



FN
OUTLET

Notice of
2019 Annual General Meeting of Shareholders
FN Factory Outlet Public Company Limited

Wednesday 24 April 2019, 14.00 hrs.

Auditorium, FN Building.

(Translation)

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Wednesday 24 April 2019, 14.00 hrs.

Auditorium, FN Building,

991, Rama 9 Road, Suan Luang, Bangkok

Please note that no corporate gifts will be distributed.

This practice is adopted in support of the norms initiated by regulators which encourage listed companies to decrease/discontinue the practice of offering gifts at meetings of shareholders. However, the Company will arrange light refreshments for attending shareholders and proxies.

(1 set of light refreshments per person)

Meeting registration available from 12.00 hrs. onwards

Please bring the barcoded registration form with you on the meeting date for your convenience in registering your meeting attendance.

(Translation)

No. FN. 009/2019

20 March 2019

Subject: Notice of 2019 Annual General Meeting of Shareholders (AGM)
To: All Shareholders

- Attachments:
1. Copy of Minutes of Annual General Meeting of Shareholders 2018
 2. Annual report and financial statements for the year ended 31 December 2018 in QR Code
 3. Profiles of persons nominated for election as the Company's directors and independent director definition.
 4. Proxy Form A, Proxy Form B, and Proxy Form C.
 5. Profiles of the Company's independent directors proposed as proxies of shareholders for 2019 AGM.
 6. The Company's Articles of Association (only in relation to meetings of shareholders).
 7. Required documents, proxy appointment, meeting registration and voting procedure.
 8. Directions to 2019 AGM venue.

The Board of Directors ("the Board") of FN Factory Outlet Public Company Limited ("the Company"), at its Meeting No. 1/2019 on 28 February 2019, resolved to convene the 2019 AGM on 24 April 2019, at 14.00 hrs., Auditorium, FN Building, 991, Rama 9 Road, Suan Luang, Bangkok, 10250

The Company has published the agenda of the 2019 AGM on its website and invited shareholders to propose meeting agenda in advance of the AGM between 25 October 2018 and 31 December 2018. However, no proposal was submitted to the Company. In this regard, the Company would like to announce the 2019 AGM agenda which have been approved by the Board as detailed below:

Agenda 1. To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018

Facts and Rationale : FN Factory Outlet Company Limited held the Annual General Meeting of Shareholders ("AGM") on 24 April 2018 to consider and approve the conversion of FN Factory Outlet Company Limited into a public limited company and to list its shares on the Stock Exchange of Thailand within the period prescribed by laws as well as posted copy of such minutes on the Company's website www.fnoutlet.com , details of which are set out in Attachment 1.

Board of Director's Opinion : The minutes were correctly and completely taken. It is deemed advisable for the shareholders' meeting to certify them.

Voting Requirement : The resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 2. To acknowledge the Company's operating results for year 2018

Facts and Rationale : The Company prepared a QR Code report on the Company's operating results for 2018 as detailed in Attachment 2.

Board of Director's Opinion : The 2018 performance was satisfactory with the economic situation. The shareholders' meeting should acknowledge the Company's performance for year 2018.

(Translation)

Voting Requirement : This agenda item is for acknowledgement, therefore, no voting is required.

Agenda 3. To consider and approve the Financial Statements of the Company for the Year ended December 31, 2018

Facts and Rationale : Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Associations, the Board must prepare and propose the balance sheet and the profit and loss account as of the end of the Company's accounting year to the shareholders at an AGM.

The Company's financial statements for the year ended 31 December 2018 were audited and certified by a certified public accountant. The Audit Committee and the Board, after due consideration, opined that the financial statements were correct, complete and adequate based on the generally-accepted accounting standards. Details are as per Attachment 2.

Unit : Million Baht

Items	31 December 2018	31 December 2017
Total Asset	1,776	1,623
Total Liabilities	293	132
Shareholders' Equity	1,483	1,491
Total Revenues	1,105	1,101
Earning before Tax	32	107
Net Profit	29	86
Earning before per share (Baht)	0.03	0.09

Board of Director's Opinion : The 2018 financial statements have been audited by Certified Public Accountant and reviewed by the Audit Committee. The shareholders' meeting should approve the financial statements as at December 31, 2018.

Voting Requirement : The resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 4. To consider and approve the appropriation of net profit for the year 2018 and dividend payment.

Facts and Rationale : Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 46 of the Company's Articles of Association, dividend shall be paid from profit only and the Company shall not be allowed to pay dividend if it still has accumulated loss. Dividend payment is subject to approval from the meeting of shareholders and the Board may consider paying interim dividend to shareholders occasionally when the Board is of the view that the Company's profit is adequate and appropriate for such interim dividend payment. After an interim dividend payment is made, such dividend payment shall be reported to the shareholders at a subsequent meeting of shareholders.

The Company has a dividend policy no less than 40 percent of net profit, after the deduction of all legal reserves based on Separated Financial Statement as required by the law. Dividend payout may be subject to changes, depending on cash flow, investment plan, legal conditions. The Company considers all related factors and needs in the future to ensure that dividend payout does not affect normal business operations. The resolution of the Board of Directors on dividend payment must be submitted to shareholders' meeting for approval, except for interim dividend payout which must be approved by the Board of Directors and then reported in the next share-holders' meeting.

(Translation)

Detail	2018 (Proposed Year)	2017
Net profit (Baht)	34,189,152	93,759,833
Legal Reserve (Baht)	1,800,000	4,700,000
Net profit deducting legal reserve (Baht)	32,389,152	89,059,833
Dividend per share (Baht/Share)		
- Interim dividend (Baht/Share)	-None-	-None-
- Annual dividend (Baht/Share)	0.013	0.036
Total dividend (Baht)	13,000,000	36,000,000
Proportion of dividends on profit for the year on Separate financial statements (percent)	40.14%	40.42%

Board of Director's Opinion : The shareholders' meeting should approve the appropriation of the net profit in the amount of 1,800,000 Baht to be the legal reserve and approve dividend payment for the performance during the period of January 1, 2018 to December 31, 2018 at rate of 0.013 Baht per share, totaling of 13,000,000 Baht. The dividend payment rates comply with the Company's dividend policy to pay at least 40% of net profit after deduction of legal reserves as required by the law. Dividend payout may be subject to changes, depending on cash flow, investment plan, legal conditions. The company considers all related factors and needs in the future to ensure that dividend payout does not effect normal business operations.

The Company has set the dividend payment date on May 10, 2019 but it is subject to the approval of the shareholders' meeting.

Voting Requirement : The resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 5. To consider and elect the directors to replace those who are due to retire by rotation

Facts and Rationale : Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 17 of the Company's Articles of Association, one-third (1/3) or, in case of uneven division, the number nearest to one-third (1/3) of the directors shall retire from office at each AGM and the retiring directors may be re-elected. At this AGM, there are 4 directors to retire by rotation as follows:

1. Mr. Visuth Vitayathanagorn Chairman of the Board and Independent Director
2. Mrs. Saowanee Kamolbutr Independent Director, Chairman of the Good Corporate Governance Committee, Member of the Audit Committee and Member of the Risk Management Committee
3. Mrs. Pratana Mongkolkul Independent Director, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee
4. Mr. Omar Songwatana Director

(Translation)

The Company published on its website an invitation for shareholders to nominate qualified candidates for election as the Company's directors. However, it appeared that, upon the end of the nomination submission period, no shareholders proposed any nominations to the Company. After considering the qualifications and eligibility in accordance with the laws, the rules and requirements stipulated by the Office of Securities and Exchange Commission and Public Limited Companies Act, including the qualifications, knowledge, abilities and experience that would be beneficial for the Company's business an independent director to be able to comment freely and in accordance with the relevant rules, the Nomination and Remuneration resolved to nominate the retiring directors for re-election as directors for another office term. Details are as per Attachment 3.

Board of Director's Opinion : The Board by the director have no relationship or conflict of interest with the company to consider approve The Shareholders' meeting should re-elect four retiring directors for another term namely,

1. Mr. Visuth Vitayathanagorn
2. Mrs. Saowanee Kamolbutr
3. Mrs. Pratana Mongkolkul
4. Mr. Omar Songwatana

However, Mr. Visuth Vitayathanagorn, Mrs. Saowanee Kamolbutr, and Mrs. Pratana Mongkolkul. All 3 persons are qualified according to the Independent Director Definition of the Company.

Voting Requirement : The resolution on this agenda item shall be done by and individual basis and passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 6. To consider and approve the directors' remuneration.

Facts and Rationale : Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 and Article 22 of the Company's Articles of Association, directors are entitled to director's remuneration in the forms of rewards, meeting allowance, pension, bonus or in any other forms as approved by the meeting of shareholders whereby an approval thereof requires the two-thirds (2/3) majority of the votes of shareholders who attend the meeting.

The Nomination and Remuneration Committee had thoroughly and carefully deliberated on the suitability of directors' remuneration in view of the scope of duties and responsibilities of directors, the benchmark with comparable companies in the same industry, and the Company's performance and business growth before proposal thereof to the Board for endorsement.

Board of Director's Opinion : The shareholders' meeting should approve the 2019 directors' and the specific committee members' remuneration package to be not exceed the amount of 7,500,000 Baht which is the same rate as 2018 package. The Nomination and Remuneration Committee has reviewed and agreed with the package as follows:

1. Budget for directors' remuneration is not exceed the amount of 7,500,000 Baht
2. Remuneration and meeting allowance for director meeting is the same as 2018 rates as the below table

(Translation)

Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)	Remark									
1. Board of Directors - Chairman - Member	45,000 15,000	20,000 20,000	Remuneration of directors who are also <u>executives</u> shall be as follows: <table border="1"> <thead> <tr> <th>Position</th> <th>Monthly Remuneration (Baht/Month/Person)</th> <th>Meeting Allowance (Baht/Meeting)</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>10,000</td> <td>20,000</td> </tr> <tr> <td>Member</td> <td>10,000</td> <td>5,000</td> </tr> </tbody> </table>	Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)	Chairman	10,000	20,000	Member	10,000	5,000
Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)										
Chairman	10,000	20,000										
Member	10,000	5,000										
2. Audit Committee - Chairman - Member	35,000 15,000	20,000 15,000	-									
3. Nomination and Remuneration Committee - Chairman - Member	- -	20,000 15,000	-									
4. Risk Management Committee - Chairman - Member	25,000 10,000	20,000 15,000	Members who are <u>employee</u> of the Company are <u>not</u> entitled to the meeting allowance.									
5. Good Corporate Governance Committee - Chairman - Member	- -	20,000 15,000	-									

Voting Requirement : The resolution on this agenda item shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the meeting.

Agenda 7. To consider and appoint the auditors and determination the audit fee for the 2019 accounting period

Facts and Rationale : Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 37 of the Company's Articles of Association, the Company's appointment of auditors and the determination of audit fee shall be approved on an annual basis at each AGM and auditors may be re-appointed. In this regard, the Capital Market Supervisory Board's Notification No. TorJor.11/2552 stipulates that list companies are required to rotate the auditors who have reviewed or audited or issued opinions on the Company's financial statements for 5 consecutive accounting years whereby new auditors may be working for the same audit firm as the existing auditors.

However, the outgoing auditors may be re-appointed as the Company's auditor only after a lapse of at least 2 accounting years since they have vacated the position as the Company's auditors as a result of auditor rotation.

The Audit Committee had screened the auditors from audit firms possessing suitable qualifications and expertise in the field of audit and compared the appropriate audit fees before proposal thereof to the Board for endorsement. And

(Translation)

therefore, the company proposed to EY Office Limited which used to be a 1 accounting years of the company being the Company's auditor.

Board of Director's Opinion : It is deemed expedient to propose that the shareholders' meeting should appoint EY Office Limited and is represented by

Auditors responsible for signing the Company's financial statements are:

1. Mr. Sophon Permsirivallop C.P.A. Registration No. 3182; and/or
2. Ms. Rungnapa Lertsuwakul C.P.A. Registration No. 3516; and/or
3. Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521; and/or
4. Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972; and/or
5. Ms. Rosaporn Dechakom C.P.A. Registration No. 5659; and/or
6. Ms. Sumana Punpongsanon C.P.A. Registration No. 5872

If the above-named auditors are unable to perform their duties, EY Office Limited may designate its other auditors to replace such auditors.

For the 2019 accounting year, the Company invited 3 auditors on the approved list of the Office of Securities and Exchange Commission to submit their quotations to the Company. After due consideration, the Audit Committee concluded that EY Office Limited was suitable to serve as the Company's auditor. The audit fee quoted by EY Office Limited for the 2019 was Baht 2,150,000 in total. The proposed audit firm and auditors are the same as audit firm and auditors of the Company's subsidiaries, The proposed audit firm and auditors have no relationship or conflict of interest with the Company/subsidiaries/managerial staff/major shareholders, or persons related to the said parties.

Audit Fee	2019 (Proposed Year)	2018
Audit fee of the Company (Baht)	2,150,000	2,000,000
Other service fees (Baht)	Per actual	Per actual

Voting Requirement : The resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 8. Other matters (if any)

Board of Director's Opinion : The Board of Directors deems it appropriate to include this agenda item so that the shareholders can ask questions and/or give an opportunity to the shareholders who wish to propose the other matters beyond the defined agenda by Board.

The Company has provided an opportunity for the shareholders to propose agendas and nominate candidates to be elected as directors, complying with the principles of good corporate governance relating to the rights and equitable treatment of shareholders. Nevertheless, there have no meeting agendas for year 2019 proposing by shareholders and name of persons who was consider electing as directors. The detail of agendas will be shown in the AGM invitation letter and in the Company's website namely www.fnoutlet.com.

(Translation)

The Board resolved to set the record date to 15 March 2019 (Record Date) to determine the list of shareholders entitled to attend the 2019 AGM and to receive the dividend. The list of shareholders shall be compiled in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register for suspension of share transfer on 24 April 2018.

Shareholders who are unable to attend the meeting may appoint other persons or the 2 independent directors to attend the 2019 AGM on their behalf by completing the applicable proxy forms and submitting the completed proxy forms to the officers before the commencement of the meeting as detailed in Attachment 4 and Attachment 5.

Foreign shareholders who have appointed custodians in Thailand and wish to use Proxy Form C, which allows shareholders to split their voting entitlement, can access and download the Proxy Form from the Company's website.

Details about required documents, proxy appointment, meeting registration and voting procedure are shown in Attachment 7.

The Company has submitted the 2018 Annual Report in QR Code format to shareholders. Should you have any inquiries or any questions relating to the matters on the meeting agenda, you may send your questions to the Company in advance of the meeting by addressing to Mr.Watsawan Limsupanark, Corporate Secretary and Legal Manager, via e-mail at: corporatesecretary@fnoutlet.com, or via telephone at 02-300-4807, or via facsimile at 02-300-4681.

To facilitate the convenience of shareholders, the Company has enclosed herewith the directions to the 2019 AGM venue and arranged for the shuttle bus service between the Ramkhamhaeng Station of Airport Rail Link and the meeting venue from 11.00 - 14.40 hrs. (the shuttle buses run every 20 minutes) and the shuttle bus service after finished The Annual General Meeting of Shareholders 2019 as detailed in Attachment 8

Please be informed accordingly.

Sincerely yours,

(Mr. Benyiam Songwatana)

Chief Executive Officer

FN Factory Outlet Public Company Limited

Telephone: 02-300-4807

Facsimile: 02-300-4681