

(Translation)

Minutes of the 2018 Annual General Meeting of Shareholders

of

Thai Factory Development Public Company Limited (TFD)

Time and Place

The Meeting was held on April 27, 2018 at 14.00 hours at Sathorn 1 room, Mezzanine, Anantara Bangkok Sathorn, located at No.36 Naratiwas-Rachanakarin Road, Kwaeng Yannawa, Khet Sathorn, Bangkok, 10120

Start of the Meeting

Dr. Apichai Taechaubol, Chairman of the Board of Directors, presided as Chairman of the meeting, informed the Meeting that 102 shareholders attended the Meeting themselves and by proxy, totaling 1,311,933,054 shares or 61.1044 percent of 2,147,033,706 shares totaling sold, which duly formed a quorum as stated in the Articles of Association.

The Chairman announced the Meeting opened and assigned Mrs. Siriporn Pinprayong, the Company Secretary, reported to the Meeting in compliance with good corporate governance practice and for equitable and fair treatment to all shareholders as follows.

The Company had offered the right to shareholders to propose to the 2018 Annual General Meeting Agenda and qualified Candidate for Directorship. Besides, it had sent out a request for advance question that shareholders would need for clarification at the 2018 Annual General Shareholder's Meeting in an attempt to comply with good corporate governance practice and for the purpose of an equitable and fair treatment to all shareholders with criteria and procedure as announced on the Company's website since November 14, 2017. Shareholders may fill the form "to purpose agenda to the 2018 Annual General Meeting of Shareholder" and send back to the Company via e-mail or facsimile together with other supporting documents as required by the Company within December 31, 2017, No shareholders exercised their right. The Meeting therefore would proceed with the meeting agendas already sent to shareholders.

The members of the Board of directors and the Executives were introduced to the Meeting as follows;

Board of Directors:

1. Dr. Apichai	Taechaubol	Director, Chairman and Executive Chairman
2. Mr. Prasong	Vara-ratanakul	Independent Director Audit Committee Chairman Corporate Governance, Nomination and Remuneration Chairman
3. Mr. Sommart	Sangkhasap	Independent Director Audit Committee Member Corporate Governance, Nomination and Remuneration Committee Member
4. Dr. Sutham	Vanichseni	Independent Director Audit Committee Member Corporate Governance, Nomination and Remuneration Committee Member
5. Mr. Chetawan	Anuntasomboon	Independent Director
6. Mr. Gumpol	Tiyarat	Director, Executive Director and Managing Director
7. Mr. Anukul	Ubonnuch	Director and Executive Director

The director who is on an errand and not attended the meeting

1. Mr. Krittawat	Taechaubol	Director and Executive Director
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The proportion of directors who attended the meeting is 90%.

Executives :

1. Mrs. Rachanee	Siwawej	Deputy Managing Director, Finance
2. Mrs. Siriporn	Pinprayong	Deputy Managing Director, Administration Information Technology and Company Secretary
3. Mr. Chaiporn	Yokawajorn	Assistant Managing Director, Finance
4. Mr. Prakob	Ruanglek	Assistant Managing Director, Business Development

The Company Secretary introduced Ms. Jinjutha Sattayasunkun as auditors and representatives from EY Office Limited, in addition to the Company solicitor Mr. Sukollapak Klungmontri representative from Far East Law Office (Thailand) Company Limited.

The Company Secretary explained voting procedures at this Meeting as follows.

At the Annual General Meeting of Shareholders, voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Director. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his hand and cast a vote in a distributed ballot when registered. The ballot shall be handed over to staff for counting purpose, the result of which will be later notified to the Meeting. The Company would record votes of approval, disapproval or abstention by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting agenda.

For question and opinion, the Company provided shareholders an opportunity to ask question and to express opinion in all relevant agendas. Before questioning and expressing view, the Company required shareholders to identify themselves to the Meeting.

The Chairman assigned Mr.Gumpol Tiyarat, Managing Director, to announce the opening of 2018 Annual General Meeting of Shareholders and operate the meeting.

During a discussion of agenda, 3 more shareholders totaling 60,400 shares attended the Meeting. As a result, a total of 105 shareholders holding 1,311,993,454 shares to attend the Meeting.

Agenda 1 : To adopt the Minutes of The 2017 Annual General Meeting of Shareholders
Managing Director submitted the Minutes of the 2017 Annual General Meeting of Shareholders held on Friday, April 28, 2017 for the Meeting to approve.

Resolved : The Meeting, having considered the matter, resolved with unanimously votes to adopt the 2017 Annual General Meeting of Shareholders held on Friday, April 28, 2017 with the following votes:

Voters: 105

Approved: 1,311,993,454 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Disapproved: _____ 0 _____ votes or _____ 0.0000 _____ percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Abstained: _____ 0 _____ votes or _____ 0.0000 _____ percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Void Ballot: _____ 0 _____ votes or _____ 0.0000 _____ percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

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

Managing Director reported The Company's 2017 operation results to shareholders as follows.

In 2016, our country had experienced the great loss with the passing of our beloved His Majesty the late King Bhumibol Adulyadej on October 13, 2016 which brought the profound grieving to all Thai people, his people, all over the country. The Royal Cremation of His Majesty King Bhumibol Adulyadej was scheduled for 25-29 October 2017 at the Royal Crematorium at Sanam Luang ceremonial ground. On Thursday, October 26, which was the royal cremation day, and it has been declared a special public holiday by the Cabinet to allow Thai people to take part in paying a final tribute and farewell to His Majesty the late King. On this occasion, the Royal Crematorium including all supplementary structures such as the Royal Merit Making Pavilion (Phra Thinang Song Tham) and the Government Officials' Pavilions (Sala Luk Khun) have been built according to Thai royal tradition and ancient Thai architecture and exquisitely elegant to befit his honor and worship.

I would like to inform you that in 2017 was a first year that Thai economy has expanded which resulted in the overall Thai economy to enlarge more than the expectation. However, even though the Thai economy has expanded but most people still believe that their financial status has not improved. This was a result of the growth of economic were still concentrate on some industrial sectors, not fully spread to the manufacturing sector, investment and fundamental economic. Furthermore, as the agricultural price still decreased which then affected in decrease in the agricultural income while household debt still maintained in high level, and since these group of people is the majority population of the country thus made the feelings of most people the perception of the unimprovement in overall economy, which was opposed to the improved in index figures. However, the clear investment in large-scale projects has become more concrete such as the Thailand High speed rail project, first phase, Bangkok – Nakorn

Ratchasima which the initial investment cost was 179,413 million Baht and the ceremony to mark the commencement of the project has been arranged on December 21, 2017. This will yield in continuous increase the investment of the private sectors. Furthermore, the clear specified schedule of the election will also bring the result of better confidence in the overall picture of investment in Thailand.

Nevertheless, I had to commit that for the year 2017 was another hard year for us due to the fluctuation in the money market from the default of payment of Bill of exchange of some listed companies at the end of 2016 which had continued to 2017, with the increasing numbers of the defaulted listed companies. This had the impact on the decrease in investors' confidence to invest in the bill of exchange and finally completely ended the investment in such instruments. This crisis had the direct impact to the Company in the financial management, made it difficult to find the sources of fund and thus affected the significant increase in the cost of fund of the Company.

Though we had to solve all these above-mentioned problems, on the other way, we still have to find the opportunity to expand our business. During the past year, the Company, by the Crown Development Co., Ltd., the subsidiary company of TFD, has entered into a joint venture agreement with Beauty Honour Enterprises Limited. (a subsidiary of Country Garden Group which is the leading company in the real estate development from The Republic of China) for the purpose of establishment of BGY & TFD Properties Co., Ltd. to jointly invest in property development business in a residential condominium in Ratchadapisek Thiamruammit, total project area of approximately 8 rai, the 4 buildings of 34 storeys condominiums, total space of 123,470 sq.m with the sellable area of nearly 70,000 sq.m, and the total 1,337 residential units. In addition, there will be the office and community mall included. The total project cost is 6,800 million Baht. The plan is to complete the construction and start to transfer the ownership to customer within the first quarter of the year 2020. The joint venture with this business alliance will certainly generate the good yield return to the Company's shareholders in the long run.

For the development of TFD industrial estate 2, the Company is in the process of speeding up the construction of the public utility system to serve the customers who will move in during the year 2018 which will then yield in the significantly better performance of the Company in this year comparing to the past year 2017.

I am strongly confident to inform all of you that in 2018 the Company's performance will result in profit and will be able to pay the dividend to all shareholders.

The Company would like to thank our employees for their cooperation and would also express our sincere gratitude for the strong support to our shareholders, customers, business partners; financial institutions, mass media, investors both local and foreign and to all people. We sincerely hope and are still looking forward to your trustworthiness and kind continuous support in the future.

Resolved: The Meeting acknowledged the Annual Report of the Board of Directors and results of the 2017 operation results.

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

Managing Director submitted 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.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to approve the Statement of 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 with the following votes:

Voters: 105

Approved: 1,311,993,454 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Void Ballot: _____ 0 _____ votes or _____ 0.0000 _____ percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Agenda 4: To consider and approve the allocation of the 2017 profit and omits dividend payment.

Managing Director reported about the allocation of the 2017 profit and omits dividend payment for the Meeting to approve.

Managing Director informed the Meeting as follows; According to Clause 41 of the Company's Articles of Association, the Company was to 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% 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. (Details of Dividend payments of the past year appeared on Page 2 and 3 of an invitation letter to attending the Meeting already distributed to shareholders.)

According to the Company's accumulated loss at the end of 2017, the Board of Directors deems appropriate that the Annual General Meeting of Shareholders approve to omit dividend payment and the legal reserve.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to omit the legal reserve and dividend payment with the following votes:

Voters: 105

Approved: 1,311,993,454 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,311,993,454 shares.

During a discussion of agenda, 2 more shareholders totaling 854,002 shares attended the Meeting. As a result, a total of 107 shareholders holding 1,312,847,456 shares to attend the Meeting.

Agenda 5: To consider and elect the directors in replacement of those retired by rotation Chairman of the Meeting assigned Mr. Prasong Vara-ratanakul, Independent Director, Audit Committee Chairman, Corporate Governance Nominating and Remuneration Committee Chairman, to report about the directors in replacement of those retired by rotation for the Meeting to approve.

Mr. Prasong Vara-ratanakul reported to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of directors shall be retired on rotation at the 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.

This Year, The directors who had been in the office for the longest period and shall resign are as follow:

- | | | | |
|----|-------------|------------|----------------------|
| 1. | Mr. Gumpol | Tiyarat | Director |
| 2. | Mr. Anukul | Ubonnuch | Director |
| 3. | Mr. Sommart | Sangkhasap | Independent Director |

The Corporate Governance, Nomination and Remuneration Committee which exclude the directors, who have 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. Details of their backgrounds and performances are in Attached 3.

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.

Mr. Siripong lamgrasemsin proxy of Mrs. Pensri Ratanasuntrakun who holds 20,259,281 shares, proposed to elect three directors who retired on rotation those are Mr.Gumpol Tiyarat, Mr. Anukul Ubonnuch and Mr.Sommart Sangkhasap as the director in another term.

Resolved: The Meeting, having considered the matter, resolved with a majority votes of the shareholders who attended the meeting and are eligible to vote to re-elect three directors who were retiring on rotation as directors, for another term. And the Company shall reserves 9 member of directors, which the Corporate Governance, Nominating and Remuneration Committee will consider and nominate a qualified person to replace Dr.Sunthorn Sathirathai who resigned on March 14, 2018.

Where it elect these directors with the following votes:

1. The Meeting resolved, with unanimously votes to re-elect **Mr. Gumpol Tiyarat** as directors with the following votes:

Voters: 107

Approved: 1,312,847,456 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

2. The Meeting resolved with unanimously votes to re-elect **Mr. Anukul Ubonnuch** as directors with the following votes:

Voters: 107

Approved: 1,312,847,456 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

3. The Meeting resolved with a majority votes of the shareholders who attended the meeting and are eligible to vote to re-elect **Mr. Sommart Sangkhasap** as directors with the following votes:

Voters: 107

Approved: 1,312,640,053 votes or 99.9842 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Disapproved: 207,403 votes or 0.0157 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,312,847,456 shares.

During a discussion of agenda, 3 more shareholders totaling 371,428 shares attended the Meeting. As a result, a total of 110 shareholders holding 1,313,218,884 shares to attend the Meeting.

Agenda 6: To determine directors' remuneration

Managing Director reported about the directors' remuneration to the meeting for consideration and approval.

Managing Director informed the Meeting; the remuneration which approved by the 2017 Annual General Meeting of Shareholders was 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 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 determine directors' remuneration an equal amount as in 2017 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 2017 Annual Report page 186 and 187.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to approve of director's remunerations for the year 2018 as Baht 10,000,000 per year whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Voters: 110

Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

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

Managing Director reported about the appointment of auditor and auditing fee to the meeting for consideration and approval.

To comply with the Public limited Company Act (1992) 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. Ms. Watoo Kayankannavee CPA No. 5423; or
(as an auditor from 2016 until present, totally 2 years)
2. Ms. 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, an equal amount as in 2017 which the audit fee was Baht 1,300,000.- per year. EY Office Limited., also audit 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 aboard. 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, neither.

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

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to appoint the EY Office Limited, Auditing by Ms. Watoo Kayankannavee CPA No. 5423 and/or Ms. Supanee Triyanantakul CPA No. 4498 and/or 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, with the following votes:

Voters: 110

Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Disapproved: : 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Agenda 8: To consider and approve to change the name and the symbol of the Company

Managing Director suggested changing the name and the symbol of the Company to the shareholders' consideration.

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"

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to change the name and the symbol of the Company with the following votes:

Voters: 110

Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Disapproved: : 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

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

Managing Director reported the amendments of clause 1 of the Company's Memorandum of Association to correspond with the change of the Company's name for consideration and approval.

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.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes, approving the amendments of clause 1 of the Company’s Memorandum of Association to correspond with the change of the Company’s name with the following votes:



Voters: 110
 Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.
 Disapproved: : 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.
 Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.
 Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

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.

Managing Director submitted the meeting about considering and approving 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.

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
Clause 1 These Articles shall be called Articles of Association of Thai Factory Development Public Company Limited.	Clause 1 These Articles shall be called Articles of Association of <u>JCK International Public Company Limited.</u>
Clause 2 The term "Company" herein means Thai	Clause 2 The term "Company" herein means

Factory Development Public Company Limited.	JCK International Public Company Limited.
<p>Clause 49 The Company's seal shall be as affixed herein under:</p> 	<p>Clause 49 The Company's seal shall be as affixed herein under:</p> 

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to 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 with the following votes:

Voters: 110

Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Disapproved: : 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

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

Managing Director suggested 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 for consideration and approval.

Managing Director reported to the meeting that according to the Stock Exchange of Thailand (SET) had recommended the Company to amend the Company's Article of Association by the details as follows to comply with the related regulation;

Existing Provision	Proposed Provision
<p>Clause 4. 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 style="padding-left: 40px;">The Company may sell its preferential shares which may be converted as ordinary shares.</p> <p style="padding-left: 40px;">The Company may issue debentures which may be converted into ordinary shares and any other securities in pursuance of the laws governing securities and the stock exchange.</p> <p style="padding-left: 40px;">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 style="padding-left: 40px;">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>Clause 4. 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 style="padding-left: 40px;">The Company may sell its preferential shares which may be converted as ordinary shares.</p> <p style="padding-left: 40px;">The Company may issue debentures which may be converted into ordinary shares and any other securities in pursuance of the laws governing securities and the stock exchange.</p> <p style="padding-left: 40px;">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 style="padding-left: 40px;">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>Clause 10. 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>Clause 10. 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>

Resolved: The Meeting, having considered the matter, resolved with unanimously votes to approve the amendments to Clause 4, Clause 10, and Clause 52 of the Company's Articles of Association with the following votes:

Voters: 110

Approved: 1,313,218,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,218,884 shares.

During a discussion of agenda, 1 more shareholders totaling 8,000 shares attended the Meeting. As a result, a total of 111 shareholders holding 1,313,226,884 shares to attend the Meeting.

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

Managing Director suggested the revision of 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 for consideration and approval.

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.

Mr. Chatree Charoennuea, the shareholder holds 1,056,358 shares suggested the meeting that the newly issued ordinary shares which will be offered to private placement shall not be sold at the price lower than Baht 2.00 per share concern to the investors who had purchased the shares at Baht 2.00 per share.

The Chairman noted with thanks, and informed the meeting that the Company will take it for consideration.

Resolved: The Meeting, having considered the matter, resolved with unanimously votes 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 with the following votes:

Voters: 111

Approved: 1,313,226,884 votes or 100.0000 percent of the total shares held by shareholders attending the meeting 1,313,226,884 votes shares.

Disapproved: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,226,884 shares.

Abstained: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,226,884 shares.

Void Ballot: 0 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 1,313,226,884 shares.

During a discussion of agenda, 2 more shareholders totaling 1,200 shares attended the Meeting. As a result, a total of 113 shareholders holding 1,313,228,084 shares to attend the Meeting.

Agenda 13: Other matter

The Chairman asked if any shareholders would like to submit other matters to the meeting or if anyone had any question. As there was no further matter to discuss or question from shareholders, the Chairman expressed his appreciation to the shareholders for attending the meeting and announced the meeting adjourned.

The Meeting was adjourned at 14.54 hours.



Chairman of the Meeting
(Dr. Apichai Taechaubol)