



T ENGINEERING
CORPORATION PCL

บริษัท ที เอ็นจิเนียริ่ง คอร์ปอเรชั่น จำกัด (มหาชน)
T Engineering Corporation Public Company Limited



ชั้นที่ 15 อาคารรัตนการ เลขที่ 3 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพฯ 10120 โทร : 02-018-7190-8 แฟกซ์ : 02-018-7199 ทะเบียนเลขที่ 0107548000501
15th Floor, Rajanakarn Building, 3 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel : 02-018-7190-8 Fax : 02-018-7199 Tax ID : 0107548000501

IR.005/2020

27 February 2020

Re: Notification of the Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2020

To President

The Stock Exchange of Thailand

The Extraordinary General Meeting of Shareholders No. 1/2020 of T Engineering Corporation Public Company Limited (the "Company") held on 27 February 2020. The Company would like to inform the significant resolutions of the meeting as follows:

Agenda item no.1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2019.

Resolution Certified the minutes of the Annual General Meeting of Shareholders for the year 2019 held on 25 April 2019, with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,633,218	100.0000
Disapprove	118	0.000
Total (101 persons)	4,635,633,336	100.0000
Abstain	216,298	-
Voided Ballot	0	-

Remark Resolution in this agenda shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda item no.2 To consider approving the reduction of registered capital of the Company by decreasing the number of registered shares which have not been sold or issued of 431,000,000 shares, with the par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital of the Company.

Resolutions Approved the reduction of registered capital of the Company by decreasing the number of registered shares which have not been sold or issued of 431,000,000



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shares, with the par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital of the Company. Such shares were allocated to support the right to purchase the increased ordinary shares of the warrants to purchase increased ordinary shares of the Company No. 4 (T-W4) that the Company has issued and allocated by way of private placement in the number of 431,000,000 units on 15 September 2016 with single exercise date on 14 September 2019 which is the expiration date of the warrant. Upon the lapse of such period, no warrant holder exercises the right to purchase the increased ordinary share of the Company, with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,649,634	99.9957
Disapprove	200,000	0.0043
Abstain	0	0.0000
Total (101 persons)	4,635,849,634	100.0000
Voided Ballot	0	-

Remark

Resolution in this agenda shall be adopted by not lesser than three-fourths of the votes of the shareholders attending the meeting and casting their votes.

Agenda item no.3

To consider approving the increase of registered capital of the Company in the amount of 2,711,493,815 Baht by issuing ordinary shares in the number of 2,711,493,815 shares, with the par value of 1 Baht per share, to be the new registered capital of 12,826,431,971 Baht and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital of the Company.

Resolutions

Approved the increase of registered capital of the Company in the amount of 2,711,493,815 Baht by issuing ordinary shares in the number of 2,711,493,815 shares, with the par value of 1 Baht per share, to be the new registered capital of 12,826,431,971 Baht and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital of the Company. Such increase of registered capital is issuing ordinary shares in the number of 2,711,493,815 shares, with the par value of 1 Baht per share, for offering to existing shareholders in accordance with their shareholding ratio



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(Rights Offering) and offering by way of Private Placement at the price of 0.03 Baht per share which is lower than the par value of 1 Baht per share, with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,717,054	99.9957
Disapprove	200,000	0.0043
Abstain	0	0.0000
Total (104 persons)	4,635,917,054	100.0000
Voided Ballot	0	-

Remark Resolution in this agenda shall be adopted by not lesser than three-fourths of the votes of the shareholders attending the meeting and casting their votes.

Agenda item no.4 To consider approving the allocation of increased ordinary shares of 1,011,493,815 shares for offering to existing shareholders in accordance with their shareholding ratio (Rights Offering).

Resolutions Approved the allocation of increased ordinary shares of 1,011,493,815 shares for offering to existing shareholders in accordance with their shareholding ratio (Rights Offering) at the offering ratio of 10 existing shares to 1 increased ordinary share at the price of 0.03 Baht per share, which is lower than the par value of 1 Baht per share at the rate of 0.97 Baht per share and fix the record date to specify list of shareholders whose entitle for subscription of shares in proportion to their shareholding (Record Date) on 5 March 2020 and fix the subscription date of increased ordinary shares allotted to existing shareholders in proportion to their shareholding between 26 March 2020 to 1 April 2020. Moreover, to authorize the Managing Director and/or the person authorized by the Managing Director to conduct various matters relating to offering of increased ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), with the following voting results:



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Shareholders voting	No. of Votes	%
Approve	4,635,917,054	100.0000
Disapprove	0	0.0000
Total (104 persons)	4,635,917,054	100.0000
Abstain	0	-
Voided Ballot	0	-

Remark Resolution in this agenda shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda item no.5 To consider approving the allocation of increased ordinary shares of 1,700,000,000 shares for offering by way of Private Placement.

Resolutions Approved the allocation of increased ordinary shares of 1,700,000,000 shares for offering by way of Private Placement by offering to Mr.Santi Piyatat who is not considered as connected person pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 dated 19 November 2003 (as amended) at the price of 0.03 Baht per share, which is lower than the par value of 1 Baht per share at the rate of 0.97 Baht per share. Moreover, to authorize the Managing Director and/or the person authorized by the Managing Director to conduct various matters relating to offering of increased ordinary shares to private placement, with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,991,004	99.9957
Disapprove	200,000	0.0043
Total (108 persons)	4,636,191,004	100.0000
Abstain	0	-
Voided Ballot	0	-

Remark This agenda shall determine by the majority votes of shareholders attending the meeting and cast their votes and there must be no shareholders holding shares in



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aggregate from 10.00 percent of total number of voting rights of shareholders who attend meeting and have rights to vote disapprove the proposed allotment of shares by way of private placement.

Agenda item no.6 To consider approving the retroactive directors' remuneration for the year 2019.

Resolutions Approved the retroactive directors' remuneration for the year 2019 as follows:

Director's Remuneration	Meeting Allowance				
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee*
Chairman	45,000 Baht /meeting	25,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting
Member	35,000 Baht /meeting	20,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting
Numbers of Meeting in the year 2019	4 times	5 times	1 time	-	2 times

Remark *For the meeting of Executive Committee, a member who is an executive will not be entitled to the meeting allowance

- Meeting allowance will only be paid to the director who attend the meeting

with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,832,004	99.9923
Disapprove	359,000	0.0077
Abstain	0	0.0000
Total (108 persons)	4,636,191,004	100.0000
Voided Ballot	0	-

Remark Resolution in this agenda shall be adopted by not lesser than two-thirds of the votes of the shareholders attending the meeting and casting their votes.



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Agenda item no.7 To consider approving the criteria for directors' remuneration payment.

Resolutions Approved the criteria for directors' remuneration payment by this directors' remuneration rate shall take effect until an amendment is proposed by the Board of Directors and approved by the shareholders' meeting. The criteria for directors' remuneration payment is the same directors' remuneration rate that has been fixed since 2015 as follows:

Director's Remuneration	Meeting Allowance				
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee*
Chairman	45,000 Baht /meeting	25,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting
Member	35,000 Baht /meeting	20,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting	14,000 Baht /meeting

Remark *For the meeting of Executive Committee, a member who is an executive will not be entitled to the meeting allowance

- Meeting allowance will only be paid to the director who attend the meeting

with the following voting results:

Shareholders voting	No. of Votes	%
Approve	4,635,991,004	99.9957
Disapprove	200,000	0.0043
Abstain	0	0.0000
Total (108 persons)	4,636,191,004	100.0000
Voided Ballot	0	-

Remark Resolution in this agenda shall be adopted by not lesser than two-thirds of the votes of the shareholders attending the meeting and casting their votes.

Please be informed accordingly.

Sincerely yours,

(Mr. Tradsin Chongussayukul)

Chief Executive Officer and Acting Managing Director

T Engineering Corporation Public Company Limited