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No. 008/2021

26 April 2021

Subject: Notification of the Resolutions of the Annual General Meeting of Shareholders for the Year 2021
To: President
The Stock Exchange of Thailand

Following the Annual General Meeting of Shareholders for the Year 2021 (the “AGM”) of Principal Capital Public Company Limited (the “Company”) held on Monday, 26 April 2021, at 10.00 a.m. at Multipurpose Space In front of the Building C, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110, the Company hereby wishes to notify the resolutions of the AGM to the Stock Exchange of Thailand as follows:

1. Certified the the minutes of Annual General Meeting of shareholders for the year 2020 held on 10 August 2020

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,244,060,523	0	0	0
Equivalent to (%)	100.0000	0.0000	-	0.0000

Remark : In this agenda item, there were additional shareholders attending the Meeting, representing 101 shares.

2. Acknowledged the report on the operating results of the Company for the year 2020. As this agenda is for acknowledgement, no vote casting is required.
3. Resolved to approve the consolidated and separate financial statements of the Company for the year 2020 ended 31 December 2020 which have been audited by the Company’s auditors

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	100.0000	0.0000	-	0.0000

Remark : In this agenda item, there were additional shareholders attending the Meeting, representing 3,420,000 shares.



4. Resolved to approve the appropriation of the annual net profit to statutory reserve, amount of 17,536,084 baht and the omission of dividend payment in respect of the operating results of the year 2020

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	100.0000	0.0000	-	0.0000

5. Resolved to approve the election of the directors of the Company to replace those who retire by rotation to resume their directorship for another term as follows:

5.1 Mr.Yarnsak Manomaiphiboon Director

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,023	200	222,249,300	0
Equivalent to (%)	99.9999	0.0000	-	0.0000

5.2 Dr.Satit Viddayakorn (Ph.D.) Director

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,188,123	43,100	222,249,300	0
Equivalent to (%)	99.9985	0.0014	-	0.0000

5.3 Mrs.Unakorn Phruithithada Director

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	100.0000	0.0000	-	0.0000

5.4 Assoc. Prof. Dr. Sillaporn Srijunpetch (Ph.D.) Director

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	100.0000	0.0000	-	0.0000



6. Resolved to approve the determination of the remuneration of the Company's directors for the year 2021 as follows:

1. Monetary Remuneration

- (1) Directors' bonus for the performance of the year 2020 which will be the expense of the year 2021, in the amount of baht 1,500,000, which is 50% lower than that of the year 2020.
- (2) Directors and Officers Liability and Company Reimbursement Policy, D&O, insurance premium for the year 2021 in the amount of baht 525,000 for the insured amount of baht 500,000,000, which is higher than that of the year 2020
- (3) The Benefit of the treatment of medical expenses and annual health check-up of Directors of the Company and its subsidiaries of Directors at PRINC of shares 100%, amount of 1,000,000 baht per year to receive medical treatment at PRINC Hospital Suvarnabhumi, which remain in equal to year 2020.
- (4) The meeting allowance for the year 2021 are as follows:

Position	Honorary Chairman	Chairman of the Board	Director	Chairman of the Subcommittee	Subcommittee
Board of Directors	15,000	15,000	10,000	15,000	
Subcommittee (Only directors from outside the organization)				7,500	5,000

The meeting allowance for the year 2021 remain in equal to year 2020, Except the allowance for the meeting of subcommittee in the position for the chairman of subcommittees increased from baht 5,000 to baht 7,500.

2. Non-Monetary Remuneration

- (1) 50% discount for medical expenses the exceeding of 1,000,000 baht of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100%, to receive medical treatment at PRINC Hospital Suvarnabhumi, which remain in equal to year 2020.
- (2) 30% discount for all medical expenses of their spouse, child and parent of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100%, throughout the term of directorship, to receive medical treatment at PRINC Hospital Suvarnabhumi, which remain in equal to year 2020.



	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	93.1562	0.0000	6.8437	0.0000

7. Resolved to approve the appointment of the certified public accountants from PricewaterhouseCoopers ABAS Limited, namely (1) Miss Sanicha Akarakittilap Certified Public Accountant No.8470, or (2) Mr. Paiboon Tunkoon, Certified Public Accountant No.4298 or (3) Miss Amornrat Pearmpoonvatanasuk Certified Public Accountant No. 4599 as the auditor of the Company and its 15 subsidiaries for the year 2021, and approved the determination of the audit fee for the year 2021 (only in respect of the Company and excluding that of the Company's subsidiaries) in the amount not exceeding Baht 2,802,000

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,223	0	222,249,300	0
Equivalent to (%)	100.0000	0.0000	-	0.0000

8. Resolved to approve the reduction of the Company's registered capital in the amount of Baht 346,233,682 from the existing registered capital of Baht 3,808,570,502 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 346,233,682 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital as follows:

“ Clause 4	Registered capital	Baht 3,462,336,820	(Three Billion Four Hundred Sixty-two Million Three Thousand and Thirty-Six Thousand Eight Hundred and Twenty Baht)
	Divided into	3,462,336,820 shares	(Three Billion Four Hundred Sixty-two Million Three Thousand and Thirty-Six Thousand Eight Hundred and Twenty Share)
	With par value of	Baht 1 per share	(One Baht)
	Divided into		
	Ordinary shares	3,462,336,820 shares	(Three Billion Four Hundred Sixty-two Million Three Thousand and Thirty-Six Thousand Eight Hundred and Twenty Share)
	Preference shares		-None-”



	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,247,480,523	0	0	0
Equivalent to (%)	100.0000	0.0000	0.0000	0.0000

9. Resolved to approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 8 above) to the new registered capital of Baht 3,808,570,502 by issuing 346,233,682 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital as follows:

"Clause 4	Registered capital	Baht 3,808,570,502	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Baht)
	Divided into	3,808,570,502 shares	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Shares)
	With par value of	Baht 1 per share	(One Baht)
	Divided into		
	Ordinary shares	3,808,570,502 shares	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Shares)
	Preference shares		-None-

	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,247,480,323	200	0	0
Equivalent to (%)	93.9999	0.0000	0.0000	0.0000

10. Resolved to approve the allocation of not exceeding 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of Private Placement, including the authorization of the Board of Directors to consider and perform, or cause to be done, any actions relating to the allocation of the Company's newly issued ordinary shares, which include but not limited to the following:





- 10.1 considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
- 10.2 determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
- 10.3 negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary);
- 10.4 signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET") as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
- 10.5 undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the board of directors deems appropriate to undertake any actions specified in paragraphs 10.3 and 10.4 above.

In this regard, the Company will allocate the newly issued ordinary shares by way of private placement, whereby (a) such shares shall be offered to institutional investors and/or not exceeding 50 specific investors within a 12-month period, such investors not being considered the connected persons pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003), and (b) the offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company's shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors.



	Approved	Disapproved	Abstained	Voided Ballot
Voting Result (Votes)	3,025,231,023	200	222,249,300	0
Equivalent to (%)	99.9999	0.0000	-	0.0000

11. Other matters –None-

Please be informed accordingly.

Yours faithfully,

-Signature-

(Miss Ritima Jirasuradate)

Company Secretary