

( Translation )

Ref. AIT/18 - 183

March 26, 2018

Re: Invitation to the 2018 Annual General Meeting of Shareholders

To: All shareholders

Attachments:

1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders
2. Company's Annual report of the year 2017, including the consolidated Financial Statements for the fiscal year ended December 31, 2017.
3. Profiles of the Directors to support the consideration in Agenda 5 : To consider and elect directors to replace those retiring on rotation
4. Definition of the independent directors to support the consideration of Agenda 5 : To consider and elect directors to replace those who retiring on rotation
5. Supporting documents for consideration in Agenda 12, Capital Increase Report (F53-4)
6. Supporting documents for attending the Meeting : -
  - 6.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders
  - 6.2 Rules and procedures for attending the meeting , granting the proxy and voting
  - 6.3 Information of independent directors to support an appointment of proxy (in case of independent director is appointed as a proxy)
  - 6.4 Documents and evidences which required to be presented at the meeting.
  - 6.5 Proxy
7. Map of the Meeting venue.

The Board of Directors calls for the 2018 Annual General Meeting of Shareholders to be held on Friday, April 27, 2018 at 14.00 hours at the Sathorn I Room, Mezzanine, Anantara Bangkok Sathorn, located at No. 36 Naratiwas-Rachanakarin Road, Kwaeng Yannawa, Khet Sathorn, Bangkok 10120, of which the agendas of the Meeting are as follows :

**Agenda 1 : To adopt the Minutes of The 2017 Annual General Meeting of Shareholders**



**Fact and Rational :** The Minutes of The 2017 Annual General Meeting of Shareholders was held on Friday 28, 2017, of which the copy of the Minutes of Meeting has been attached hereto as per Attached No. 1.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed that the Minutes of The 2017 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the 2018 Annual General Meeting of Shareholders to adopt such Minutes of the Meeting.

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 2 : To acknowledge the report of the Company's year 2017 operating results**

**Fact and Rational :** The report of the operating results in year 2017 of the Company as presented in the Annual Report as in Attached 2 which has already been sent to the shareholders together with this Invitation Letter.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed appropriate for the 2018 Annual General Meeting of Shareholders to acknowledge the Company's 2017 operating results as per submitted.

**Vote required :** This agenda is for shareholders acknowledgment; therefore, voting is not required.

**Agenda 3 : To consider and approve the consolidated Financial Statements for the fiscal year ended December 31, 2017.**

**Fact and Rational :** The Financial Statements which comprise of the consolidated Statement of Financial Position, the related consolidated Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2017 which have been audited and certified true and correct by the auditor. And also have been reviewed by the Audit Committee. The results are presented in the 2017 Annual Report from page 50 to 59 as per document Attached No. 2.

**Board of Directors' Opinion :** The Board of Directors has considered the matter and deemed appropriate for the 2018 Annual General Meeting of Shareholders to approve the Consolidated Financial Statements for the fiscal year ended December 31, 2017. The details of information are stated in the 2017 Annual Report from page 50 to 59

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 4 :** To consider and approve the allocation of the 2017 profit, and Omits dividend payment.

**Fact and Rational :** According to Clause 41 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 40 of the Company's dividend payment policy also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting the Shareholders' Meeting at a subsequent meeting.

The Company and subsidiaries will pay no fewer than 60 percent of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate. According to the profit and loss statement of the Company ended December 31, 2017 the Company still have the net loss at 367.50 Million Baht and still have the cumulative loss, therefore the Company could not pay the dividend for the 2017 operating result.

Details of Dividend payments of the past year appeared as follow:

Details of the Dividend payment	Year 2017	Year 2016
1. Net Profit (loss) (Baht)	(367,503,464)	(317,623,605)
2. Numbers of shares	2,147,033,706	1,630,915,888
3. Total dividend per share (Baht)	-	-
3.1 Interim Dividend per share (Baht)	-	-
3.2 Annual Dividend per share (Baht)	-	-
3.2.1 Cash Dividend	-	-
3.2.2 Stock Dividend	-	-
4. Total Dividend paid	-	-
5. Percentage of Dividend Paid	-	-

**Board of Directors' Opinion :** Due to the Company's operation result shown a cumulative loss at the year ended 2017, the Board of Directors deems that it is appropriate for the 2018 Annual General Meeting of Shareholders to approve to omits the legal reserve and dividend payment.

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 5 : To consider and elect the directors in replacement of those retiring by rotation**

**Fact and Rational :** According to clause 17 of the Company's Article of Association, one-third of the directors shall be retired on rotation at the 2018 Annual General Meeting of Shareholders. By the Articles of Association, the Company has settled the approval vote by majority vote and it will propose the person for shareholders to consider and elect. The directors who has been in the office for the longest period and shall resign are as follow:

- |    |             |            |   |
|----|-------------|------------|---|
| 1. | Mr. Gumpol  | Tiyarat    | Director, Executive Director<br>and Managing Director   |
| 2. | Mr. Anukul  | Ubonnuch   | Director and Executive Director   |
| 3. | Mr. Sommart | Sangkhasap | Audit Committee Member /<br>Corporate Governance, Nominating and<br>Remuneration Committee Member /<br>Independent Director |

The Corporate Governance, Nomination and Remuneration Committee which exclude the directors who has the related benefits, having considered the matter, deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, visionary and have worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. The Details of their backgrounds and performances are as follows and also in Attached 3.

1. Mr. Gumpol Tiyarat

Age	: 65 year old
Current position in the Company	: 2002 – Present
	Director
	Executive Director
	Managing Director
Period of directorship	: 16 years
The term of the position	: 5 term and 1 year (1 term : 3 years)
Type of proposal directors	: Director
Number of shares holding in the Company	: 380,000 shares or 0.02% of total shares (as of December 29, 2017)
The meeting attendance in 2017	
- The Board of Directors Meeting	: attended 9 out of 9 meeting
- The Executive Directors Meeting	: attended 8 out of 8 meeting

2. Mr. Anukul Ubonnuch

Age	: 59 year old
Current position in the Company	: 2002 – Present
	Director
	Executive Director
Period of directorship	: 16 years
The term of the position	: 5 term and 1 year (1 term : 3 years)
Type of proposal directors	: Director
Number of shares holding in the Company	: 250,000 shares or 0.02% of total shares (as of December 29, 2017)

The meeting attendance in 2017

- The Board of Directors Meeting : attended 9 out of 9 meeting
- The Executive Directors Meeting : attended 6 out of 6 meeting

3. Mr. Sommart Sangkhasap

Age : 83 year old

Current position in the Company : 2007 – Present

Corporate Governance, Nominating and  
Remuneration Committee Member

2003 – Present

Audit Committee Member

Independent Director

Period of directorship : 15 years

The term of the position : 5 term (1 term : 3 years)

Type of proposal directors : Independent Director

Number of shares holding in the Company : None

The meeting attendance in 2017

- The Board of Directors Meeting : attended 9 out of 9 meeting
- The Audit Committee Meeting : attended 8 out of 8 meeting
- Corporate Governance, Nominating and : attended 4 out of 4 meeting  
Remuneration Committee Meeting

**Board of Directors' Opinion :** The Board of Directors, which exclude the directors who has the related benefits, has considered this matter and deemed appropriate to issue and offer the matter as per The Corporate Governance, Nomination and Remuneration Committee have raised . After consideration, the Meeting should re-elect these three directors, who retired on rotation, as the director in another term. And in order to promote the Corporate Governance concerning the Corporate Governance Policy, and to demonstrate the impartiality treatment to all shareholders, in each years prior to the Annual General Meeting of Shareholders, the Company entitled the shareholder to nominate any person who are considered to have the appropriate qualification, competent and knowledge to be the candidate for the position of director. Consequently, there were no any shareholder nominate any person to be the candidate this year. Nevertheless, the 3 directors who are nominate to be the director this year has been considered by the Board

of Directors of the Company which deemed that all of the 3 persons are competent, have knowledge and experiences that benefit the Company's business.

Mr.Sommart Sangkhasap, 1 of the 3 nominated directors, is the Independent Director who has been considered by the Board of Directors to be the person that could provide independent opinion according to related regulation. Although, Mr.Sommart Sangkhasap has been the Independent Director in the Company for 5 term, but the Board of Directors deemed that he has an experience and knowledge of the Company's Business which will benefit to the Company, in consequence the Board of Directors deemed that it is appropriate to re-elect such director for another term.

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 6 : To determine directors' remuneration**

**Fact and Rational :** The remuneration which was approved by the 2017 Annual General Meeting of Shareholders is Baht 10,000,000 (Ten million Baht) per year as remunerations for all directors whereby the Board of directors was authorized to allocate such remunerations to each director. In 2018, the Board of Directors has considered with the remuneration Board and determined such remunerations based on what the Corporate Governance, Nomination and Remuneration Committee had proposed by taking into consideration their responsibility, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board therefore deems appropriate to propose the 2018 Annual General Meeting of Shareholders to the same directors' remuneration for a total of Baht 10,000,000 per year.

The details of the remuneration for each director and the scope of responsibility of the Board of Directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee are stated on the page 186 to 187 of the 2018 Annual Report.

**Board of Directors' Opinion :** It is deemed appropriate for the Shareholders' Meeting to approve the remuneration for the Directors of Baht 10,000,000 per year, and to assign the Board of Directors to allocate and distribute such remuneration to each director.

**Vote Required** : Not less than two-thirds of the total number of votes of the shareholders present at the meeting, pursuant to Section 90 of the Public Limited Company Act B.E.2535.

**Agenda 7: To appoint the auditors and to determine the auditor's fees**

**Fact and Rational** : To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose to the 2018 Annual General Meeting of Shareholders to appoint the auditors from EY Office Limited as an auditor of the Company and its subsidiaries for the year 2018 where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

1. Miss. Watoo Kayankannavee CPA No. 5423 or  
(as an auditor from 2016 until present, totally 2 years)
2. Miss. Supanee Triyanantakul CPA No. 4498 or  
(as an auditor for the first year)
3. Mr. Preecha Arunnara CPA No. 5800  
(as an auditor for the first year)

The auditor proposed the 2018 audit fee for the Company is Baht 1,300,000.- per year, equal to the year 2017 which the audit fee was Baht 1,300,000.- per year. EY Office Limited also audits four subsidiaries; namely, Total Industrial Services Co., Ltd., SG Land Co., Ltd, CROWN Development Co.,Ltd, and TFD Real Estate Management Co., Ltd. In 2018, the auditing fee of the Company and the four subsidiaries are total Baht 3,325,000.- per year.

The accounting firm, EY Office Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability here and abroad. The firm also has adequate personnel to maintain its audit standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company. Nor





does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

The Company had no Non-Audit fee in the past fiscal year since it did not receive any service from the auditor's audit office during the past fiscal year.

**Board of Directors' Opinion :** The Board of Directors by the suggestion from the Audit Committee deems appropriate to ask for the approval from the Shareholders' Meeting to appoint the EY Office Limited, auditing by :

- |                  |               |                  |
|------------------|---------------|------------------|
| 1. Miss. Watoo   | Kayankannavee | CPA No. 5423; or |
| 2. Miss. Supanee | Triyanantakul | CPA No. 4498; or |
| 3. Mr. Preecha   | Arunnara      | CPA No. 5800     |

as the auditor of the Company and subsidiaries in year 2018 with the total audit fee of Baht 3,325,000.- per year.

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 8.      Approved to change the name and the symbol of the Company**

**Fact and Rational :** According to the Board of Directors has considered and deemed that at present the currents projects of the Company consists of various kinds of business such as industrial estate, factory, warehouse and residential building (Condominium). In order to comply with the Company's purpose which is to be the leading business corporation in the country that not particularly limiting itself for just one kind of business, and moreover the Board of Directors has considered the new name and deemed that it was concise, easy and convenient for customers and public to remember. As a result the Board of Directors deemed appropriate to change the name and symbol of the Company as follows;

**The Company's Name**

From

"THAI FACTORY DEVELOPMENT PUBLIC COMPANY LIMITED"



Changed to

“JCK INTERNATIONAL PUBLIC COMPANY LIMITED”

**The Company’s Symbol**

From

“TFD”

Changed to

“JCK”

**Board of Directors’ Opinion :** It is deemed appropriate for the Shareholders’ Meeting to approve to change the name and the symbol of the Company by the details mentioned above.

**Vote required :** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.

**Agenda 9. To consider and approve the amendments of clause 1 of the Company’s Memorandum of Association to correspond with the change of the Company’s name**

**Fact and Rational :** In order to comply with the change of the Company’s name according to Agenda 8, the Company must amend clause 1 of the Company’s Memorandum of Association by the details as follows;

**Existing :** Clause 1. The name of the Company is  
“ บริษัท ไทยพัฒนาโรงงานอุตสาหกรรม จำกัด (มหาชน) ”  
and the English name is  
“THAI FACTORY DEVELOPMENT PUBLIC COMPANY LIMITED ”

**Proposed :** Clause 1. The name of the Company is  
“ บริษัท เจซีเค อินเตอร์เนชั่นแนล จำกัด (มหาชน) ”  
and the English name is  
“ JCK INTERNATIONAL PUBLIC COMPANY LIMITED ”



In order to be concise, easy and convenient name for customers and public to remember and also not limit the type of business.

**Board of Directors' Opinion :** It is deemed appropriate for the Shareholders' Meeting to amend clause 1 of the Company's Memorandum of Association to be accordance with the change of the Company's name by the details mentioned above.

**Vote Required :** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 10.** To consider and approve the amendment of clause 1, clause 2, and clause 49 of the Company's Article of Association to correspond with the change of the Company name.

**Fact and Rational :** In order to comply with the change of the Company's name according to Agenda 8, the Company shall amend clause 1, clause 2, and clause 49 of the Company's Article of Association, details as follows;

Existing Provision	Proposed Provision
<b>Clause 1</b> These Articles shall be called Articles of Association of Thai Factory Development Public Company Limited.	<b>Clause 1</b> These Articles shall be called Articles of Association of <u>JCK International Public Company Limited.</u>
<b>Clause 2</b> The term "Company" herein means Thai Factory Development Public Company Limited.	<b>Clause 2</b> The term "Company" herein means <u>JCK International Public Company Limited.</u>
<b>Clause 49</b> The Company's seal shall be as affixed herein under:   SINCE 1977 บริษัท ไทยพัฒนาโรงงานอุตสาหกรรม จำกัด (มหาชน) THAI FACTORY DEVELOPMENT PUBLIC COMPANY LIMITED	<b>Clause 49</b> The Company's seal shall be as affixed herein under:   บริษัท เจซีเค อินเตอร์เนชั่นแนล จำกัด (มหาชน) JCK INTERNATIONAL PUBLIC COMPANY LIMITED

**Board of Directors' Opinion :** The Board of Directors has considered and resolved that the amendments to Clause 1, Clause 2, and Clause 49 of the Company's Articles of Association shall be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval, by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments, details as the above mention.

**Vote Required :** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 11.** To consider and approve the amendment of clause 4, clause 10, and clause 52 of the Company's Article of Association to correspond with the regulation of the Stock Exchange of Thailand

**Fact and Rational :** According to the regulation of the Stock Exchange of Thailand (SET), the Company shall amend Clause 4, Clause 10, and Clause 52 of the Company's Articles of Association, details as follows;

Existing Provision	Proposed Provision
<p><b>Clause 4.</b> The Company's shares are ordinary shares with equal par value and every share shall be paid for through one single payment to its full value.</p> <p>The Company may sell its preferential shares which may be converted as ordinary shares.</p> <p>The Company may issue debentures which may be converted into ordinary shares and any other securities in</p>	<p><b>Clause 4.</b> The Company's shares are ordinary shares, <u>named shares</u> with equal par value and every share shall be paid for through one single payment to its full value.</p> <p>The Company may sell its preferential shares which may be converted as ordinary shares.</p> <p>The Company may issue debentures which may be converted into ordinary shares and any other securities in</p>

<p>pursuance of the laws governing securities and the stock exchange.</p> <p>In making its payment of shares, the shareholder or the purchaser of shares may not seek to have such set off with the debts with the Company.</p> <p>The terms in paragraph four shall not be executed in case the Company has a Debt Restructuring by issues new ordinary share to pay to the debtor in accordance with the novation project which was approved by not less than three-fourth of the votes of the shareholders who attend the shareholder meeting and are eligible to vote.</p>	<p>pursuance of the laws governing securities and the stock exchange.</p> <p>In making its payment of shares, the shareholder or the purchaser of shares may not seek to have such set off with the debts with the Company.</p> <p>The terms in paragraph four shall not be executed in case the Company has a Debt Restructuring by issues new ordinary share to pay to the debtor in accordance with the novation project which was approved by not less than three-fourth of the votes of the shareholders who attend the shareholder meeting and are eligible to vote.</p>
<p><b>Clause 10.</b> The Company's shares may be transferred without any restriction, excepting where such transfer would allow foreigners to hold shares in excess of 38 %.</p>	<p><b>Clause 10.</b> The Company's shares may be transferred without any restriction, excepting where such transfer would allow foreigners to hold shares in excess of 38 % <u>of the total number of shares that already sold.</u></p>
<p>Add new clause to the Supplement Section.</p>	<p><u>Clause 52. In case the Company assigns Thailand Securities Depository Company Limited to be the Share Registrar of the Company. The method related to the share registry of the Company shall be as specified by the Share Registrar.</u></p>

**Board of Directors' Opinion :** The Board of Directors has considered and resolved that the amendments to Clause 4, Clause 10, and Clause 52 of the Company's Articles of Association shall be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval, by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments.

**Vote Required :** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

**Agenda 12**      **To consider and approve to revise the conditions of the allotment of newly issued ordinary shares which remaining from the allotment to the existing shareholders and remaining from the allotment to private placement**

**Fact and Rational :** According to the 2017 Annual General Meeting of Shareholders held on April 28, 2017 approved to increase the registered capital of the Company from Baht 2,058,749,689 to be Baht 3,324,207,633 by issuing 1,265,457,944 newly issued ordinary shares with par value of Baht 1 per share for the allotment to the existing shareholders (Right Offering) amount not exceeding 407,728,972 shares, private placement amount not exceeding 400,000,000 shares, reserved for the exercising of TFD-W5 which offering to existing shareholders who subscribed for newly issued ordinary shares amount not exceeding 407,728,972 shares and reserved for the right adjustment of the exercise of TFD-W4 amount not exceeding 50,000,000 shares, the details as already known.

In this regards, the Company still have 291,611,154 shares remaining from the offering which comprise of 125,000,000 newly issued ordinary shares remained from the allotment to private placement on June 23, 2017 and August 22, 2017, and 166,611,154 newly issued ordinary shares remained from the allotment to the existing shareholders (Right Offering) on December 20-22, 2017 and December 25-26, 2017. The 2017 Annual General Meeting of Shareholders had approved the Company to be able to offer such the remaining newly issued ordinary shares to private placement and have to comply under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed

Companies to Offer Newly Issued Shares to Investors in Private Placement, and the allotment must be complete within 12 months from the date of the 2017 Annual General Meeting of Shareholders approved.

Consequently, for flexibility and opportunity for the company to find the new investors who is interested to invest into the company business, then the conditions regarding to the allotment of the remaining newly issued ordinary shares to private placement should be changes as follows

#### **12.1 To revise the offering price condition.**

**Existing** : The offering price of newly issued ordinary shares which offer to private placement shall be determined at the best market price in accordance with the market condition during the offering period to the investor(s) which **shall not lower than Baht 2.00 per share** and shall not lower than one of the following price:

- (A) The weighted average of share price trading on the Stock Exchange of Thailand (“SET”) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the determination date of the offering price of such shares in each time (“Market Price”), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provide that, the determination date of offering price is required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.
- (B) The price which is determined by the book building method surveyed by the securities company.

**Revised** : The offering price of newly issued ordinary shares which offer to private placement shall be determined at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not lower than one of the following price:

- (A) The weighted average of share price trading on the Stock Exchange of Thailand (“SET”) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading

days prior to the determination date of the offering price of such shares in each time (“Market Price”), whereby such weighted average of share price is required to use the average price of shares trading in each day. Provide that, the determination date of offering price is required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the Board of Directors of the Company may determine the discount on the offering price but shall not exceed 10% of such Market Price.

- (B) The price which is determined by the book building method surveyed by the securities company.

#### **12.2 To extend the allotment period.**

In this regard, the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Managing Director and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Managing Director have been authorized to offer the entire shares within the period not exceeding 12 months from the date of the 2018 Annual General Meeting of Shareholders of the Company has resolved to revise the conditions of such remaining shares.

Besides, the objectives of the capital increase, the allotment method, other condition and details of the allotment of newly issued ordinary shares to private placement shall be the same as approved by the 2017 Annual General Meeting of Shareholders.

**Board of Directors’ Opinion :** The Board of Directors has considered the matter and deemed appropriate for the 2018 Annual General Meeting of Shareholders to consider and approve the Company to revise the conditions of the allotment of 291,611,154 newly issued ordinary shares with Baht 1 of Par value which remaining from the allotment of the existing shareholders and remaining from the allotment of private placement, as per the details in clause 12.1 and 12.2.

**Vote Required :** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote, pursuant to Clause 33 of the Company’s Articles of Association.



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

The Company has listed the name of shareholders who have the rights to attend the meeting and exercising the votes at the 2018 Annual General Meeting of the Shareholders on March 30, 2018 (Record Date)

If any shareholder wish to appoint other persons or independent director as your proxy to attend the Meeting and vote on your behalf, please kindly fill in the proxy (Attachment 6.5), sign it together with a seal (if any) and affixing with Baht 20 duty stamp onto the proxy. The proxy together with the documents and evidences (Attachment 6.4) shall be sent to the Company secretary for inspection at least one day prior to the meeting or brought to the meeting and presented to our officers before the meeting start.

By Order of the Board of Directors



(Mrs. Siriporn Pinprayong)  
Company Secretary