



**Notice of the 2018 Annual General Meeting of  
Shareholders  
Chuo Senko (Thailand) Public Company Limited  
On Monday 30 April 2018**

**Notice of the Invitation to 2018 Annual General Meeting of the Shareholders**  
**Chuo Senko (Thailand) Public Co., Ltd**

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29 March 2018

Subject: Invitation to 2018 Annual General Meeting of Shareholders

Attention: Shareholders

- Enclosures:
1. A copy of the Minutes of 2017 Annual General Meeting of Shareholders;
  2. A copy of the 2016 Annual Report of the Company and the statement of financial positions and the comprehensive income statement for fiscal year ended 31 December 2016 (in a CD-ROM format);
  3. Profiles of the persons who would be retired by rotation and are nominated as directors for another term and profiles of the persons who are nominated as new directors;
  4. Capital Increase Report Form (Form 53-4);
  5. Information Memorandum regarding the allocation of the newly-issued ordinary shares to the existing shareholders;
  6. Profiles of Independent Directors for the appointment of proxy and the definition of an independent director;
  7. Registration Form;
  8. Proxy Form A, Proxy Form B, and Proxy Form C;
  9. Documents and evidences required to be presented prior to the meeting, method for appointment of a proxy, registration and the casting vote in the meeting;
  10. the Articles of Association of the Company with respect to the shareholders' meetings; and
  11. Map of the meeting venue.

The Board of Directors of Chuo Senko (Thailand) Public Co., Ltd (the “**Company**”) has passed the resolution to convene the 2018 Annual General Meeting of Shareholders on **Monday 30 April 2018 at 10.30 hours, Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320** to consider the following agendas:

**Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2017**

### Rationale

The Company had prepared the minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017 and had also delivered a copy of minutes of such meeting to the relevant authorities within the period of time specified by law. The copy of the minutes of the 2017 Annual General Meeting of Shareholders is in Enclosure 1.

### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should certify the minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017, of which the Board of Directors views that such minutes is correctly recorded (as detailed in Enclosure 1).

### Remark

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

## **Agenda 2      To consider and acknowledge the operational results of the Company for the year 2016**

### Rationale

Reference is made to the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017, that the operational results of the Company for the 2016 in relation to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not yet finished; hence, the Company was not able to report the operational results of the Company for the year 2016 to the 2017 Annual General Meeting of Shareholders. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will convene the meeting of shareholders to inform the operational results of the Company for the year 2016 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company.

At this present, as the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are completed and audited and certified by the auditor of the Company as detailed in 2016 Annual Report of the Company, Enclosure 2. Therefore, for compliance with the law and articles of association of the Company in relating to the matters to be proposed to the Annual General Meeting, the Board of Director of the Company proposed to inform the Annual General Meeting of

Shareholders for acknowledgement on the operational results of the Company for the year 2016 during the period of 1 January 2016 to 31 December 2016.

However, with respect to the operational results of the Company for the year 2017, as the information relating to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are on the process of auditing and have not yet finished; hence, the Company is not able to report the said part of the operational results of the Company for the year 2017 to this Annual General Meeting of Shareholders. The Company will convene the meeting of shareholders to inform the operational results of the Company for the year 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should acknowledge the operational results of the Company for the year 2016 as detailed in the 2016 Annual Report (as detailed in Enclosure 2.) as mentioned above.

#### Remark

This Agenda is for acknowledgment; therefore, no resolution is required.

### **Agenda 3      To consider and approve the statement of financial positions and the comprehensive income statement of the Company for the fiscal year ended 31 December 2016**

#### Rationale

In order to comply with the Public Limited Companies Act (as amended) and the articles of association of the Company which requires the Company to prepare the statement of financial positions and comprehensive income statement at the fiscal year ended of the Company which has been audited by the licensed auditor for the Annual General Meeting of Shareholders to consider and approve and due to the fact that in the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not yet finished as the Company has just appointed the auditor for the year 2016; hence, the Company was unable to propose the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 for the 2017 Annual General Meeting of Shareholders to consider and approve. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will convene the meeting of shareholders to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 after the statement of

financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company.

At this present, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited by the auditor of the Company, as detailed in Enclosure 2.

However, with respect to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017, as of today the Company has not appointed any auditor to conduct the audit of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017. The Company has already proceeded in recruiting the auditor and the appointment of auditors and determination of the auditor fee for the year 2017 will be presented in Agenda 7. The Company therefore is unable to propose the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 to this Annual General Meeting of Shareholders to consider and approve. The Company will convene the meeting of shareholders to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 audited by the licensed auditor (as detailed in Enclosure 2.) as mentioned above.

#### Remark

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

#### **Agenda 4      To consider and approve the suspension of the allocation of the profit to be a reserve fund as prescribed by law and the suspension of the dividend payment**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the articles of association of the Company which requires the Company to allocate a reserve fund at least 5% of its annual net profit less than the accumulated loss brought toward (if any) until such reserve fund is no less than 10% of the

registered capital. The Company has the dividend policy to pay the shareholder with dividend at rate of at least 50% of net profit of the separate financial statement. Nonetheless, as the consideration for the payment of dividend depends on the operational results of the Company, structure and financial status including the economic condition and the future business operation project of the Company and according to the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not yet finished, the Company therefore is unable to consider the allocation of profit to be a reserve fund as required by the law and the dividend payment. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will convene the shareholders' meeting to consider and approve the allocation of profit to be a reserve fund as required by the law and the dividend payment from the operational results of the Company for the year 2016 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company.

At this present, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and according to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016, the Company is in losses from its operation for the fiscal year ended 31 December 2016. The Board of Directors considered and viewed to propose to the Annual General Meeting of Shareholders for consideration as follows:

1. suspend the allocation profit to be a reserve fund as required by the law as the Company is in the losses from its operation in 2016, and;
2. suspend the dividend payment from the operational results of the Company for the year 2016 as the Company is in the losses from its operation in 2016 and as the Company has the necessity to use its working capital for payment of expenses for operation of the Company.

Nevertheless, since the Company is in the preparation of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017, the Company therefore is unable to consider matters relating to the dividend payment and allocation of profit to be a reserve fund as required by the law for the year 2017. The Company will convene the meeting of shareholders to consider and approve the allocation of profit to be a reserve fund as required by the law and the dividend payment from operational results for the year 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve the suspension of the allocation profit to be a reserve fund as required by the law and suspension of the dividend payment from the operational results of the Company for the year 2016.

### Remark

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

### **Agenda 5 To consider and approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors**

#### Rationale

In order to comply with the Public Limited Company B.E. 2535 (as amended) and the articles of association of the Company which requires that at every annual general meeting of shareholders, one third of the directors must retire by rotation. If the number of directors cannot be divided into three, the closest number to one-third shall retire. There are 3 directors who are due to retire by rotation at the 2018 Annual General Meeting of Shareholders, namely:

<b>No.</b>	<b>Name of directors who shall be retired by rotation</b>	<b>Position</b>	<b>Number of Board of Directors' meeting attendance in year 2017</b>	<b>Number of subcommittee meeting attendance in year 2017</b>	<b>Term of directorship</b>
1.	Mr. Tan Vutithum	Director and Chief Executive Officer	4	-	8 months
2.	Mr. Narut Wiwattanakrai	Director	1	-	5 months
3.	Ms. Yaowarote Klinboon	Independent Director/Audit Committee	1	-	5 months

In this regard, the Nomination and Remuneration Committee has considered the qualifications of the directors who will retire by as detailed in Enclosure 3. and has an opinion that the 3 directors are knowledgeable, experienced and skillful which will benefit the Company's operations. In addition, they qualify and do not have any prohibited characteristics for being as the directors of the Company as required under the Public Company Limited Act B.E. 2535 (including its amendments) and the Securities and Stock Exchanges Act B.E. 2535 (including its amendments) including any related notifications.. In respect to the independence director, such person is able to deliver independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations by the Securities and Exchange Commission and suitable as independent director. The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the reappointment of the 3 directors.

In addition, as Mr. Pornthep Anantasa as Director and Mr. Shojiro Nada as the Independent Director and Audit Committee had submitted the resignation letter with effective date on 27 April 2018, the Board of Director deems appropriate to propose to the shareholders' meeting to consider and approve the following persons to be directors of the Company, replacing the resigned directors:

1. Mr. Khan Prachuabmoh in replacement of Mr. Shojiro Nada, Independent Director and Audit Committee  
In this regard, Mr. Khan Prachuabmoh shall have the position of Independent Director and Chairman of the Board of Directors.
2. Mr. Sirut Rattanapaitoon in replacement of Mr. Pornthep Anantas, Director  
In this regard, Mr. Sirut Rattanapaitoon shall have the position of Independent Director and Audit Committee.

The Board of Directors had considered the qualifications both of persons as detailed in Enclosure 3. and has an opinion that the 2 directors are knowledgeable, experienced and skillful which will benefit the Company's operations. In addition, they qualify and do not have any prohibited characteristics for being as the directors of the Company as required under the Public Company Limited Act B.E. 2535 (including its amendments) and the Securities and Stock Exchanges Act B.E. 2535 (including its amendments) including any related notifications. In respect to the independence director, such person is able to deliver independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations by the Securities and Exchange Commission and suitable as independent director.

### Opinion of the Board of Directors

The Annual General Meeting of Shareholders shall re-appointment of 3 directors who are due to retire by rotation being (i) Mr. Tan Vutithum, Director and Chief Executive Officer (ii) Mr. Narut Wiwattanakrai, Director and (iii) Miss. Yaowarote Klinboon, Independent Director/Audit Committee are knowledgeable, experienced and skillful which will benefit the Company's operations for another term, and to propose to the Annual General Meeting of Shareholders to appoint (i) Mr. Khan Prachuabmoh and (ii) Mr. Sirut Rattanapaitoon who are knowledgeable, experienced and skillful which will benefit the Company's operations. Mr. Khan Prachuabmoh will an Independent Director and Chairman of the Board of Directors and Mr. Sirut Rattanapaitoon will be an Independent Director and Audit Committee as detailed above and after the 2018 the Annual General Meeting of Shareholders has passed a resolution per the details above, the list of the Board of Directors the Company would be as follows:

Mr. Khan	Prachuabmoh	Independent Director / Chairman of the Board of Directors
Mr. Tan	Vutithum	Director / Chief Executive Officer
Mr. Narut	Wiwattanakrai	Director
Mr. Ronasit	Poomma	Director
Mr. Chamnarn	Wangtal	Independent Director / Chairman of Audit Committee
Mr. Sirut	Rattanapaitoon	Independent Director / Audit Committee
Miss Yaowarote	Klinboon	Independent Director / Audit Committee

### Remark

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes. (In this regard, the Company shall propose to the meeting to consider approve the appointment of director on person-by-person basis.)

### **Agenda 6 To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2018**

#### Rationale

In order to comply with the Public Limited Company Act B.E. 2535 (as amended) and the articles of association of the Company which requires that shareholders' meeting considers the remuneration of directors, the Board of Directors has considered and deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the 2018 remuneration of directors and sub-committee of the Company as follows:

**Remuneration of directors of the Company**

<b>Position</b>	<b>Yearly Remuneration</b>	<b>Meeting Allowance of the directors/attendance</b>
Chairman of the Board of Directors	Baht 240,000 per person/year	Baht 40,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 60,000)
Director	Baht 0 per person/year	Baht 10,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)

**Remuneration of the Audit Committee directors ( apart from the remuneration of the Board of Directors)**

<b>Position</b>	<b>Yearly Remuneration</b>	<b>Meeting Allowance of the directors/attendance</b>
Chairman of the Audit Committee	Baht 140,000 per person/year	Baht 20,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 30,000)

Audit Committee	Baht 60,000 per person/year	Baht 10,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)
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In addition, the comparison of the remuneration of the directors and the subcommittee of the Company for the year 2018 and the year 2017 are detailed as follows:

Remuneration	2018 (proposed)	2017
<b>Remuneration of the Directors</b>		
<u>Yearly Remuneration</u>		
- Chairman of the Board of Directors	Baht 240,000 per person/year	-
- Director	Baht 0 per person/year	-
<u>Meeting Allowance</u>		
- Chairman of the Board of Directors	Baht 40,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 60,000)	-
- Director	Baht 10,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)	-

<b>Remuneration</b>	<b>2018 (proposed)</b>	<b>2017</b>
<b>Meeting Allowance of the Audit Committee</b>		
<u>Yearly Remuneration</u>		
- Chairman of the Audit Committee	Baht 140,000 per person/year	Baht 250,000 per person/year
- Member of the Audit Committee	Baht 60,000 per person/year	Baht 200,000 per person/year
<u>Meeting Allowance</u>		
- Chairman of the Audit Committee	Baht 20,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 30,000)	-
- Member of the Audit Committee	Baht 10,000 per person/attendance  (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)	-
<b>Remuneration of the Independent Directors</b>		
<u>Yearly Remuneration</u>		
- Independent Director	-	Baht 165,000 per person/year
<u>Meeting Allowance</u>		
- Independent Director	-	Baht 20,000 per person/year

In addition, the Board of Director had considered and deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and authorize the Board of Directors as allocator for such amount to each individual director and subcommittee within the amount approved by the shareholders' meeting.

### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should approve the remuneration of the directors and sub-committee of the Company for the year 2018 as mentioned above.

### Remark

Resolution in this agenda shall be approved by no less than two-thirds of the total votes of the shareholders attending the meeting.

### **Agenda 7 To consider and approve the appointment of auditor and determination of the auditor fee for the year 2017**

#### Rationale

In order to comply with the Public Limited Companies Act B.E. 2535 (as amended) and the article of associate of the Company requires that every year the annual general meeting of shareholder appoints and Company's auditors and determines their remuneration.

As the Company is in the process of preparing the financial statement to meet the current accounting period and the previous auditor of Company does not wish to continue auditing for the Company's account during fiscal year ended 31 December 2017, the Audit Committee had considered to select an auditor for the fiscal year ended 31 December 2017. After the negotiation and consultation with a number of auditors, one of the auditor proposed the auditor fee proposal to the Company i.e. BPR Audit and Advisory Co., Ltd. . After considering the qualification of such auditor, the executive proposed to the meeting of the Board of Directors to consider and the Board of Directors deems appropriate to propose to the shareholders' meeting that BPR Audit and Advisory Co., Ltd. shall be appointed as the auditor for fiscal year ended 31 December 2017. Any of the following auditors shall be the auditor and opine on the financial statement of the Company

Name of Auditor	Certified Public Account No.
(1) Mr. Boonlert Kaewphanpurk	4165
(2) Miss Piyanuch Kasemsupakorn	6303
(3) Miss Rungtawan Bunsakchalerm	6031

In the case the aforementioned auditors are unable to perform their duties, BPR Audit and Advisory Co., Ltd. shall appoint other auditor of BPR Audit and Advisory Co., Ltd. with suitable qualification to audit for the Company in replacement of the original auditor of the Company.

In addition, the Board of Directors deems appropriate to propose to the meeting to consider and approve the auditor fee for the year 2017 as follows:

No.	Auditor fee	2017 (proposed)	2016
1.	Auditor fee of the Company	4,000,000	1,700,000
2.	Auditor fee for the subsidiaries i.e. Digital Dream Co., Ltd. and Foresee Company Limited	690,000	287,600
3.	Auditor fee for other subsidiaries and associated companies	-	1,787,400 <sup>1</sup>
4.	Non-Audit Services	-	102,040
<b>Total</b>		<b>Baht 4,690,000</b>	<b>3,877,040</b>

The auditor fee for the year 2017 has increased from the previous fiscal year or equivalent to 21 percent due to BPR Audit and Advisory Co., Ltd. will have to start conducting a study and verification of all information of the Company. The transactions of the Company are complicated and various, as a result, the auditor will have to spend more time than normal audit. In addition, the auditor will have to communicate with the previous auditors so that the auditor can audit and provide opinion to the financial statements correctly as appropriate in the significant matters in accordance with the standard for financial reporting, which leads to the increase in the auditor fee for the year 2017. In this regard, such auditor fee excludes the non-audit services.

The appointment of the auditor of the Company and the determination of the auditor fee for the year 2017 above were approved by the Audit Committee. The Audit Committee considered the qualification and the

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<sup>1</sup> The auditor fee for other subsidiaries and associated companies comprises 9 companies as follows: 1) Wonder Asia Co., Ltd., 2) RDSS Co., Ltd., 3) Digital DNA Co., Ltd., 4) Tangram Associates Co., Ltd., 5) Chuo Business Venture Co., Ltd., 6) Chuo Senko Advertising (Thailand) Co., Ltd., 7) Ad-Asia Company Limited, 8) Chuo Senko International (Thailand) Co., Ltd., and 9) Geo Brain (Thailand) Company Limited.

experience of each auditor and has an opinion that BPR Audit and Advisory Co., Ltd. is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The 3 aforementioned auditors do not have any relationship nor any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties.

Nevertheless, for the appointment of auditor and determination of the auditor fee for the year 2018, the Company shall recruit the auditor and will convene shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor fee for the year 2018 later.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should approve the appointment of the following auditors from BPR Audit and Advisory Co., Ltd. as the auditor of the Company for fiscal year ended 31 December 2017:

Name of Auditor	Certified Public Account No.
(1)Mr. Boonlert Kaewphanpurk	4165
(2)Miss Piyanuch Kasemsupakorn	6303
(3)Miss Rungtawan Bunsakchalerm	6031

And determine the auditor fee of the Company and associated companies for the year 2017 in the amount of Baht 4,690,000 as detailed above.

#### Remark

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

**Agenda 8 To consider and approve the decrease in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital**

### Rationale

Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) requires that the Company may increase the amount of its registered capital by issuing new shares only after all shares have been sold and paid up, or, if the shares still remain unsold, the unsold shares shall be the shares issued for the exercise of rights under convertible debentures or shares warrant. In order for the Company to increase its registered capital accordingly to the laws of which the details will be presented to the shareholders' meeting to consider and approve in Agenda 9, the Company therefore must decrease the registered capital of the Company by Baht 2,870 from its registered capital of Baht 337,500,000 to Baht 337,497,130 by eliminating the registered ordinary share which have not been sold in the amount of 574 shares with the par value of Baht 5 per share, and the Company must amend Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital above. Clause 4 shall be replaced with the following text:

“Clause 4. Registered capital	337,497,130 Baht	(Three Hundred Thirty Seven Million Four Hundred Ninety Seven Thousand One Hundred Thirty Baht)
Divided into	67,499,426 Shares	(Sixty Seven Million Four Hundred Ninety Nine Thousand Four Hundred Twenty Six Shares)
Value per share	5 Baht	(Fifty Baht)
Categorized into:		
Ordinary shares	67,499,426 Shares	(Sixty Seven Million Four Hundred Ninety Nine Thousand Four Hundred Twenty Six Shares )
Preference shares	- Shares	(-)”

The person authorized by the Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve the decrease of the registered capital of the Company in amount of Baht 2,870 from the original registered capital of Baht 337,500,000 to a registered capital of Baht 337,497,130 by eliminating ordinary shares which has not been sold in the amount of 574 shares with par value of Baht 5 per shares and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line the decrease of the Company's registered capital mentioned above.

#### Remark

Resolution in this agenda shall be approved by no less than three-fourth of the total votes of the shareholders attending the meeting and entitled to vote.

### **Agenda 9      To consider and approve the increase in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**

#### Rationale

As the Company will increase its registered capital in amount of Baht 776,243,395 from its original registered capital of Baht 337,497,130, to the new registered capital of Baht 1,113,740,525 by issuance of newly-issued ordinary shares in amount of 155,248,679 shares with par value of 5 Baht to accommodate the allocation of newly issued ordinary shares to existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of Baht 674,994,260 and to accommodate the issuance and offer for sale of newly-issued ordinary shares under the general mandate basis in total amount of Baht 101,249,135, together in the total of Baht 776,243,395. Details of the allocation of the newly-issued ordinary shares will be proposed to the shareholders' meeting for consider and approve in Agenda 10 and the Company must amend the Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital. Clause 4 shall be replaced with the following text: :

“Clause 4. Registered capital	1,113,740,525 Baht		(One Thousand One Hundred Thirteen Million Seven Hundred Forty Thousand Five Hundred Twenty Five Baht)
Divided into	222,748,105	Shares	(Two Hundred Twenty Two Million Seven Hundred Forty Eight Thousand One Hundred Five Shares)
Value per share	5	Baht	(Fifty Baht)
Categorized into:			
Ordinary shares	222,748,105	Shares	(Two Hundred Twenty Two Million Seven Hundred Forty Eight Thousand One Hundred Five Shares )
Preference shares	-	Shares	(-)”

The person authorized by the Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve the increase of registered capital of the Company in amount of 776,243,395 from its original registered capital of Baht 337,497,130, the new registered capital of Baht 1,113,740,525 by issuance of newly-issued ordinary shares in amount of 155,248,679 shares with par value of 5 Baht and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital mentioned above.

### Remark

Resolution in this agenda shall be approved by no less than three-fourth of the total votes of the shareholders attending the meeting and entitled to vote.

### **Agenda 10 To consider and approve the allocation of the newly-issued ordinary shares**

#### Rationale

The Company would increase the registered capital of the Company of Baht 776,249,395, from the existing registered capital of Baht 337,497,130 to new registered capital of Baht 1,113,740,525 by means of issuance of 155,248,679 newly-issued ordinary shares with the par value of Baht 5 each, of which the details are in Agenda 9, thus, proposes to the shareholders' meeting to consider and approve the allocation of the newly-issued ordinary shares of 155,248,679 newly-issued ordinary shares with the par value of Baht 5 each as follows:

- 10.1 The allocation of not exceeding 134,998,852 newly-issued ordinary shares at the par value of Baht 5 per share to the existing shareholders proportionate to their respective shareholdings (Rights Offering). In this regard, the Company determined the allocation ratio as 1 existing share to 2 newly-issued ordinary shares (the total numbers of shares for the Rights Offering are 134,998,852 shares) with the offering price at Baht 0.20 per share and the subscription period of the offering newly-issued ordinary shares is approximately in late May 2018 which would be further notified to the SET by the Company. In this regard, the Company has approved the date for determination of shareholders' entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 9 May 2018.

In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder expresses their intention to subscribe the newly-issued ordinary shares. If there are ordinary shares remaining after the capital increase in this time, the Company will deduct such shares in the next meeting of the shareholders and will not allocate such shares to specific investors (Private Placement).

- 10.2 The allocation of 20,249,827 newly issued ordinary shares at the par value of 5 Baht, which is 30 percent of the paid-up capital of the Company for the existing shareholders (Right Offering) under a

general mandate basis. The Company may either entirely or partially issue and offer the newly issued ordinary shares, whether in single or sequential allocation. In any case the aggregate number of newly issued ordinary shares to be offered to the existing shareholders (Right Offering) under the general mandate basis shall not be exceeding 20,249,827 shares or 30 percent of the paid-up capital of the Company as at the date the Board of Directors resolves to approve the increase of capital under the general mandate basis.

Furthermore, the Board of Directors propose to the shareholders' meeting to authorize the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

- (1) To consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of the offering of the newly issued ordinary shares, whether single or sequential offering, period of the offering, payment of share subscription price, other conditions and details in connection with the allocation of such newly issued ordinary shares;
- (2) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- (3) execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, and listing of such newly issued ordinary shares on the SET and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

In this regard, additional details as per Capital Increase Report Form (F5 3-4) in Enclosure 4, and Information Memorandum regarding the allocation of newly-issued ordinary shares offering to the existing shareholders in Enclosure 5.

As in present, the Company has not completely submitted the financial statements to the SET nor the Office of the Securities and Exchange Commission with the time prescribed by the relevant rules and notifications. The Company expects to be able to submit the financial statement for the first quarter of 2017 by 31 May 2018. Therefore, the Company would like to inform the shareholders of the said information to be used when considering for investment decision.

### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve (1) the allocation of not exceeding 134,998,852 newly-issued ordinary shares at the par value of Baht 5 per share to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and (2) the allocation of 20,249,827 newly issued ordinary shares at the par value of 5 Baht, which is 30 percent of the paid-up capital of the Company for the existing shareholders (Right Offering) under a general mandate basis, and for the Annual General Meeting of Shareholders to authorize the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as per the details above.

### Remark

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

## **Agenda 11 To consider and approve the amendments of the Articles of Association**

### Rationale

The announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure, provided that such conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and for the transparency of the business operation, and that Section 100 of the Public Limited Companies Act B.E. 2535 has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business in relation to the Shareholders' Meeting. Thus, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the amendments of Article 23., Article 28., and Article 29. of the Articles of Association with the details as follows:

11.1 To amend Article 23., as follows:

From

*“No. 23. The board of directors must meet at least once every three month at the locality where the principal business office of the company is located or other places as deems appropriate.*

*Meetings of the board of directors shall be summoned by the chairman of the board when he sees appropriate. If a request is made by at least two directors for a summons of a meeting of the board*

*of directors, the chairman of the board shall fix the date of the meeting within fourteen days as from the date of the request.*

*In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.”*

To

*“No. 23. The board of directors must meet at least once every three month at the locality where the principal business office of the company is located or in a nearby province or at other localities and the date, time, and place shall be as per the chairman’s discretion.*

*Meetings of the board of directors shall be summoned by the chairman of the board when he sees appropriate. If a request is made by at least two directors for a summons of a meeting of the board of directors, the chairman of the board shall fix the date of the meeting within fourteen days as from the date of the request.*

*In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.*

*In the case of a meeting of the board of directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least one 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (2014) (as amended).”*

11.2 To amend the Article 28., as follows:

From

*“No. 28. The authority of the directors to act on behalf of the Company and bind the Company is one of the directors, excluding the Independent Director, sign and the Company’s seal affixed shall bind the Company and the Board of Directors are authorized to specify or amend the list of the authorized directors”*

To

*“No. 28. The authorized directors are 2 directors jointly sign and the Company’s seal affixed.*

*The board of directors has the authority to determine and make amendments to the names of the authorized directors”*

11.3 To amend the Article 29., as follows:

From

*“No. 29. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends, and meeting of shareholders other than the one above shall be called extraordinary meetings.*

*The board of directors may summon an extraordinary meeting whenever it deems appropriate*

*A shareholder or shareholders, holding the total shares of not less than one-fifth of the total number of sold shares, or not less than 25 persons who together holding not less than one-tenth of the total number of sold shares, may subscribe their names in a letter requesting for the board of directors to call for an extraordinary meeting of shareholders at any time, but the reason of the calling for the meeting must be clearly specified in the letter. In such case, the board of directors must hold the meeting, as requested by the shareholder(s), within 1 month from the date of receiving the letter from the shareholder(s).”*

To

*“No. 29. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends, and meeting of shareholders other than the one above shall be called extraordinary meetings.*

*The board of directors may summon an extraordinary meeting whenever it deems appropriate.*

*A shareholder or shareholders, holding the total shares of not less than ten percent of the total number of sold shares, may subscribe their names in a letter requesting for the board of directors to call for an extraordinary meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the board of directors must hold the meeting, as requested by the shareholder(s), within forty-five days from the date of receiving the letter from the shareholder(s).*

*In the event that the board of directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within forty-five days from the end of the specified period in the third paragraph. In such event, the meeting shall be deemed as if it is held by the board of directors and the company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.*

*In the event that it appears that in any meeting that held as a result of the shareholders in the fourth paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in No. 33 of this Articles of Association, the shareholder(s) in the fourth paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company”*

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and approve the amendments of the Articles of Association No. 23., No. 28., No. 29., as per the details above.

#### Remark

Resolution in this agenda shall be approved by no less than three-fourth of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 12 To consider and certify the operating results of the Board of Directors of the Company for the year 2017**

Rationale

As in late 2017, there are changes in the Company regarding the new groups of shareholders and the appointment of new directors replacing the previous set of directors who had resigned, the performance of the duty of the new executives and new board of directors (the “**Current Executives and Board of Directors**”) focus on following up with the issues disclaimed by the auditors of the Company by hiring (1) legal advisors, both local and international, to oversee legal matters, including compliance with regulations, rules, and laws in relation to being a public limited company and a company listed in the SET, reviewing of the entering into transactions in the past that are questionable to the auditors of the Company, including following up, requesting, and bring lawsuits against the counter parties of the Company in accordance with the Company’s rights in the contracts, and (2) independent financial advisor to assess the investments value of the Company in the past to be used for improving and amending the financial statement of the Company to be accurate and to be in accordance with the relevant accounting standard, for the submission to the Office of Securities and Exchange Commission (the “**SEC**”) and the SET. From such changes, the Current Executives and Board of Directors have come to operate and manage the Company, including solving issues that had occurred in the past, as follows:

1. Coordinate with the auditors of the Company for the preparation of the financial statement of the year 2016: the Current Executives and Board of Directors have coordinated with the auditors of the Company for the preparation of the financial statement of the year 2016 by submitting the financial statements of the year 2016 and 56-1 form on 12 March 2018 as disclosed through the SET system by the Company. In the coordination with the auditors of the Company, the Current Executives and Board of Directors have tried to clarify the issues disclaimed by the auditors in the financial statement of the third quarter of year 2016, especially regarding the worthiness of the decision, the approval for the disposal of the deposit payment, and the internal control of the subsidiaries, respectively, as per the SEC letter no. 11/2018 dated 1 February 2018. The Current Executives and Board of Directors have coordinated in providing information to the auditors of the Company and appointing the independent financial advisor and legal advisors to solve issues that had occurred in the past from the previous set of executives for these to be done promptly and completely. Currently, the independent financial advisor and legal advisors have completed the tasks assigned, including the assessment of the investments value or review of the legal status of the investments of the Company by the previous executives. In this regard, the Company is

in the process of the preparation of the letter to the SEC and the SET explaining such matters.

Furthermore, as for the solving of issues disclaimed by the auditors in the financial statement of the third quarter of the year 2016, especially regarding the worthiness of the decision, the approval for the disposal of the deposit payment, and the internal control of the subsidiaries, the Current Executives and Board of Directors have considered the writing off of some items after receiving the assessment of the investments or the review of the legal status of the investments of the Company by the previous executives as follows:

1. The investment in the associated company, Sam's Sport Retails Co., Ltd. with the total amount of Baht 21,500,000.00.
  2. The investment in convertible debentures of Chuo Senko India with the total amount of Baht 18,930,000.00.
  3. The advance payment for the shares of Digital Dreams Co., Ltd. with the total amount of Baht 9,000,000.00.
  4. The advance payment for the shares of JRA Fiji Consultants with the total amount of Baht 21,230,000.00.
2. The recruitment of the new auditors of the Company to audit and prepare opinion to the statement of financial positions and the comprehensive income statement of the Company for the accounting period ending on 31 March 2017, 30 June 2017, 30 September 2017, and 31 December 2017, replacing the previous auditors of the Company, who do not wish to continue auditing the Company's account of the fiscal year ending on 31 December 2017.
  3. Regarding the business operation of the Company, the current executives is in the course of negotiation with the customers to provide the service of the Exclusive Airtime Sponsorship Agent to various producers of variety shows, by using the customer base and the resources that the Company has. If the agreements have been achieved, this would create a substantial income for the Company and the Company would be able to regain the potential to generate profit within a short period of time, including being able to generate income from the new businesses to the SET, especially those emerged from the technology and online media business, which are crucial parts of the income base of the stock markets all over the world in the generation that changes happens rapidly as a result of the technology (Technology Disruption). The Company believes that the Company and the executives have the potential to improve the Company to be within the required standard, especially the submission of the financial statement and the accuracy of the financial statement, including, at the same time, developing the business to able to generate profit by

relying on low investment, including reasonably reducing the expenses in management and others, with the consideration of the benefit and equality of the shareholders and all stakeholders as the first priority.

The Current Executives and Board of Directors would like to inform that from the afford made in solving and improving the operation and the business of the Company, the Current Executives and Board of Directors expect the operation result and the business operation of the Company to be in the upward trend, and would like to ensure that Current Executives and Board of Directors are putting the best effort in every aspect in bringing the Company back to the status and standard that is appropriate for the removal of cause of possible delisting as soon as possible.

#### Opinion of the Board of Directors

The Annual General Meeting of Shareholders should consider and certify the operating results of the Board of Directors of the Company for the year 2017, as per details above.

#### Remark

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

### **Agenda 13 Other matters (if any)**

#### Opinion of the Board of Directors

The Board of Directors deems appropriate to give an opportunity for the shareholders who wish to propose other matters apart from those specified in the invitation to the meeting by the Board of Directors, nevertheless, those matters must be in accordance with the relevant regulations and laws.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the 2018 Annual General Meeting of Shareholders on 30 March 2018 (the Record Date).

The Company will allow the shareholder and proxies to register their names from 08.30 p.m., please bring with you the registration form, the Enclosure 7, to the Meeting for registration. In the event that a shareholder is unable to attend the meeting in person, please appoint other person or the independent director as proxy to attend and vote on your behalf, the details are as follows:

Mr. Chamnarn Wangtal      Independent Director and Chairman of Audit Committee Age 65 years  
Resides at 622 18<sup>th</sup> Floor Emporium Tower, Sukhumvit Road, Klong Tan Sub-district, Klong Toey  
District, Bangkok. Enclosure 6. Interest in the agendas of the Meeting: -None-

The Company has enclosed the proxy forms, the Enclosure 8., with this invitation letter. Please fill in the details and sign in the proxy form, and enclose documents and evidence with the proxy form, and submit to the Company within 27 April 2018. The Company will facilitate the shareholders who register to attend the Meeting with the stamp duty for the proxy form. The proxies, who attend the Meeting, must bring the identification evidence to show in order to attend the Meeting, as per the details in Enclosure 9.

In order to protect the rights and interests of the shareholders, it is recommended that the shareholders study the guidelines and the Articles of Association of the Company with respect to the shareholders' meetings, as set out in Enclosure 10. If you have any enquiries or questions in respect to the proxy, please contact the Company's secretary at Tel: 02-013-7137 ext. 4 on the working day and time (Monday to Friday 8.30-18.00).

In addition, the Company had published the invitation letter for the shareholders' meeting with the enclosures on the Company's website at [www.chuosenko.co.th](http://www.chuosenko.co.th). The Company, therefore, hereby invites all shareholders to attend the 2018 Annual General Meeting of Shareholders, on the date, time, and venue as specified. The map of the meeting venue is set out in Enclosure 11.

Respectfully yours,

**Chuo Senko (Thailand) Public Company Limited**

By an order of the Board of Directors



(Mr. Tan Vutithum)

Chief Executive Officer

Copy for

Public Limited Company Registrar, Ministry of Commerce  
Registrar (Thailand Securities Depository Co., Ltd.)



**Minutes of the 2017 Annual General Meeting of Shareholders  
Chuo Senko (Thailand) Public Company Limited**

**Time and Venue**

The Meeting was held on Friday, 28 April 2017, at 10 a.m. at the Heliconia Room 1-3, EL Floor, Emporium Suites 622, Sukhumvit Road, Klongton Sub-District, Klongtoey District, Bangkok 10110.

**Directors in attendance**

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Katsuyuki Mizumachi        | Chairman of the Board                                   |
| 2. Mr. Kiichi Okuyama             | Director, Chief Financial Officer and Company Secretary |
| 3. Mr. Vichien Linchongsubongkoch | Director  |
| 4. Mr. Chakkrit Bhamornsatit      | Independent Director and Chairman of Audit Committee    |
| 5. Mr. Shojiro Nada               | Independent Director and Audit Committee                |

**Legal Advisor for the 2017 Annual General Meeting of Shareholders (“Legal Advisor”)**

- |                                   |  |
|-----------------------------------|--|
| 1. Ms. Kulkanist Khamsirivatchara | Siam Premier International Law Office Ltd. |
| 2. Ms. Pornpilai Kosolprapha      | Siam Premier International Law Office Ltd. |

Mr. Katsuyuki Mizumachi, the Chairman of the Board (the “**Chairman**”) presided over the Meeting and asked Ms. Pornpilai Kosolprapha, Secretary to the Meeting (the “**Secretary**”) to assist the Chairman in conducting the Meeting. The Secretary announced the number of shareholders attending the Meeting both in person and by proxy as follows:

20 Shareholders	holding	20,278,452	shares	30.04%	of the total paid-up shares
15 Proxy-Holders	holding	9,190,077	shares	13.62%	of the total paid-up shares
Totally 35 shareholders	holding	29,468,529	shares	43.66%	of the total paid-up shares

forming the quorum as required by the Articles of Association of the Company.

After the meeting commenced, there were additional shareholders attending the meeting, thus, the number of shareholders who presented at the Meeting both in person and by proxy are as follows:

29 Shareholders	holding	20,653,241	shares	30.60%	of the total paid-up shares
19 Proxy-Holders	holding	9,617,861	shares	14.25%	of the total paid-up shares
Totally 48 shareholders	holding	30,271,102	shares	44.85%	of the total paid-up shares

forming the quorum as required by the Articles of Association of the Company.



The Chairman then declared the Meeting duly convened and asked the Secretary to explain the details voting procedures in each agenda which can be summarized as follows:

1. In order to vote at the Meeting, the shareholders and proxy-holders will be entitled to vote in accordance with the number of shares s/he holds either in person or by proxy. Votes will be made on the one share - one vote basis.
2. In order not to waste shareholders' time for the vote counting process, the Secretary will ask the Meeting on every agenda if there is any disapproval or abstention among shareholders as otherwise she will conclude that a unanimous vote has been carried by every shareholder to approve such agenda as proposed. However, if there is any disapproval or abstention, the pertinent shareholder will be asked to mark the ballot handed out during registration with a  in the column required. For those raising no disapproval or abstention, it shall be deemed that their approval have been given on such agenda where there will be no need to cast their votes in the ballots. Such vote(s) of disapproval and/or abstention will be subtracted out of the total number of votes by shareholders attending the Meeting or voted in order to conclude the count of votes on each agenda.
3. Vote results on each agenda will be announced by the Secretary which will be inclusive of votes cast by the shareholders attending the Meeting both in person and by proxy. The number of shares will be counted by those held by the last-updated number of attendees for such agenda.
4. Agenda 1 and 5 must be resolved by a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.  
Agenda 6 must be resolved by not less than two-thirds of the total number of votes of the shareholders attending the Meeting.  
Agenda 2-4 and 7 is for acknowledgement only, no resolution is required.
5. The Company would allow the Shareholders to raise questions and express their opinions relating to each agenda as it deemed appropriate. In this regard, the Shareholders are required to identify their name and surname to the Meeting for the Company's information.
6. There are in all 8 Agendas for this Meeting. Agenda 8 is other businesses for the shareholders to raise with additional questions (if any).

After explanation on details of the Meeting and the voting procedures was completed, the Chairman proposed the Meeting to consider the following agenda:



**Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.3/2016, held on Friday, 16 December 2016**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary proposed the meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.3/2016, held on Friday, 16 December 2016, as detailed in copies sent to the shareholders together with the Notice of this Meeting.

**Resolution:**

After due consideration, the Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2016, held on Friday, 16 December 2016, be adopted as proposed in all respects with the votes as follows:

Approved	29,473,529 votes, equal to	100.00%	of total votes of shareholders attending and casting their votes
Disapproved	0 votes, equal to	0%	of total votes of shareholders attending and casting their votes
Abstention	0 votes, equal to	-	of total votes of shareholders attending and casting their votes
Voided Ballot(s)	0 votes, equal to	0%	of total votes of shareholders attending and casting their votes

**Agenda 2 To consider and acknowledge the matter of the Company's operating results for the year 2016**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the meeting that in order to be in compliance with the Law and the Articles of Association of the Company in relation to the matters which are required to propose to the Annual General Meeting, the Board of Directors' Meeting therefore proposed the matter of the Company's operating results for the year 2016 to the 2017 Annual General Meeting of Shareholders for acknowledgement. Nevertheless, as the Company's operating results for the year 2016 which part is in connection with the Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2016 that are on the process of



auditing and preparing by the Auditor of the Company and have not yet finished; hence, the Company is not able to report the said part of the Company's operating results for the year 2016 to this Annual General Meeting of Shareholders. After the Financial Statements and the Statement of Comprehensive Income for the year 2016 as aforementioned have finished and are completely audited and certified by the Auditor of the Company, the Company will further hold the Meeting of Shareholders in order to additionally report said part of the Company's operating results to the Shareholders for acknowledgement. For this Agenda, the shareholders are welcomed to inquire on the other parts of Company's operating results in order for the Meeting to cordially acknowledge.

Mr. Ritthichai Yib-charoenporn, shareholder, inquired about the trend in the operating results of 2016. Mr. Kiichi Okuyama, Director, Chief Financial Officer and Company Secretary, informed the Meeting that since the Statement of Financial Position and Statement of Comprehensive Income are still being audited by the auditor, the Company is unable to disclose any definite data. Nonetheless, the overall picture of the operating results of 2016 is better than 2015, and it is anticipated that the Company's deficit will decrease.

Mr. Ritthichai Yib-charoenporn, shareholder, additionally inquired about (1) the change in the Company during 2016, which was beneficial to the Company, (2) new business operation plan of the Company and estimate of earnings from new business, and (3) the Company's business plan with regard to shopper marketing under intensive competition within the current market. The Chairman informed that (1) the Company has not experienced significant change apart from the transfer of shares of subsidiaries and affiliates which are experiencing loss, (2) the Company will focus on digital and shopper marketing, which is business of capability; nonetheless, since the Company's new business is still in its initial stage, any earnings from such business cannot as yet be anticipated, and (3) the Company has jointly invested in shopper marketing business with the operator of this kind of business. It was then requested Mr. Jesada Daokaew the Marketing Director to inform the Meeting of the details of the business. Mr. Jesada Daokaew the Marketing Director informed the Meeting that the shopper marketing business in which the Company has jointly invested is Sam's Sports, which sells shoes and sporting equipment mainly through online marketing. At present, there are altogether 4 branches i.e. Gateway Ekkamai, Amarin Plaza, Homework Ratchaphruek, and the Hub Rangsit. In this regard Sam Sports' sales volume is relative decent when compared with other business operators.

Mr. Possawat Jariyaboon, shareholder, inquired about (1) the strategy of Sam's Sports in selling the goods, (2) sale channel of Sam's Sports, (3) business expansion plan of Sam's Sports, and (4) target



customers of Sam's Sports. Mr. Jesada Daokaew the Marketing Director. To clarified that (1) Sam's Sports regularly organized sale promotion and the goods to be sold are mainly on special discount; moreover, goods of Sam's Sports are imported and not imitation, thereby having high quality, (2) Sam's Sports will sell its goods at the shop fronts only, but will conduct marketing mainly online and through social media such as Facebook etc. (3) in the future, it is anticipated that more branches will be expanded, but at present no concrete plan has been conceived, and (4) the customers comprise students, university students up to people in employment.

The Meeting acknowledged the matter of the Company's operating results for the year 2016 as aforementioned.

**Agenda 3 To consider and acknowledge the matter of Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2016**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the Meeting that in order to be in compliance with Public Limited Companies Act B.E. 2535 (as amended) and the Articles of Association of the Company, the Company is required to prepare the Financial Statements and the Statement of Comprehensive Income (profit and loss statements) of the Company which was audited by the Auditor of the Company as of the date of fiscal year ended to propose to the Annual General Meeting of Shareholders for consideration and approval. Nevertheless, the Extraordinary General Meeting of Shareholders No. 3/2016, held on 16 December 2016 has just resolved to approve the appointment of Auditor of the Company for the fiscal year 2016. The Auditor is now hastening the audit work and preparation of Financial Statements and Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2016, the said Financial Statements and Statement of Comprehensive Income of the Company have not yet finished. After the Financial Statements and the Statement of Comprehensive Income for the year 2016 as aforementioned have finished and are completely audited and certified by the Auditor of the Company, the Company will hold the Meeting of Shareholders to consider and approve the Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2016 accordingly.



that the earnings from digital business will amount to 50 percent and from investment in shopper marketing business 50 percent of the total earnings.

The shareholder inquired when the Financial Statement for 2016 will be completed. The Chairman informed the Meeting that the Financial Statement for quarter 1 of 2016 is expected to be completed within May 2017, and the Financial Statement for quarters 2-3 of 2016 and the Financial Statement for the year ended on 31 December 2016 is expected to be completed in June and July 2017 respectively. The auditor will then commence the audit work for 2017.

Mr. Ritthichai Yib-charoenporn, shareholder, inquired the Audit Committee about the reason for the delay in audit. Mr. Chakkrit Bhamornsatit, Independent Director and Chairman of the Audit Committee, clarified that the former auditor of the Company has resigned in January 2016, a period after the Audit Office laid down a working schedule for 2016, and hence no new audit firm has accepted the Company's audit work. Nonetheless, the former auditor has agreed to accept the audit work, but the limited number of personnel caused a delay.

The Meeting acknowledged the matter of Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2016 as aforementioned.

**Agenda 4 To consider and acknowledge the matters of appropriation of profit as the legal reserve and dividend payment from the operating results of the year 2016**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (as amended) and the Articles of Association of the Company, provided that the Company shall allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit and subtract with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital and if the Company has profits from business operations and no accumulative losses, the Company (upon approval of the Meeting of Shareholders) may distribute to the Shareholders dividends generated from profits of business operations. In this regard, as the Financial Statements and Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2016 have not yet finished, the Company is therefore unable to consider the matters of



appropriation of profit as the legal reserve and dividend payment from the operating results of the year 2016. After the Financial Statements and the Statement of Comprehensive Income for the year 2016 as aforementioned have finished and are completely audited and certified by the Auditor of the Company, the Company will hold the Meeting of Shareholders to consider and approve the appropriation of profit as the legal reserve and dividend payment from the operating results of the year 2016 accordingly.

Ms. Chayanuch Kanahapakorn, shareholders' right protector volunteer from the Thai Investors Association, inquired about (1) the amount of legal reserve fund of the Company at present, and (2) the ratio of legal reserve fund when compared with the Company's registered capital. Mrs. Kulkanist Khamsirivatchara, legal advisor, informed the Meeting that (1) pursuant to the Annual Report of 2015, the legal reserve fund is Baht 11,250,000, and (2) the legal reserve fund amounts to 3.33 percent of the Company's registered capital at present which is Baht 337,500,000.

The Meeting acknowledged the matters of appropriation of profit as the legal reserve and dividend payment from the operating results of the year 2016 as aforementioned.

**Agenda 5 To consider and approve the re-appointment of directors who are due to retire by rotation**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the Meeting that pursuant to the Public Limited Company Act B.E. 2535 (as amended) and Article 15 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third of the directors must retire by rotation. If the number of directors cannot be divided into three, the closest number to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who are due to retire by rotation at the Annual General Meeting of Shareholders for the year 2017, namely:

- (1) Mr. Vichien Linchongsubongkoch Director;
- (2) Mr. Pornthep Anantasa Director; and
- (3) Mr. Chakkrit Bhamornsatit Independent Director /Chairman of Audit Committee

In compliance with Good Corporate Governance Principles, the Company has provided opportunities for the minority shareholders to propose person(s) to be elected as directors in advance of the Meeting through an announcement as well as the criteria on the Company's website from



1<sup>st</sup> November 2016 – 31<sup>st</sup> January 2017. Nonetheless, no minority shareholder proposed any person to be elected as director to the Company at this Meeting.

The Board therefore proposed that the Meeting consider and approve the re-appointment of all 3 directors who are due to retire by rotation to be Directors and Independent Director of the Company for another term.

Information and curriculum vitae of the 3 Directors who are due to retire by rotation and nominated to be Directors of the Company for another term were shown in Attachment No. 2 sent to every shareholder together with the invitation to this Meeting.

The Secretary then proposed the Meeting to consider and approve the re-appointment of 3 Directors who are due to retire by rotation to be Directors and Independent Directors of the Company for another term on individual basis.

**Resolution:** After due consideration, the meeting resolved that the re-appointment of 3 Directors who are due to retire by rotation to be Directors and Independent Director of the Company for another term be approved as proposed on individual basis as follows:

(1) Mr. Vichien Linchongsubongkoch	Director;
Approved	29,614,798 votes, equal to 99.9980% of total votes of shareholders attending and casting their votes
Disapproved	600 votes, equal to 0.0020% of total votes of shareholders attending and casting their votes
Abstention	0 votes, equal to - of total votes of shareholders attending and casting their votes
Voided Ballot(s)	0 votes, equal to 0% of total votes of shareholders attending and casting their votes
(2) Mr. Pornthep Anantasa	Director
Approved	29,614,798 votes, equal to 99.9980% of total votes of shareholders attending and casting their votes
Disapproved	600 votes, equal to 0.0020% of total votes of shareholders attending and casting their votes
Abstention	0 votes, equal to - of total votes of shareholders attending and casting their votes



Voided Ballot(s)	0 votes, equal to	0% of total votes of shareholders attending and casting their votes
(3) Mr. Chakkrit Bhamornsatit		Independent Director /Chairman of Audit Committee
Approved	29,614,798 votes, equal to	99.9980% of total votes of shareholders attending and casting their votes
Disapproved	600 votes, equal to	0.0020% of total votes of shareholders attending and casting their votes
Abstention	0 votes, equal to	- of total votes of shareholders attending and casting their votes
Voided Ballot(s)	0 votes, equal to	0% of total votes of shareholders attending and casting their votes

**Agenda 6 To consider and approve the directors’ remuneration for the year 2017.**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the Meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the determination of the directors’ remuneration for the year 2017. The directors who are not the Independent Directors shall not be entitled to receive any directors’ remuneration regardless of the remuneration in capacity as executives of the Company. The details of the remuneration of Independent Directors and Audit Committee Members are as follows (which are the same rate as the year 2016):

1. Independent Director
  - (1) Annual Remuneration (per person) Baht 165,000
  - (2) Meeting Allowance (per time per person) Baht 20,000
2. Audit Committee
  - (1) Annual Remuneration (per person)
 

Chairman of Audit Committee	Baht	250,000
Audit Committee Member	Baht	200,000

The Independent Director who is also the Audit Committee shall be entitled to receive the remuneration from both positions of Independent Director and Audit Committee Member.

The Secretary then proposed the Meeting to consider and approve the directors’ remuneration for the year 2017.



The Secretary then proposed the Meeting to consider and approve the directors' remuneration for the year 2017.

**Resolution:** After due consideration, the meeting resolved that the directors' remuneration for the year 2017 be approved as proposed in all respects, by more than two-thirds of the total number of votes of the Shareholders attending the Meeting as follows:

Approved	29,861,582 votes, equal to	99.9980%	of total votes of shareholders attending
Disapproved	600 votes, equal to	0.0020%	of total votes of shareholders attending
Abstention	0 votes, equal to	0%	of total votes of shareholders attending
Voided Ballot(s)	0 votes, equal to	0%	of total votes of shareholders attending

**Agenda 7 To consider and acknowledge the matter of the appointment of auditors of the Company and determination of the auditing fee for the fiscal year ended 31 December 2017**

The Chairman asked the Secretary to explain the details of this Agenda to the Meeting for consideration.

The Secretary informed the Meeting that to be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and Articles of Association of the Company require that every year the Meeting of Shareholders appoints Company's auditors and determines their remuneration. In this regard, the Company is negotiating with ANS Audit Company Limited ("ANS"), the former Auditor of the Company on the scope of audit work and the auditing fee for the year 2017 but ANS is now on the process of auditing and preparing the Financial Statements and Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2016 which have not yet finished. After the Financial Statements and the Statement of Comprehensive Income for the year 2016 as aforementioned have finished and are completely audited and certified by the Auditor of the Company as well as the Company is able to determine certain Auditor and auditing fee, the Company will hold the Meeting of Shareholders to consider and approve the appointment of auditors of the Company and determination of the auditing fee for the fiscal year ended 31 December 2017 accordingly.

The Meeting acknowledged the matter of the appointment of auditors of the Company and determination of the auditing fee for the fiscal year ended 31 December 2017 as aforementioned.

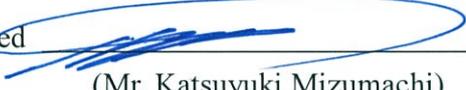
**Agenda 8 To consider other matters (if any)**

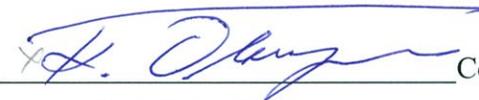
Mr. Possawat Jariyaboon, shareholder, inquired about the plan for the management of the Company's leftover stock. Mr. Jesada Daokaew the Marketing Director. To clarified that the



Company will mainly give higher discount to clear out leftover stock. Nonetheless, the Company will estimate the amount of imported goods compared with the Company's ability to distribute the goods. Moreover, the fact that the manufacturer sold the goods to the Company by means of consignment means that the leftover stock can be returned to the manufacturer.

As there were neither further questions nor opinions, the Chairman thanked the shareholders who attended the meeting and declared the meeting closed at 10.50 hrs.

Signed  Chairman  
(Mr. Katsuyuki Mizumachi)

Signed  Company Secretary  
(Mr. Kiichi Okuyama)

## Profile of directors who are due to retire by rotation and be nominated for reappointment

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<b>Name</b>	Mr. Tan Vutithum
<b>Age</b>	25 years
<b>Nationality</b>	Thai
<b>Position in the Company</b>	Director and Chief Executive Officer
<b>Tenure</b>	8 months
<b>Education</b>	Bachelor of Political Science, <i>Ramkhamhang University</i>
<b>Experience</b>	2017 – Present Director and Chief Executive Officer, <i>Chuo Senko (Thailand) Public Co., Ltd.</i>
	2016 – 2017 Assistance to Executive Director, <i>Vintage Engineering Plc.,</i>
	2015 – 2016 Managing Director, <i>Astoros Asset Management</i>
	2014 – 2015 Business Development, <i>Jetion Solar Thailand</i> Assistant to Chairman of the Board of Directors, <i>M Picture Entertainment Public Co., Ltd.</i>
<b>Position in other Listed Companies</b>	None
<b>Position in Non-Listed Companies</b>	None
<b>Position in Rival Companies/ Connected business that May cause conflict of interest</b>	None
<b>Company Shareholding (as of 31 December 2017)</b>	None
<b>Meeting Attendance for the year 2017</b>	The Board of Directors' Meeting was 4/4 times The Shareholders' Meeting was 0/0 times
<b>Forbidden Qualifications</b>	1. Never dishonestly committed an offence against property. 2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

## Profile of directors who are due to retire by rotation and be nominated for reappointment

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<b>Name</b>	Mr. Narut Wiwattankrai
<b>Age</b>	29 years
<b>Nationality</b>	Thai
<b>Position in the Company</b>	Director
<b>Tenure</b>	5 months
<b>Education</b>	Master of Management, <i>Chulalongkorn University</i> The Bachelor of Arts Program in Economics, <i>Chulalongkorn University</i>
<b>Experience</b>	2017 – Present Director, <i>Chuo Senko (Thailand) Public Co., Ltd.</i> 2015 – 2017 Deputy to Managing Director, <i>Green Earth Power (Thailand) Co., Ltd.</i> 2011 – 2015 Marketing Manager, <i>CyberPrint Co., Ltd.</i>
<b>Position in other Listed Companies</b>	None
<b>Position in Non-Listed Companies</b>	None
<b>Position in Rival Companies/ Connected business that May cause conflict of interest</b>	None
<b>Company Shareholding (as of 31 December 2017)</b>	None
<b>Meeting Attendance for the year 2017</b>	The Board of Directors' Meeting was 1/1 times The Shareholders' Meeting was 0/0 times
<b>Forbidden Qualifications</b>	1. Never dishonestly committed an offence against property. 2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

## Profile of directors who are due to retire by rotation and be nominated for reappointment

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<b>Name</b>	Miss Yaowarote Klinboon
<b>Age</b>	45 years
<b>Nationality</b>	Thai
<b>Position in the Company</b>	Independent Director and Audit Committee
<b>Tenure</b>	5 months
<b>Education</b>	<ul style="list-style-type: none"> <li>- Degree of Master of Laws, <i>University of East Anglia, UK</i></li> <li>- Master of Laws, <i>Chulalongkorn University</i></li> <li>- Bachelor of Laws Program, <i>Chulalongkorn University</i></li> </ul>
<b>Experience</b>	<p>2016 – Present - Independent Director and Audit Committee, <i>Chuo Senko (Thailand) Public Co., Ltd.</i></p> <p>- Counsel, <i>Hunton and William Co., Ltd.</i></p> <p>2015 – 2016 Partner <i>The Capital Law Office Limited</i></p> <p>2009 – 2015 - Guest Speaker, Good Governance and related Laws Topic <i>Thai Investor Association</i></p> <p>- Guest Speaker, Securities Regulations Law Topic <i>Bangkok University</i></p> <p>2002 – 2014 Senior Associate, <i>Weerawong, Chinnavat &amp; Partners Ltd.</i></p> <p>1998 – 2002 Officer Legal, <i>Securities and Exchange Commission, Thailand</i></p> <p>1994 – 1998 Officer Legal, <i>The Stock Exchange of Thailand</i></p>
<b>Position in other Listed Companies</b>	None
<b>Position in Non-Listed Companies</b>	None
<b>Position in Rival Companies/ Connected business that May cause conflict of interest</b>	None
<b>Company Shareholding (as of 31 December 2017)</b>	None

## **Profile of directors who are due to retire by rotation and be nominated for reappointment**

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### **Meeting Attendance for for the year 2015**

The Board of Directors Meeting was 1/1 times  
The Shareholder Meeting was 0/0 times

### **Forbidden Qualifications**

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

After due consideration, the Board of Directors deems that Miss Yoawarote Klinboon, who was nominated to be an Independent Director and Audit Committee of the Company for another term, is able to liberally give opinions pursuant to the relevant rules and regulations

## Profile of directors who are nominated for an appointment

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<b>Name</b>	Mr. Khan Prachuabmoh
<b>Age</b>	65 years
<b>Nationality</b>	Thai
<b>Education</b>	- Master of Management, <i>Chulalongkorn University</i> - The Bachelor of Arts Program in Economics, <i>Chulalongkorn University</i>
<b>Experience</b>	<p>2016 – Present Corporate Governance and Social Responsibility Committee, <i>T.K.S. Technologies Public Co., Ltd.</i></p> <p>2015 – Present Chairman of Audit Committee, <i>ASL Security Co., Ltd.</i></p> <p>2011 – Present Counsel, <i>Bank of China (Thai) Public Co., Ltd.</i></p> <p>2010 – Present Director, <i>National Credit Bureau Co., Ltd.</i></p> <p>2010 – 2011 Adviser to the Deputy Prime Ministers <i>(Mr. Trirong Suwannakiri)</i></p> <p>2007 – 2008 Adviser to the Minister of Finance <i>Ministry of Finance</i> <i>(Mr. Chalongphob Sussangkarn)</i></p> <p>2002 – 2010 Managing Director, <i>Government Housing Bank</i></p> <p>1994 – 1995 Adviser to the Deputy Minister of Finance, <i>Ministry of Finance</i> <i>(Mr. Trirong Suwannakiri)</i></p> <p>1993 – 2000 Director and Deputy Managing Director, <i>DBS Thai Danu Bank Public Co., Ltd.</i></p>
<b>Position in other Listed Companies</b>	2 Companies
<b>Position in Non-Listed Companies</b>	11 Companies
<b>Position in Rival Companies/ Connected business that</b>	None

## **Profile of directors who are nominated for an appointment**

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**May cause conflict of  
interest**

**Company Shareholding  
(as of 31 December 2017)**

None

**Forbidden Qualifications**

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

## **Profile of directors who are nominated for an appointment**

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<b>Name</b>	Mr. Sirut Rattanapaitoon
<b>Age</b>	29 years
<b>Nationality</b>	Thai
<b>Education</b>	The Bachelor of Arts Program in Economics, <i>Chulalongkorn University</i>
<b>Experience</b>	<p>Jan 2018 – Present    Executive Director <i>Orion Advisory Co., Ltd.</i></p> <p>Jan 2017 – Oct 2017    Chief Investment Officer and Executive Director <i>Vintage Engineering Public Co., Ltd.</i></p> <p>Mar 2015 – Apr 2017    Managing Director <i>Nova Asia Co., Ltd.</i></p> <p>Oct 2014 – Mar 2015    Business Development Manager <i>Green Earth Power (Thailand) Co., Ltd.</i></p> <p>Mar 2014 – Oct 2014    Associate <i>Finansa Securities Limited</i></p> <p>May 2012 – Mar 2014    Analyst, <i>Finansa Securities Limited</i></p>
<b>Position in other Listed Companies</b>	None
<b>Position in Non-Listed Companies</b>	1 Company
<b>Position in Rival Companies/ Connected business that May cause conflict of interest</b>	None
<b>Company Shareholding (as of 31 December 2017)</b>	None
<b>Forbidden Qualifications</b>	<ol style="list-style-type: none"> <li>1. Never dishonestly committed an offence against property.</li> <li>2. Never entered into any transaction which may cause conflict of interest against the Company during the year.</li> </ol>

(F53-4)

Attachment 1

**Capital Increase Report Form****Chuo Senko (Thailand) Public Company Limited****16 March 2018****(Amendment)**

We, Chuo Senko (Thailand) Public Company Limited (the “**Company**”), hereby reports the resolutions of the Board of Directors’ meeting of the Company No. 3/2018, which was held on 15 March 2018 during 14.00 – 15.00, to the Stock Exchange of Thailand (“**SET**”) in respect of capital increase to accommodate the allocation of newly issued shares to existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the issuing and offering of the newly issued ordinary shares under the general mandate basis as follows:

**1. Capital Decrease and Capital Increase**

The Board of Directors has resolved to approve the followings:

- (a) the decrease of registered capital of Baht 2,870 from the existing registered capital of Baht 337,500,000 to Baht 337,497,130 by decreasing the number of shares which have not been purchased by anyone or which have not yet been issued in amount of 574 shares at the par value of Baht 5 each.
- (b) the increase of registered capital of Baht 776,243,395 from the registered capital of Baht 337,497,130 to Baht 1,113,740,525 by issuing 155,248,679 newly-issued ordinary shares with the par value of Baht 5 each. The details of the capital increase are as follows:

<b>Type of Capital Increase</b>	<b>Type of Share</b>	<b>No. of shares (Share)</b>	<b>Par Value (Baht/Share)</b>	<b>Total Value (Baht)</b>
<input checked="" type="checkbox"/> specifying the purpose of utilizing proceeds	Ordinary shares	134,998,852	5	674,994,260
	Preferred shares			
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	20,249,827	5	101,249,135
	Preferred shares			

## 2. Allocation of newly issued shares

### 2.1 Details of allocation for the specific purpose of utilizing proceeds

Allotted to	No. of shares	Ratio	Sale Price (Baht per share)	Subscripti on period and payment period	Remark
accommodate the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering)	Not exceeding 134,998,852	1 existing ordinary share to 2 newly- issued ordinary shares	Baht 0.2 Please see remark (1)	Please see remark (1)	Please see remark (2)

#### Remarks:

- (1) In respect of offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights offering), the allocation ratio is 1 existing share to 2 newly-issued ordinary shares (the total numbers of shares for the Rights Offering are 134,998,852) with the offering price at Baht 0.2 per share, and the subscription period is approximately in late May 2018 which would be further notified to the SET by the Company. In this regard, the Company has approved the date for determination of shareholders' entitlement to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on 9 May 2018.

In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder expresses their intention to subscribe the newly-issued ordinary shares. If there are ordinary shares remaining after the capital increase in this time, the Company will deduct such shares in the next meeting of the shareholders and will not allocate such shares to specific investors (Private Placement).

- (2) the Board of Directors, authorized directors of the Company according to the Company's Affidavit or any person entrusted by the Board of Directors or authorized directors of the Company according to the Company's Affidavit shall be authorized to have the power to contact, negotiate, amend, agree, execute, and deliver all relevant documents, instruments, and/or agreements with the counterparties and/or any related persons relating to the allotment of newly-issued ordinary shares, including but not limited to contacting, seeking approval, waiver (if any), and necessary and relevant evidence to the relevant government agencies or relevant authorities, such as the Office of the Securities and Exchange Commission and the SET, as well as amending the relevant information memorandum to be disclosed, disclosing relevant information, making statement and information to relevant authorities, and determining and/or

amending conditions and relevant details in relation to the allotment of newly issued shares from the capital increase of the Company to existing shareholders proportionate to their respective shareholdings (Rights Offering), subject to the relevant rule and law, which shall include but not be limited to the following: (1) to consider and determine whether the newly-issued ordinary shares shall be one or from time to time allocation, the offering period, date for listing the names of the existing shareholders having the right to subscribe for and be allocated the newly-issued ordinary shares under the Rights Offering (Record Date), payment for shares, and other details and conditions relating to the allocation; (2) to appoint the financial advisors, enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation, including any action relevant to the allotment of such shares; and (3) to sign application forms for permission, relaxation (if any), and necessary and relevant evidence in relation to the allocation and offering of the newly issued ordinary shares, including to take actions and submit applications, waiver (if any) and necessary evidence to the relevant government agencies or relevant authorities, and to list the newly-issued ordinary shares on the SET, and to take any action necessary and relevant to the entering into the transaction in all respects until completion of the transaction, and to appoint and/or remove substitute to take the foregoing actions.

**2.1.1 The Company’s plan in case where there is a fraction of shares remaining**

Authorized directors of the Company according to the Company’s Affidavit or any person entrusted by authorized directors of the Company according to the Company’s Affidavit is authorized to use discretion to round down such fraction or undertake other actions as deemed necessary and appropriate in order to have a successful share capital increase.

**2.1 Details of allocation on the general mandate basis**

<b>Allotted to</b>	<b>Type</b>	<b>Number of shares</b>	<b>Percentage of paid-up capital<sup>1/</sup></b>	<b>Remark</b>
1. Existing shareholder (Right Offering)	Ordinary Share	Not exceeding 20,249,827	Not exceeding 30 percent	Please see remark (1) and (2)
2. Private Placement	-	-	-	-

<sup>1/</sup> Percentage of paid-up capital on the date that the Board of Directors resolves to approve the increase of capital under a general mandate basis.

**Remarks:**

- (1) The Company may either entirely or partially issues and offers the newly issued ordinary shares, whether in single or sequential allocation. In any case the aggregate number of newly issued ordinary shares to be offered to the existing shareholders (Right Offering) under the general mandate basis shall not be exceeding 20,249,827 shares or 30 percent of the paid-up capital of the Company as at the date the Board of Directors resolves to approve the increase of capital under the general mandate basis.

- (2) The Board of Directors approved to authorize the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:
  - (1) To consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of the offering of the newly issued ordinary shares, whether single or sequential offering, period of the offering, payment of share subscription price, other conditions and details in connection with the allocation of such newly issued ordinary shares;
  - (2) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
  - (3) execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, and listing of such newly issued ordinary shares on the SET and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

**3. Schedule for shareholders' meeting to approve the capital increase and allotment of shares**

The Annual General Shareholders' Meeting for the year 2018 is scheduled to be on 30 April 2018 at 10.30. The venue is at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi sub-district, Huay Kwang district, Bangkok 10320 . The date for determination of shareholders' entitlement to attend the meeting will be 30 April 2018 (Record Date).

**4. Approval of the capital increase and shares allotment by relevant governmental agency and conditions thereto**

- 4.1. To register the capital increase, amendment to the Memorandum of Association and the change of paid-up capital with the Department of Business Development, Ministry of Commerce.
- 4.2. To apply for an approval from the SET to list the newly issued shares as listed securities on the SET.

**5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase**

The Company has necessity to raise fund for repaying the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to regain the possibility to compete against other operators in the advertising industry, resulting in increase of revenue and better operation and financial status of the Company and benefiting the shareholders of the Company in long term. The Company also expects that the plan of capital increase will be sufficient for utilizing proceeds plan.

**6. Benefits which the Company will receive from the capital increase/shares allotment**

The proceed from the issuance and offering of newly-issued ordinary shares will be an important portion of Company's capital to repay the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to complete against other operators in the industry, resulting in increase of revenue and better operation of the Company and benefiting the shareholders of the Company in long term.

**7. Benefits which the Shareholder will receive from the capital increase/shares allotment**

**7.1. Dividend Payment Policy**

The Company's policy is to pay its dividend to shareholders at a rate approximately not lower than 50 percent of its net profit based in the Company's financial statements after deducted corporate income tax and after deducted statutory reserves each year, in case there is no need to use proceed in any other situation and the dividend payment meanwhile must not materially affect the Company's normal operations.

**7.2.** The subscriber of the newly-issued ordinary shares will be entitled to receive dividends from the Company's business operation after the subscriber's registration as a shareholder of the Company

**8. Other details necessary for shareholders to approve the capital increase/shares allotment**

-None-

**9. Schedule of action where the Board of Directors passed the resolutions approving the increase in capital/the shares allotment**

<b>No.</b>	<b>Procedures of the Shares Allotment</b>	<b>Date / Month / Year</b>
1	Approval of the capital increase and shares allotment by the Board of Directors' Meeting No. 3/2018	15 March 2018
2	To determine shareholders' entitlement to attend the Annual General Shareholders' Meeting for the year 2018 (Record Date)	30 March 2018
3	To hold the Annual General Shareholders' Meeting for the year 2018	30 April 2018
4	Registration of the increase of registered capital and amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of approval by shareholders

5	To determine the list of existing shareholders' who are entitled to the share subscribe and be allotted for the newly issued ordinary shares (Record Date)	9 May 2018
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The Company here by certifies that the information contained in this report is true and correct in all respects.

(signed) ..... Authorized Director

(Mr. Tan Vutithum)

*-Company's Seal-*

**Information Memorandum regarding the allocation of the newly-issued ordinary shares to the existing shareholders**

The Meeting of the Board of Directors of Chuo Senko Public Company Limited (the “**Company**”) No. 3/2018 held on 15 March 2018, resolved to approve the capital increase of Baht 674,994,260 from the existing registered capital of Baht 337,497,130 to Baht 1,012,491,390 by means of issuing 134,998,852 newly-issued ordinary shares with a par value of Baht 5 per share in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), which will be proposed to the Annual General Meeting of the Shareholders year 2018 on 30 April 2018, for further consideration.

Details of allocation of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings are enclosed in Capital Increase Report Form (F53-4) (Attachment 1) and Information Memorandum regarding the allotment of newly-issued ordinary shares offering to the existing shareholders.

**1. Details of the issuance and offering**

The Company will allot the newly-issued ordinary shares not exceeding 134,998,852 shares with the par value at Baht 5 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the ratio of 1 existing ordinary shares to 2 newly-issued ordinary shares with the offering price at Baht 0.20 per share, totaling not exceeding Baht 26,999,770.40, and the subscription period of the offering newly-issued ordinary shares is approximately in late May 2018 which would be further notified to the SET by the Company. In this regard, the Company has approved the date for determination of shareholders' entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 9 May 2018.

In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder expresses their intention to subscribe the newly-issued ordinary shares. If there are ordinary shares remaining after the capital increase in this time, the Company will deduct such shares in the next meeting of the shareholders and will not allocate such shares to specific investors (Private Placement).

Also, to propose to the Annual General Shareholders' Meeting for the year 2017 to approve the authorization of the Board of Directors, authorized directors of the Company according to the Company's Affidavit or any person entrusted by the Board of Directors or authorized directors of the Company according to the Company's Affidavit shall be authorized to have the power to contact, negotiate, amend, agree, execute, and deliver all relevant documents, instruments, and/or agreements with the counterparties and/or any related persons relating to the allotment of newly-issued ordinary

shares, including but not limited to contacting, seeking approval, waiver (if any), and necessary and relevant evidence to the relevant government agencies or relevant authorities, such as the Office of the Securities and Exchange Commission and the SET, as well as amending the relevant information memorandum to be disclosed, disclosing relevant information, making statement and information to relevant authorities, and determining and/or amending conditions and relevant details in relation to the allotment of newly issued shares from the capital increase of the Company to existing shareholders proportionate to their respective shareholdings (Rights Offering), subject to the relevant rule and law, which shall include but not be limited to the following: (1) to consider and determine whether the newly-issued ordinary shares shall be one or from time to time allocation, the offering period, date for listing the names of the existing shareholders having the right to subscribe for and be allocated the newly-issued ordinary shares under the Rights Offering (Record Date), payment for shares, and other details and conditions relating to the allocation; (2) to appoint the financial advisors, enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation, including any action relevant to the allotment of such shares; and (3) to sign application forms for permission, relaxation (if any), and necessary and relevant evidence in relation to the allocation and offering of the newly issued ordinary shares, including to take actions and submit applications, waiver (if any) and necessary evidence to the relevant government agencies or relevant authorities, and to list the newly-issued ordinary shares on the SET, and to take any action necessary and relevant to the entering into the transaction in all respects until completion of the transaction, and to appoint and/or remove substitute to take the foregoing actions.

In this regards, the issuance and offering of newly-issued ordinary shares to the existing shareholders is subject to the approval by the Annual General Meeting of Shareholders year 2018 of the Company.

## **2. Objectives of the issuance of new ordinary shares and Warrant and Plan for utilization of proceeds**

The Company has necessity to raise fund for repaying the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to regain the possibility to compete against other operators in the advertising industry, resulting in increase of revenue and better operation and financial status of the Company and benefiting the shareholders of the Company in long term. The Company also expects that the plan of capital increase will be sufficient for utilizing proceeds plan.

## **3. Opinion of the Board of Directors on the capital increase**

### **(1) Rationale and necessity for the capital increase**

The Board of Directors' meeting No. 3/2018 on 15 March 2018 had considered the Company's current financial status and operating result together with the future business plan

and was of the opinion that, according to the Company's utilizing proceeds plan to expanding the business, the Company has necessity to spend approximately Baht 26,999,770.40 for repaying the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to complete against other operators in the industry, resulting in increase of revenue and better operation of the Company and benefiting the shareholders of the Company in long term.

**(2) Feasibility of the utilization plan of proceeds from the offering of the newly issued ordinary shares**

The Company expects to issue and offer the newly-issued shares to the existing shareholders (Rights Offering) and to receive the payment for such Rights Offering within June 2018.

**(3) Reasonableness of the capital increase, plan to utilize the proceeds derived from the offering for sale, and projects to be operated, including the sufficiency of the sources of funds**

The Board of Directors was of the opinion that the increase of capital is appropriate because the Company has the necessity to spend approximately Baht 26,999,770.40 for repaying the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to complete against other operators in the industry, resulting in increase of revenue and better operation of the Company and benefiting the shareholders of the Company in long term.

**(4) The potential impact which may occur to the business operation of the Company, as well as its financial positions, and operational results, due to the capital increase and the proceeds utilization plan or projects:**

The proceed from the issuance and offering of newly-issued ordinary shares will be an important portion of Company's capital for repaying the debt to various creditors of the Company and financial institutions and as the operating expenditure for the Company to be able to complete against other operators in the industry, resulting in increase of revenue and better operation of the Company and benefiting the shareholders of the Company in long term.

**(5) Expected effects to the Company in the case that the newly-issued ordinary shares are not fully subscribed and/or the issued and offered Warrant are not fully exercised by the existing shareholders**

If the Company cannot fully offer shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company will allocate the proceeds received as it deems appropriate according to the objective.

#### **4. Certification of the Board of Directors regarding the capital increase**

In the case that the directors of the Company do not comply with the laws, the objectives, the articles of association of the Company, and the resolution of the meeting of shareholders in good faith and with care to preserve the interest of the Company on matters relating to the capital increase, resulting that the performance of any act or non-performance of any act which fails to comply with the aforementioned duties and causes damages to the Company, the Company may claim compensation from the directors. In the case where the Company fails to make such claim, any one or more shareholders holding shares amounting to not less than 5% of the total number of issued shares of the Company may issue a written notice requesting the Company to make such a claim. If the Company fails to take action as directed by the said shareholders, such shareholders may bring a suit to the court to claim compensation on behalf of the Company in compliance with the Section 85 of the Public Company Limited Act B.E. 2535 (as amended). In addition, in the case where the director acts or omits to act in such a way that not comply with the laws, the objectives, the articles of association and the resolution of the meeting of shareholders with due care and loyalty to preserve the interest of the Company on the matters relating to the capital increase, resulting that the director obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company. In this regard, a shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5% of the total number of voting rights of the Company may issue a written notice requesting the Company to bring the aforementioned action and the Company fails to proceed as requested within one month from the date of the notice, such shareholder or shareholders may bring an action for disgorgement of benefits on behalf of the Company in compliance with the Section 89/18 of the Securities and Exchange Act B.E.2535 (as amended).

Please be informed accordingly.

Sincerely yours,

Chuo Senko (Thailand) Public Company Limited

( Tan Vutithum )

Chairman of the Board of Directors

## Profile of Audit Committee for Proxy in the 2018 Annual General Meeting of Shareholders

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<b>Name</b>	Mr. Chamnarn Wangtal
<b>Age</b>	66 years
<b>Nationality</b>	Thai
<b>Position in the Company</b>	Independent Director and Chairman of Audit Committee
<b>Tenure</b>	9 months
<b>Education</b>	<ul style="list-style-type: none"> <li>- Banking and Finance MSc, <i>Marshall University, USA</i></li> <li>- Bachelor of Science, Biology Degree, <i>Saint Vincent College, USA</i></li> </ul>
<b>Certificate</b>	<ul style="list-style-type: none"> <li>- Advanced Market Risk Management, <i>FT New York Institute of Finance</i></li> <li>- Targeted Selection Interviewer Program, <i>Development Dimensions International</i></li> <li>- Director Accreditation Program (DAP), Class of 114/2558 <i>Capital Market Academy</i></li> </ul>
<b>Experience</b>	<p>2017 – Present Independent Director and Chairman of Audit Committee, <i>Chuo Senko (Thailand) Public Co., Ltd.</i></p> <p>2014 – Present Independent Director, Chairman of Risk Management Committee and Chairman of Nomination and Remuneration Committee, <i>Scan Inter Public Co., Ltd.</i></p> <p>2009 – 2010 Director <i>Millea Life Insurance (Thailand) Public Co., Ltd.</i></p> <p>2008 – 2009 Director, <i>Bank Thai Assets Management</i></p> <p>2000 – 2010 Deputy to Managing Director, <i>BankThai Public Company Limited</i></p>
<b>Position in other Listed Companies</b>	1 Company
<b>Position in Non-Listed Companies</b>	None
<b>Position in Rival Companies/ Connected business that May cause conflict of interest</b>	None
<b>Company Shareholding (as of 31 December 2017)</b>	None

## **Profile of Audit Committee for Proxy in the 2018 Annual General Meeting of Shareholders**

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### **Meeting Attendance for the year 2017**

The Board of Directors' Meeting was 6/6 times  
The Shareholders' Meeting was 0/0 times

### **Forbidden Qualifications**

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

### **Definition of independent directors**

An independent board is an important element or mechanism in the Good Corporate Governance system or the “Good Governance” of the organization, the definition of independent directors of Asia Biomass Public Company Limited (the “**Company**”) shall consist of the qualifications as follows:

1. Shall be appointed by the board of directors or the shareholders’ meeting of the Company;
2. Shall have the qualifications as prescribed by the Securities and Exchange Act and the Securities Exchange of Thailand regulations;
3. Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
4. Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
5. Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
6. Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director.
7. The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favour of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

**Definition of independent directors**

8. Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
9. Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
10. Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
11. Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary;
12. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
13. Shall be trusted and generally accepted person; and
14. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.



## แบบฟอร์มลงทะเบียน Registration Form

ข้าพเจ้า  
I/We

อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)  
being a shareholder of **Chuo Senko (Thailand) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม  
holding the total amount of

หุ้น  
shares

หุ้นสามัญ  
ordinary share

หุ้น  
shares

หุ้นบุริมสิทธิ  
preferred share

หุ้น  
shares

การประชุมสามัญผู้ถือหุ้น ประจำปี 2561  
The Annual General Meeting of Shareholders Year 2018

บริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)  
Chuo Senko (Thailand) Public Company Limited

วันจันทร์ที่ 30 เมษายน พ.ศ. 2561 เวลา 10.30 น.  
Monday, 30<sup>th</sup> April 2018 at 10.30 A.M.

ณ ห้องปาริชาติ, โรงแรม โกลเด้น ทิวลิป ซอฟเฟอริน  
At Parichart Room, Golden Tulip Sovereign

เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320  
92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320

ข้าพเจ้า \_\_\_\_\_ เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น  
I \_\_\_\_\_ shareholder or proxy holder of

บริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน \_\_\_\_\_  
Chuo Senko (Thailand) Public Company Limited of which the identification number  
ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
attend the above mentioned meeting

ลงชื่อ \_\_\_\_\_ ผู้เข้าประชุม  
Sign \_\_\_\_\_ Meeting Attendant  
( \_\_\_\_\_ )

**หมายเหตุ:** กรณีส่งหนังสือมอบฉันทะทางไปรษณีย์ กรุณาแนบบแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมฉบับนี้ และหนังสือมอบฉันทะ  
ทั้งฉบับ รวมทั้งหลักฐานแสดงตนของผู้มอบฉันทะ

**Remarks:** If you choose to send the Proxy Form to the Company by post, please submit this barcode Registration Form  
and the entire set of Proxy Form together with the evidence of your identity.

**เพื่อความสะดวกและรวดเร็วในการลงทะเบียน ผู้ถือหุ้นที่เข้าประชุมด้วยตนเอง หรือ ผู้รับมอบฉันทะ โปรดนำแบบฟอร์ม  
ลงทะเบียนเข้าร่วมการประชุมฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย**

**For your convenience, the shareholder who will attend the meeting in person or the proxy holder is  
required to present this barcode Registration Form to the Registration Desk.**



หนังสือมอบฉันทะ แบบ ก.  
**Proxy Form A.**  
 (แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
 (General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
 Shareholder registration number

เขียนที่ \_\_\_\_\_  
 Written at  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
 รหัสไปรษณีย์ \_\_\_\_\_  
 Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน) (“บริษัท”)  
 Being a shareholder of **Chuo Senko (Thailand) Public Company Limited (“Company”)**  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
 ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
 If you make proxy by choosing No. 1,  
 please mark  at  1. and give the  
 details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
 Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
 ที่  2.  
 If you make proxy by choosing No. 2,  
 please mark  at  2.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
 Appoint the following Independent Director  
 นายชำนาญ วังศาล Mr. Chamnam Wangtal  
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4. ของหนังสือเชิญประชุมสามัญ  
 ผู้ถือหุ้น ประจำปี 2561)  
 (Details of members of the Independent Directors of the Company are specified in Enclosure 4. of the  
 Notice of the 2018 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 30 เมษายน 2561 เวลา 10.30 น. ณ ห้องปรีชาติ โรงแรม โกลเด้นทิวลิป ซอเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on 30 April 2018 at 10.30 at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

#### **หมายเหตุ/Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.



**หนังสือมอบฉันทะ แบบ ข.**  
**Proxy Form B.**  
**(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)**  
**(Form with fixed and specific details authorizing proxy)**

(ปิดอากรแสตมป์ 20 บาท)  
 (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
 Shareholder registration number Written at  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
 รหัสไปรษณีย์ \_\_\_\_\_  
 Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน) (“บริษัท”)  
 Being a shareholder of **Chuo Senko (Thailand) Public Company Limited (“Company”)**  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
 ✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
 If you make proxy by choosing  
 No. 1, please mark ✓ at  1. and  
 give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
 Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
 ✓ ที่  2.  
 If you make proxy by choosing  
 No. 2, please mark ✓ at  2.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
 Appoint the following Independent Director  
 นายชานามู วังตาล Mr. Chamnam Wangtal  
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4. ของหนังสือเชิญประชุมสามัญ  
 ผู้ถือหุ้น ประจำปี 2561)  
 (Details of members of the Independent Directors of the Company are specified in Enclosure 4. of the  
 Notice of the 2018 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 30 เมษายน 2561 เวลา 10.30 น. ณ ห้องปาริชาติ โรงแรม โกลด์ตันทิวลิป ซอยเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the **2018 Annual General Meeting of Shareholders on 30 April 2018 at 10.30 at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapı Sub-district, Huay Kwang District, Bangkok 10320**, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

**วาระที่ 1** **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560**

Agenda item no. 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2017

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 2** **พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2559**

Agenda item no. 2 To consider and acknowledge the operation results of the Company for the year 2016

(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 3** **พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และบัญชีกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2559**

Agenda item no. 3 To consider and approve the statement of financial positions and the comprehensive income statement of the Company for the fiscal year ended 31 December 2016

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 4** **พิจารณาอนุมัติงดการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล**

Agenda item no. 4 To consider and approve the suspension of the allocation of the profit to be a reserve fund as prescribed by law and the suspension of the dividend payment

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain



วาระที่ 5  
Agenda item no. 5

**พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ และแต่งตั้งกรรมการใหม่**  
To consider and approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

ก.  **เลือกตั้งกรรมการทั้งหมด**  
A. Election of entire nominated directors  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ข.  **เลือกตั้งกรรมการเป็นรายบุคคล**  
B. Election of each nominated directors  
1. ชื่อกรรมการ นายธันว์ วุฒิชัยธรรม  
Director's name Mr. Tan Vutithum  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นายณรงค์ วิวรรณไกร  
Director's name Mr. Narut Wiwattanakrai  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นางสาวเยาวโรจน์ กลิ่นบุญ  
Director's name Miss Yaowarote Klinboon  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

4. ชื่อกรรมการ นายชรงค์ ประจวบเหมาะ  
Director's name Mr. Khan Prachuabmoh  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

5. ชื่อกรรมการ นายศิริรัตน์ รัตนไพฑูรย์  
Director's name Mr. Sirut Rattanapaitoon  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6  
Agenda item no. 6

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2561**  
To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2018

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7  
Agenda item no. 7

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2560**  
To consider and approve the appointment of auditors and determination of the auditor fee for the year 2017

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8  
Agenda item no. 8

**พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท**  
To consider and approve the decrease in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda item no. 9 To consider and approve the increase in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda item no. 10 To consider and approve the allocation of the newly-issued ordinary shares

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 11 พิจารณานุมัติการแก้ไขข้อบังคับของบริษัท

Agenda item no. 11 To consider and approve the amendments of the Articles of Association

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 12 พิจารณารับรองผลการดำเนินงานของคณะกรรมการบริษัทในปี 2560

Agenda item no. 12 To consider and certify the operating results of the Board of Directors of the Company for the year 2017

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 13 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 13 To consider other matters (If any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะ ไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)  
A proxy is granted by a shareholder of Chuo Senko Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 30 เมษายน 2561 เวลา 10.30 น. ณ ห้องปาร์ชาต โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสง  
แจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
At the 2018 Annual General Meeting of Shareholders on 30 April 2018 at 10.30 at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama  
9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of

เป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Chuo Senko (Thailand) Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No. 1, please mark ✓ at  1. and  
give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2.  
If you make proxy by choosing  
No. 2, please mark ✓ at  2.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ  
Appoint the following Independent Director  
นายชำนาญ วังตาล Mr. Chamnam Wangtal  
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4. ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2561)  
(Details of members of the Independent Directors of the Company are specified in Enclosure 4. of the  
Notice of the 2018 Annual General Meeting of Shareholders)

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 30 เมษายน 2561 เวลา 10.30 น. ณ ห้องปรีชาติ โรงแรม โกลด์ตันทิวลิป ซอเฟออริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on 30 April 2018 at 10.30 at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560

Agenda item no. 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2017

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2559

Agenda item no. 2 To consider and acknowledge the operation results of the Company for the year 2016

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และบัญชีกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda item no. 3 To consider and approve the statement of financial positions and the comprehensive income statement of the Company for the fiscal year ended 31 December 2016

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

วาระที่ 4 พิจารณานุมัติงดการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการคงจ่ายเงินปันผล

Agenda item no. 4 To consider and approve the suspension of the allocation of the profit to be a reserve fund as prescribed by law and the suspension of the dividend payment

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes



วาระที่ 5  
Agenda item no. 5

**พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ และแต่งตั้งกรรมการใหม่**

To consider and approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายธนวิ วุฒิชัยธรรม

Director's name Mr. Tan Vutithum

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

2. ชื่อกรรมการ นายณรุจ วิวารธนไกร

Director's name Mr. Narut Wiwattanakrai

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

3. ชื่อกรรมการ นางสาวเยาว์โรจน์ กลิ่นบุญ

Director's name Miss Yaowarote Klinboon

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

4. ชื่อกรรมการ นายชรงค์ ประจวบเหมาะ

Director's name Mr. Khan Prachuabmoh

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

5. ชื่อกรรมการ นายศิริรัตน์ รัตนไพฑูรย์

Director's name Mr. Sirut Rattanapaitoon

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 6  
Agenda item no. 6

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2561**

To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2018

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7  
Agenda item no. 7

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2560**

To consider and approve the appointment of auditors and determination of the auditor fee for the year 2017

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda item no. 8

To consider and approve the decrease in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda item no. 9

To consider and approve the increase in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 10

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda item no. 10

To consider and approve the allocation of the newly-issued ordinary shares

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 11

พิจารณาอนุมัติการแก้ไขข้อบังคับของบริษัท

Agenda item no. 11

To consider and approve the amendments of the Articles of Association

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 12

พิจารณารับรองผลการดำเนินงานของคณะกรรมการบริษัทในปี 2560

Agenda item no. 12

To consider and certify the operating results of the Board of Directors of the Company for the year 2017

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 13

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 13

To consider other matters (If any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.



- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)  
A proxy is granted by a shareholder of Chuo Senko Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 30 เมษายน 2561 เวลา 10.30 น. ณ ห้องปรีชาติ โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสง  
แจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
At the 2018 Annual General Meeting of Shareholders on 30 April 2018 at 10.30 at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama  
9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

## **Documents and Evidences Required Prior to Attending the Meeting, Proxy, Registration and Voting for the Shareholders Meeting**

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For your convenience to attend the Shareholders Meeting of Chuo Senko (Thailand) Public Company Limited, kindly bring Notice to Shareholders and proxy form for registration.

### **1. Documents Required Prior to attending the Meeting**

#### **For Natural Person**

##### **1. Self-Attending**

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

##### **2. Proxy**

- 2.1 The Proxy form as attached to the Notice to Shareholders, completely filled up and signed by the shareholder and the Proxy.
- 2.2 Certified true copy of valid evidence of the Shareholders as specified in Item 1.
- 2.3. Valid evidence of the proxy as specified in Item 1.

#### **For Juristic Person**

##### **1. Representative of Shareholder (Authorized Director) Attending the Meeting.**

- 1.1 Valid evidence of the authorized director(s) issued by governmental authorities similar to those of natural person specified in Item 1.
- 1.2 Copy of Shareholder's Certification of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date, certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.

##### **2. Proxy**

- 2.1 The Proxy form as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the proxy.
- 2.2 Copy of Shareholder's Certification of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date, certified by the authorized director(s) showing that such authorized director(s) signing the proxy form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence issued by the governmental authorities of the authorized director(s) signing the proxy form.
- 2.4 Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

### **3. For Foreign Investor Appointing Custodian in Thailand.**

- 3.1 All evidence similar to those of the Juristic Person as specified in Item 1 and 2.
- 3.2 In case the Foreign Investor authorizes the Custodian to sign the proxy form on its behalf, the following documents are required:
  - 1) Power of Attorney by Foreign Investor authorizing the Custodian to sign the proxy form on its behalf,
  - 2) Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of natural person) or the authorized representative(s) of the Shareholder (in case of juristic person).

## **2. Proxy**

The Company has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details, to any shareholders unable to attend the Meeting themselves, in order to appoint other persons or any of the company's directors, as proposed, to act as their proxy. There are some details on directors proposed by the company to be appointed as proxies by shareholders, as shown in the attachment. Shareholders may specify more than one proxy for greater flexibility, in case any of the appointed proxies are themselves unable to attend the Meeting in person, so other proxies can attend the Meeting for them. Shareholders are unable to split their votes among different proxies in the Meeting. In the voting procedure in each motion, shareholders can vote only for approval, disapproval or abstention.

## **3. Meeting Registration**

The commencement for registration to attend the Meeting will be not less than 2 hours before the Meeting or from 8.00 hours onwards, at **Parichart Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320** Please refer to the map attached.

## **4. Voting**

1. One share shall be counted one vote and the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder.
2. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily. However, there is no prohibition for the voting for election or removal of directors.

## **Articles of Association Relating to the Shareholders Meeting Chuo Senko (Thailand) Public Company Limited**

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### **Shareholders Meeting**

29. The board of the directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholder within four month of the last day of the fiscal year of the company. Shareholder meeting other than the one shall be call extraordinary general meeting.

The board of the directors may call an extraordinary general meeting of shareholder any time the board consider it expedient to do so.

Shareholder holding shares amounting to not less than one-fifth of the total number of shares or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

30. The matters to be considered in the Ordinary General Meeting of Shareholder are as follow:
- (1) Reviewing the report of the Board of Directors covering the work done during the preceding year as proposed to the meeting by the Board of Directors.
  - (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year.
  - (3) Considering the appropriation of profits.
  - (4) Election of new directors in place of those who must retires on the expiration of their terms.
  - (5) Appointment of the auditor and fixing his remuneration.
  - (6) Other businesses (if any).
31. In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter to be propose to the meeting with reasonable detail by indicating clearly whether it is the matter propose for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholder and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.
32. Shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf by issuing the letter in accordance with the form as defined by the registrar. The proxies shall submit the letter to the President or the person defined by the President at the meeting before the proxies.
33. In order to constitute a quorum, there shall be shareholder and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or

not less than one half of the total number of shareholder and in either case such shareholder shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholder meeting, if one hour has pass since the time specified for the meeting and the number of shareholder attending the meeting is still inadequate for a quorum. If such meeting was not called as a result of a request by the shareholder, the meeting shall be called once again and notice calling such meeting shall be delivered to shareholder not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

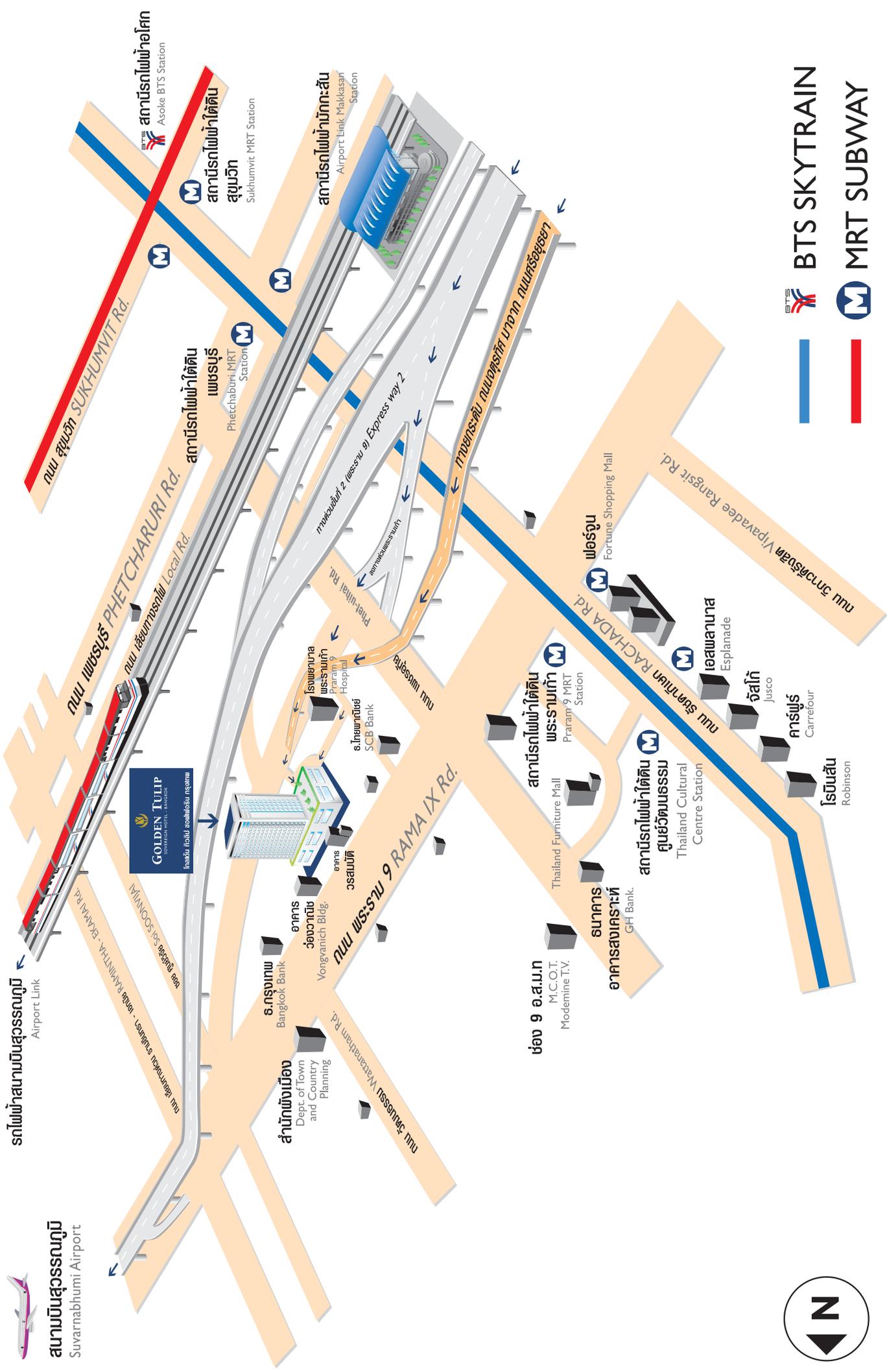
34. The chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to be the chairman of the meeting.
35. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meeting and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholder present at the meeting.
36. Unless where this Article of Association or the laws specify otherwise, in casting a vote or resolution of the Shareholders' meeting, one share is entitled to one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote. The one-share-one-vote voting right pursuant to the foregoing paragraph shall not apply to the case where the Company has issued preferred shares with other voting right.

In the following cases, a vote of not less than three-fourth of the total number of vote of Shareholders who attend the meeting and are entitled to vote is required:

- (1) The sale or transfer of the whole or important parts of the business of the Company to other persons;
- (2) To purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (3) the making, amending or terminating of contracts with respect to the granting of lease of the whole or important parts of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit loss sharing.
- (4) The amendment of the Memorandum of Association or the Articles of Association
- (5) The increase or decrease in the Company's capital or the issuance of debentures;
- (6) The amalgamation or dissolution of the Company.
- (7) The debt restructuring by issuing new shares to pay off the debtor under a debt to equity conversation plan.
- (8) Any other matter in accordance with the laws governing securities and exchange.



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