



**Notice of the 2019 Annual General Meeting of
Shareholders
Chuo Senko (Thailand) Public Company Limited
On Tuesday 23 April 2019**

Notice of the Invitation to 2019 Annual General Meeting of the Shareholders
Chuo Senko (Thailand) Public Company Limited

5 April 2019

- Subject: Invitation to 2019 Annual General Meeting of Shareholders
- Attention: Shareholders
- Enclosures:
1. A copy of the Minutes of 2018 Annual General Meeting of Shareholders;
 2. A copy of the 2017 Annual Report of the Company and the statement of financial positions and the comprehensive income statement for fiscal year ended 31 December 2017 (in QR Code format);
 3. Profiles of the persons who would be retired by rotation and are nominated as directors for another term;
 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' meeting; and
 11. Map of the meeting venue.

The Board of Directors of Chuo Senko (Thailand) Public Co., Ltd (the “**Company**”) has resolved to convene the 2019 Annual General Meeting of Shareholders on **23 April 2019 at 10.00 hours, at Bunga Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krap Sub-district, Huay Kwang District, Bangkok 10320**, to consider the following agendas:

Agenda 1 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders

Rationale

The Company had prepared the minutes of the 2018 Annual General Meeting of Shareholders, convened on 30 April 2018 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 2018 Annual General Meeting of Shareholders is in Enclosure 1.

Opinion of the Board of Directors

The Board of Directors deems that the minutes of the 2018 Annual General Meeting, convened on 30 April 2018 were correctly and completely recorded, thus, it is deemed appropriate to propose to the shareholders' meeting to certify the minutes of the 2018 Annual General Meeting, convened on 30 April 2018, as per the details 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 operating results of the Company

Rationale

Reference is made to the fact that in the 2018 Annual General Meeting of Shareholders, convened on 30 April 2018 the operational results of the Company for the year 2017 in the part that is in relation to the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 were not yet finished; hence, the Company was not able to report the operational results of the Company for the year 2017 to the 2018 Annual General Meeting of Shareholders. The Company informed the 2018 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 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are audited and certified by the auditor of the Company.

At this present, as the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 are completed and audited by the auditor of the Company as detailed in 2017 Annual Report of the Company, Enclosure 2., therefore, to comply with the law and articles of association of the Company in relating to the matters to be proposed to the annual general meeting of shareholders, the Board of Director of the Company proposed to inform the annual general meeting of shareholders for acknowledgement the operational results of the Company for the year 2017 for the operation period from 1 January 2017 to 31 December 2017.

However, with respect to the operational results of the Company for the year 2018, as the information relating to the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 are in the process of auditing and expected to be completed in June 2019; hence, the Company is not yet able to report the said part of the operational results of the Company for the year 2018 to this annual general meeting of shareholders. The Company will convene the meeting of shareholders to inform the said part of the operational results of the Company for the year 2018 after the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 are finished and are completely audited and certified by the auditor of the Company.

Furthermore, the Company hereby notifies you that in 2018, the Board of Directors has proceeded to manage and resolve past issues, as follows:

1. The Board of Directors has cooperated with the auditor of the Company in preparation of the financial statements of the year 2017. The Company has accelerated the process of preparation of the quarterly financial statements and the financial statements of the year 2017 and the Annual Registration Statement (Form 56-1) as disclosed in the system of the Stock Exchange of Thailand. The Board of Directors has prepared and clarified the information at best of its ability to clarify each point that auditor was not confident in the financial statements of the Company for the year 2016 and 2017, especially on the issue of the fact regarding the Company's investment in the subsidiaries and associate companies. The Board of Directors together with accounting consultant have proved accounting transactions as per the Thai Financial Reporting Standards by using an accounting operation approach that was used for the investment fund in its valuation. It was found that the former executives have considered the investment in the subsidiaries and associate company incorrectly. The preparations was not comply with the Financial Reporting Standards from the financial statements of the year 2013, and that there were many errors and unusual accounting transactions, which had all been caused by the decision of the former chairman of the board of

directors and former board of directors. As such, the Company needs to make amends to the all the consolidated financial statements of the year 2013 until 2016.

2. As the auditor and the audit committee have found many abnormal transactions, the Board of Directors has consulted with the legal advisor to consider and process with a lawsuit, and in 2018, the Company had filed 2 cases, with the details as follows:

Case no. 1: Case with Sam's Sports Retail Company Limited (“SAMS”)

The Board of Directors has hired a law firm to proceed with a civil case against SAMS on 6 July 2018 on the ground of defaulting the Agreement on the Sale and Purchase of 42,000 Pairs of Sport Sneakers with the value of Baht 20.5 million. On 8 October 2018, the Civil Court has specified the issue of dispute and 3 hearing sessions, one on 14 May 2019 for examination of the plaintiff’s witnesses and the other two on 15 – 16 May 2019 for examination of the defendant’s witnesses.

Case no. 2: Case with Mr. Mohammed Salamat Ali in the Republic of Singapore

The Board of Directors has hired a law firm in Singapore to proceed with the lawsuit against Mr. Mohammed Salamat Ali on 19 September 2018 on the ground of defaulting the Share Purchase and Transfer Agreement of JRA Fiji Consultants in the amount of 600,000 United States dollars. On 16 November 2018, the High Court of the Republic of Singapore considered the submissions and examined the evidence from both parties, and had an order granting the defendant’s stay application for suspension of the case procedure, as the court in the Republic of Fiji is more suitable to consider the case than the court in the Republic of Singapore, and resolved that the Company make payment to Mr. Mohammed Salamat Ali of 7,000 Singapore dollars. However, on 20 November 2018, the Company has refused to lodging an appeal to the Court of Appeals as the Company has no additional evidence and has paid the expenses in attending the hearing of the witnesses for the defendant on 24 December 2018. In this regard, the Board of Directors has been in the process of monitoring the case until present.

3. The Board of Directors has appoint a legal advisor to file complaint reports with the Office of the Securities and Exchange Commission (the “SEC”) to consider and accuse the former executives and relevant persons of a criminal charge for the action carried out in violation of the Securities and Exchange Act B.E. 2535 (1992) (as amended). On 24 December 2018, the Company has submitted 2 complaint reports i.e. the Company’s investment in the Republic of the Union of Myanmar and the entering into transaction with Sam's Sports Retail Company Limited. In this regard, the Company is waiting for the response from the SEC.
4. The Board of Directors has hired a provider of internal audit services to improve the internal audit system of the Company and to increase its efficiency in order to prevent the abnormal activities like those occurred in the past.

The Board of Directors, thus, hereby informs the shareholders that the Company is in the process of fixing and amending the structure of the Company for the better operation result and business outcome, with the main purpose to resume the Company back to the appropriate status and criteria for applying for the removal of causes of possible delisting as soon as possible.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders’ meeting to consider and acknowledge the operating results of the Company, as per the details above.

Remark

This agenda is for acknowledgement; therefore, no resolution is required.

Agenda 3 To consider and approve the statements of financial positions and the comprehensive income statement of the Company for the accounting year ended 31 December 2017

Rationale

In order to comply with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the articles of association of the Company which require the Company to prepare the statement of financial positions and comprehensive income statement (the balance sheet and profit and loss account) at the fiscal year ended of the Company, which has been audited by the certified auditor for the annual general meeting of shareholders to consider and approve and due to the fact that in the 2018 Annual General Meeting of Shareholders, convened on 30 April 2018, the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 of the Company were not yet finished as the Company has just appointed the auditor for the year 2017; hence, the Company was unable to propose the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 to the 2018 Annual General Meeting of Shareholders to consider and approve. The Company has informed the 2018 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 (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 after the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 are finished and are audited and certified by the auditor of the Company. At this present, the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 are finished and are audited by the auditor of the Company and approved by the Board of Directors, as detailed in Enclosure 2.

However, with respect to the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018, as at present the Company is in the process of preparation and auditing, which the process is expected to be completed in June 2019 and the Company has not yet appointed any auditor to conduct the audit of the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018. The Company has already proceeded in recruiting the auditor and the appointment of auditors and determination of the auditor fee for the year 2018 will be presented in Agenda 7. The Company therefore is yet unable to propose the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 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 (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 after the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 are finished and are audited and certified by the auditor of the Company.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial positions and the comprehensive income statement of the Company for the accounting year ended 31 December 2017, which have been audited by the certified auditor, reviewed by the Audit Committee and approved by the Board of Directors' Meeting, 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 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 Company Limited Act B.E. 2535 (1992) (as amended) and the articles of association of the Company, the Company is required to allocate a reserve fund at least 5 percent of its annual net profit deducted by the accumulated loss brought toward (if any) until such reserve fund is no less than 10 percent of the registered capital, and the Company has the dividend policy to pay the shareholder with dividend at rate of at least 50 percent of net profit of the separate financial statement. Nonetheless, the consideration for the payment of dividend depends on the operational results of the Company, structure and financial position including the economic condition and the future business operation project of the Company. As in the 2018 Annual General Meeting of Shareholders, convened on 30 April 2018, the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 were not yet finished, the Company therefore was 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 2018 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 2017 after the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 are finished and are audited and certified by the auditor of the Company.

At this present, the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017 are finished and according to the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2017, the Company is at loss from its operation for the fiscal year ended 31 December 2017. The Board of Directors considered and deemed appropriate 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 at loss from its operation of the year 2017, and;
2. suspend the dividend payment from the operational results of the Company for the year 2017 as the Company is at loss from its operation in 2017 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 process of the preparation of the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018, 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 2018. 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 2018 after the statement of financial positions and the comprehensive income statement (the balance sheet and profit and loss account) for the fiscal year ended 31 December 2018 are finished and are audited and certified by the auditor of the Company.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders' meeting 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 from the operation result of the Company for the year 2017, 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 5 To consider and approve the election of the directors to replace the directors who will retire by rotation

Rationale

In order to comply with the Public Company Limited Act B.E. 2535 (1992) (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 two directors who are due to retire by rotation at the 2019 Annual General Meeting of Shareholders, namely:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2018	Number of subcommittee meeting attendance in year 2018	Term of directorship
1.	Mr. Ronasit Poomma	Director	11	6	1 year 4 months
2.	Mr. Chamnarn Wangtal	Independent Director and Chairman of Audit Committee	11	6	1 year 9 months

The Board of Directors had considered the qualifications both of directors as detailed in Enclosure 3, and has an opinion that the two 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 (1992) (as amended) and the Securities and Stock Exchanges Act B.E. 2535 (1992) (as amended) including any related notifications. With respect to the independence director, such person is able to deliver independent view in accordance with related regulated and qualified as an independent director as prescribed in the definition of the independent directors of the Company, which equals to the definition prescribed in the regulations by the Securities and Exchange Commission and the Stock Exchange of Thailand, thus, the Board of Directors has considered and deemed appropriate to propose to the shareholders' meeting to approve the re-appointment of the two directors.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders' meeting to approve the re-appointment of the two directors to replace the directors who will retire by rotation, with the details as follows:

1. Mr. Ronasit Poomma Director
2. Mr. Chamnarn Wangtal Independent Director and Chairman of 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 shareholders' 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 2019

Rationale

In order to comply with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the articles of association of the Company which requires that shareholders' meeting consider and approve the remuneration of directors, the Board of Directors has thus thoroughly considered the appropriateness on various factors, i.e. from the operation results of the Company, size of the Company's business and duties and responsibilities of the directors and the sub-committees of the Company, by comparing with the remuneration rate of directors and the sub-committees in the companies that are in the same industry as the Company and deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the 2019 remuneration of directors and sub-committee of the Company, as per following details of the remuneration of directors and sub-committee of the Company:

Remuneration Component	2019 (proposed)	2018
Remuneration of the Directors		
<u>Yearly Remuneration</u>		
– Chairman of the Board of Directors	Baht 240,000 per person/year	Baht 240,000 per person/year
– Director	-	-
<u>Meeting Allowance</u>		
– Chairman of the Board of Directors	Baht 40,000 per person/attendance (Should there be more than 1 meeting in any month, each board member will receive meeting allowance of Baht 60,000)	Baht 40,000 per person/attendance (Should there be more than 1 meeting in any 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 in any month, each board member will receive meeting allowance of Baht 15,000)
Meeting Allowance of the Audit Committee		
<u>Yearly Remuneration</u>		
– Chairman of the Audit Committee	Baht 140,000 per person/year	Baht 140,000 per person/year
– Member of the Audit Committee	Baht 60,000 per person/year	Baht 60,000 per person/year

Remuneration Component	2019 (proposed)	2018
Meeting Allowance of the Audit Committee		
<u>Meeting Allowance</u>		
– Chairman of the Audit Committee	Baht 20,000 per person/attendance (Should there be more than 1 meeting in any month, each board member will receive meeting allowance of Baht 30,000)	Baht 20,000 per person/attendance (Should there be more than 1 meeting in any 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 in any month, each board member will receive meeting allowance of Baht 15,000)	Baht 10,000 per person/attendance (Should there be more than 1 meeting in any month, each board member will receive meeting allowance of Baht 15,000)

In addition, the Board of Directors has considered and deemed appropriate to propose to the 2019 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 Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the remuneration of the directors and sub-committee of the Company for the year 2019, as per the details 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

Rationale

In order to comply with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the article of associate of the Company requires that every year the annual general meeting of shareholders shall appoint the Company's auditors and determines their remuneration for each year.

The Audit Committee had considered and selected an auditor for the fiscal year 2018 and after considering the qualification of such auditor, the Audit Committee 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 Company Limited shall be appointed as the auditor for fiscal year 2018. Any of the following auditors shall be the auditor and give opinion to the financial statements 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 that the aforementioned auditors are unable to perform their duties, BPR Audit and Advisory Company Limited shall appoint other auditor of BPR Audit and Advisory Company Limited with suitable qualification to audit for the Company in replacement of the original auditor of the Company. The aforementioned proposed auditors have audited for the Company for 1 year.

In addition, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the auditor fee for the year 2018 as follows:

No.	Auditor fee	2018 (proposed)
1.	Auditor fee of the Company	3,200,000
2.	Auditor fee for the subsidiaries	290,000 ¹
3.	Non-Audit Services	-
Total		3,490,000

Remark

1. Auditor fee for the subsidiaries i.e. Digital Dream Company Limited

Furthermore, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the increase the of auditor fee for the accounting year 2017 from the existing one approved by the annual general meeting of shareholders for the year 2018 from Baht 4,690,000 to Baht 5,648,600, with the details as follows:

No.	Auditor fee for the year 2017	Existing (as approved by the annual general meeting of shareholders for the year 2018)	Amended (proposed)
1.	Auditor fee of the Company	4,000,000	4,800,000
2.	Auditor fee for the subsidiaries (Digital Dream Company Limited and Foresee Company Limited)	690,000	690,000
3.	Non-Audit Services	-	158,600
Total		4,690,000	5,648,600

The increase of the auditor fee for the accounting year 2017 is caused by the fact that when the auditor has begun his/her duty, there are more documents to be audited and the auditor will have to spend longer time to audit than the auditor had expected. In this regard, the increase of the auditor fee for the accounting year 2017 is approved by the Audit Committee.

As for the audit fee for the year 2018, the audit fee for the year 2018 has decreased from the audit fee for the year 2017, as the number of the subsidiaries that needed to be audited is decreased and the auditor is familiar with the Company, as he/she will audit the Company for the second year, comparing to the auditing of the year 2017, where the auditor need to familiarize and audit the information of the Company from the beginning and the transactions of the Company are complicated and varies, as such , the auditor needed to spend longer time than normal in the auditing. Furthermore, the communication with the previous auditor is also needed for the auditing and opinion giving to the financial statements to be accurate as appropriate in the material matter as per the standard for the preparation of the financial statement. In this regard, such auditor fee is excluded of the non-audit services.

The appointment of the auditor of the Company and the determination of the auditor fee for the accounting year 2018 above were approved by the Audit Committee and the Audit Committee considered the qualification and the experience of each auditor and deemed that BPR Audit and Advisory Company Limited is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The three 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. In this regard, the auditor of the subsidiary of the Company, Digital Dream Company Limited, shall be the auditor from the same audit firm as the Company's. However, in consideration of the approval of the appointment of the audit and determination of the auditor fee of the year 2019, the Company will recruit the auditor and further convene the shareholders' meeting to consider and approve the appointment of the audit and determination of the auditor fee of the year 2019.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the following auditors from BPR Audit and Advisory Company Limited to be auditors of the Company for the year 2018:

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

And determine the auditor fee of the Company and its subsidiaries for the year 2018 in the amount of not excess Baht 3,490,000, and increase the auditor fee for the year 2017 from the existing fee as approved by the 2018 Annual General Meeting of Shareholders of Baht 4,690,000 to Baht 5,648,600, 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 1,002,480 from its registered capital of Baht 1,113,740,525 to Baht 1,112,738,045 by eliminating the registered ordinary share which have not been sold in the amount of 200,496 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	1,112,738,045	Baht	(One Thousand One Hundred Twelve Million Seven Hundred Thirty Eight Thousand Forty Five Baht)
	Divided into	222,547,609	Shares	(Two Hundred Twenty Two Million Five Hundred Forty Seven Thousand Six Hundred Nine Shares)
	Value per share	5	Baht	(Five Baht)
	Categorized into:			
	Ordinary shares	222,547,609	Shares	(Two Hundred Twenty Two Million Five Hundred Forty Seven Thousand Six Hundred Nine 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 1,002,480 from the original registered capital of Baht 1,113,740,525 to a registered capital of Baht 1,112,738,045 by eliminating ordinary shares which has not been sold in the amount of 200,496 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 1,112,738,045 from its original registered capital of Baht 1,112,738,045, to the new registered capital of Baht 2,225,476,090 by issuance of newly-issued ordinary shares in amount of 222,547,609 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). Details of the allocation of the newly-issued ordinary shares will be proposed to the shareholders’ meeting for consideration and approval 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	2,225,476,090	Baht	(Two Thousand Two Hundred Twenty Five Million Four Hundred Seventy Six Thousand Ninety Baht)
	Divided into	445,095,218	Shares	(Four Hundred Forty Five Million Ninety Five Thousand Two Hundred Eighteen Shares)
	Value per share	5	Baht	(Five Baht)
	Categorized into:			
	Ordinary shares	445,095,218	Shares	(Four Hundred Forty Five Million Ninety Five Thousand Two Hundred Eighteen 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 1,112,738,045 from its original registered capital of Baht 1,112,738,045, the new registered capital of Baht 2,225,476,090 by issuance of newly-issued ordinary shares in amount of 222,547,609 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 of the Company

Rationale

The Company would increase the registered capital of the Company of Baht 1,112,738,045, from the existing registered capital of Baht 1,112,738,045 to new registered capital of Baht 2,225,476,090 by means of issuance of 222,547,609 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 not exceeding 222,547,609 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 1 newly-issued ordinary shares (the total numbers of shares for the Rights Offering are 222,547,609 shares) with the offering price at Baht 0.20 per share and the subscription period of the offering newly-issued ordinary shares would be further notified by the Company.

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).

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 date for determination of shareholders' entitled to subscribe and obtain the allocation of the newly-issued ordinary shares (Record Date), 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 (F 53-4) 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 year ended 31 December 2018 by June 2019. 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 the allocation of not exceeding 222,547,609 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 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 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 2019 Annual General Meeting of Shareholders on 11 March 2019 (the Record Date).

The Company will allow the shareholders and proxies to register their names to attend the 2019 Annual General Meeting of the Shareholders from 08.00 a.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. Sirutt Ratanapaitoon Position: Independent Director/Audit Committee Age: 30 years

Resides at No. 33/4, 36th Floor, Building A, The Ninth Towers Grand Rama 9, Rama 9 Road, Huai Khwang Subdistrict, Huai khwang District, Bangkok 10310, Enclosure 6.
Interest in the agendas of the Meeting: -None-

Miss Yaowarote Klinboon Position: Independent Director/Audit Committee Age: 46 years

Resides at No. 33/4, 36th Floor, Building A, The Ninth Towers Grand Rama 9, Rama 9 Road, Huai Khwang Subdistrict, Huai khwang District, Bangkok 10310, Enclosure 6.
Interest in the agendas of the Meeting: -None-

The Company has enclosed the proxy forms, as per the details in 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 19 April 2019. 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 with 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 hours).

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. The Company, therefore, hereby invites all shareholders to attend the meeting, 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 to Public Limited Company Registrar, Ministry of Commerce
 Registrar (Thailand Securities Depository Co., Ltd.)

Minutes of the 2018 Annual General Meeting of the Shareholders

Chuo Senko (Thailand) Public Co., Ltd. (the “Company”)

Time and Venue

The Meeting was held on Monday, 30 April 2018 at 10.30 a.m. at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok

The Meeting Commenced

Mr. Tan Vutithum, the Chairman of the Meeting (the “**Chairman**”) informed the Meeting that there were 33 shareholders and proxies attending the 2018 Annual General Meeting of the Shareholders (the “**Meeting**”), representing 40,030,209 shares or equivalent to 59.3045 percent of the total number of sold shares, i.e. 67,499,426 shares, which completed the quorum according to the law and the Company’s Articles of Association which specifies that there shall be shareholders and proxies present at the meeting in a number not less than 25, holding shares in aggregate not less than one-third of the total number of sold shares or not less than one-half of the total number of shareholders, holding shares in aggregate not less than one-third of the total number of sold shares to constitute a quorum.

The Chairman introduced the directors participating in this Meeting, totaling five out of the total number of directors of five persons, as follows:

Directors attending the Meeting

- | | | | |
|----|----------------|---------------|---|
| 1. | Mr. Tan | Vutithum | Chairman of the Board of Directors/ Chief Executive Officer |
| 2. | Mr. Chamnarn | Wangtal | Chairman of Audit Committee / Independent Director |
| 3. | Miss Yaowarote | Klinboon | Audit Committee/ Independent Director |
| 4. | Mr. Narut | Wiwattanakrai | Director |
| 5. | Mr. Ronasit | Poomma | Director |

Directors not attending the Meeting

-

Legal Advisors attending the Meeting

- | | | |
|-----------------|---------------|--------------------------------------|
| 1. Ms. Sawita | Peetawan | Hunton & Williams (Thailand) Limited |
| 2. Ms. Phatomol | Phisitbuntoon | Hunton & Williams (Thailand) Limited |
| 3. Ms. Nanthana | Thamtherdthai | Hunton & Williams (Thailand) Limited |

Auditors attending the Meeting

- | | | |
|-----------------|---------------|----------------------------------|
| 1. Ms. Piyanuch | Kasemsupakorn | BPR Audit and Advisory Co., Ltd. |
|-----------------|---------------|----------------------------------|

Ms. Sawita Peetawan, a legal advisor, informed the Meeting of the procedures for voting, vote counting as well as making inquiry and expressing opinions, as follows:

1. In casting votes in the Meeting, each shareholder will have the number of votes equal to the number of shares he/she holds, whereby one share is regarded as one vote.

2. Shareholders present in person and proxies appointed in accordance with the forms prescribed by law, shall cast their votes in accordance with the following procedures:

- Before the casting of the vote in each agenda item, the shareholders shall sign their names on the ballot for the purpose of self-verification and transparency in voting.
- In casting votes for each agenda, if no shareholders disagree or abstain from voting, it shall be deemed that the shareholders approve or agree on the presented topic according to the voting number of the shareholders. Shareholders who disagree or abstain from voting shall mark in their ballot cards provided by the Company and raise their hands for the staff to come to pick up their ballots. Except for agenda item 5, regarding the consideration and approval of the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors.
- In counting the votes, the Company will deduct the disagreeing and abstaining votes from the total votes and the remaining votes will be deemed votes of approval. Shareholders who vote to approve this agenda item shall keep their ballot cards and return them to the Company's staff after the Meeting. The voting in this Meeting shall be conducted openly, not by the method of secret ballot, but all ballot cards will be collected from all participants for transparency purposes.
- Any votes cast in the following manners shall be considered invalid:
 - 1) A ballot card that is filled with more than one mark in the space provided;
 - 2) A ballot card that casts a vote expressing a conflict of intent;

- 3) A ballot card with a vote that has been crossed out with no signature;
- 4) A ballot card that casts a vote exceeding the number of voting right to which the shareholder is entitled.

A shareholder who wishes to correct his/her vote should cross out the exiting vote on the voting ballot and affix his/her signature thereto.

3. In the case that a shareholder exercises his/her rights through Proxy Form B and Form C to assign other persons to attend the Meeting or grants a proxy to a director or independent director to vote on his/her behalf and specifies the proxy to vote in accordance the intention of such shareholder or the proxy, the proxy shall cast the vote in accordance with the intention of the shareholder or the proxy.

The shareholders who are foreign shareholders who appointed a custodian in Thailand to be a share depository and keeper and exercise the right through Proxy Form C can cast their vote, approving, disapproving or abstain from voting, for each agenda item by separating a vote equal to the total amount of share held by such shareholder.

4. For the cast of a vote in agenda item 5 to consider and approve the reappointment of directors who were due to retire by rotation and the appointment of new director, the Company will propose the appointment of director on individual basis. All the ballot cards will be collected by the Company's staff. The disagreeing and abstaining votes will be collected first and then followed by the collection of the approval ballot cards.

5. Pursuant to Article 33 of the Public Limited Companies Act B.E. 2535 and Clause 36 of the Company's Articles of Association, in the voting of agenda items with interested parties, such interested shareholder is not entitled to cast the vote in such agenda item, except for a cast of the vote on the appointment of directors.

An ordinary resolution of the Meeting will be required the majority votes of the shareholders who attend the meeting and cast their votes. In the case of equal votes, the chairman of the meeting will be given a casting vote to reach the decision.

Therefore, the majority votes of shareholders whether the shareholders agreeing on each agenda item will be counted merely from the 'agreeing' or 'approving' votes of the shareholders who attend the meeting and cast their votes. Disagreeing or abstaining votes cast by shareholders will not be a base for a counting of votes.

6. A shareholder who wishes to leave the Meeting before the Meeting is adjourned or who is not present in the meeting room during any agenda item, can exercise his/her rights by submitting the voting ballot to the staff in advance before he/she leaves the meeting room.

7. The total number of shareholders and votes the shareholders cast on each agenda item may not be consistent on account of the entering of the meeting room of shareholders and proxies from time to time. Therefore, the number of persons attending the Meeting for each agenda item may vary.

8. In this counting of votes, the representative from Hunton & Williams (Thailand) Limited will be a witness of the Company in the counting of votes. The Company asked for one volunteer as a shareholders' representative to witness the vote counting. However, no shareholders volunteer to witness the vote counting in this Meeting.

9. Before votes are cast on each agenda item, the Chairman will allow the persons attending the Meeting to raise questions relevant to such agenda item as appropriate. The shareholders or proxies who wish to raise questions are requested to state their names and surnames before raising questions or expressing opinions on each occasion.

In the case that shareholders have any questions or comments other than the agenda being considered, the shareholders are requested to raise such question or comment in the agenda regarding other matters at the end of the Meeting. Also, shareholders are requested to provide opinions or questions concisely and refrain from questioning or commenting on the same issues to allow other shareholders to exercise their rights. Thus, shareholders are requested to give the cooperation to ensure the Meeting conducting well and to manage the Meeting in due time.

The Chairman welcomed the shareholders who attended this Meeting, declared the Meeting open and conducted the Meeting according to the agenda items specified in the invitation letter, as follows:

Agenda 1 To consider and affirm the minutes of the 2017 Annual General Meeting of the Shareholders

The Chairman proposed the Meeting consider and affirm the minutes of the 2017 Annual General Meeting of the Shareholders, held on 28 April 2017, the details of which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

The Board of Directors viewed that the minutes of the 2017 Annual General Meeting of the Shareholders, held on 28 April 2017 was recorded correctly and completely. Therefore, the Board of Directors sees that it is appropriate to propose the shareholders' meeting affirms the minutes of such meeting.

The Chairman opened the floor to questions from shareholders. A shareholder had the following question or provided the following opinion:

Mr. Jitt Sawaittkul The shareholder's right protection volunteer From Thai Investors Association	Mr. Jitt referred to the minutes of the Extraordinary Meeting of the Shareholders No. 3/2016 which is one part of the agenda affirmed by the 2017 Annual General Meeting of the Shareholders that the details regarding the change of director were not accurate and asked the directors of the Company to examine.
Miss Yaowarote Klinboon Audit Committee/ Independent Director	Miss Yaowarote informed that the Board of Directors and the Audit Committee will examine the minutes of the Extraordinary Meeting of the Shareholders No. 3/2016 and correct such information ¹ .

Since there were no further questions from shareholders, the Chairman then proposed the Meeting resolve the agenda regarding the consideration and affirmation of the minutes of the 2017 Annual General Meeting of the Shareholders.

Resolution

After considering, the Meeting resolved to affirm the minutes of the of the 2017 Annual General Meeting of the Shareholders, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	39,185,586	96.8585
Disapproved	1,270,923	3.1415
Abstain	900	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

¹ The Shareholder already discussed with the legal advisors and the Shareholders received the thus understood such matter.

- Remark:
1. A resolution of this agenda is affirmed by a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 votes.

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

Mr. Narut Wiwattanakrai (“**Mr.Narut**”) informed the Meeting by referring to the 2017 Annual General Meeting of the Shareholders, held 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. Therefore, in order to be in accordance with the law and Articles of Association of the Company in respect of the matters required to be presented to the Annual General Meeting, the Board of Director of the Company proposed to inform the Meeting 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.

Mr. Narut reported to the Meeting a summary of the Company's 2016 operating results as follows:

The Company's operating result as at 31 December 2016; the net loss of major shareholders of the Company and subsidiaries is 230.14 million Baht, increasing 99.09 million Baht or 76 percent from 131.05 million Baht net loss in the previous year. For income in 2016, the income the Company received from commission and service fees was 208.52 million Baht, decreasing 45.78 million Baht or 18 percent from 254.30 million Baht in the previous year. In the meantime, service's cost of fund of the Company was 137.73 million Baht, decreasing 43.65 million Baht or 24 percent from 181.38 million Baht in the previous year. The administrative cost and expenditure was 289.12 million Baht, increasing 79.02 million Baht or 38 percent from 210.10 million Baht in the previous year due to the increase of staff's expensed and consulting fee for the restructuring of the Company. Moreover, the Company and subsidiaries experienced losses from the reserve for the impairment of investing money and the allowance for doubtful accounts in the amount of 221.79 million Baht in 2016. The details of which are in the Company's annual report for the year 2016 submitted to the shareholders in advance together with the invitation letter of this Meeting.

The Board of Directors of the Company viewed that it was appropriate to report the operating results of the Company for the year 2016 to the Meeting for acknowledgement.

Mr. Narut opened the floor to questions from shareholders. A shareholder had the following question:

Mr. Jitt Sawaittkul	Where the report of Management Discussion and Analysis for the year 2016 is publicized.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	clarified that the Company already disclosed such information in the channel provided by the Stock Exchange of Thailand (the "SET"). If the shareholders have further inquiry, please contact and ask the Company's directors for further clarification.

Since there were no further questions or opinions from shareholders, it is deemed that the Meeting acknowledged the annual report of the operating results of the Company for the year 2016 as proposed.

Resolution

The Meeting acknowledged the Company's operating results for the year 2016.

Remark: This agenda item is for acknowledgement, therefore no votes are cast.



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

Mr. Narut informed the Meeting that in order to be in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association which require the Company to prepare the statement of financial positions and comprehensive income statement at the fiscal year ended of the Company which have been audited by 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, held on 28 April 2017, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not 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 hold another 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. The details of which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

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 hold another 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.

Mr. Narut presented the summary of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 to the Meeting as follows:

The statement of the financial positions of the Company and subsidiaries as at 31 December 2016, total assets of the Company and subsidiaries were 104.76 million Baht, which were current assets of 40.03 million Baht and fixed assets of 64.73 million Baht. The total assets decreased 420.48 million Baht or 80 percent comparing to 2015.

Total liabilities at the end of 2016 were 101.35 million Baht, which were current liabilities of 96.37 million Baht and non-current liabilities of 4.98 million Baht. The total liabilities decreased 207.99 million Baht or 67 percent comparing to 2015.

Shareholders' equity at the end of 2016 was 3.41 million Baht, decreasing 100.77 million Baht, totaling to 13.78 percent comparing to 2015. The net loss of the Company was 266.94 million Baht, increasing 130.88 million Baht or 96 percent from net loss of 136.06 million Baht in the previous year.

The financial ratio of the Company is as follows; net profit ratio is of -110.36 percent; liquidity ratio is of 0.42 million Baht and D/E ratio is of 26.69 million Baht.

The Board of Directors of the Company viewed that it was appropriate for the Meeting to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 which are completely audited and certified by licensed auditor.

Mr. Narut opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	With regard to the annual report in the part of the certification of auditor, why the auditor disclaimed the worthiness of the Company's 2016 financial statement.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	clarified that the previous Board of Directors did not provide sufficient information required by the auditor thus the auditor did not give the worthiness to the financial statement. The current Board of Directors already clarified this matter and provided required information to the auditor in the soonest manner.
Mr. Narongchai Simarojana Shareholder	Referred to the consequence after the auditor did not give worthiness to the financial statement, causing the SP (Suspension of trading) mark to the Company's shares and asked the solution of the Company for such matter.
The Chairman	clarified to the Meeting that if the Company corrects such matter and completely provides the information to the auditor so that the auditor

	will certify and express unqualified opinion on the quarterly financial statements of the Company for two quarters consecutively, the Company will be able to proceed with the SET to remove the SP mark and restore the trading according to the rules of the SET.
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Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 as presented.

Resolution

After considering, the Meeting has resolved to approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,033,772	98.9548
Disapproved	422,837	1.0452
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

- Remark:**
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 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

Mr. Narut informed the Meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association which requires the Company to allocate a reserve fund at least 5 percent of its annual net profit less than the accumulated loss brought toward (if any) until such reserve fund is no less than 10 percent of the registered capital. The Company has the dividend policy to pay the shareholder with dividend at rate of at least 50 percent 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, held 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 was 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 another 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 the Meeting consider as follows:

1. suspend the allocation profit to be a reserve fund as required by the law since the Company was 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 was in the losses from its operation in 2016 and as it was necessary for the Company 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 is therefore 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.

The Board of Directors of the Company viewed that the Meeting 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.

Mr. Narut opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of 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.

Resolution

After considering, the Meeting resolved to approve the suspension of the allocation profit to be a reserve fund as required by the law and suspension of the dividend payment, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,333,772	100.0000
Disapproved	0	0.0000
Abstain	123,637	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

Remark: 1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling

to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 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

In this agenda item, the Chairman assigned Mr. Ronasit Poomma (“**Mr. Ronasit**”) to proceed with the meeting. Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Company B.E. 2535 and the Articles of Association of the Company which require 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:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors’ meeting attendance in 2017	Number of subcommittee meeting attendance in 2017	Term of directorship
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 Board of Directors had considered the qualifications of the directors who will retire by rotation as detailed in the document submitted to shareholders in advance together with the invitation letter of this Meeting and had 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 and the Securities and Stock Exchanges Act B.E. 2535 including any relevant notifications.

In respect of the independent director, such person is capable of delivering independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations of the Securities and Exchange Commission (the “**SEC**”) and suitable as independent

director. The Board of Directors deemed appropriate to propose the Meeting consider and approve the reappointment of 3 directors who are due to retire by rotation.

Mr. Ronasit additionally clarified to the Meeting that as Mr. Pornthep Anantasa, Director and Mr. Shojiro Nada, the Independent Director and Audit Committee, had submitted the resignation letters with effective date on 27 April 2018, the Board of Director deemed appropriate to propose the Meeting to consider and approve the following persons to be directors of the Company, replacing those 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. Sirutt Ratanapaitoon, in replacement of Mr. Pornthep Anantas, Director. In this regard, Mr. Sirutt Ratanapaitoon shall have the position of Independent Director and Audit Committee.

The Board of Directors of the Company had considered the qualifications of both nominated persons as detailed in the document submitted to shareholders in advance together with the invitation letter of this Meeting and was of the opinion that both persons 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 and the Securities and Stock Exchanges Act B.E. 2535 including any relevant notifications. In respect of independent director, such person is able to deliver independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations of the SEC and suitable to be in position of director of the Company.

In this regard, the Board of Directors of the Company viewed that the Meeting should re-appoint 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 the Meeting appoint 1. Mr. Khan Prachuabmoh and 2. Mr. Sirutt Ratanapaitoon who are knowledgeable, experienced and skillful which will benefit the Company's operations. Mr. Khan Prachuabmoh will be an Independent Director and chairman of the Board of Directors and Mr. Sirutt Ratanapaitoon will be an Independent Director and Audit Committee as detailed above and after the Meeting passes a resolution as per the details above, the list of the Board of Directors the Company would be as follows:

- | | | |
|----|----------------------|---|
| 1. | Mr. Khan Prachuabmoh | Independent Director/Chairman of the Board of Directors |
|----|----------------------|---|



2. Mr. Tan Vutithum Director/Chief Executive Officer
3. Mr. Narut Wiwattanakrai Director
4. Mr. Ronasit Poomma Director
5. Mr. Chamnarn Wangtal Independent Director/Chairman of Audit Committee
6. Mr. Sirutt Ratanapaitoon Independent Director /Audit Committee
7. Miss Yaowarote Klinboon Independent Director /Audit Committee

Mr. Ronasit opened the floor to questions and opinions from shareholders.

Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	Asked the directors who were due to retire by rotation and nominated for the reappointment whether they had any goals or plans to help or develop the Company.
Mr. Ronasit Poomma	clarified that every director gave importance to the Company's businesses especially the fact that the Company's shares trading is under suspension. Therefore, the first goal of the Board of Directors of the Company is to remove SP mark from the Company's shares in order to resume trading.
Ms. Yaowarote Klinboon	clarified her qualifications to the Meeting that at this present she works as a legal advisor and she had experiences since she worked as a SET and SEC officer in the past. In working as one of the Board of Directors, she will inspect and check whether the Company's operations comply with law and relevant regulations, co-ordinate with other organizations and check suspicious situations. She will work <i>bona fide</i> and the misconduct will result in legal liability. In this regard, she viewed that the first mission of the Company is to remove SP mark from the Company's shares in order to resume normal trading.
Mr. Kittipon Soonthornpanit Shareholder	Asked the Company to provide information with regard to: <ol style="list-style-type: none"> 1. Shareholding proportion of the directors who were due to retire by rotation 2. Operation and results for the past 4 months of the current Board of Directors
Mr. Ronasit Poomma	Provided the information with regard to the first issue that at the Record Date (30 March 2018), Mr. Tan Vutithum held 7.41 percent of the Company's shares and Mr. Ronasit Poomma held 2.96 percent of the Company's shares. The information detailed in the invitation letter to

	<p>this Meeting that Mr. Tan Vutithum and Mr. Ronasit Poomma were not shareholders of the Company was the information as at 31 December 2017 at which both of the directors had not held any shares yet. Ms. Yaowarote Klinboon was not a shareholder of the Company. For the second issue, it would be detailed in Agenda 12 of this Meeting.</p>
Mr. Jitt Sawaittkul	<p>Asked about the qualifications and suitability of other two directors, Mr. Mr. Khan Prachuabmoh and Mr. Sirutt Ratanapaitoon, who were nominated to replace the resigned directors. Mr. Jitt suggested that the invitation letter to the meeting of the Company should specify listed companies and other companies that such nominated directors perform duties or have position in.</p>
Mr. Ronasit Poomma	<p>Clarified to the Meeting that Mr. Khan Prachuabmoh has experienced in administrating and executing numerous listed companies in the SET and Mr. Sirutt Ratanapaitoon is a financial expert, experiencing as a financial advisor, who will have a position of Audit Committee together with Ms. Yaowarote, who is a legal expert. Mr. Sirutt and Ms. Yaowarote are not shareholders of the Company.</p>
Ms. Mookda Thienhiran	<p>Asked whether the directors who are the Company's shareholders are considered persons vesting interest in this Agenda.</p>
Ms. Sawita	<p>Clarified to the Meeting that the directors who are the Company's shareholders are not considered the persons vesting interest in this Agenda.</p>

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors as detailed above. Ms. Sawita also invited the directors who were due to retire by rotation to leave the Meeting venue for the purpose of transparency in voting.

Resolution

After considering, the Meeting has resolved to approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors, with the following votes:

Agenda 5.1 **Mr. Tan Vutithum** has been appointed as Director and Chief Executive Officer with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,692	100.0000
Disapproved	0	0.0000
Abstain	123,637	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.2 Mr. Narut Wiwattanakrai has been appointed as Director with the following votes;

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,516,529	100.0000
Disapproved	0	0.0000
Abstain	15,800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.3 Ms. Yaowarote Klinboon has been appointed as Independent Director and Audit Committee with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.4 Mr. Khan Prachuabmoh has been appointed as Independent Director and chairman of the Board of Directors with the following votes;

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.5 Mr. Sirutt Ratanapaitoon has been appointed as Independent Director and Audit Committee with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,692	99.6969
Disapproved	122,837	0.3031
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

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

Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Company Act B.E. 2535 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 the Meeting consider and approve the 2018 remuneration of directors and sub-committee of the Company as follows:

Position	Annual Remuneration	Meeting Allowance of the directors/attendance
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)
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)
Member of the 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)

The information regarding the comparison of the remuneration of the directors and the sub-committee of the Company for the year 2018 and the year 2017 is detailed as follows:

Remuneration	2018 (Proposed)	2017
Remuneration of the Directors		
<u>Annual 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	-

Remuneration	2018 (Proposed)	2017
- Director	receive meeting allowance of Baht 60,000) 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		
<u>Annual 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)	-
Remuneration of the Independent Directors		
<u>Annual Remuneration</u>		
Member of the Audit Committee	-	Baht 165,000 per person/year
<u>Meeting Allowance</u>		
Member of the Audit Committee	-	Baht 200,000 per person/attendance

In addition, the Board of Directors of the Company considered and deemed appropriate to propose the Meeting consider and authorize the Board of Directors as an allocator for such amount to each individual director and sub-committee within the amount approved by the Meeting.

The Board of Directors viewed that the Meeting should approve the remuneration of the directors and sub-committee of the Company for the year 2018 specified and proposed above.

Mr. Ronasit opened the floor to questions and opinions from shareholders. A shareholder had the following question or provided the following opinion:

Mr. Narongchai Simarojana	Suggested for the next Meeting that there should include the maximum amount of overall remuneration of the directors and sub-committee of the Company.
The Chairman	Acknowledged such suggestion and will take into consideration.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the remuneration of the directors and sub-committee of the Company for the year 2018 as detailed above.

Resolution

After considering, the Meeting resolved to approve the remuneration of the directors and sub-committee of the Company for the year 2018, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,231,410	99.2576
Disapproved	300,119	0.7404
Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Remark: 1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling

to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

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

Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Companies Act B.E. 2535 and the Article of Associate of the Company which require that the annual general meeting of shareholder to appoint Company's auditors and determines their remuneration every year. 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 the Meeting that BPR Audit and Advisory Co., Ltd. shall be appointed as the auditor of the Company for fiscal year ended 31 December 2017. Any of the following auditors shall be the auditor and provide opinion on the financial statement of the Company.

- | | | |
|-----|------------------------------|---------------------------------------|
| (1) | Mr. Boonlert Kaewphanpurk | Certified Public Account No. 4165 or; |
| (2) | Miss Piyanch Kasemsupakorn | Certified Public Account No. 6303 or; |
| (3) | Miss Rungtawan Bunsakchalerm | Certified Public Account No. 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 the Meeting to consider and approve the auditor fee for the year 2017 in the amount of Baht 4,690,000. The auditor fee for the year 2017 has increased approximately 21 percent from the previous fiscal year which was specified at Baht 3,877,040 since 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; therefore, the auditor will have to spend more time in auditing. In addition, the current auditor will have to communicate with the previous auditors so that the auditor can audit and provide opinion on 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. Details of which are as follows;

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

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 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.

Mr. Ronasit opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	<p>Asked the following questions:</p> <ol style="list-style-type: none"> 1. Since the Company has a number of subsidiaries and associated companies, what criteria the Company used for selecting 2 subsidiaries; i.e. Digital Dream Co., Ltd. and Foresee Company Limited to be audited. 2. The reason why there is considerably increase in auditor fee comparing to 2017 and why auditor fee for the subsidiaries is high even though the incomes of those two subsidiaries are not that high.
Mr. Ronasit Poomma	Clarified the following;

² 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.



	<ol style="list-style-type: none"> 1. The reason why the Company is required to conduct the audit of such subsidiaries is that the Company holds 100 percent shares in those two subsidiaries thus it is required to be calculated into the Consolidated Financial Statement according to audit criteria. Other companies are merely associated companies or companies that the Company already disposed of investment. 2. The foremost responsibility of the Company at this moment is to submit the financial statement of the Company in the period specified by the SEC Office in order to resume share trading (remove SP mark). The Company had contacted a number of accounting offices but due to complication to comply with relevant regulations, legal issue which is needed to be examined and urgent timeframe, the audit fee increases. However, the Company viewed that it was necessary so as to be able to further business operating.
<p>Mr. Kittipon Soonthornpanit Shareholder</p>	<p>Asked whether the Company is able to anticipate the timeframe for the auditing process to be complete.</p>
<p>Mr. Ronasit Poomma</p>	<p>Clarified to the Meeting that the timeframe for auditing process depends on the auditor. The Company is not able to specify the finishing period but can merely specify the timeframe to comply with the SEC Office. Nonetheless, the auditor will efficiently conduct the audit in a quick manner. Currently, 2016 financial statement is already finished and in the process of approval and submission to the Department of Business Development, Ministry of Commerce.</p>

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the appointment of auditor and determination of the auditor fee for the year 2017 as detailed above.

Resolution

After considering, the Meeting resolved to approve the appointment of auditor and determination of the auditor fee for the year 2017, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the
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		Meeting and Casting Their Votes
Approved	40,408,692	99.6969
Disapproved	122,837	0.3031
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Remark:

1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 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

Ms. Sawita informed the Meeting that according that the Company will proceed with the increase of the registered capital of the Company to accommodate (1) the allocation of newly issued ordinary shares to existing shareholders proportionate to their respective shareholdings (Rights Offering) and (2) the issuance and offer for sale of newly issued ordinary shares under the general mandate basis of which the details will be presented to the Meeting in Agenda 9 and 10,

Section 136 of the Public Limited Companies Act B.E. 2535 specifies 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 be able to increase its registered capital as specified by law.

Therefore, the Company is required to decrease the registered capital of the Company 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.

Furthermore, the Company must amend Clause 4 of the Memorandum of Association of the Company to be in line with such decrease of the Company’s registered capital. Clause 4 of the Memorandum of Association of the Company shall be amended 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	(Five 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	(-)”

In this regard, the Meeting was requested to approve that a person designated by the Board of Directors to proceed the registration of the amendments to the Memorandum 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.

Ms. Sawita opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve

the agenda regarding the consideration and approval of the decrease in the registered capital of the Company and the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital.

Resolution

After considering, the Meeting resolved to approve the decrease in the registered capital of the Company in amount of 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 approve the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0
Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:**
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 9 To consider and approve the increase in the registered capital of the Company and to consider and approve the amendments to Clause 4 of the Memorandum of

Association of the Company to be in line with the increase of the Company's registered capital

Ms. Sawita informed the Meeting that the Company intended to increase the registered capital of the Company in the 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 issuing newly-issued ordinary shares in amount of 155,248,679 shares with par value of Baht 5 to (1) 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 (2) 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.

Furthermore, the Company is required to amend 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

“Clause 4. Registered capital amended as the	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	(Five 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 (-)”

following text:

In this regard, the Meeting was requested to approve that a person designated by the Board of Directors to proceed the registration of the amendments to the Memorandum 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.

Ms. Sawita opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Narongchai Simarojana And Mr. Pakorn Ponleesangsuwan Shareholders	Asked the information regarding top 10 major shareholders and asked the Company to specify such information in the next annual report.
The Chairman of the Meeting	Acknowledged such suggestion and will provide such information in the next annual report and presented the information of top 10 major shareholders of the Company in the screen.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the increase in the registered capital of the Company and the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as detailed above.

Resolution

After considering, the Meeting resolved to approve the increase of the registered capital of the Company in the 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 issuing newly-issued ordinary shares in amount of 155,248,679 shares with par value of Baht 5 per share and approve the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,592	99.6947
Disapproved	100	0.0002
Abstain	123,637	0.3050
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

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

Mr. Narut clarified to the Meeting that this Agenda is the matter related to the detail in Agenda 9, the Company thus proposed the Meeting consider and approve the allocation of 155,248,679 newly-issued ordinary shares with the par value of Baht 5 each as follows:

1. The allocation of not exceeding 134,998,852 newly-issued ordinary shares at the par value of Baht 5 per share in the type of specifying the purpose of utilizing proceeds to 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 determining shareholders who are 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).



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. However, in any cases, the aggregate number of newly issued ordinary shares to be offered to the existing shareholders (Right Offering) under the General Mandate basis shall not exceed 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

In this regard, the Meeting is requested to authorize the Board of Directors of the Company 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 in relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- 3) execution in applications for permission and waiver, and necessary evidences 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 such newly issued ordinary shares on the SET and being authorized to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

The Company needs to increase capital in order to make repayment to creditors of the Company and financial institutions and to be operating expenses for the Company to resume the potential in developing competition competence between the Company and other competitors in the industry which will result in ameliorated income, operating results and financial position. Those will provide long-termed benefits in the return of investment to shareholders. This plan to increase of the Company's registered capital will be sufficient to such spending schemes.

1. Benefits the Company will receive from the increase of registered capital/ the allocation of newly-issued shares

The issuance and offering of newly-issued ordinary shares will be essential part of the capital the Company spends for the repayment of loans to creditors of the Company and financial institutions and will be operating expenses for the Company to resume the potential in developing competition competence between the Company and other competitors in the industry which will result in better incomes and operating results thus provide long-termed benefits to shareholders.

2. Benefits shareholders will receive from the increase of registered capital/ the allocation of newly-issued shares

- 2.1 Dividend payment policy

The dividend payment policy of the Company is that the Company will pay 50 percent of net profit according to the Consolidated Financial Statement of the Company after deducting corporate income tax and setting aside legal reserve fund annually and provided that such dividend payment does not affect ordinary course of business and ordinary operation of the Company in significant manner.

- 2.2 Newly-issued share subscribers will start being entitled to receive dividend from the operation of the Company after they are registered as the Company's shareholders.

In this regard, additional details are provided in the Capital Increase Report Form (F5 3 - 4) and Information Memorandum regarding the allocation of newly-issued ordinary shares offering to the existing shareholders which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

Mr. Narut opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the allocation of the newly-issued ordinary shares.

Resolution

After considering, the Meeting resolved to approve the allocation of the newly-issued ordinary shares, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	0.0000
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 11 To consider and approve the amendments to the Articles of Association

Ms. Sawita informed the Meeting that the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing specifies that meetings may be held via electronic media which shall have the same effect as the meetings proceeded according to the procedures required by law, provided that such meetings shall comply with the security policy and standards of the meetings via electronic media prescribed by the Ministry of Communication and Information Technology by publishing in the Government Gazette and for the administration of the business to be conducted transparently. In addition, Section 100 of the Public Limited Company Act, B.E. 2535 has been amended by the Order of the Leader of the National Council for Peace and Order No. 21/2560 (2017) Re: Amendment of Laws to Facilitate Business Operations in relation to Shareholders' Meetings. Therefore, it is deemed appropriate to propose the Meeting consider and approve the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association to be in line with the above law amendments, as follows:

1. Amending Article 23 of the Articles of Association:

From:

“Article 23: A meeting of the company’s board of directors shall be convened at least once every three months in the locality in which the head office of the company is situated or other places as deems appropriate.

Meeting of the board of directors shall be summoned by the chairman of the board when he sees appropriate. Two or more directors may request the chairman of the board of directors to call a board of directors’ meeting. In case two or more directors request for a meeting, the chairman of the board of directors shall determine the date of the meeting within 14 days of the date of receipt of such request.

In calling a meeting of the board of directors, the chairman or a person assigned by him or her shall send out a notice of meeting to the directors not less than 7 days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, in which case the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.”

To:

“Article 23: A meeting of the company’s board of directors shall be convened at least once every three months in the locality in which the head office of the company is situated or in a nearby province or at other localities and the date, time, and place shall be specified as per the chairman’s discretion.

Meeting of the board of directors shall be summoned by the chairman of the board when he sees appropriate. Two or more directors may request the chairman of the board of directors to call a board of directors’ meeting. In case two or more directors request for a meeting, the chairman of the board of directors shall determine the date of the meeting within 14 days of the date of receipt of such request.

In calling a meeting of the board of directors, the chairman or a person assigned by him or her shall send out a notice of meeting to the directors not less than 7 days

in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, in which case the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.

In the case of electronic conference of the board of directors, all directors participating in the conference must physically be in the Kingdom of Thailand, whereby at least one-third (1/3) of the quorum shall physically attend the conference at the same conference venue. Such electronic conference must be held via a controlled system applying IT security measures by voice and/or video recording (as the case may be) of all attendants throughout the conference period, including computer traffic data from such voice or video record. Such controlled system must contain fundamental components according to the Notification of the Ministry of Communication and Information Technology Re: Security Policy and Standards of the Meetings via Electronic Media, B.E. 2557 (2014) (including the amendments thereof)”

2. Amending Article 28 of the Articles of Association:

From:

“Article 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 affix the Company’s seal shall bind the Company.

The board of directors are authorized to determine or amend the list of the authorized directors”

To:

“Article 28: The authorized directors are two directors jointly sign together with the Company’s seal affixed.

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

3. Amending Article 29 of the Articles of Association:

From:

“Article 29: The board of directors must convene an annual ordinary meeting of shareholders within four months from the date on which the accounting year of the company ends, and other meetings of shareholders 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:

“Article 29: The board of directors shall hold an annual general meeting of shareholders within four months from the date ending the account period of the company. Other meetings of shareholders in addition to the above-mentioned meeting shall be called extraordinary general meetings.

The board of directors may convene an extraordinary general meeting of shareholders any time it deems expedient.

A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may subscribe their names to a notice requesting the board of directors to convene an extraordinary general meeting of shareholders at any time but they shall also clearly specify matters and reasons for such request in the notice. In such case, the board of directors must arrange for a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.



If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who have subscribed their names or other shareholders, holding shares in aggregate in the number as required, may convene such meeting within forty-five (45) days from the completion of the period of time under paragraph one. This meeting shall be considered to have been called by the board of directors. The company shall be responsible for necessary expenses arising from convening such meeting and shall provide facilities as appropriate.

If it appears that the quorum is not met in the shareholders' meeting convened by the request of the shareholders under paragraph four, as required in Article 33 of these Articles of Association, the shareholders under paragraph four shall be jointly responsible for expenses arising from convening such meeting for the company.”

The Board of Directors sees that it is appropriate to propose the shareholders' meeting consider and approve the amendments to the Company's Articles of Association regarding the Company's name and provided that a person designated by the Board of Directors to proceed the registration of the amendments to the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of, an addition to wordings and carry out any necessary acts in order to comply with the order of the registrar and duly effect the registration.

Ms. Sawita opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association.

Resolution

After considering, the Meeting resolved to approve the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0.0000



Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

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

Mr. Ronasit informed the Meeting that in late 2017, there were changes in the Company regarding 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 2016 financial statement: the Current Executives and Board of Directors have coordinated with the auditors of the Company for the preparation of 2016 financial statement by submitting 2016 financial statements 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 to explain 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. in the total amount of Baht 21,500,000.00.
- 2) The investment in convertible debentures of Chuo Senko India in the total amount of Baht 18,930,000.00.
- 3) The advance payment for the shares of Digital Dreams Co., Ltd. in the total amount of Baht 9,000,000.00.
- 4) The advance payment for the shares of JRA Fiji Consultants in the total amount of Baht 21,230,000.00.

2. The recruitment of 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, in replacing of 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. With regard to the business operation of the Company, the current set of executives is in the course of negotiation with the customers to provide 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 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 happen 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 effort made to solve and improve the operation and the business of the Company, the Current Executives and Board of Directors expect the operating 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 to bring the Company back to the status and standard that is appropriate for the removal of any possible cause for delisting as soon as possible.

The Board of Directors of the Company was of the opinion that the Meeting should consider and affirm the operating results of the Board of Directors of the Company for the year 2017 as detailed above.

Mr. Ronasit opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Kittipon Soonthornpanit Shareholder	Asked how much the net loss of the Company and the Share Premium the Company has.
Mr. Narut Wiwattanakrai	Clarified that the net loss of the Company as at 31 December 2016 is Baht 315,525,712.74 as detailed in the annual report and the Share Premium is Baht 3,414,007.19.
The shareholder who would not like to declare the name	Asked as follows; <ol style="list-style-type: none"> 1. The methods and guidelines of the Company to dispose the SP condition and resume trading as the shareholder concerned that if the Company's shares are under the SP condition for a long time, the Company is under the risk of delisting.

	2. Whether the rumor regarding the repurchasing of the Company's share is true.
Mr. Ronasit Poomma	Clarified to the Meeting as follows; 1. The Company intended to dispose the SP condition by appointing new board of directors of the Company who are experienced, knowledgeable and skillful and the Board of Directors of the Company are confident that it will be successful thus accepted the position. In the recent 5 months since being in the position, the current Board of Directors have finished the making of all the past 5 financial statements. 2. The rumor is untrue.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	Provided further clarification that in addition to the complete of making the past financial statements within the timeframe specified by the SEC Office, the Board of Directors has adjusted internal control such as increasing the authorized directors from 1 director to 2 directors.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and affirmation of the operating results of the Board of Directors of the Company for the year 2017 as detailed above.

Resolution

After considering, the Meeting has resolved to affirm the operating results of the Board of Directors of the Company for the year 2017, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0.0000
Abstain	800	0.0020
Void ballots	0	-

Total shareholders eligible to vote of 37 persons	40,532,329	-
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Remark: 1. A resolution of this agenda is affirmed by a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 13 To consider other matters (if any)

The Chairman opened the floor to additional questions from shareholders. Shareholders had the questions which can be summarized as follows;

Mr. Kittipon Soonthornpanit	Asked about the aims of each director of the Company in restoring the Company and the timeframe and possibility to achieve such aims.
Mr. Ronasit Poomma	Clarified that the Board of Directors used the rules of the SEC Office as the timeframe. Therefore, the aim of this Board of Directors is to complete the making of financial statements and submit them within the timeframe specified in the rules of the SEC Office by proceeding with the making of financial statement for the year 2017 first and trying to submit the financial statement for the year 2018 within the timeframe. The Board of Directors will be able to provide a clear answer when the financial statement for the year 2017 is complete.
Mr. Narongchai Simarojana	Asked about the business schemes and investment trend of the Company and whether the Company will invest in other businesses besides the main business i.e. advertising business or not.
The Chairman of the Meeting	Clarified that original business of the Company is publication and advertising business.
Mr. Ronasit Poomma	Provided further clarification that the Company focuses on the business that the Company is expert in, which is advertising business. The Company will develop and modernize it to become more digital- like and be a digital agency providing advertising service. The Company has no plan to further other businesses which had been proceeded by the Company such as shoes selling.



Mr. Narongchai Simarojana	Asked whether the Company has a plan to be a power producer.
The Chairman of the Meeting	Clarified that the Company does not have a plan to be a power producer.
Mr. Kittipon Soonthornpanit	Asked how top 10 major shareholders support the business of the Company.
Mr. Ronasit Poomma	Clarified that 2 major shareholders who are the Company's directors i.e. Mr. Tan Vutithum and Mr. Narut Wiwattanakrai will utilize their knowledge, skills and competences to manage the Company. Mr.Tan Vutithum is skillful and competent in administration and management while Mr. Narut Wiwattanakrai is skillful and competent in finance as well as having ability and business relationship to find more customers to the Company. Other major shareholders are not parts of the Board of Directors thus the director cannot provide answer with regard to their support to the Company.

Since no shareholders presented other matters or had any additional question, the Chairman expressed his regard to the shareholders for attending the Meeting and closed the Meeting at 1.15 p.m.

Signed by  Chairman of the Meeting
(Mr. Tan Vutithum)

Profiles of the directors who would be retired by rotation and are nominated as directors for another term

Name - Surname	:	Mr. Ronasit Poomma	
Type of proposed director	:	Director	
Position	:	Director	
Age	:	35 years old	
Nationality	:	Thai	
Education	:	Master of Management, Brunel University, UK Bachelor of Pharmacy, Silpakorn University, Thailand	
Training	:	Director Certification Program (DCP#160), Thai Institute of Directors (IOD) Financial Statement for Director Program (FSD), Thai Institute of Directors (IOD) Academy of Business Creativity (ABC#2), Sripatum University	
Shareholding Ratio	:	<ul style="list-style-type: none"> • Self : 3.78% • Spouse and minor children: 0.00% 	
Term of Directorship	:	1 year 4 months	
Family Relation between the Director and Executives	:	None	
Position held in other Listed Companies	:	None	
Position held in other companies that are not Listed Companies (current)	:	Executive Director of Orion Advisory Co., Ltd. Managing Director of Mellow Innovation Co., Ltd.,	
Directorship/ Management in other organizations which may cause conflict of interest to or complete with the business of the Company	:	None	
Meeting Attendance in 2018	:	Board of Directors Meeting 11/11 times Executive Committee Meeting 6/6 times General Shareholders Meeting 1/1 time	

Profiles of the directors who would be retired by rotation and are nominated as directors for another term

Name - Surname	:	Mr. Chamnarn Wangtal	
Type of proposed director	:	Chairman of Audit Committee and Independent Director	
Position	:	Chairman of Audit Committee and Independent Director	
Age	:	66 years old	
Nationality	:	Thai	
Education	:	Master of Finance and Banking, Marshall University, USA Bachelor of Biology, Saint Vincent College, USA	
Training	:	Advanced Market Risk Management, FT New York Institute of Finance Targeted Selection Interviewer Program, Development Dimensions International Director Accreditation Program (DAP), Thai Institute of Directors (IOD) Class of 114/2015	
Shareholding Ratio	:	<ul style="list-style-type: none"> • Self : 0.00% • Spouse and minor children: 0.00% 	
Term of Directorship	:	1 year 9 months	
Family Relation between the Director and Executives	:	None	
Position held in other Listed Companies	:	Independent Director, Audit Committee and Chairman of the Risk Management Committee of Scan Inter Public Company Limited	
Position held in other companies that are not Listed Companies (current)	:	None	
Directorship/ Management in other organizations which may cause conflict of interest to or complete with the business of the Company	:	None	
Meeting Attendance in 2018	:	Board of Directors Meeting 11/11 times Audit Committee Meeting 6/6 times General Shareholders Meeting 1/1 time	

(F53-4)

Capital Increase Report Form**Chuo Senko (Thailand) Public Company Limited****25 February 2019**

We, Chuo Senko (Thailand) Public Company Limited (the “**Company**”), hereby reports the resolutions of the Board of Directors’ meeting of the Company No. 2/2019, which was held on 25 February 2019 during 11.00 – 12.00, 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) 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 1,002,480 from the existing registered capital of Baht 1,113,740,525 to Baht 1,112,738,045 by decreasing the number of shares which have not been purchased by anyone or which have not yet been issued in amount of 200,496 shares at the par value of Baht 5 each.
- (b) the increase of registered capital of Baht 1,112,738,045 from the registered capital of Baht 1,112,738,045 to Baht 2,225,476,090 by issuing 222,547,609 newly-issued ordinary shares with the par value of Baht 5 each. The details of the capital increase are as follows:

Type of Capital Increase	Type of Share	No. of shares (Share)	Par Value (Baht/Share)	Total Value (Baht)
<input checked="" type="checkbox"/> specifying the purpose of utilizing proceeds	Ordinary shares	222,547,609	5	1,112,738,045
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued shares

- **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 222,547,609	1 existing ordinary share to 1 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 1 newly-issued ordinary shares (the total numbers of shares for the Rights Offering are 222,547,609) with the offering price at Baht 0.2 per share, and the subscription period would be further notified to the SET by the Company.

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.

- (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 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.

- **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.

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

The Annual General Shareholders' Meeting for the year 2019 is scheduled to be on 23 April 2019 at 10.00. The venue is at Bu-Nga Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapu sub-district, Huay Kwang district, Bangkok 10320 . The date for determination of shareholders' entitlement to attend the meeting will be 11 March 2019 (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 as the operating expenditure and restructuring of the Company to be able to complete against other operators in the industry. 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 which will reduce the financial burden of the Company 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

No.	Procedures of the Shares Allotment	Date / Month / Year
1	Approval of the capital increase and shares allotment by the Board of Directors' Meeting No. 2/2019	25 February 2019
2	To determine shareholders' entitlement to attend the Annual General Shareholders' Meeting for the year 2019 (Record Date)	11 March 2019
3	To hold the Annual General Shareholders' Meeting for the year 2019	23 April 2019
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)	To be determined

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)

Director

-Company's Seal-

(signed) Authorized Director

(Mr. Narut Wiwattanakrai)

Director

**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. 2/2019 held on 25 February 2019, resolved to approve the capital increase of Baht 1,112,738,045 from the existing registered capital of Baht 1,112,738,045 to Baht 2,225,476,090 by means of issuing 222,547,609 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 2019 on 23 April 2019, 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 222,547,609 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 1 newly-issued ordinary shares with the offering price at Baht 0.20 per share, totaling not exceeding Baht 44,509,521.80, and the subscription period of the offering newly-issued ordinary shares would be further notified to the SET by the Company.

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.

Also, to propose to the Annual General Shareholders’ Meeting for the year 2019 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 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 2019 of the Company.

2. Objectives of the issuance of new ordinary shares 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 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. 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. 2/2019 on 25 February 2019 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 44,509,521.80 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 will inform schedule of the subscription date and payment date of newly issued ordinary shares to the existing shareholders (Rights Offering) afterward. After receiving all the subscription payment, the company will repay the short-term loan at the earliest in order to reduce interest burden of the Company.

(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 44,509,521.80 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**

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

.....
(Mr. Tan Vutithum)
Director

.....
(Mr. Narut Wiwattanakrai)
Director

Details of Independent Director for the appointment of proxy

Name - Surname : Mr. Sirutt Ratanapaitoon

Age : 30 years old

Date of Appointment to be an independent director : 30 April 2018

Contact Address : No. 33/4, 36th Floor, Building A, The Ninth Towers Grand Rama 9, Rama 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Education : Bachelor of Arts Program in Economics, Chulalongkorn University

Training : -

Current Position : Independent Director and Audit Committee

Work Experience in the past 5 years :

2019 – Present	Director Electronics Industry Public Co., Ltd.
2018 – Present	Independent Director and Audit Committee Chuo Senko (Thailand) Public Co., Ltd.
2018	Executive Director Orion Advisory Co., Ltd.
2017	Chief Investment Officer and Executive Director Vintage Engineering Public Co., Ltd.
2015 – 2017	Managing Director Nova Asia Co., Ltd.
2014 – 2015	Business Development Manager Green Earth Power (Thailand) Co., Ltd.
2014	Associate Finansa Securities Limited
2012 – 2014	Analyst Finansa Securities Limited

Interest in the Agendas of the Meeting : None

Shareholding Ratio : None

Details of Independent Director for the appointment of proxy

Name - Surname : Miss Yaowarote Klinboon

Age : 46 years old

Date of Appointment to be an independent director : 13 November 2017

Contact Address : No. 33/4, 36th Floor, Building A, The Ninth Towers Grand Rama 9, Rama 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Education : Master of Laws, University of East Anglia, UK
Master of Laws, Chulalongkorn University
Bachelor of Laws, Chulalongkorn University

Training : -

Current Position : Independent Director and Audit Committee

Work Experience in the past 5 years :

2017 – Present	Independent Director and Audit Committee Chuo Senko (Thailand) Public Co., Ltd.
2016 – Present	Counsel Hunton Andrews Kurth (Thailand) Limited
2015 – 2016	Partner The Capital Law Office Limited
2009 – 2015	Guest Speaker, Good Governance and related Laws Topic Thai Investor Association Guest Speaker, Securities Regulations Law Topic Bangkok University
2002 – 2014	Senior Associate, Weerawong, Chinnavat & Partners Ltd.

Interest in the Agendas of the Meeting : None

Shareholding Ratio : None

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 Chuo Senko (Thailand) 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.

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;

7. 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;
8. 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;
9. 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;
10. 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;
11. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
12. Shall be trusted and generally accepted person; and
13. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.

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) (“บริษัทฯ”)
Being a shareholder of **Chuo Senko (Thailand) Public Company Limited (“Company”)**
โดยถือหุ้นจำนวนทั้งสิ้น _____ 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 followings)

กรณียกข้อ 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

กรณียกข้อ 2. กรุณาทำเครื่องหมาย
✓ ที่ 2. และเลือกกรรมการคนใด
คนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at 2. and choose
one of these directors.

2. มอบฉันทะให้กรรมการคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following directors of the Company

นายศิริรัตน์ รัตนไพฑูรย์ Mr. Sirutt Ratanapaitoon หรือ/Or

นางสาวเยาวโรจน์ กลิ่นบุญญ Miss Yaowarote Klinboon

(รายละเอียดประวัติกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562) (Details of directors of the Company are specified in Enclosure 6 of the Notice of the 2019 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการที่ไม่สามารถเข้าประชุมเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่

23 เมษายน 2562 เวลา 10.00 น. ณ ห้องบุหงา ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขต
ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In this regard, in the case where any of such directors is unable to attend the meeting, the other director shall be appointed as a proxy instead of
the director who is unable to attend the meeting as my/our proxy ("proxy") to attend and vote on my/our behalf at the **2019 Annual General
Meeting of Shareholders on 23 April 2019 at 10.00 hours, at Bu-nga Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham,
Rama 9 Road, Bang Krap Sub-district, Huay Kwang District, Bangkok 10320** or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น
ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 _____
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) (“บริษัทฯ”)
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 followings)

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. และเลือกกรรมการคนใด
คนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at 2. and choose
one of these directors.

2. มอบฉันทะให้กรรมการคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following directors of the Company
 นายศิริรัตน์ รัตนไพฑูรย์ Mr. Sirutt Ratanapaitoon หรือ/Or
 นางสาวเยาวโรจน์ กลิ่นบุญ Miss Yaowarote Klinboon
(รายละเอียดประวัติกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562) (Details of directors of the Company are specified in Enclosure 6 of the Notice of the 2019 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการที่ไม่สามารถเข้าประชุมเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 23 เมษายน 2562 เวลา 10.00 น. ณ ห้องบุหงา ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขต ห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In this regard, in the case where any of such directors is unable to attend the meeting, the other director shall be appointed as a proxy instead of the director who is unable to attend the meeting as my/our proxy ("proxy") to attend and vote on my/our behalf at the **2019 Annual General Meeting of Shareholders on 23 April 2019 at 10.00 hours, at Bu-nga Room, 3rd Floor, 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.

(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 he/she deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda item no. 1 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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

พิจารณารับทราบผลการดำเนินงานของบริษัทฯ

Agenda item no. 2 To consider and acknowledge the operating results of the Company

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3

พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และบัญชีกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda item no. 3 To consider and approve the statements of financial positions and the comprehensive income statement of the Company for the accounting year ended 31 December 2017

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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

พิจารณาอนุมัติงบการจ่ายเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล

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 he/she 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

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda item no. 5 To consider and approve the election of the directors to replace the directors who will retire by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 นายรณสिति ภูมมา

Director's name Mr. Ronasit Poomma

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายชำนาญ วังตาล

Director's name Mr. Chamnarn Wangtal

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2562

To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2019

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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 7

Agenda item no. 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี

To consider and approve the appointment of auditor and determination of the auditor fee

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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 8

Agenda item no. 8

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

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 he/she 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 9

Agenda item no. 9

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

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 he/she 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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)

A proxy is granted by a shareholder of Chuo Senko (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 23 เมษายน 2562 เวลา 10.00 น. ณ ห้องบุหงา ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่แจ้งเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on 23 April 2019 at 10.00 hours, at Bu-nga Room, 3rd Floor, 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 he/she 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 he/she 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 he/she 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 he/she 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) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(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)

(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

ซึ่งเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน) (“บริษัทฯ”)

who is 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
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
ordinary share	shares	and have the rights to vote equal to	votes
<input type="checkbox"/> 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 followings)

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. และเลือกกรรมการคนใด
คนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at 2. and choose
one of these directors.

2. มอบฉันทะให้กรรมการคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following directors of the Company
 นายศิริรัตน์ รัตนไพฑูรย์ Mr. Sirutt Ratanapaitoon หรือ/Or
 นางสาวเยาวโรจน์ กลิ่นบุญญ Miss Yaowarote Klinboon

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
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 he/she 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 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ
Agenda item no. 10 To consider and approve the allocation of the newly-issued ordinary shares of the Company

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda item no. 11 To consider other matters (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as he/she 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 รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 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/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. 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.
2. 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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. 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.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําต่อแบบหนังสือมอบฉันทะแบบ 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 (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 23 เมษายน 2562 เวลา 10.00 น. ณ ห้องบุหงา ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่แจ้งเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on 23 April 2019 at 10.00 hours, at Bu-nga Room, 3rd Floor, 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 he/she 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 he/she 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 he/she 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 he/she 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

For your convenience to attend the Annual General Meeting of Shareholders of Chuo Senko (Thailand) Public Company Limited, kindly bring a notice to the shareholders' meeting and proxy form for registration.

1. Documents required prior to the attending the meeting

For Natural Person

1. Self-Attending

Valid evidence issued by governmental authorities which shows the photo, name and surname of the holder, 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 shareholder 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 as per 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 or other agencies which have similar authority according to applicable laws of each country 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 or other agencies which have similar authority according to applicable laws of each country 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 as per those of natural person specified in Item 1.
- 2.4 Valid evidence of the proxy issued by governmental authorities as per those of natural person specified in Item 1.

3. For Foreign Investor Appointing Custodian in Thailand

- 3.1 All evidence as per the case of juristic person specified in Items 1 and 2.
- 3.2 In case where 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 certified as a 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) is also required.

2. Proxy

The Company has dispatched proxy form, as specified by the Department of Business Development, Ministry of Commerce, which is the form that clearly specifies details, to shareholders, in order for the shareholders, who are unable to attend the meeting in person, to consider to appoint other persons or any one of the company's independent directors, as proposed, to act as their proxy. There are details of the independent directors proposed by the company to be appointed as proxy by shareholders, as shown in the enclosure. Shareholders may specify more than one proxy for greater flexibility, in the case that any of the appointed proxy are 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 agenda, shareholders can only vote 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 **Bu-nga Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320**, as per the details in the map enclosed herewith.

4. Voting

1. One share shall be counted as one vote. In case of a tie votes, the Chairman shall be entitled to a casting vote distinguishing the resolution in the capacity of shareholder.
2. Any shareholder who has special interest in any agenda shall not be entitled to exercise the right to vote in such agenda, and the Chairman may ask the said shareholder to leave the meeting temporarily. However, there is no prohibition for the voting for election or removal of directors.

**The Articles of Association of the Company with respect to the Shareholders' Meetings
Chuo Senko (Thailand) Public Company Limited**

Shareholders' Meeting

No. 29. The board of directors must cause an annual general 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 general meetings.

The board of directors may summon an extraordinary general 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 general 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 shall be responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event where it appears that in any meeting 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 shall jointly be responsible for the expenses incurred from the holding the meeting to the company.

No. 30. The matters to be considered in the annual general meeting of shareholders are as follows:

- (1) Reviewing the report of the board of directors covering the work done during the preceding year as proposed to the meeting;
- (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year;
- (3) Considering the appropriation of profits;
- (4) Electing new directors in place of those who must retire by rotation and fixing their remuneration;
- (5) Appointing the auditor and fixing his/her remuneration;
- (6) Other businesses (if any).

No. 31. In calling a shareholders' 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 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 shareholders 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 for a consecutive period of three days and at least three days prior to the date of the meeting.

No. 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 chairman or the person defined by the chairman at the meeting before the proxies may attend the meeting.

- No. 33. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than half of the total number of shareholders 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 shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate to constitute a quorum, in case where such meeting was not called as a result of a request by the shareholder(s), the meeting shall be cancelled. The meeting shall be called once again and notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required to be constituted.

- No. 34. The chairman of the board shall be the chairman of shareholders' meeting. If the chairman of the board is not present at a meeting or cannot perform his/her 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/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

- No. 35. The chairman of the shareholders' 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 agendas specified in the notice calling 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 shareholders present at the meeting.

- No. 36. Unless where this Article of Association or the laws specify otherwise, any decision or resolution of the shareholders' meeting shall require the affirmative vote of the shareholders attending the meeting and casting their votes. One share shall be counted as 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 preference shares with difference voting right(s).

In the following cases, a vote of not less than three-fourth of the total number of votes of the 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) The purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (3) The entry into, the amendment or the termination 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 matters in accordance with the securities and exchange laws.

