

(Translation)

Ref. AIT/19 - 112

March 27, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders
To: All shareholders
Attachments:

1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders.
2. The Company's Annual report of the year 2018, including the consolidated Financial Statements for the fiscal year ended December 31, 2018.
3. Profiles of the Directors to support the consideration in Agenda 5: To consider and elect the directors in replacement of those retiring by rotation.
4. Definition of the independent directors to support the consideration of Agenda 5: To consider and elect the directors in replace of those retiring by rotation.
5. Supporting documents for consideration in Agenda 10 , Capital Increase Report Form (F53-4).
6. Information Memorandum in relation to the allotment and offering of newly issued ordinary shares to investors in private placement.
7. Supporting documents for attending the meeting:
 - 7.1 The Company's Article of Association which related to the Annual General Meeting of Shareholders.
 - 7.2 Rules and procedures for attending the meeting, granting the proxy and voting.
 - 7.3 Information of independent directors to support an appointment of proxy (in case independent director is appointed as a proxy).
 - 7.4 Documents and evidences which required to be presented at the meeting.
 - 7.5 Proxy.
8. Map of the Meeting venue.

The Board of Directors calls for the 2019 Annual General Meeting of Shareholders to be held on Friday, April 26, 2019 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 2018 Annual General Meeting of Shareholders.

Fact and Rational : The Company has prepared the Minutes of The 2018 Annual General Meeting of Shareholders held on Friday, April 27, 2018 of which the copy of the Minutes of the Meeting is 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 2018 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the 2019 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 are eligible to vote, pursuant to Clause 33 of the Company's Articles of Association.

Agenda 2 : To acknowledge the report of the Company's operating results in year 2018.

Fact and Rational : The report of the operating results in year 2018 of the Company as presented in the Annual Report in Attached No. 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 Annual General Meeting of Shareholders to acknowledge the Company's operating results in year 2018 as 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, 2018.

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, 2018 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 2018 Annual Report from page 67 to 76 as per document Attached No. 2.

Board of Directors' Opinion : The Board of Directors has considered the matter and deemed appropriate for the Annual General Meeting of Shareholders to approve the Consolidated Financial Statements for the fiscal year ended December 31, 2018. The details of information are stated in the 2018 Annual Report from page 67 to 76.

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

Agenda 4 : To consider and approve the allocation of the 2018 profit, and the Omission of 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 Article of Association 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 to 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, 2018 the Company has the net profit at Baht 101,240,711 but still has the cumulative loss of Baht 937,196,072, therefore the Company could not pay the dividend for the 2018 operating result.

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

Details of the Dividend payment	Year 2018	Year 2017
1. Net Profit (loss) (Baht)	101,240,711	(367,503,464)
2. Numbers of shares	2,147,034,141	2,147,033,706
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 2018, the Board of Directors deems that it is appropriate for the

Annual General Meeting of Shareholders to approve the omission of the legal reserve and dividend payment.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are 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 2019 Annual General Meeting of Shareholders. The Articles of Association require the approval vote by majority vote, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follow:

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|----|-------------------------------|--|
| 1. | Mr. Prasong
Vara-ratanakul | Independent Director
Audit Committee Chairman,
Corporate Governance, Nomination and
Remuneration Committee Chairman |
| 2. | Mr. Chetawan
Anuntasomboon | Independent Director |
| 3. | Mr. Krittawat
Taechaubol | Director
Executive Director
Director Deputy Managing Director |

The Corporate Governance, Nomination and Remuneration Committee which excluded 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, including terms and conditions which related to the executive of listed company that were 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. Prasong
Vara-ratanakul | |
| | Age | : 71 years old |
| | Current position in the Company | : 1999 – Present
Independent Director
Audit Committee Chairman
Corporate Governance, Nomination and
Remuneration Committee Chairman |
| | Period of directorship | : 20 years |

The term of the position	: 6 term and 2 year (1 term : 3 years)
Type of proposal directors	: Independent Director
Number of shares holding in the Company	: None
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 7 out of 7 meeting
- The Audit Committee Meeting	: attended 5 out of 5 meeting
- The Corporate Governance, Nomination and Remuneration Committee Meeting	: attended 4 out of 4 meeting
2. Mr. Chetawan Anuntasomboon	
Age	: 65 years old
Current position in the Company	: 2018 – Present Independent Director
Period of directorship	: 1 year
The term of the position	: 0 term and 1 year (1 term : 3 years)
Type of proposal directors	: Independent Director
Number of shares holding in the Company	: None
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 5 out of 5 meeting
3. Mr. Krittawat Taechaubol	
Age	: 28 years old
Current position in the Company	: 2014 – Present Director Executive Director Director Deputy Managing Director
Period of directorship	: 5 years
The term of the position	: 1 term and 2 Year (1 term : 3 years)
Type of proposal directors	: Director
Number of shares holding in the Company	: 44,095,000 Shares (As of January 30, 2019)
The meeting attendance in 2018	
- The Board of Directors Meeting	: attended 7 out of 7 meeting

Board of Directors' Opinion : The Board of Directors, which excluded the directors who have the related benefits, has considered this matter and deemed appropriate to propose the matter as raised by The Corporate Governance, Nomination and Remuneration Committee that the Annual General Meeting of Shareholders should re-elect the three directors, who retired on rotation, as the directors for another term. And in order to promote the Corporate Governance pursuant to the Corporate Governance Policies, and to demonstrate the impartiality treatment to all shareholders, in each year prior to the Annual General Meeting of Shareholders, the Company entitled the shareholders to nominate any

person who are considered to have the appropriate qualification, competencies and knowledge to be the candidate for the position of the Company's directors. Consequently, there were no any shareholder nominate any person to be the candidate this year. Nevertheless, the directors who are nominated to be the directors this year have been considered by the Board of Directors of the Company that all of the 3 persons are appropriately qualified, knowledgeable and competent to benefit the Company's business.

Mr.Prasong Vara-ratanakul, 1 of the 3 nominated directors, is the Independent Director who has been the Independent Director in the Company for 6 terms. The Board of Directors considered that he is the person that could provide independent opinion and comply with related regulations. As he has an experience and knowledge of the Company's Business which will benefit to the Company, the Board of Directors considered that he is appropriate to be re-elected as the director for another term.

Vote required : Simple majority of total number of votes of the shareholders present at the meeting and are 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 2018 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 2019, the Board of Directors has considered the remuneration based on what the Corporate Governance, Nomination and Remuneration Committee had proposed by taking into consideration their responsibilities, 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 2019 Annual General Meeting of Shareholders, 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 200 to 201 of the 2018 Annual Report which have the details as follows:

Position	2019				2018			
	Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person			Monthly Remuneration Baht/person	Meeting Allowance Baht/Time/Person		
		Director	AC ¹	CGNR ²		Director	AC ¹	CGNR ²
Chairman and Executive Chairman	80,000	18,000			80,000	18,000		
Executive Director	45,000	13,000			45,000	13,000		
Director	45,000	13,000			45,000	13,000		
Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Committee Chairman	60,000	15,000	15,000	15,000	60,000	15,000	15,000	15,000
Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee Member	50,000	13,000	10,000	10,000	50,000	13,000	10,000	10,000

Remark: 1. The Audit Committee Meeting

2. The Corporate Governance, Nomination and Remuneration Committee Meeting

In 2018, each of the Company's Directors received the allocation of meeting allowances and annual compensation as follows:

Full Name	Positions	Meeting Allowance (Baht.)	Annual Compensation (Baht.)	Total Remuneration (Baht.)
1. Dr. Sunthorn Sathirathai*	Chairman and Independent Director	54,000.-	296,000.-	350,000.-
2. Dr. Apichai Taechaubol*	Chairman and Executive Chairman	144,000.-	1,040,000.-	1,184,000.-
3. Mr. Prasong Vara-ratanakul	Audit Committee Chairman, Corporate Governance, Nomination and Remuneration Chairman and Independent Director	221,000.-	780,000.-	1,001,000.-
4. Dr. Sutham Vanichseni	Audit Committee Member, Corporate Governance, Nomination and Remuneration Committee and Independent Director	194,000.-	650,000.-	844,000.-
5. Mr. Sommart Sangkhasap	Audit Committee Member, Corporate Governance, Nomination and Remuneration Committee and Independent Director	194,000.-	650,000.-	844,000.-
6. Mr. Gumpol Tiyarat	Director, Executive Director and Managing Director	154,000.-	585,000.-	739,000.-
7. Mr. Anukul Ubonnuch	Director and Executive Director	104,000.-	585,000.-	689,000.-

8. Mr. Chetawan Anuntasomboon*	Independent Director	78,000.-	496,500.-	574,500.-
9. Mr. Krittawat Taechaubol*	Director, Executive Director and Director Deputy Managing Director	91,000.-	585,000.-	676,000.-
Total		1,234,000.-	5,667,500.-	6,901,500.-

- Remark : *
- * Dr. Sunthorn Sathirathai resigned from the position of Director on March 14, 2018.
 - * Dr. Apichai Taechaubol was appointed as chairman since March 14, 2018.
 - * Mr. Chetawan Anuntasomboon was appointed as Independent Director since February 28, 2017, in replacement of Mr. Bunyong Visatamongkolchai who resigned from the position since December 22, 2016.
 - * Mr.Krittawat Taechaubol was appointed as Director Deputy Managing Director effective since January 1, 2019

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 2019 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 2019 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 3 years)
2. Miss Supanee Triyanantakul CPA No. 4498 or
(as an auditor from 2018 until present, totally 1 year)
3. Mr. Preecha Arunnara CPA No. 5800
(as an auditor from 2018 until present, totally 1 year)

The auditor proposed the 2019 auditing fee for the Company in amount of Baht 1,580,000.- per year, increasing Baht 280,000.- from the year 2018 which the auditing fee was Baht 1,300,000.- per year. EY Office Limited also offered the audit for 4 subsidiaries of the

Company which are Total Industrial Services Co., Ltd., SG Land Co., Ltd., Crown Development Co., Ltd., and TFD Real Estate Management Co., Ltd. In 2019, the total auditing fee of the Company and the subsidiaries is Baht 3,770,000.- per year, increasing Baht 445,000.- from the year 2018.

The accounting firm, EY Office Limited, is also known for its auditing experiences of various listed companies, its reliability and creditability both domestic 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.

For the Non-Audit fee, the Company 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 :

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| 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 2019 with the total audit fee of Baht 3,770,000.- per year.

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

Agenda 8 : To consider and approve the amendment of the Company's Memorandum of Association Clause 3 (objective).

Fact and Rational : The Company is currently operating industrial estate business, under which the Section 66 of the Civil and Commercial Code of Thailand stipulates that "A juristic person has rights and duties conformity with the provisions of this Code or of other law within the scope of its power and duties, or its object as provided by or defined in the law, regulation or constitutive act."

In this regard, the Industrial Estate Authorities of Thailand ("IEAT") has considered the Company's important corporate documents, and found that the objectives of the Company

do not cover the establishment and operation of industrial estate, and therefore IEAT advised the Company to amend its objective accordingly.

Board of Directors' Opinion : At present, the Company's Memorandum of Association Clause 3 (Objective) stipulates 55 clauses of the Company's objective, therefore the Board of Directors of the Company deemed it is appropriate for the shareholders' meeting to consider and approve the amendment of the Company's Memorandum of Association, Clause 3 (Objective) by adding Clause 56 which has details as follows;

"Clause 56 : Establishment and Operation in Industrial Estate, Industrial Zone, Industrial Park, Industrial Town, and Industrial Promotion Zone, to serve every type of factory business operators, whether in the manner of sale, hire-purchase, rent, land subdivision and land trading, including provides various kinds of public utilities such as water supply, waste water treatment, electric, cooler machine service, security service, public utilities caring, cleaning service and pollution eliminating, anywhere in the kingdom of Thailand and abroad."

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

Agenda 9

To consider and approve to decrease the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

Fact and Rational : The Company has to completely decrease registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company prior to any increase of its capital in compliance with the provisions of the Public Limited Company Act that requires the Company to decrease the share capital by cancelling non allotment of the registered share capital prior to increase new registered share capital.

Board of Directors' Opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve to decrease the registered capital of the Company from Baht 3,324,207,633 to Baht 2,554,763,113 by canceling non allotment of 769,444,520 ordinary shares at the par value of Baht 1 per share, consisting of the remaining ordinary shares that were left from the allotment, the exercise, and the reserve for the right adjustment of JCK-W4 and the remaining ordinary shares that were left from the issuance and offering via private placement.

And to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital, by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 2,554,763,113	(Two Thousand Five Hundred Fifty-Four Million Seven Hundred Sixty-Three Thousand One Hundred and Thirteen Baht)
Divided into	2,554,763,113 shares	(Two Thousand Five Hundred Fifty-Four Million Seven Hundred Sixty-Three Thousand One Hundred and Thirteen shares
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	2,554,763,113 shares	(Two Thousand Five Hundred Fifty-Four Million Seven Hundred Sixty-Three Thousand One Hundred and Thirteen shares)
Preferred shares	- shares	(-)”

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

Agenda 10 : To consider and approve to increase the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Fact and Rational : The Company needs to raise funds in order to be used as working capital, repaying debt, and for using in the current business operation and in the projects development of the Company and subsidiaries, as well as to support future expansion. Therefore, the Company has the intention to increase the registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital.

Board of Directors’ opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve to increase the registered capital of the Company from Baht 2,554,763,113 to Baht 2,769,466,527 by issuing 214,703,414 new ordinary shares with par value of Baht 1 per share for the allotment to investors via private placement in General Mandate as per the details in Capital Increase Report Form (Attached 5), and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital by cancellation of the existent contents and use of the new contents as mentioned below:

“Clause 4. Registered Capital	Baht 2,769,466,527	(Two Thousand Seven Hundred Sixty-Nine Million Four Hundred Sixty-Six Thousand Five Hundred and Twenty-Seven Baht)
Divided into	2,769,466,527 shares	(Two Thousand Seven Hundred Sixty-Nine Million Four Hundred Sixty-Six Thousand Five Hundred and Twenty-Seven shares)
Par value of	Baht 1	(One Baht)
Divided as follows;		
Ordinary shares	2,769,466,527 shares	(Two Thousand Seven Hundred Sixty-Nine Million Four Hundred Sixty-Six Thousand Five Hundred and Twenty-Seven shares)
Preferred shares	- shares	(-)”

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

Agenda 11 : To consider and approve the allocation of the newly issued ordinary shares.

Facts and Rational : As aforementioned in Agenda 10 with respect to the plan of funding for working capital, repaying debt, for using in current business, for development of projects of the Company and subsidiaries, and support future expansion, according to the law, the Meeting is required to consider and approve the allocation of 214,703,414 newly issued ordinary shares with par value of Baht 1 per share.

Board of Directors’ opinion : The Board of Directors deemed that the Meeting of Shareholders should consider and approve the allocation of 214,703,414 newly issued ordinary shares with par value of Baht 1 per share with details as follows:

Amount not exceeding 214,703,414 newly issued ordinary shares with par value of Baht 1 per share, or equal 10.00% of the current paid-up capital of the Company, for offering in entirety or in portions for offering in lots from time to time to investors via private placement in General Mandate as categorized 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 which such persons are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions

B.E. 2546 (2003) and amended, whereby 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 shall have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not be lower than one of the following prices:

- (A) In 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. Provided that, the determination date of offering price is required to be backward not exceeding 3 trading days prior to the first date of the shares offering 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 process applicable to investors institution intending to purchase the newly issued ordinary shares of the Company at the Book Building method surveyed by the securities company.

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 shall offer the entire shares to be completed within the period not exceeding 12 months from the date of the Shareholders meeting of the Company has resolved for the approval of such offering shares.

For the allotment and offering of capital increase ordinary shares of the Company above, 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 shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in private placement; fixing of the terms, conditions and details regarding the allotment and offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition; negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increased ordinary shares; and execution of applications for permission and necessary and relevant evidence regarding such allotment and offering of capital increased ordinary shares, including determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, as well as the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or others application and/or the

various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase and paid-up capital with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in private placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

(Details of the allotment and offering of newly issued ordinary shares to investors in private placement in this occasion appeared in Attached 6)

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

Agenda 12 : 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 2019 Annual General Meeting of the Shareholders on April 2, 2019 (Record Date).

If any shareholder would like to appoint other persons or independent director as your proxy to attend the Meeting and vote on your behalf, kindly fill in the proxy (Attached 7.5), 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 (Attached 7.4) 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 starts.

By Order of the Board of Directors



(Mrs. Siriporn Pinprayong)
Company Secretary