกอบธุร as being the custodian		และดูแลหุ้น (Custo	odian) ให้กับ				
		ຄວາ ສໂຕເຮາ ແນກ	เตอรี่ (ประเทศไทย) จำเ	20 (2022001)			
			เพอร (บระเทพเทฮ) จาก Fhailand) Public Company				
Tดยถือหุ้นจำนวนทั้งสิ่			และออกเสียงลงคะแนเ		เสียง	ดังก็	ĺ
holding a total number		•	s, and entitled to vote in the		votes		
-	เมัญ		์ ออกเสียงลงคะแนนได้เ		เสียง		
•	ary shares of	•	s, entitled to vote in the nur	•	votes		
🗖 ห้นบร	ริ่มสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เ	ท่ากับ	เสียง		
, , ,	rence shares of		s, entitled to vote in the nur		votes		
(2) ขอมอ	บฉันทะให้						
• •	y grant						
					อายุ		์
					age		years
	•						
	Residing at No.		Road	Sub-district			
_	District	,	Province	Postal Code			
หรือ 🗖	นายนนทพล	นิ่มสมบุญ	กรรมการอิสระและประธ		อายุ	76	ีโ
or	Mr. Nontaphon		-	Chairman of the Audit Committee,	_	76	years
	อยู่บ้านเลขที่			วงสามเสนใน เขตพญาไท กรุงเข			
	Residing at No.	27/22 Soi Prachanir	nit, Pradipat Road, Kwaeng	Samsennai, Khet Phayathai, Bangk	ok Metropo	olis.	
หรือ 🗖	นายสุชาติ	จันลาวงศ์	กรรมการอิสระและกรรม	การตรวจสอบ	อายุ	73	ีโ
or	Mr. Suchat	Chanlawong,	Independent Director and		age	73	years
	อยู่บ้านเลขที่		, ,	ลาดพร้าว เขตลาดพร้าว กรุงเทพ			
	Residing at No.	33/1196 Latphrao R	toad (Soi 53), Kwaeng Latpl	nrao, Khet Latphrao, Bangkok Me	tropolis.		
નું ૧ ન	ୟ ରାହ	<b>ਅ ਅ ਕੀ</b> ਤ	9 1 1 4	ע ע א	, 4	થ્ય	9/

<u>คนหนึ่งคนใดเพียงคนเดียว</u>เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันที่ 28 เมษายน 2563 เวลา 15.30 น. ณ ห้องประชุม บริษัท ฮิตาชิ เคมิคอล สโตเรจ แบตเตอรี่ (ประเทศไทย) จำกัด (มหาชน) 387 หมู่ที่4 ซอยพัฒนา 3 ถนนสุขุมวิท นิคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอเมือง สมุทรปราการ ที่จะพึง เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my (our) proxy to attend and vote on my (our) behalf at the Annual General Meeting of Shareholders for the year 2020, to be held on 28 April 2020, at 15.30 hrs., at The meeting room of Hitachi Chemical Storage Battery (Thailand) Public Company Limited located at 387 Moo 4, Soi Patana 3 Sukhumvit Rd., Bangpoo Industrial Estate, Praekasa, Muang, Samutprakarn, or at any adjournment thereof to any other date, time and venue.





(3)										รี่ยงลงคะแนนใน	ครั้งนี้ ดังนี้		
	I (we					-	attend and vot						
							ดที่ถือและมีสิท shares holding						
		มอบฉันา	กะบา	เงส่วน	เคือ								
		Grant pa	rtial	share	s of								
		🛭 หุ้น	สามั	ល្អ				หุ้น และร	มีสิทธิ์	าอกเสียงลงคะแน	นได้	เสียง	
		Oro	linar	y sha	shares shares, and entitled to vote in the number of								
		🛘 หุ้น	บุริม	สิทธิ				_หุ้น และ	มีสิทธิล	อกเสียงลงคะแน	นได้	เสียง	
				nce sł				shares,an	d entit	led to vote in the	number of	votes	
		รวมสิทธิ	ออก	เสียง	ลงคะแ	นนได้ท	าังหมด <u></u>				เสียง		
		The total	enti	tled r	number	of vot	es accounts for				votes		
(4)							ันทะออกเสียง vote at this Me			ข้าพเจ้าในการปร	ะชุมครั้งนี้ ดิ	ึ่งนี้	
		วาระที่ Agenda						•	•	ันของบริษัทประ ing of Shareholde		pany for the year 2019.	
					(n) (a)	v					1	ะการตามที่เห็นสมควร nay think fit in all respects.	
		d			(b)	Му	(our) proxy sha เห็นด้วย Approve	ll vote in ac	ccordar	นนตามความประ nce with my (our) ไม่เห็นด้วย Disapprove	intention as fo	llows: งดออกเสียง Abstain	
	Ц	วาระที่ Agenda		To a		e repo	ort of the perfo					ยงานประจำปี 2562 year and the Annual Repo	rt
					(n) (a)						•	ะการตามที่เห็นสมควร nay think fit in all respects.	•
				П	(1)	ให้ผู้ใ	รับบลบลับทะ	กลกเสียงล	งดะแ	นนตามความประ	ะสงค์ของข้าพ	เล้า ดังนี้	
					(b)					nce with my (our)			
										ไม่เห็นด้วย			
							Approve			Disapprove		Abstain	
		วาระที่	3.			•		ะการเงินแ	ละงบ	กำไรขาดทุนเบ็	าเสร็จของบริ	ษัทประจำปีสิ้นสุด	
							ม 2562						
		Agenda	3.				Statements of fiscal year ende				ments of Con	nprehensive Income of the	ıe
					(fi) (a)							ะการตามที่เห็นสมควร nay think fit in all respects.	
					(U) (b)	•				นนตามความประ nce with my (our) ไม่เห็นด้วย Disapprove			



☐ วาระที่ Agenda	•	การจ่ายเงินปันผล ayment of dividends.					
	•	รับมอบฉันทะมีสิทธิพิจา our) proxy can consider a					
		รับมอบฉันทะออกเสียงถ (our) proxy shall vote in a เห็นด้วย Approve			ny (our) intention ไวย	as follo	
□ วาระที่ Agenda		กรรมการแทนกรรมกา				ខ	
		รับมอบฉันทะมีสิทธิพิจา our) proxy can consider a					
		รับมอบฉันทะออกเสียงถ (our) proxy shall vote in a					
□ วาระที่ Agenda	consider and cons	การเลือกตั้งกรรมการเ Election of each directo (1) ชื่อกรรมการ Director's Name ☐ เห็นด้วย Approve aกรรมการใหม่ elect new directors.	r. : นา : Mi	ยอภิชัย r. Apichai	,	reonpur	งดออกเสียง Abstain ารตามที่เห็นสมควร
	(ข) ให้ผู้	our) proxy can consider a รับมอบฉันทะออกเสียงถ					
	(b) My	(our) proxy shall vote in a การเลือกตั้งกรรมการ Election of each directo (1) ชื่อกรรมการ Director's Name	เป็นรา r. : นา : M	ยบุคคล ยมิชาโอะ r. Misao  เยมาชาเก r. Masakat	นากาก่า Nakagav ไม่เห็นด้วย Disapprove ทสุ ซูซูกิ	ว่า	ws: งดออกเสียง Abstain งดออกเสียง Abstain
<ul><li>☐ วาระที่</li><li>Agenda</li></ul>	•	าตอบแทนของกรรมกา pprove the remuneration					
	·	รับมอบฉันทะมีสิทธิพิจา our) proxy can consider a			•		
	_	รับมอบฉันทะออกเสียงผ (our) proxy shall vote in a เห็นด้วย Approve			ıy (our) intention วัวย	as follo	





Agenda 8.	พจารณาแดงดงผูลอบบญชของบรษทบระจาบ 2563 และกาหนดคาตอบแทน To consider and appoint the auditor(s) of the Company for the fiscal year 2020 and fix the remuneration.							
	□ (n) (a)	, u						
	(a) (b)	•	บงลงคะแนนตามความประสง n accordance with my (our) int   ไม่เห็นด้วย   Disapprove					
☐ วาระที่ 9. Agenda 9.	พิจารณาเรื่องอื่น ๆ (ถ้ามี) To consider other matters (if any).							
	□ (n) (a)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.						
	口 (划) (b)	·	บงลงคะแนนตามความประสง n accordance with my (our) int ไม่เห็นด้วย	ention as follows:				
		Approve	Disapprove	⊔ งดออกเสียง Abstain				
) การลงคะแนนเสี	_	มอบฉันทะในวาระใดที่ไม่เป็	**	อบฉันทะนี้ ให้ถือว่าการลงคะแนน				

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนน เสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The vote of the proxy in any agenda which does not follow those specified in this proxy form, it shall be deemed that such vote is incorrect and it is not voted by the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I (we) do not specify or not clearly specify my (our) intention to vote in any agenda or in case the Meeting considers or votes in the matters other than the matters specified above, including there is the amendment or addition to any facts, the proxy can consider and vote on behalf of me (us) in all respects as he/she may think fit.



### กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือ มอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting, except in case the proxy does not vote as I (we) specified in this proxy, shall be deemed as my (our) own act(s) in every respect.

ลงชื่อ	ผู้มอบฉันทะ
Signed (	) Grantor
ลงชื่อ	ผู้รับมอบฉันทะ
Signed (	Proxy
ลงชื่อ	ผู้รับมอบฉันทะ
Signed (	
ลงชื่อ	ผู้รับมอบฉันทะ
Signed (	`

### หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดแลทุ้นให้เท่านั้น

The Proxy Form C. only use for shareholder whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents and evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholders authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Confirmation Letter to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบ<sup>ั</sup>ฉันทะเพียงรายเดี๋ยวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบ ฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda for election of director(s) can vote to elect all directors or each director.

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ In case there are more agendas for consideration at the meeting than the agendas specified above, the grantor of the proxy could additionally specify in the Annex to the Proxy Form C as attached.





## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮิตาชิ เคมิคอล สโตเรจ แบตเตอรี่ (ประเทศไทย) จำกัด (มหาชน) Grant of proxy as a shareholder of Hitachi Chemical Storage Battery (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 28 เมษายน 2563 เวลา 15.30 น. ณ ห้องประชุม บริษัท ฮิตาชิ เคมิคอล สโตเรจ แบตเตอรี่ (ประเทศไทย) จำกัด (มหาชน) 387 หมู่ที่4 ชอยพัฒนา 3 ถนนสุขุมวิท นิคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอเมือง สมุทรปราการ หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

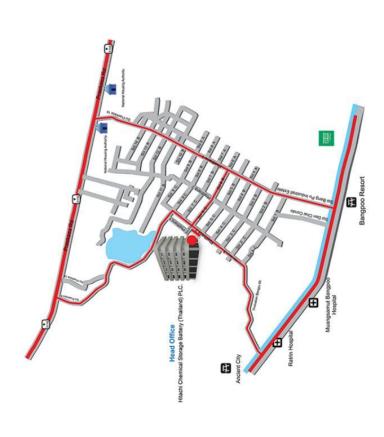
At the Annual General Meeting of Shareholders for the year 2020, to be held on 28 April 2020, at 15.30 hrs., at The meeting room of Hitachi Chemical Storage Battery (Thailand) Public Company Limited located at 387 Moo 4, Soi Patana 3 Sukhumvit Rd., Bangpoo Industrial Estate, Praekasa, Muang, Samutprakarn, or at any adjournment thereof to any other date, time and venue.

_ ,								
□ วาระที่ Agenda	เรื่อง	and vote on beh ะแนนตามความป	alf of me (us) as he/she may t ระสงค์ของข้าพเจ้า ดังนี้	hink fit in	all respects. งดออกเสียง\Abstain			
□ วาระที่ Agenda	เรื่อง Subject							
	<ul> <li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณ         <ul> <li>(a) My (our) proxy can consider a</li> <li>(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคร</li> <li>(b) My (our) proxy shall vote in a</li> <li>เห็นด้วย\Approve</li> </ul> </li> </ul>	and vote on beh ะแนนตามความป	alf of me (us) as he/she may t ระสงค์ของข้าพเจ้า ดังนี้	hink fit in	all respects. งดออกเสียง\Abstain			
🛘 วาระที่	เรื่อง							
Agenda	Subject  (a) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  (a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.  (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  (b) My (our) proxy shall vote in accordance with my (our) intention as follows:  นทีนด้วย\Approve							
□ วาระที่ Agenda	_เรื่องเลือกตั้งกรรมการ (ต่อ) Subject Election of directors (continue).							
	ชื่อกรรมการ (Director's Name):							
	□ เห็นด้วย\Approve		ไม่เห็นด้วย\Disapprove		งดออกเสียง\Abstain			
	ชื่อกรรมการ (Director's Name):							
	□ เห็นด้วย\Approve		ไม่เห็นด้วย\Disapprove		งดออกเสียง\Abstain			
	ชื่อกรรมการ (Director's Name):							
	□ เห็นด้วย\Approve		ไม่เห็นด้วย\Disapprove		งดออกเสียง\Abstain			
	ชื่อกรรมการ (Director's Name):							
	☐ เห็บด้วย\Approve		ไม่เห็บด้วย\Disapprove	П	งดออกเสียง\Ahstain			



# สถานที่ประชุมสามัญผู้คือหุ้นประจำปี 2563 Map for the Meeting Venue

บริษัท ฮิตาชิ เคมิคอล สโตเรจ แบตเตอรี่ (ประเทศไทย) จำกัด (มหาชน) HITACHI CHEMICAL STORAGE BATTERY (THAILAND) PUBLIC COMPANY LIMITED



ณ ห้องประชุม , บริษัท ฮิตาชิ เคมิคอล สโตเรจ แบตเตอรี่ (ประเทศไทย) จำกัด (มหาชน)

At Meeting room, Hitachi Chemical Storage battery (Thailand) PLC.

387 หมู่4 ซ.พัฒนา 3 ถ.สุขุมวิท นิคมอุตสาหกรรมบางปู ต.แพรกษา อ.เมือง จ.สมุทรปราการ 10280

387 Moo4, Soi Patana 3, Sukhumvit Rd., Bangpoo Industrial Estate, Praekasa, Muang District Samutprakarn 10280 Thailand







**SCAN QR CODE** 

# **ANNUAL 2019** รายงานประจำปี 2562

