



DRACO PCB PUBLIC COMPANY LIMITED

152 หมู่ 5 สวนอุตสาหกรรมบางกะดี, ถนนติวานนท์, ปทุมธานี 12000 เลขทะเบียนบริษัท: บมจ. 0107536000561
152 MU 5 BANGKADI INDUSTRIAL PARK, TIWANON ROAD, PATHUMTHANI 12000, THAILAND
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Notice to Shareholders Annual General Meeting of Shareholders for the Year 2018 Draco PCB Public Company Limited

Date: March 16, 2018

- Subject: Invitation of the Annual General Meeting of Shareholders for the Year 2018
- To: Shareholders
- Attachments:
1. Annual Report for the year 2018
 2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders #2/2017
 3. Curricula Vitae of the nominated Person to be Director in Replacement for that who is due to retire by Rotation
 4. Remuneration of the Board of Directors
 5. Details of the proposed Auditors and the Audit Fee for the year 2018
 6. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
 7. Documents and evidences required prior to attending the Meeting, Proxy Form, Registration and Voting Procedure
 8. Proxy Form as specified by Department of Business Development, Ministry of Commerce (Form B)
 9. Map of meeting location; Meeting Room at Draco PCB Public Company Limited

NOTICE IS HEREBY GIVEN that by virtue of the resolution of the Company's Board of Directors Meeting held on Tuesday, March 13, 2018, the Annual General Meeting of Shareholders for the year 2018 will be held on Friday, April 27, 2018 at 09:30 hours at Draco PCB Public Company Limited, Meeting Room, 152 Mu 5, Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani to consider the matters according to the agenda together with the Board's opinion as follows:

Agenda 1: To approve the Minutes of the Extraordinary General Meeting of Shareholders #2/2017 held on August 3, 2017

Rationale & Background: The Company convened the Extraordinary General Meeting of Shareholders #2/2017 on August 3, 2017. The minutes of such meeting is appended as *Attachment No. 2*.

Board of Directors' Opinion: The minute of the Extraordinary General Meeting of Shareholders #2/2017 which was held on August 3, 2017 was completely and accurately recorded in a written form. The Board of Directors, therefore, recommended to the shareholders for approval.

Agenda 2: To acknowledge the Board of Directors' report on the Company's Operating Performance in the year 2017.

Rationale & Background: The Company's operating performance of the year 2017 can be found in the Annual Report which was attached together with this invitation as per details in *Attachment No. 1*.

Board of Directors' Opinion: The Board agreed to propose the report on the Company's Operating Performance in the year 2017 to shareholders for acknowledgement.

Agenda 3: To consider and approve the Company's Financial Report for the Year ended December 31, 2017 and the Auditors' report.

Rationale & Background: In compliance with Section 112 of the Public Limited Companies Act of B.E.2535 (including the amendment), the Company prepares a Statement of Financial Position and Statements of Comprehensive Income as at the end of the fiscal year of the Company and be audited by the auditor and proposes for the shareholders' approval. The details of the Statement of Financial Position and Statements of Comprehensive Income are attached herewith in the Company's Annual report for "Financial Statement" (*Attachment No.1*).

Board of Directors' Opinion: Agreed to propose the Audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2017, to shareholders for approval.

Agenda 4: To approve the dividend omission.

Rationale & Background: It is the Company's dividend payment policy that the dividend rate is subject to the Company annual operating performance, economic situation, future investment plan and other related matters as deemed appropriate.

Board of Directors' Opinion: Since year 2017, the Company had operational loss, thus the Board have reviewed the Company financial status and the working capital and recommended the Meeting to approve the dividend omission.

Agenda 5: To approve the Election of Directors in Replacement for those who are due to retire by Rotation.

Rationale & Background: In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 (including the amendment) and the Company's Articles of Association, Clause 14, one-third of the directors shall retire from office at the Annual General Meeting of Shareholders.

One Director who is due to retire by rotation in this Meeting will be:

1. Mr. Fred Shiau Director

The Board also propose the Meeting to approve the directors' remuneration.

Board of Directors' Opinion: the Board considers the qualifications and deems that Mr. Fred Shiau is qualified and knowledgeable person with fundamental, expertise from electronic industry and various professions which shall be highest benefit for the Company's operation. The Board thus agrees and recommends the Meeting to re-

elect the said director to retain office for another term. (The curricula vitae of the nominated person is as shown in the *Attachment No. 3*).

For the remuneration of Board of Directors, after comparing with other companies in the same industry (Printed Circuit Board Manufacturing both domestic and oversea) and also the duties and responsibilities; the Board agrees and recommends the Meeting to approve the directors' remuneration as below:

1. Chairman of the Board 100,000 Baht per month, and
2. Directors 10,000 Baht per month

and details of the remuneration of the Board of Directors are as shown in the *Attachment No. 4*.

Agenda 6: To approve the Appointment of the Auditor and the Audit Fee for the year 2018

Rationale & Background: In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (including the amendment) indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected". The existing auditor shall be replaced on a 5-yearly basis.

The Board has considered and would like to appoint KPMG Phoomchai Audit Ltd. as the Company's Auditors for year 2018 due to their working standard which have been accepted by many international companies. Moreover, because currently the major shareholder of the Company is Chin Poon Industrial Co., Ltd., so the audit firm should be reliable and well known. The detail of the proposed Auditors and the audit fee are as shown in *the Attachment No. 5*.

Board of Directors' Opinion: The Board recommends the Shareholders Meeting to approve the appointment the auditors of KPMG Phoomchai Audit Ltd. to the Company's Auditors and approve the Audit Fee for the year 2018 at 950,000.- Baht. This proposed service fee is for Audit Service only. The detail of the proposed Auditors and the audit fee are as shown in *the Attachment No. 5*.

Agenda 8: Other Business (if any)

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders for the year 2018 on Friday, April 27, 2018 at 09:30 hours at Draco PCB Public Company Limited, Meeting Room, 152 Mu 5 Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani (refer to the map presented in *the Attachment No.9*). The commencement of registration to attend the meeting will be from 08:30 hours.

For your convenience, if you wish to appoint a person to attend and vote on your behalf in the meeting, please complete and duly execute the proxy form attached as *Attachment No. 8*.

You are kindly requested to submit the completed Proxy Form to the Company by Wednesday, April 25, 2017 or submit to the Chairman of the meeting or any other persons who have been appointed from the Chairman before the meeting started.



Yours faithfully,
By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read "Laksana Samranthiwawan", with a long horizontal flourish extending to the right.

(Mrs. Laksana Samranthiwawan)
Company Secretary