



1 April 2019

Subject : Invitation to the 2019 Annual General Meeting  
To: Shareholders of Sonic Interfreight Public Company Limited

- Attachments:
1. A copy of Minutes of Extraordinary General Meeting No. 2/2018
  2. Explanations, conditions, regulations and guidelines for the Shareholders' Meeting
  3. Annual Report For the year 2018 (Report of the Board of Director)
  4. Primary information of re-nominated Directors after completing their terms
  5. Definition and Qualifications of the Company's Independent Director
  6. Name lists with profiles of Independent Directors to act as proxy for shareholders
  7. Proxy Forms – Type A and B (with the Annex to the Proxy Form)
  8. Article of Association which concerns the Shareholders' Meeting
  9. Request Form of Annual Report
  10. A map of the Shareholders' Meeting venue

The Board of Directors of Sonic Interfreight Public Company Limited ("the Company") resolved to invite shareholders to attend the 2019 Annual General Meeting of Shareholders on **Tuesday, 23 April 2019 at 14.00 hrs.** at Spring Ballroom , Chatrium Residence Sathon Bangkok 291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Bangkok, Thailand to consider matters according to agenda as follows;

**Agenda 1 To certify the minutes of the AGM 2/2018**

Fact and Reason

The Company held the Extraordinary General Meeting of Shareholders No.2 /2018 which was held on 22 June 2018 and minutes of the Meeting was completely prepared as a copy of minutes. (Detail provided herewith in Attachment No.1)

Board of Directors' opinion

The Board of Directors deemed the Minutes of the Extraordinary General Meeting of Shareholders No.2 /2018 which was held on 22 June 2018 was correctly taken and deemed appropriate the Shareholders' Meeting to consider and certify.

Vote required

A majority of total number of vote of the shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 2 To Acknowledge the company's report on the Company's operating results in respect of 2018 and annual report of the board of directors**

Fact and Reason

To report overall operation of the Company and the Board of Directors for 2018 which details are provided in Annual Report 2018 (Detail provided herewith in Attachment No.3). Accordingly, to be in accordance with Article of Association No. 44 Annual General Meeting Practice, considering the report of the Board of Directors which was presented to the Meeting shows the Company's overall operation last year.

Board of Directors' opinion

Deemed appropriate to report overall operation and important information during 2018 to the Shareholders' Meeting.

Vote required

Voting is not required for this agenda since it is for shareholders' acknowledgment.

**Agenda 3**      **To consider and approve the audited statements of financial position (balance sheet) and profit and loss statements ended as at 31 December 2018**

Fact and Reason

The Company prepared its financial statement and consolidated financial statement for the year ended on 31 December 2018 which was audited by Certified Public Accountant and reviewed by the Audit Committee (Detail provided herewith in Attachment No.3)

For the purpose that is in accordance with the Public Limited Companies Act B.E.2535 (1992) Section 112 with Section 98 and Article of Association No.44 and 57 which specified the Company to prepare its financial statement at the end of the fiscal year which was audited by Certified Public Accountant and present to the Shareholders' Meeting

Audit Committee's opinion

Audit Committee has an opinion that auditing operation is in the line with accounting standard and data checking is adequate and in a timely manner with adequate internal control system and it was prepared as the certified accounting measure and deemed appropriate to present to the Board of Directors propose to the Shareholders' Meeting for 2018 annual financial statement approval, end on 31 December 2018.

Board of Directors' opinion

The Company's financial statement of the year ended 31 December 2018 was audited and certified by the auditor from Pricewaterhouse Coopers ABAS Limited and reviewed by the Audit Committee. It deemed appropriate to approve 2018 annual financial statement as proposed and present the Shareholders' Meeting for consideration and approval.

(Unit : Baht)

	2561		2560	
	Consolidated	Separate Financial Statements	Consolidated	Separate Financial Statements
Total Asset	842,106,981	744,367,987	579,811,734	483,121,060
Total Liabilities	281,275,151	244,172,444	312,639,315	261,428,671
Owners of the Holder Company's equity	556,141,915	500,195,543	263,407,115	222,692,389
Revenue from Service	1,152,406,923	678,765,488	964,301,400	533,968,659
Profit Owners of the Holder Company's equity	46,626,069	45,829,740	32,913,058	104,800,051
Earning per share	0.11	0.08	0.29	0.66



Vote required

A majority of total number of vote of the shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 4**

**To consider and approve the allocation net profit for legal reserves in respect of 2018's operating results and distribution of dividend**

Fact and Reason

1. In event that the Company pay dividend payment, the Company must pay dividend payment from profit only as the Public Limited Companies Act B.E.2533 (1990) Section 115.
2. The Company must allocate net profit to be capital reserve as the Public Limited Companies Act B.E.2535 (1992) Section 116 and Article of Association No. 49, 50, 51 and 52.

Dividend Payment Policy

The Company established dividend payment policy to shareholders of at least 50% of net profit as specified on the financial statements after tax and other capital reserve (if any). However, the dividend payment may vary depending on overall operation, financial status, liquidity, business expansion plan, necessity of working capital in operation, investment plan and future business expansion, market condition, appropriateness and other factors concerned operation and business management under the conditions that the Company must have adequate cash to operate business and those operations must cause its best interest to shareholders as the Board of Directors and/or shareholders deem appropriate.

Accordingly, the resolution of dividend payment must be presented to the Shareholders' Meeting for approval except interim dividend which the Board of Directors approved at the Shareholders' Meeting to pay the interim dividend without shareholders' approval but must report in the next Shareholders' Meeting.

The Company's overall performance at the year ended on 31 December 2018 showed the profit for the fiscal year total 32,913,058 Baht including profit allocation to be legal reserve, totaling reserve money at 1,666,560 Baht (5% of registered capital). For dividend payment to shareholders, the Company has a policy to pay dividend at the rate of 0.045 Baht per share and the payment of the interim dividend allocated for the net profit for the operation of the first 9 months of the year 2018 (January 1, 2018 to September 30, 2018) operating results. There are 550 million shares and the dividend will be paid of Baht 0.045 per share, totaling of Baht 24,750,000.00 or November, 2018

Board of Directors' opinion

From the Company's performance from 1 January – 31 December 2017, the Board of Directors resolved to pay dividend and allocate profit to be annual legal reserve as follows;

- 1) Allocated profit from the overall operation in 2018 at 1,666,560 Baht to be legal reserve. This allocated profit to be legal reserve is profit from the Company's consolidated financial statement.

2) Omitted dividend payment on October 1,2018 to December 31,2018

In addition, dividend payment in above rate is the rate that the Board of Directors deemed appropriate and in accordance with the Company's established dividend payment policy.

Vote required

A majority of total number of vote of the shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 5**

**To consider and approve the appointment of directorsto replace those who retire by rotation**

Fact and Reason

As the Public Limited Companies Act B.E.2535 (1992) Section 71, At every Annual General Meeting, one-third of the Board of directors shall be discharged by rotation. If such discharged directors cannot be divided into one-third, the closest number of one-third of total directors shall be discharged and Article of Association No.18, At every Annual General Meeting, one-third of the Board of directors shall be discharged by rotation. If such discharged directors cannot be divided into one-third, the closest number of one-third of total directors shall be discharged. The Directors who must be discharged at the first year and second year after the Company's incorporation, Directors will retire from their positions by drawing lots. In subsequent years, the Directors who have been in the longest term shall be discharged. Directors who are retired by rotation may be re-elected.

2 Directors to be retired by rotation in this year are as follows;

The Board of Directors consists of 7 members caused 2 Directors to be retired by rotation;

- |                                |  |
|--------------------------------|--|
| 1. Mr. Kanawath Aran           | Audit Committee and Nomination<br>and Remuneration Committee |
| 2. Mr. Ranut Lieolertsakulchai | Director and Executive Director                              |

Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee considered and had opinions that the 2 Directors whowere retired qualified with knowledge, ability, expertise in the Company's business, be appropriate and considered best interest of the Company's operation as well as with completed qualifications as Securities Act and applicable laws so it deemed appropriate to appoint Mr. Kanawath Aran and Mr. Ranut Lieolertsakulchai to be re-nominated and presented to the Board of Directors for further consideration.

In the Meeting, rules and way to recruit personnel to be Director are in accordance with Guidelines of Recruitment and Selection which meet approval from the Board of Directors and are ensured to be in line with objectives, appropriateness in quantity, structure and composition of Directors which are appropriate with size, type and complex of business by considering individual qualifications with carefulness. Therefore, the Meeting of Nomination and Remuneration Committee deemed appropriate to select

2 Directors who retired by rotation to be re-elected.



**Board of Directors' opinion**

The Board of Directors considered its best interest of the Company's business including capability, experience, skill related to composition of Directors. In addition, the Meeting will ask those 2 Directors (Mr. Kanawath Aran and Mr. Ranut Lieolertsakulchai) to leave the meeting room and come back after completing the consideration. The Board of Directors proposed to re-elect those 2 Directors who retired by rotation.

The Company considered and deemed appropriate to appoint Mr. Kanawath Aran and Mr. Ranut Lieolertsakulchai to be re-elected as Directors since those members are qualified with knowledge and ability which will benefit and support the Company's business to succeed. Profiles of these 2 Directors are attached. (Detail provided herewith in Attachment No.4).

**Vote required**

A majority of total number of vote of the shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 6**

**To determine the remuneration of the Director in respect of 2019**

**Fact and Reason**

To be in accordance with the Public Limited Companies Act B.E.2535 (1992) Section 90, the Shareholder's Meeting approves the remuneration of the Company's Director, and Article of Association No. 34; Director Pension and Remuneration depend on the Shareholders' Meeting determines.

Directors have the right to receive remuneration from the Company in term of monthly salary, reward, meeting attendance fee, pension, bonus or other compensations as Article of Association or as the Shareholders' Meeting considers which may specific exact amount, set as a rule and determine from time to time or make it effective until further notice as well as ensure to provide allowance and other welfares as the Company's policy.

The content in previous paragraph does not affect right of the Company's employees who were elected to be committees and would receive remuneration and benefit on behalf of the Company's staffs or employees.

Remuneration payment in Paragraph 1 and Paragraph 2 must not against or have any conflict with qualifications of Independent Director as determined by Securities and Exchange Act.

**Nomination and Remuneration Committee's opinion**

The Nomination and Remuneration Committee considered remuneration of the Directors in 2019 by screening and considering all aspects thoroughly in appropriateness, accordance with general conditions of markets and similar industries and deemed appropriate to establish the remuneration with money including meeting attendance allowance without any other interest. Summary is as follows;

Board of Directors / Sub-Committees Meeting Attendance Allowance	Meeting Attendance Allowance (Baht/Member/Time)		
	2017	2018	2019 <u>Year of Proposing</u>
<b>1. Board of Directors</b>			
• Chairman of the Board of Directors	30,000	30,000	30,000
• Directors	20,000	20,000	20,000
<b>2. Audit Committee</b>			
• Chairman of Audit Committee	25,000	25,000	25,000
• Audit Committee	15,000	15,000	15,000
<b>3. Nomination and Remuneration Committee</b>			
• Chairman of Nomination and Remuneration Committee	25,000	25,000	25,000
• Nomination and Remuneration Committee	15,000	15,000	15,000

Board of Directors' opinion

The Board of Directors considered and deemed appropriate to propose at the Shareholder's Meeting for consideration and approval for the remuneration of the Directors in 2019 which are reviewed and considered by Nomination and Remuneration Committee and approved the Directors' remuneration in 2019 as proposed.

Vote required

Not less than two-third of total number of votes of shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 7**

**To consider and approve the appointment of the auditor (s) and determine auditor's remuneration in respect of 2019**

Fact and Reason

As the Public Limited Companies Act B.E.2535 (1992) Section 120, At the Annual General Meeting, an auditor shall be appointed and auditing fee shall be determined. For the appointment, the former auditor may be re-appointed. Moreover, as the Notification of Capital Market Supervisory Board, it is determined that the registered company must rotate auditor. If the auditor who has performed his or her duties in reviewing or auditing and giving opinions on the Company's financial statement for 5 consecutive fiscal years shall be rotated. New auditor shall be appointed which can be under the same auditing company. However, the Company shall re-appoint the former auditor after at least 2 years from the date of rotation from duties.

Audit Committee's opinion

Audit Committee considered the performance of auditor and reviewed that the Company has rotated auditor correctly as the Notification of Capital Market Supervisory Board as well as compared auditing fee with similar companies in the same industry. Therefore, the Directors resolved to appoint the auditor and



fix the auditing fee for 2019 and propose to the Board of Director for consideration and approval. It shall be presented in the Shareholders' Meeting for further consideration and approval.

For 2019, Fixing Auditing fee for 2019 with names and remuneration to be proposed to the Shareholders' Meeting for further approval are as follows;

- |                               |   |
|-------------------------------|---|
| 1. Ms. Napanuch Apichatsatien | Certified Public Accountant No. 5266 or |
| 2. Mr.Chanchai Chaiprasit     | Certified Public Accountant No. 3760 or |
| 3. Mr.Pisit Thangtanagul      | Certified Public Accountant No. 4095    |

From Pricewaterhouse Coopers ABAS Limited by one of three Certified Public Accountants shall be auditor and give opinions on the Company's financial statement. Accordingly, all auditors are certified by Securities and Exchange Commission (SEC) and remuneration is total **2,650,000** Baht with details as follows;

Board of Directors' opinion

The Board of Directors considered and resolved to propose the Shareholders' Meeting to appoint Pricewaterhouse Coopers ABAS Limited which is support team of Audit Office. Besides, the Board of Directors mainly considered the appropriateness of remuneration and approved to propose the auditor who is independent, skillful, experienced and has adequate team in auditing operation with proper remuneration.

The Board of Directors proposed the Meeting as follows;

Name Lists and remuneration for proposing the Shareholder's Meeting for consideration and approval are as follows;

- |                               |   |
|-------------------------------|---|
| 1. Ms. Napanuch Apichatsatien | Certified Public Accountant No. 5266 or |
| 2. Mr.Chanchai Chaiprasit     | Certified Public Accountant No. 3760 or |
| 3. Mr.Pisit Thangtanagul      | Certified Public Accountant No. 4095    |

From Pricewaterhouse Coopers ABAS Limited by one of three Certified Public Accountants shall be auditor and give opinions on the Company's financial statement. Accordingly, all auditors are certified by Securities and Exchange Commission (SEC) and remuneration is total **2,650,000** Baht. Other details are in line with above resolution of Audit Committee.

Consequently, the auditors have no relationship or conflict of interest with the Company/ Executives/ major shareholders or person related to the said parties and be independent to audit and give opinions on the Company's financial statement.

Vote required



A majority of total number of vote of the shareholders and proxy attending the Meeting and being eligible to vote.

## **Agenda 8**

### **To consider and approve the amendments to Articles 64 of the Company's Articles of Association (Company's seal)**

#### **Fact and Reason**

The Company changed the new logo to be accordance with said logo and be in one direction. The Company's seal should be adjusted as follows;

<p><b>Existing</b> Section 9 Annex</p>  <p>Article 64. The Company's seal is as follows;</p>	<p><b>Proposed</b> Section 9 Annex</p>  <p>Article 64. The Company's seal shall be as follows;</p>
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Moreover, the Board of Directors proposed to give proxy to Directors or person who has proxy from the Board of Directors or Director or Chief Executive Officer have authority as necessary to operate any amendment concerned with Memorandum of Association Article 3. the Company's objective, to be in line with the registrar's order.

#### **Board of Directors' opinion**

The Board of Directors resolved to propose the Shareholders' Meeting for consideration and approval on the amendment of the Company's Article of Association No.64 (The Company's seal) and giving proxy as proposed.

#### **Vote required**

Not less than three-quarter of total number of votes of shareholders and proxy attending the Meeting and being eligible to vote.

## **Agenda 9**

### **To consider and approve the amendments to Clause 3 of the Company's Memorandum of Association and the addition of Clause 33 of the Company's objectives**

#### **Fact and Reason**

Article 3 The objectives of this company are as followed.

"To undertake business as a consultant and provide advice on engineering and construction technology, design, construction warehouse buildings, factory buildings and other types of buildings in the same manner As well as design, supply/manufacture, ready-to-install machines and equipment for storage systems, product sorting system Robotic process automation, Automatic product disbursement And software systems to command/control operations For distribution centers and other related systems."

Moreover, the Board of Directors proposed to give proxy to Directors or person who has proxy from the Board of Directors or Director or Chief Executive Officer have authority as necessary to operate any amendment concerned with Memorandum of Association Article 3. the Company's objective, to be in line with the registrar's order.



Board of Directors' opinion

The Board of Directors resolved to propose the Shareholders' Meeting for consideration and approval the amendments to Clause 3 of and giving proxy as proposed.

Vote required

Not less than three-quarter of total number of votes of shareholders and proxy attending the Meeting and being eligible to vote.

**Agenda 10**

**Other businesses (if any)**

Fact and Reason

This agenda is determined for shareholders to make enquiries in any operations of the Company (if any). Therefore, there will not be any proposing to the Meeting for approval and there will be no any voting.

(In this agenda, to ensure the shareholders will receive benefits from the Meeting including shareholders' privilege, if there are any questions which needed the Company to explain the operation , please send questions in advance to Company Secretary (E Mail : [solossaya.k@sonic.co.th](mailto:solossaya.k@sonic.co.th) ) or Fax. No. 0-2213-2533.

Board of Directors' opinion

The Board of Directors deemed shareholders are able to submit enquiries regarding the Company's operation and the Board of Directors would answer to the shareholders.

The Board of Directors resolved to determine the person who has name listed on the register on 13 March 2019 has the right to attend the Annual General Meeting of Shareholders for year 2018 which is the record date. In addition, it is in accordance with Section 255 of Securities and Exchange Act B.E.2535 (1992)

Therefore, the Company would like to invite shareholders to attend the Meeting as date, time and venue mentioned above. If any shareholders are unable to attend the Meeting, you may give proxy to other person or any Independent Director who is listed in Attachment No. 7 to be meeting attendee with Proxy Form B. In case of giving proxy, a proxy must send a copy of identification card with certified true copy. For juristic person, a copy of a certificate of juristic person (not over 3 months) and a copy of identification card of the authorized person of the juristic person shareholder with certified true copy with Proxy Form must be sent. Detail provided herewith in Attachment No. 2.

In this Meeting, the Company has invited Certified Public Accountant who is independent to answer the discussion questions on the financial statement and invited legal adviser to be shareholder representative to audit in vote counting in the Meeting. Besides, the Company shall broadcast the Minutes of the Meeting on the Company's website [www.sonic.co.th](http://www.sonic.co.th) for those shareholders who are interested.

Sincerely Yours,

By the Board's resolution

-signed-

(Assoc. Prof. Dr. Wanchai Rattanawong)

Chairman of the Board of Directors

Minutes of Extraordinary General Meeting No. 2/2018  
Sonic Interfreight Public Company Limited  
Friday, 22 June 2018

At Main Meeting Room, No. 79/349, 350, 1st and 2nd Floor Sathupradit Road,  
Chongnonsri, Yannawa, Bangkok

The meeting started at 14.00hrs. by Dr. Santisuk Kosiarpnant notified in the meeting that Assoc. Prof. Dr. Wanchai Rattanawong, Chairman of the Board engaged the task so he could not attend the meeting. As Article of Association No.41 "Chairman of the Board is Chairman of the Shareholders' Meeting. In case that Chairman of the Board is not in the meeting or unable to perform duties, if there is Vice Chairman, Vice Chairman will act as Chairman. If there is no Vice Chairman or unable to perform duties, shareholders will select 1 attending shareholder to be Chairman of the Meeting". Therefore, he asked the meeting to vote the Chairman of the Meeting.

The meeting selected Dr. Santisuk Kosiarpnant who is the Company's shareholder to be the Chairman of the Meeting.

Dr. Santisuk Kosiarpnant, Chief Executive Officer who was assigned from Chairman of the Board and presided as Chairman of the Meeting expressed his gratitude to meeting attendees and declared to the meeting as Article of Association No.38 saying that "In the Shareholders' Meeting, there must be shareholders and proxies (if any) not less than 25 members or not less than half of total shareholders with total shares held not less than one-third (1/3) of total amount of issued shares to have a quorum. In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum, if such meeting of shareholders was called as a result of a request by the shareholders, the meeting will be called once again and the notice calling such meeting will be delivered to shareholders not less than 7 days prior to the date of meeting. . In the subsequent meeting, a quorum is not required.

Today, there were a total of 11 shareholders and proxies present from total 11 shareholders, representing a total of 400,000,000 shares, equivalent to 100% of the Company's total issued shares. A quorum was thus constituted as Public Companies Limited Act, B.E. 2535 (1992), Chapter 7, Section 103 and Article of Association No. 38.

The Chairman assigned Mrs. Solossaya Khemsuk, Company Secretary to act as the Meeting Facilitator in first part as follows;

Mrs. Solossaya Khemsuk expressed her gratitude to the Chairman, greeted all shareholders and explained the procedure for the meeting regarding agendas. **Agenda 1** To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018, **Agenda 2** To consider and approve (1) Cancel approval resolution of warrants sale offer project (SONIC ESOP 2017 Project) and (2) Cancel approval resolution of the Company's allotment to newly issued ordinary shares at 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share to certify exercising right as warrants to the Company and subsidiaries' employees as SONIC ESOP 2017 Project from the resolution in the Extraordinary General Meeting No. 2/2018. **Agenda 3** To consider and approve issuance and offering for sale of warrants (SONIC ESOP 2018 Project). **Agenda 4** To consider and approve the issuance and offering for sale of newly issued ordinary shares of 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share to certify exercising right of warrants which will offer for sale to Executives and to the Company and subsidiaries' employees as the SONIC ESOP 2018 Project and will give an opportunity to shareholders to make inquiries or give opinions extremely during the end of agenda. Before the meeting started, vote-counting procedures were explained as follows;

1. 1 share is equivalent to 1 vote. A shareholder would have the number of votes equivalent to the number of shares held or the number of share that a proxy grantor held.



2. Before voting in each agenda, the Company will temporary close the registration and it will be opened again after the vote-counting of each agenda has finished. In voting, a shareholder would clearly check the vote box of approval, disapproval or abstention and sign on every ballot. After shareholders have completely voted, the Company staff will collect only disapproval and abstention votes to count votes in each agenda. The remaining number would be treated as votes for approval.

Accordingly, it is to ensure the rapidity of vote-counting and ballot collection of approval votes for all agendas. For shareholders who give proxy to others and vote as shareholders' purpose, the Company records all votes of approval, disapproval or abstention in the computer for resolution in agendas.

3. A shareholder or a proxy would have the right to vote from the agenda which he/she begins the meeting attendance.
4. In the event that a shareholder or a proxy will not be in the meeting during the meeting in any agenda, a shareholder would vote in ballot and give to the Company staff so the staff would count the vote in that agenda.

And asked shareholders if there are any inquiries or questions relevant to the meeting or voting practice.

In this meeting, each agenda will be processed as the meeting invitation letter which was sent to shareholders. Details are as follows;

**Agenda 1 The Chairman notified in the meeting**

There was no report in this agenda.

The Meeting acknowledged.

**Agenda 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018**

The Chairman assigned Mrs. Solossaya Khemsuk, Company Secretary to report in the Meeting. Mrs. Solossaya Khemsuk, Company Secretary, presented in the meeting that the Company has sent the copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 which was held on 21 May 2018 to all shareholders as well as the Meeting Invitation Letter. The Company considered the Minutes of that meeting and certified the report.

The Meeting Facilitator asked shareholders to make enquiries for further information. If none, the meeting was requested to consider for resolution.

The Shareholders' Meeting was asked to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 which was held on 21 May 2018.

**Resolution** The Meeting considered and unanimously resolved by a majority of votes from shareholders who attended the meeting and voted. The Meeting certified Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 which was held on 21 May 2018 with voting as follows;

Approved	400,000,000	votes	Percentage	100.00
Disapproved	0	vote	Percentage	0.00
Abstained	0	vote	Percentage	0.00
Invalid	0	vote	Percentage	0.00

Number of Shareholders who attended the meeting was 11 members. (In this agenda, there was additional shareholder from the beginning of the meeting at – member, calculated as share held total – shares).

**Agenda 3**      **To consider and approve (1) Cancel approval resolution of warrants sale offer project (SONIC ESOP 2017 Project) and (2) Cancel approval resolution of the Company's allotment to newly issued ordinary shares at 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share to certify exercising right as warrants to the Company and subsidiaries' employees as SONIC ESOP 2017 Project from the resolution in the Extraordinary General Meeting No. 2/2017.**

The Chairman explained the Meeting regarding the Extraordinary General Meeting No. 2/2017 which was held on 19 September 2017 ("**Extraordinary General Meeting No. 2/2017**") resolved to approve the Company to issue and offer warrants for sale issued ordinary shares to the Company and/or subsidiaries' employees ("**ESOP Warrant**") at no more than 30,000,000 (30 Million) shares, not calculating value as details shown in detail summary of warrants sale of ordinary shares of Sonic Interfreight Public Company Limited to the Company and/or subsidiaries' employees ("**SONIC ESOP 2017 Project**") which the Company has not processed the issuance or offering for sale of warrants as the project.

Consequently, it deemed appropriate to re-specify the details of issuance and offering for sale of warrants to both Executives and employees in the Company and subsidiaries to build morale and motivation to Executives and employees in the Company and subsidiaries which are the part of the Company's success after all this time and be as a reward to Executives and employees who dedicate and sacrifice themselves for the Company and subsidiaries. Moreover, it deemed appropriate to rectify and add more details of warrants sale offer and enhance the right exercising in warrants to be clearer and more covering. SONIC ESOP 2017 Project deemed appropriate to be canceled and approved SONIC ESOP 2018.

Accordingly, the Board of Directors' Meeting No. 4/2018 which was held on 28 May 2018 resolved to present the Shareholders' Meeting for approval as follows;

(1) **Cancel resolution** approval of warrants issuance and sale offer of ordinary share to the Company and subsidiaries' employees as the SONIC ESOP 2017 Project in the Extraordinary General Meeting No. 2/2017 has resolved and

(2) **Cancel resolution** approval of the Company's issued ordinary shares at 30,000,000 (30 Million) shares with a par value of 0.50 Baht to certify exercising right as warrants to the Company and subsidiaries' employees as SONIC ESOP 2017 Project from the resolution in the Extraordinary General Meeting No. 2/2017.

Matter of the issuance and offering for sale of the warrants to purchase ordinary shares of the Company to the Executives and employees as SONIC ESOP 2018 will be raised up the next agenda.

The Chairman asked the Shareholders' Meeting if there are any enquiries.

There were no shareholders raised the questions. The Chairman invited the shareholders to vote.



**Resolution**

The Meeting considered and unanimously resolved by votes not less than three-quarter (3/4) of total votes cast by shareholders attending the meeting and being eligible to vote as follows;

(1) Approved to **cancel resolution** of approval of issuance and offering for sale of warrants to purchase ordinary shares to the Company and subsidiaries' employees as the SONIC ESOP 2017 Project in the Extraordinary General Meeting No. 2/2017 which was resolved and

(2) Approved to **cancel resolution** of approval of the Company's issued ordinary shares allocation at 30,000,000 (30 Million) shares with a par value of 0.50 Baht to certify exercising right as warrants to the Company and subsidiaries' employees as the SONIC ESOP 2017 Project from the resolution in the Extraordinary General Meeting No. 2/2017.

With the following votes:

Approved	400,000,000	votes	Percentage	100.00
Disapproved	0	vote	Percentage	0.00
Abstained	0	vote	Percentage	0.00
Invalid	0	vote	Percentage	0.00

Number of Shareholders who attended the meeting was 11 members. (In this agenda, there was additional shareholder from the beginning of the meeting at – member, calculated as share held total – shares).

**Agenda 4****To consider and approve issuance and offering for sale of warrants (SONIC ESOP 2018 Project)**

The Chairman notified the Meeting regarding that the Meeting has resolved to cancel resolution of approval issuance and offering for sale of warrants to purchase ordinary shares of the Company to the Company and subsidiaries' employees as the SONIC ESOP 2017 Project and cancel resolution of approval of the Company's issued ordinary shares allocation at 30,000,000 (30 Million) shares with a par value of 0.50 Baht to certify exercising right as warrants to the Company and subsidiaries' employees as the SONIC ESOP 2017 Project in Agenda 3.

To be a motivation and to build morale to Executives and the Company and subsidiaries' employees which are the part of the Company's success after all this time and be as a reward to Executives and employees who dedicate and sacrifice themselves for the Company and subsidiaries and to rectify details and conditions of issuance and offering for sale of warrants to cover and be clearer as mentioned in Agenda 4.6. Therefore, the Board of Directors' Meeting No. 4/2018 which was held on 28 May 2018 resolved to propose the Shareholders' Meeting to approve issuance and offering for sale of warrants to purchase ordinary shares of the Company to the Executives and the Company and subsidiaries' employees at not more than 30,000,000 (30 Million) shares by not calculating value and specify this warrants to be 5 years validation from the date of warrants issuance. Exercise ratio of 1 ordinary share is equivalent to 1 warrant vote. Exercise price per share is equivalent to Initial Public Offering (IPO) except if there is any price and exercise ratio adjustment as the condition of the SONIC ESOP 2018 Project.

Condition, regulations and details of issuance and offering for sale of warrants are in accordance with summary documents of the project of issuance and offering for sale of warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited to the Executives and the Company and subsidiaries' employees ("SONIC ESOP 2018 Project"). Accordingly, when there is exercising right of warrants, the Company will use the proceeds from the exercise of warrants to be working capital of the Company.

Moreover, the Chairman proposed the Meeting to consider and assign the Board of Directors or Executive Directors or person who was assigned from the Board of Directors or Executive Directors to have authorize in consideration, appointment and solution on regulations, conditions and other details which concern the above issuance and offering for sale of warrants to purchase ordinary shares in all respects under applicable laws which is inclusive details of issuance, offering for sale, allocation, exercising conversion right of warrants to purchase the Company's ordinary shares, preparation and asking for approval from Securities and Exchange Commission (SEC) and concerned government sectors by abiding by laws and/or concerned rules.

The Chairman asked the Shareholders' Meeting if there are any enquiries.

There were no shareholders raised the questions. The Chairman invited the shareholders to vote.

#### **Resolution**

The Meeting considered and unanimously resolved by votes not more than three-quarter (3/4) of total votes of shareholders who attended the meeting and have right to vote and there was no shareholders who hold shares at total more than 10% of total votes from attending shareholders and did disapproved votes of above issuance and offering for sale of warrants to purchase ordinary shares of the Company as the SONIC ESOP 2018 Project to approve issuance and offering for sale of warrants to purchase ordinary shares of the Company to the Executives and the Company and subsidiaries' employees at not more than 30,000,000 (30 Million) shares by not calculating value as details shown in detail summary of issuance and offering for sale of warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited to the Executives and the Company and subsidiaries' employees as the SONIC ESOP 2018 Project and the authority as proposed in all respects.

With the following votes:

Approved	400,000,000	votes	Percentage	100.00
Disapproved	0	vote	Percentage	0.00
Abstained	0	vote	Percentage	0.00
Invalid	0	vote	Percentage	0.00

Number of Shareholders who attended the meeting was 11 members. (In this agenda, there was additional shareholder from the beginning of the meeting at – member, calculated as share held total – shares).

#### **Agenda 5**

**To consider and approve the allocation of newly issued ordinary shares of the Company at 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share to certify exercising right of warrants offering for sale to Executives and to the Company and subsidiaries' employees as the SONIC ESOP 2018 Project.**

The Chairman notified the Meeting to certify exercising right of warrants offering for sale as SONIC ESOP 2018 Project and to be in accordance with laws, the Board of Directors' meeting No. 4/2018 which was held on 28 May 2018 resolved to propose.

Ask the Shareholders' Meeting to approve the allocation of newly issued ordinary shares of the Company at 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share (which are shares that the Shareholders' Meeting has resolved cancel the allocation to certify exercising right of warrants offering for sale to Executives and to the Company and subsidiaries' employees as the SONIC ESOP 2018 Project.

The Chairman asked the Shareholders' Meeting if there are any enquiries.

There were no shareholders raised the questions. The Chairman invited the shareholders to



**Resolution** The Meeting considered and unanimously resolved by a majority of votes from shareholders who attended the meeting and voted to approve allocation of the Company's newly issued ordinary shares at 30,000,000 (30 Million) shares with a par value of 0.50 Baht per share (which are shares that the Meeting has resolved cancel the allocation to certify exercising right of warrants as the SONIC ESOP 2017 Project in Agenda 3) and allocate to certify exercising right of warrants which offering for sale to Executives and to the Company and subsidiaries' employees as the SONIC ESOP 2018 Project in all respects.

Approved	400,000,000	votes	Percentage	100.00
Disapproved	0	vote	Percentage	0.00
Abstained	0	vote	Percentage	0.00
Invalid	0	vote	Percentage	0.00

**Agenda 6** Other matters (If any)  
The Chairman asked shareholders if there are any further enquiries or if they need to propose any other issues in the Meeting for consideration.

Mrs. Solossaya Khemsuk, Secretary to the Meeting / Company Secretary

Signed \_\_\_\_\_ - Signed - \_\_\_\_\_ Chief Executive Officer/Chairman of the Meeting  
(Dr. Santisuk Kosiarpnanant)

**Explanations, conditions, regulations and guidelines for the Shareholders' Meeting**

Sonic Interfreight Public Company Limited

Sonic Interfreight Public Company Limited provided 2 types of proxy forms as determined by Ministry of Commerce which are;

1. Form A – Regular proxy form which is not complicated.
2. Form B - Regular proxy form which clearly specifies details.

This is for shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote by using only one proxy form to ensure the Shareholders' Meeting is transparent, fair and beneficial to shareholders. The Company deemed appropriate to check documents or any proofs of being shareholders or shareholders representatives who have the right to attend the meeting and shareholders would continue adhere the practice.

The Company will process the registration by using barcode. Therefore, for the shareholders and proxies' convenience to register, kindly bring the registration form with barcode on the date of meeting.

**1. Proxy Form**

Since Department of Business Development, Ministry of Commerce had the Notification of Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), the Company prepared proxy form to shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote. Therefore, the Company has attached the Proxy Form Type B which is the form that specific clear and fixed proxy details to shareholders with this invitation letter. Shareholders can download Proxy Form Type A and B at <http://investor.sonic.co.th> or contact Company Secretary for more details at 084-5591788.

**2. Documents which the meeting attendee must present before attending the meeting as required by law and Article of Association**

**Self Attendance:**

- Shareholders are natural person with Thai nationality Please present identification card or government identification card
- Shareholders are natural person with foreign nationality Please present alien identification card, passport or any documents act for passport at the registration area.
- In case of name - surname changed, certified document must be presented.

**In case of Giving Proxy:**

- Shareholders who give proxy must give proxy to only one proxy person to attend the meeting and vote as attached proxy form.
- Proxy may request to vote separately in each agenda of the meeting saying that approve, disapprove or abstain as specified in Proxy Form so that proxy can vote as the purpose of grantor.
- Proxy must send Proxy Form to Chairman of the Meeting and/or assigned person from Chairman before the meeting starts, fill information and sign completely. If there is any erased or crossed on important message, grantor must countersign every points. Proxy letter must be stamped 20 Baht. If it is not brought to the Meeting, the Company will provide at the registration point without any charge.

**Documents for proxy**

- In case that grantor is natural person with Thai nationality : copy of identification card or government identification card of grantor with certified true copy by grantor
- In case that grantor is natural person with foreign nationality : alien identification card, passport or any documents act for passport
- In case that grantor is juristic person :



- Juristic person with Thai nationality: copy of certified letter of Ministry of Commerce or Department which has certify authorization, issued not more than 1 year and certified by authorized signatory of that juristic person, copy of identification card or government identification card of Director who has authority to sign on behalf of juristic person which certified true copy by that Director.
- Juristic person with foreign nationality: Authorized signatory of juristic person shall sign and affix the Company seal in the proxy letter to notary or department which has similar authority depending on each country's law. After signed, please bring that proxy letter to the authority of Thai Embassy or Thai Consulate or authorized person who is assigned to has proxy from those people or person who can provide completed certify according to the law.
- In case that shareholders are foreigner who appoint Custodian in Thailand to keep and take care of shares
  - Proxy Form Type B which correct and complete information are filled and signed by grantor and proxy, copy of document that government issued to shareholders. Photo of identification card or government identification card of grantor with certified true copy by grantor is presented.
  - Proxy letter from shareholders to custodian to be an authorized signatory
  - Certificate which certifies that a signatory has the Custodian Business License
- In case of fingerprint instead of signature, please use left thumb and endorse "Left thumb fingerprint of" (....name of proxy grantor....)" and must be 2 witnesses certify that this fingerprint truly belongs to that person and must fingerprint in front of witnesses. Witnesses must sign and attach their copy of identification card or government identification card with certified true copy.
- In the 2019 Annual General Meeting, if shareholders are unable to attend the Meeting by themselves, shareholders may give proxy to one person as shareholders' purpose or give proxy to one of the Company's Independent Director to vote.
- Any shareholders who wish to give proxy to the Company's Independent Director, please submit provided Proxy Form and complete signature as above regulations to Company Secretary together with concerned documents by sending to the Company 2 days prior to the date of Meeting.
- Any proxy who wishes to attend the Meeting must present identification card / government identification card / passport (for foreigners) of proxy for the registration.

**In case shareholders are pass away:**

The executor must attend the Meeting by him/herself or give proxy to others. The writ document of executor appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**In case shareholders are minor:**

Father – Mother or legal guardian must attend the Meeting by him/herself or give proxy to others. A copy of house registration of shareholders who are minor must be presented.

**In case that shareholders are legal incompetent or incapable:**

Curator or defender must attend the Meeting by him/herself or give proxy to others. The writ document of curator or defender appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**3. Meeting Attendance Registration**

The Company will open the registration not less than 2 hours before the Meeting time or from 12.00 hrs onwards at the Meeting venue as attached with this invitation letter.

## **Voting in the Shareholders' Meeting, Vote Counting and Voting Result General Agenda**

1. Voting in each agenda will disclose by counting 1 vote per 1 share. Shareholders or proxy must do only one vote from approve, disapprove or abstain. 1 vote is unable to be divided.
2. In case of proxy
  - 2.1 Proxy must vote only as indicated by the proxy grantor in proxy letter. Any vote of proxy is not in line with indicated in the proxy letter, that vote will be considered incorrect and not considered voting of shareholder.
  - 2.2 If proxy does not indicate purpose of voting in any agenda in proxy letter or indicate unclearly or in case that the Meeting considers or resolves in any other matters besides matter indicated in proxy letter as well as the case of changing or raising any other facts, proxy has the right to consider and vote as deems appropriate.

### **Agenda of Election of Director**

Although the election of director is voting by ballots, shareholders may need to discuss some directors before voting and may feel uncomfortable to discuss in front of those directors. Therefore, in the election of each director, Chairman will ask the Meeting if any person needs discussion before voting.

If any Chairman will ask that director to temporary leave the meeting room until the election is completed.

If none Chairman will allow that director to participate the Meeting and ensure the Meeting continues.

Regarding the agenda of election of director as Article of Association No.42, in the Shareholders' Meeting, all shareholders have 1 vote for 1 share. In case that shareholders have interest in any matters, shareholder will not have right to vote that matter except voting for election of director.

### **Guidelines for election in each agenda**

Chairman of the Meeting will explain details of voting method to the Meeting. Guidelines are as follows;

1. Chairman of the Meeting will propose shareholders to consider and vote in each agenda. There will be opinion inquiry from the Meeting which shareholder disapproves or abstained.
2. In case shareholders disapproved or abstained, shareholder or proxy must raise their hand. The rest of shareholders are considered approved without raising their hands. Shareholder or proxy can vote only one or the other.

### **Resolution of the Shareholders' Meeting must consist of votes as follows;**

- Regular Case Regard as majority vote of shareholders and proxy who attend the Meeting and resolve the Meeting.
- Other Cases Law or Article of Association determines them to be different than regular cases. Resolution of the Meeting will be in accordance with law or that regulation determines. Chairman of the Meeting will notify shareholders in the Meeting before voting in each agenda.
  1. If votes are equal, Chairman of the Meeting will add one vote to be casting vote.
  2. Any shareholders who have interest in any matter are not allowed to vote in that resolution except voting for election of director and Chairman of the Meeting may ask shareholders or proxy of shareholders who have interest to temporary leave the Meeting.



**Vote Counting and Vote Notification**

Chairman of the Meeting will clarify method of vote counting to the Meeting before starting the Meeting. The Company will count votes in each agenda from voting of shareholders or proxy who attend the Meeting and have eligible vote and will notify vote counting result to the Meeting in every agenda before end of the Meeting.

**Attachment No. 4**

**Primary information of re-nominated Directors after completing their terms**

	<b>Mr. Kanawath Aran</b>		
<b>Type of Director</b>	Director, Independent Director, Audit Committee, Nomination and Remuneration Committee		
<b>Age</b>	53 years old		
<b>Nationality</b>	Thai		
<b>Address</b>	45 Soi Prachautid 140, Bangmod, Tungkru, Bangkok		
<b>Education</b>	<b>Education</b>	<b>Majority</b>	<b>Institute</b>
	<ul style="list-style-type: none"> <li>- Master of Laws</li> <li>- Master of Business Administration</li> <li>- Certificate of Director Accreditation Program (DAP) Class of 78/2009</li> </ul>	<ul style="list-style-type: none"> <li>Business Law</li> <li>Organization Management</li> </ul>	<ul style="list-style-type: none"> <li>- Ramkhamhaeng University</li> <li>- Sripatum University</li> </ul>
<b>Director Training</b>	DAP 78/2009		
<b>Relationship with Executives</b>	None		
<b>Proportion of shares held</b>	- %		
<b>Years of Director or Date of Appointment</b>	11 November, 2015		
<b>Work Experience</b>	<b>Duration</b>	<b>Position</b>	<b>Company</b>
	2015 – Present	Audit Committee	Sonic Interfreight Public Company Limited / Logistics
	2016 – Present	Director	President Automobile Industries Company Limited / Auto Air Conditioning Part Industry
	2015 – Present	Director	Triple T Consult Company Limited / Legal Consultant
	2012 – Present	Director	K and Partner Company Limited / Lawyer and Business Consultant
	2009 – Present	Director	Chow Steel Industries Public Company Limited / Steel Industry
<b>Direct and Indirect interest in any business which are partner of the Company or subsidiaries</b>	2018 – Present	Director	Siamnuwat Company Limited /Real Estate
	None		
<b>Participation in all meetings</b>	7/7		



**Primary information of re-nominated Directors after completing their terms**

	<b>Mr. Ranut Lieolertsakulchai</b>		
<b>Type of Director</b>	Director, Executive Director		
<b>Age</b>	46 years old		
<b>Nationality</b>	Thai		
<b>Address</b>	No. 253/9 Sathupradit Road, Chongnonsri, Yannawa, Bangkok		
<b>Education</b>	<b>Education</b>	<b>Majority</b>	<b>Institute</b>
	<ul style="list-style-type: none"> <li>- Bachelor Degree</li> <li>- Certificate of Director Certification Program (DAP) Class of 131/2016</li> </ul>	Mass Communication	- Ramkhamhaeng University
<b>Director Training</b>	DAP 131/2016		
<b>Training</b>	<b>Training Topic</b>	<b>Date</b>	<b>Institute</b>
	- Customs Specialist No.1490	6 January 2017 – 5 January 2020	The Customs Department
	- Executive Micro MBA in Action 4.0	7-9 June 2018	The Best Training
	Finance for Non-Finance Executives Class of 3	19 August - 30 September 2017	Faculty of Commerce and Accountancy, Chulalongkorn University
	Operation Supply Chain Management	14-16 March 2018	Department of Industrial Promotion
	Certified Professional Standard in Logistics, Professional Qualification Level 4	29 December 2016	Thailand Professional Qualification Institute (Public Organization)
<b>Relationship with Executives</b>	None		
<b>Proportion of shares held</b>	4.28 %		
<b>Years of Director or Date of Appointment</b>	30 April 2016		
<b>Work Experience</b>	<b>Duration</b>	<b>Position</b>	<b>Company</b>
	2016 – Present	Director	Sonic Interfreight Public Company Limited / Logistics
	2012 – 2015	General Manager	G.L.E. Logistics (Thailand) Company Limited / International Transport
<b>Direct and Indirect interest in any business which are partner of the Company or subsidiaries</b>	None		
<b>Participation in all meetings</b>	7/7		

**Definition and Qualifications of Independent Director**

Independent Director must be qualified relevant to independence as established by the Company and in accordance with guidelines in Notification of Capital Market Supervisory Board which are;

- 1) Hold share not more than 1% of total shares with voting rights of the Company, its parent company, subsidiary, associate company, major shareholder or the controlling person. Accordingly, any shares held by related person with independent director will be included.
- 2) Neither being nor used to be Executive Director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company subsidiary, associate company, same level subsidiary, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of filling an application with the Stock Exchange of Thailand. Such prohibited characteristics will exclude the case where the independent directors used to be a government official or advisor of a government agency which is major shareholder or controlling person of the applicant;
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling and child as well as spouse of child, executive, major shareholder, controlling person or nominated person to be director, executive or controlling person of the Company or its subsidiary.
- 4) Not having or having had a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least 2 years prior to the date of filing the application with the Stock Exchange Of Thailand. The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount staring from three percent of the net tangible assets of the applicant or from 20 Million Baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person.
- 5) Not being or having been an auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.



- 6) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the applicant, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.
- 7) Not being a director who is appointed as the representative of directors of the applicant, major shareholder, or shareholder who is a connected person of a majority shareholder.
- 8) Not undertaking any business of the same nature and in significant competition with the business of the applicant or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1% of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary.
- 9) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the applicant.

After the appointment to be Independent Director who is completely qualified No. 1) to No. 9), Independent Director might be assigned by the Board of Director to make a decision on business operation of the Company, Parent Company, subsidiary, associate company, major shareholder or the controlling person by being able to make a decision in the format of collective decision.

**Attachment No. 6**

**Information of Independent Director Directors to act as proxy**

	Assoc. Prof. Kalyaporn Pan-Ma-Rerng		
<b>Type of Director</b>	Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee		
<b>Age</b>	67 Years old		
<b>Nationality</b>	Thai		
<b>Address</b>	No. 111/107 Laddarom Soi Sukhaphiban 5 Soi 27, Sukhaphiban Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220		
<b>Education</b>	<b>Education</b>	<b>Majority</b>	<b>Institute</b>
	<ul style="list-style-type: none"> <li>- Master of Laws</li> <li>- Master of Business Administration</li> <li>- Certificate of Director Accreditation Program (DAP) Class of 78/2009</li> </ul>	Business Law Organization Management	<ul style="list-style-type: none"> <li>- Ramkhamhaeng University</li> <li>- Sripatum University</li> </ul>
<b>Director Training</b>	DAP 78/2009		
<b>Relationship with Executives</b>	None		
<b>Proportion of shares held</b>	- %		
<b>Years of Director or Date of Appointment</b>	11 November, 2015		
<b>Work Experience</b>	<b>Duration</b>	<b>Position</b>	<b>Company</b>
	2015 – Present	Audit Committee	Sonic Interfreight Public Company Limited / Logistics
	2016 – Present	Director	President Automobile Industries Company Limited / Auto Air Conditioning Part Industry
	2015 – Present	Director	Triple T Consult Company Limited / Legal Consultant
	2012 – Present	Director	K and Partner Company Limited / Lawyer and Business Consultant
	2009 – Present	Director	Chow Steel Industries Public Company Limited / Steel Industry
	2018 – Present	Director	Siamnuwat Company Limited /Real Estate
<b>Direct and Indirect interest in any business which are partner of the Company or subsidiaries</b>	None		
<b>Participation in all meetings</b>	7/7		



ติดอากร  
แสตมป์  
20 บาท  
Duty  
Stamp  
20 Baht

แบบหนังสือมอบฉันทะ แบบ ก.  
**Proxy Form A**  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
(General Form)

เขียนที่.....  
Written At

วันที่..... เดือน..... พ.ศ.....  
Date Month Year

1. ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Address Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)  
Being a shareholder of **Sonic Interfreight Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้  
Holding the total amounting of shares and the voting right equals to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนเสียงได้เท่ากับ..... เสียง  
Ordinary share shares equals to voting right votes

3. ขอมอบฉันทะให้  
Hereby appoint

(1)..... อายุ..... ปี อยู่บ้านเลขที่.....  
Age Address

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Sub-District District

จังหวัด..... รหัสไปรษณีย์..... หรือ.....  
Province Zip Code : or,

(2)..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....  
Age Address Road

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ.....  
Sub-District District Province Zip Code : or,

(3) ☐ มอบฉันทะให้กรรมการอิสระ/ประธานกรรมการบริษัท รศ. กัลยาภรณ์ ปานมะเร็ง อายุ 67 ปี  
อยู่บ้านเลขที่ 111/107 หมู่บ้านลัดดาวัลย์ ซอย..... ซากุญษาล 5 ซอย 27 ถนน..... ซากุญษาล  
แขวง..... คลองถนน เขต..... สายไหม จังหวัด..... กรุงเทพมหานคร รหัสไปรษณีย์ 10220

Assign a proxy to the Independent Director/Chairman of the Director, Assoc.Prof.Kalyaporn Pan-ma-rerung Age 67 years Address at No. 111/107 Laddarom Soi Sukhaphiban 5 Soi 27, Sukhaphiban Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าใน  
การประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 23 เมษายน 2562 เริ่มประชุมเวลา 14.00 น. ณ ห้องสปริง บอลรูม  
โรงแรมชาเทรียม เรสซิเดนซ์ กรุงเทพ สาทร เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24 ถนนสาทรใต้ใหม่ แขวงช่องนนทรี  
เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2019 Annual General Meeting  
Shareholders to be held on 23 April 2019 at 2:00 PM. at Spring Ballroom Chatrium Residence Sathon  
Bangkok Hotel No.291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Bangkok 10120 or on the date  
and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

**หมายเหตุ** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remarks** A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion shares.



ติดอากร  
แสตมป์  
20 บาท  
Duty  
Stamp  
20 Baht

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว)

(Proxy Form containing specific details)

เขียนที่.....  
Written At

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

1. ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Address Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)  
Being a shareholder of **Sonic Interfreight Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding the total amounting of shares and the voting right equals to votes as follows:  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียงได้เท่ากับ.....เสียง  
Ordinary share shares equals to voting right votes

3. ขอมอบฉันทะให้  
Hereby appoint

(1)..... อายุ.....ปี อยู่บ้านเลขที่.....  
Age Address  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road Sub-District District  
จังหวัด..... รหัสไปรษณีย์..... หรือ  
Province Zip Code : or,

(2)..... อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....  
Age Address Road  
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ  
Sub-District District Province Zip Code : or,

(3) ☐ มอบฉันทะให้กรรมการอิสระ/ประธานกรรมการบริษัท รศ. กัลยากรณ์ ปานมะเร็ง อายุ 67 ปี  
อยู่บ้านเลขที่ 111/107 หมู่บ้านลัดดาวัลย์ ซอย..... สุขุมวิท 5 ซอย 27 ถนน..... สุขุมวิท  
แขวง..... คลองถนน เขต..... สายไหม จังหวัด..... กรุงเทพมหานคร รหัสไปรษณีย์ 10220

Assign a proxy to the Independent Director/Chairman of the Director, Assoc.Prof Kalyaporn Pan-ma-rerung Age 67 years Address at No. 111/107 Laddarom Soi Sukhaphiban 5 Soi 27, Sukhaphiban Road, Khlong Thanon Sub-District, Sai Mai District, Bangkok 10220

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 23 เมษายน 2562 เริ่มประชุมเวลา 14.00 น. ณ ห้องสปริง บอลรูม โรงแรมชาเทรียม เรสซิเดนซ์ กรุงเทพ สาทร เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24 ถนนสาทรตัดใหม่ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2019 Annual General Meeting Shareholders to be held on **23 April 2019 at 2:00 PM.** at Spring Ballroom Chatrium Residence Sathon Bangkok Hotel No.291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Bangkok 10120 or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

- ☐ **วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 2/2561  
**Agenda 1** To certify the minutes of the AGM 2/2018
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ **วาระที่ 2** พิจารณารับทราบรายงานเกี่ยวกับผลการดำเนินงานของบริษัทในรอบปี 2561 และรายงานประจำปีของคณะกรรมการบริษัท  
**Agenda 2** To Acknowledge the company's report on the Company's operating results in respect of 2018 and annual report of the board of directors  
รับทราบเท่านั้น / ไม่มีการลงมติ  
Only acknowledgement / No Vote
- ☐ **วาระที่ 3** พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาต  
**Agenda 3** To consider and approve the audited statements of financial position (balance sheet) and profit and loss statements ended as at 31 December 2018
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ **วาระที่ 4** พิจารณาและอนุมัติจัดสรรเงินกำไรเพื่อเป็นเงินทุนสำรองตามกฎหมายและการจ่ายเงินปันผลสำหรับผลการดำเนินงานในปีที่ผ่านมา สิ้นสุด ณ วันที่ 31 ธันวาคม 2561  
**Agenda 4** To consider and approve the allocation net profit for legal reserves in respect of 2018's operating results and distribution of dividend
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain



- ☐ **วาระที่ 5** พิจารณาและอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ออกจากตำแหน่งตามวาระ  
**Agenda 5** To consider and approve the appointment of directors to replace those who retire by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee.

**1. นายกณวธรณ์ อรัญ**

Mr. Kanawath Aran

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**2. นายรณัท เลี้ยวเลิศสกุลชัย**

Mr. Ranut Lieolertsakulchai

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ **วาระที่ 6** พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2562  
**Agenda 6** To determine the remuneration of the Director in respect of 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ **วาระที่ 7** พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562  
**Agenda 7** To consider and approve the appointment of the auditor (s) and determine auditor's remuneration in respect of 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ **วาระที่ 8** พิจารณาและอนุมัติการแก้ไข/เพิ่มเติมข้อบังคับของบริษัทข้อที่ 64 (ตราประทับของบริษัท)  
**Agenda 8** To consider and approve the amendments to Articles 64 of the Company's Articles of Association (Company's seal)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ **วาระที่ 9** พิจารณาและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. และการเพิ่มวัตถุประสงค์ของบริษัท ข้อที่ 33
- Agenda 9** To consider and approve the amendments to Clause 3 of the Company's Memorandum of Association and the addition of Clause 33 of the Company's objectives

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

- ☐ **วาระที่ 10** เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 10** Other businesses (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in an agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any activities undertaken by the proxy during the meeting, unless the proxy votes against what I have specified in this authorization form, is to be considered that I have acted of my own accord in all instances.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature Proxy Holder  
(.....)

#### หมายเหตุ

#### Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)  
The Proxy of the shareholder of **Sonic Interfreight Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 23 เมษายน 2562 เริ่มประชุมเวลา 14.00 น.  
ณ ห้องสปริง บอลรูม โรงแรมชาเทรียม เรสซิเดนซ์ กรุงเทพ สาทร เลขที่ 291 ซอยนราธิวาสราชนครินทร์ 24  
ถนนสาทรตัดใหม่ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
In the 2019 Annual General Meeting of Shareholders to be held on **April 23, 2019 at 2:00 PM.**  
at Spring Ballroom of the Chatrium Residence Sathon Bangkok Hotel No. 291 Soi Naradhiwas Rajanagarindra  
24, New Sathon Road, Bangkok 10120 or on the date and at the place as may be postponed or changed.

- ☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- ☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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Approve Disapprove Abstain
- ☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....
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Approve Disapprove Abstain
- ☐ วาระที่ : ..... เรื่อง : .....  
Agenda : ..... Subject : .....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain



☐ วาระที่ : ..... เรื่อง : เลือกตั้งกรรมการ (ต่อ)

Agenda : ..... Subject : To approve the appointment of directors (Con't)

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ชื่อกรรมการ.....  
Directors Name

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
Approve                      Disapprove                      Abstain

ลงชื่อ.....ผู้มอบฉันทะ  
Signature                      Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature                      Proxy Holder  
(.....)

**Article of Association which concerns the Shareholders' Meeting**

**Sonic Interfreight Public Company Limited**

**Section 3**

**Director and Director Authority**

- No. 18 In every Annual General Meeting, Directors must quit the position at least one third. If number of directors is unable to divide by three, number of resign must be nearest to one third.

Directors who have to quit the position in their first year and second year after the company registration, there must be a drawing to select only one director. For the next years, the Directors who hold longest position will leave the position and may still be re-election.

- No.34 Director Compensation and Remuneration depend on the Shareholders' Meeting

Directors have the right to receive remuneration from the Company in term of monthly salary, reward, meeting attendance fee, pension, bonus or other compensations as the regulation or the Shareholders' Meeting considers which may determine definite amount or be as principle or be effective until further notice. Besides, Directors will receive allowance and other welfares as the Company's regulations.

Message in previous section does not affect right of the Company's employees and staffs who were elected to be Directors in term of receiving remuneration and benefits as the Company's employees and staffs.

Remuneration payment in section 1 and section 2 must not be in conflict with qualifications of Directors who are independent as required by Securities and Exchange Law.

**Section 4**

**The Shareholders' Meeting**

- No. 35 The Shareholders' Meeting must be held at Head Office of the Company or nearby province or any places within Kingdom of Thailand as determined by the Board of Directors.

- No. 36 The Shareholders' Meeting must be held at least once a year. This meeting is called "Ordinary Meeting". The Ordinary Meeting must be held within 4 months after end of the Company's fiscal year.

Other Shareholders' Meeting is called "Extraordinary Meeting".

The Board of Directors shall require the Extraordinary Meeting whenever as deemed appropriate or when one shareholder or more which have combining shares not less than 10% of total sellable shares submit a joint letter to request the Board of Director to call for a



Shareholders' Meeting. On the request letter, subject and reason must be indicated clearly. In this case, The Board of Directors must set a meeting within 45 days from the date on which such a request has been received.

In case that the Board of Directors shall not set a meeting within 45 days from the date on which such a request letter from shareholders has been received, the shareholders who submitted joint letter or other shareholders who can combine shares as required shall be able to call for a meeting within 45 days from the due date. In this case, it is considered the Shareholders' Meeting which the Board of Directors call for and the Company must be responsible for necessary expenses and facilitate as deemed appropriate.

In the event that the Shareholders' Meeting which shareholders call for the meeting as last paragraph and it does not reach a quorum as required in the regulation, Shareholders in last paragraph shall jointly response the expenses which cause from setting the meeting to the Company.

- No. 37 In calling for the Shareholders' Meeting, the Board of Directors prepares invitation letter which indicates venue of meeting, date, time, meeting agenda and matters to be presented to the Meeting with appropriate details by indicating clearly whether it is to be presented for acknowledgement, approval or consideration as well as Director's opinion in those matters. Invitation must be sent to shareholders and registrar of Public Company Limited no less than 7 days prior to the Meeting. The Company publishes the letter of invitation to the Shareholders' Meeting in the newspaper at least 3 days prior to the Meeting for 3 consecutive days.
- No. 38 In the Shareholders' Meeting, there must be shareholders and proxies (if any) no less than 25 members or not less than half of total shareholders with total shares held not less than one-third of total amount of issued shares to have a quorum. In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum, if such meeting of shareholders was called as a result of a request by the shareholders, the meeting will be called once again and the notice calling such meeting will be delivered to shareholders no less than 7 days prior to the date of meeting. In the subsequent meeting, a quorum is not required.
- No. 39 In the Shareholders' Meeting, shareholders shall give proxy to others to attend the meeting and vote on behalf of them. Giving proxy must be letter with signature of proxy grantor and followed the form which set by the registrar of Public Company Limited. Proxy letter shall be given to Chairman or the person who is assigned by the Chairman at the Meeting venue before attending the Meeting and details are at least required as follows;
- A. Number of shares which proxy grantor is holding
  - B. Name of proxy grantor
  - C. Time of giving proxy to attend the Meeting and vote

- No. 40 The Shareholders' Meeting shall be followed by agenda as specified in the invitation letter except the Meeting has the resolution to change agenda by vote no less than two-third of shareholders attending the meeting.

When the Meeting has completely considered the specified agendas in the invitation letter, shareholders who have combining shares no less than one-third of total sellable shares may ask the Meeting to consider other matters beside matters indicated in the letter.

In case that the Meeting has not completed considering matters in agenda which is indicated in the invitation letter or matters that shareholders additionally bring up and needed to postpone the consideration, the meeting will be called once again and the notice calling such meeting with details of meeting venue, date and time will be delivered to shareholders no less than 7 days prior to the date of meeting. Accordingly, the Company publishes the letter of invitation to the Shareholders' Meeting in the newspaper at least 3 days prior to the Meeting for 3 consecutive days.

- No. 41 Chairman of the Board is Chairman of the Shareholders' Meeting. In case that Chairman of the Board is not in the meeting or unable to perform duties, if there is Vice Chairman, Vice Chairman will act as Chairman. If there is no Vice Chairman or unable to perform duties, shareholders will select 1 attending shareholder to be Chairman of the Meeting.

- No.42 In the Shareholders' Meeting, all shareholders has one vote per one share.

In case that shareholders has interest in any matters, those shareholders will not have right to vote in that matter except electing director.

- No.43 Voting in any resolutions or approval in any transactions in the Meeting, the Meeting considered and unanimously resolved by a majority of votes from shareholders who attended the meeting and voted except other matters as required by law.

In such cases as follows shall receive vote no less than three-quarters of total votes from shareholders who attended the meeting and eligible to vote.

- A. Sell or transfer business of the Company entirely or partly to others.
- B. Buy or take over business of other Public Company or Private Company to the Company.
- C. Make, edit or cancel contract related to rental business of the Company entirely or partly. Assign to other to manage the Company's business or consolidation with others with profit sharing objective.
- D. Edit the memorandum or Article of Association
- E. Capital Increase or Decrease Capital of the Company
- F. Debenture Issuance
- G. Amalgamation or Dissolution
- H. Issue share to settle as Project of Debt to Equity Conversion as determined in the Public Company Act (No. 2) B.E. 2544 (2001)



No. 44 Business which should be done in the Annual General Meeting are as follows;

- (1) Consider report which Directors presented to the Meeting showing the overall operation in the past year.
- (2) Consider and approve Financial Statement and Comprehensive Profit and Loss Statement as of the past end of the fiscal year.
- (3) Consider and allocate profit and allocate reserved fund.
- (4) Consider and elect Directors to replace Directors who completed theirs and set the remuneration.
- (5) Consider and appoint financial auditor and set the remuneration.
- (6) Other Businesses

## **Section 6**

### **Dividend Payment and Capital Reserve**

No 49. It is prohibited to declare dividend payment unless it is the resolution of the Shareholders' Meeting or resolution of Directors in case of interim dividend payment.

Dividend payment must be informed by letter to shareholders and advertised that dividend payment on the newspaper total 3 days consecutively and payment must be within 1 month from the date of resolution.

No 50. Director may pay interim dividend to shareholders occasionally when appears than the Company has adequate profit to do so and after paying dividend, Director must report to the next Shareholders' Meeting.

No 51. It is prohibited to pay dividend from other type of money apart from profit. In case the Company is still accumulated deficit, it is prohibited to pay dividend.

Dividend is divided by number of shares equally except it is with other specification. This regulation is for preference shares.

In the event that the Company still shares not fully in the amount registered or the Company has already registered the capital increase, the Company will totally or partly pay dividend by issuing new ordinary shares to the shareholders with the approval of the Shareholders' Meeting.

No 52. The Company must allocate part of annual net profit as reserved fund not less than 5% of annual net profit and deduct with accumulated loss brought forward (if any) until this reserved fund will not be less than 10% of registered capital.

Besides this reserved fund, Directors may bring up this issue to the Shareholders' Meeting to vote for allocating other reserved funds as deemed necessary in the business operation.

When the Company has already received approval from the Shareholders' Meeting, the Company may transfer other reserved fund, legal reserve and share premium to compensate the accumulated loss.

## **Section 8**

### **Account Book and Auditing**

- No 57. Directors must ensure to have Balance Sheet and Profit and Loss Account preparation at the end of the Company's fiscal year to present to the Shareholders' Meeting in the Annual General Meeting to consider and approve. Directors will ensure that these documents are completely audited by financial auditor before presenting to the Shareholders' Meeting.



แบบขอรับหนังสือรายงานประจำปี 2561  
The 2018 Annual Report Requisition Form

เรียน เลขาธิการบริษัท  
บริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน)

Dear Company Secretary  
Sonic Interfreight Public Company Limited

ข้าพเจ้า..... I(name)  
เป็นผู้ถือหุ้นของบริษัท โซนิค อินเตอร์เฟรท จำกัด (มหาชน) จำนวนหุ้น.....หุ้น  
Being a shareholder of Sonic Interfreight PCL. Holding the total amount of ..... Shares  
อยู่บ้านเลขที่..... ถนน ..... ตำบล/แขวง .....อำเภอ/เขต.....  
Address  
จังหวัด.....รหัสไปรษณีย์.....โทรศัพท์.....  
Province  
โทรศัพท์มือถือ..... E-mail :.....  
Mobile

มีความประสงค์ขอรับรายงานประจำปี 2561 ในรูปแบบหนังสือ และให้จัดส่งไปยังที่อยู่ข้างต้น  
Would like to receive a print copy of the 2018 Annual Report.

(กรุณากรอกรายละเอียดด้านล่างด้วยตัวบรรจง และส่ง โทรสาร: 02-213-2533 หรือ E-mail [solossaya.k@sonic.co.th](mailto:solossaya.k@sonic.co.th)  
(Please fill in the form in BLOCK LETTERS and Fax to 02-213-2533 or E-mail [solossaya.k@sonic.co.th](mailto:solossaya.k@sonic.co.th)

ลงชื่อ.....ผู้ถือหุ้น  
Signed ( )

วันที่ .....

Date

**Information and location for the Annual General Meeting, 2019**  
**Sonic Interfreight Public Company Limited**

On 23 April 2019

The meeting starts at 2pm, registration opens at noon

SPRING BALLROOM at Chatrium Residence Sathon Bangkok Hotel  
 No.291 Soi Naradhiwas Rajanagarindra 24, New Sathon Road, Bangkok 10120  
 Tel Office: 0-2213-2999 Fax: 02-213-2533  
 E Mail [solossaya.k@sonic.co.th](mailto:solossaya.k@sonic.co.th)

# STREET MAP

BY CHATRIUM RESIDENCE SATHON BANGKOK

