



**The Invitation Letter of the Annual General Meeting of Shareholders 2018**

**EMC Public Co., Ltd.**

**April 27, 2018, 2.00 pm. – 5.00 pm.**

**At The Tawana Hotel, Suriyawongvivat Room (Level 10),  
80 Surawongse Road, Bangkok 10500**



Ref. AGM/001/2018

April 4, 2018

Subject : Invitation to the Annual General Meeting of Shareholders 2018

To : Shareholders of EMC Public Company Limited

- Enclosures :
1. Copy of the Minutes of the Annual General Meeting of Shareholders 2017
  2. The Company Annual Report for 2017 (CD-ROM)
  3. Profiles of the Directors proposed for reappointment as Directors of the Company for an additional term due to their retirement by rotation
  4. Profiles of the Independent Directors acting as proxies for shareholders who cannot attend the meeting
  5. Capital Increase Report Form (53-4)
  6. Summary of Details of the Warrant to purchase ordinary shares of EMC Public Company Limited, Series 6 (EMC-W6)
  7. Proxy Form A, B, and C
  8. Document or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the Annual General Meeting of Shareholders
  9. Articles of Association of the Company in relation to the Annual General Meeting of Shareholders
  10. Registration Form (must bring to the Meeting)
  11. Map of the meeting location for the Annual General Meeting of Shareholders 2018

Notice is hereby given that the Board of Directors of EMC Public Company Limited (the "Company") has resolved to convene the Annual General Meeting of Shareholders 2018 on April 27, 2018, from 2.00 pm. to 5.00 pm., at Suriyawongvivat Room (Level 10), The Tawana Bangkok, No.80 Surawongse Road, Bangkok 10500. The following agendas shall be considered at the meeting.

**Agenda No.1 : To consider certifying the Minutes of the Annual General Meeting of Shareholders 2017**

**Facts and Reasons:** The Annual General Meeting of Shareholders 2017 was held on April 27, 2017, and the minutes of the said meeting was duly recorded and submitted to the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Department of Business Development, Ministry of Commerce within 14 days as specified by laws. (Details of which are provided in Enclosure No.1.)

**Board's Opinion** : The Board has the opinion that the minutes of the Annual General Meeting of Shareholders 2017, held on April 27, 2017, should be proposed to the Annual General Meeting of Shareholders for certification.

**Required Vote for Approval** : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

**Agenda No.2 : To acknowledge the Company's results of operations for the year 2017**

**Facts and Reasons:** The Company has summarized the Company's results of operations for the year ended December 31, 2017 as a part of the Annual Report 2017 dispatched to all shareholders together with the notice of this meeting. (Details of which are provided in Enclosure No.2.)

**Board's Opinion:** The Board has the opinion that the Company's results of operations for the year ended December 31, 2017 should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

**Required Vote for Approval:** This agenda is for shareholders' acknowledgement; therefore, voting is not required.

**Agenda No.3: To consider approving the financial statements for the fiscal year ended December 31, 2017**

**Facts and Reasons** : The Company's financial statements for the fiscal period ended December 31, 2017 were audited and endorsed by the Company's auditor, and the Audit Committee approved that the data therein were duly recorded. (Details of which are provided in Enclosure No.2.)

***Summary of Financial Information***

	<b>Consolidated Financial Statements</b>					
	<b>2017</b>		<b>2016</b>		<b>2015</b>	
	<b>Mil. Baht</b>	<b>%</b>	<b>Mil. Baht</b>	<b>%</b>	<b>Mil. Baht</b>	<b>%</b>
Total Assets	2,915.62	(6.52)	3,118.99	(5.94)	3,315.99	46.06
Total Liabilities	1,412.97	46.57	964.00	5.12	917.07	(22.38)
Shareholders' Equity	1,502.65	(30.27)	2,154.59	(10.17)	2,398.92	120.34
Service Revenues	659.22	11.43	591.62	(24.46)	783.16	(56.03)
Gross Profit	112.02	345.23	(45.68)	(980.15)	5.19	(90.92)
Net Profit (Loss)	(673.77)	126.75	(297.14)	(0.17)	(297.66)	46.13

**Board's Opinion:** The Board has the opinion that the said financial statements for the fiscal period ended December 31, 2017 should be proposed to the Annual General Meeting of Shareholders for approval.

**Required Vote for Approval** : The majority votes of the shareholders presented and entitled to vote at the meeting will be required for this agenda.

**Agenda No.4 : To consider approving the omission of profit appropriation for legal reserve and the omission of dividend payment for the year 2017**

**Facts and Reasons:** Due to the audited financial statements of the Company for the year ended December 31, 2017 reported net loss of 673.77 million Baht, the Company was unable to afford legal reserve appropriation and dividend payment for the year 2017.

**Summary of Legal Reserve Appropriation and Dividend Payment for the Last 3 Years**

Year	Profit/(Loss)	Legal Reserve	Dividend
2015	Loss 297.66 MB	-	Omitted
2016	Loss 297.17 MB	-	Omitted
2017	Loss 673.77 MB	-	Omitted

**Board's Opinion:** The Board has the opinion that the Annual General Meeting of Shareholders should approve the omission of profit appropriation for legal reserve and the omission of dividend payment for the year 2017.

**Required Vote for:** The majority votes of the shareholders presented and entitled to vote at the meeting will be  
**Approval** required for this agenda.

**Agenda No.5 : To consider approving the reappointment of Directors retiring by rotation to resume their offices for an additional term**

**Facts and Reasons:** At the Annual General Meeting of Shareholders, one-third of the Directors who have been in the office for the longest term shall be retired by rotation. At present, the Company's Board has 12 Directors; therefore, there will be four directors retiring by rotation as follows:

1. Mr.Chanachai Leenabanchong Director
2. Miss Praomart Hantra Director
3. Mr. Paiboon Thongra-ar Director
4. Mr. Krisana Sangarsang Director

Profiles of the retiring Directors proposed for reappointment were dispatched with the notice of this meeting for shareholders' consideration. (Details of which are provided in Enclosure No.3)

**Required Vote for:** The majority votes of the shareholders presented and entitled to vote at the meeting will be  
**Approval** required for this agenda item.

**Agenda No.6 : To consider approving the Director's remunerations for the year 2018**

**Facts and Reasons:** Summary of directors' remuneration for the last 3 years

**Board's Opinion:** The Nomination and Remuneration Committee have considered the directors' remuneration by making a comparison with other companies within the same industry at similar size. In addition the Company paid for the meeting allowance by the number of director attending the meeting

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2015	12 persons	<= 4 MB	4.32 MB	None
2016	11 persons	<= 4 MB	2.86 MB	None
2017	10 persons	<= 4 MB	2.34 MB	None

which total payment in previous year was still under budget approved by AGM, and there was no other remuneration to be paid. Thus the Nomination and Remuneration Committee has proposed to remain the remuneration for 2018 same as the last 3 years, within Baht 4,000,000.

**Meeting allowance**

- Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee, and Chairman of the Audit Committee shall individually receive the meeting allowance at 30,000 Baht per meeting.
- Director, Nomination and Remuneration Director, and Audit Director shall individually receive the meeting allowance at 20,000 Baht per meeting.

**Other remunerations**

- Other remunerations shall not exceed 1% of net profit.
- The director unable to complete one year term shall receive the remuneration in the proportion of time being in the position.

**Required Vote for:** Votes of not less than two-thirds (2/3) of the total votes of the shareholders presented and

**Approval** entitled to vote at the meeting will be required for this agenda.

**Agenda No.7 : To consider approving the appointment of auditor and the fixing of auditor's remuneration for 2018**

**Facts and Reasons:** Summary of the Company's auditor and auditor's remuneration for the last 3 years

Year	Auditor	Remuneration
2016	SP Audit Co., Ltd.	4.75 MB (for the Company 2.60 MB and Subsidiaries 2.15 MB)
2017	SP Audit Co., Ltd.	4.75 MB (for the Company 2.60 MB and Subsidiaries 2.15 MB)
2018	SP Audit Co., Ltd.	5.10 MB (for the Company 2.60 MB and Subsidiaries 2.50 MB)

In the past fiscal year, the Company did not receive any other services from the Auditor or affiliated parties related to the Auditor and the Auditor's office.

The Audit Committee has considered and recommended to the Board of Directors to propose the 2018 Annual General Meeting of Shareholders to consider approving the appointment of the auditors from SP Audit Co., Ltd. (the Office) as the following;

<u>Name – Surname</u>	<u>Certified Public Accountant</u>
Miss Susan Eiamvanitcha	4306 and/or
Mr. Suchart Panicharoen	4475 and/or
Miss Yupin Chumjai	8622 and/or
Miss Chuenta Chommern	7570 and/or
Miss Wandee Eiamvanitcha	8210 and/or
Mr. Kiattisak Wanithanont	9922 and/or
Miss Vanee Sukpeng	8423

One of these auditors whoever shall be empowered to audit and express opinion on the Financial Statements of the Company. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead. The fixing of audit fee is proposed at the amount not exceeding 5,100,000 Baht comprised of 2,600,000 Baht for the Company and 2,500,000 Baht for subsidiaries.

**Board's Opinion :** The Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the appointment of the auditors from SP Audit Co., Ltd. (the Office) for the Company and its subsidiaries, namely Miss Susan Eiamwanitcha (CPA No.4306) and/or Mr. Suchart Panitcharoen (CPA No.4475) and/or Miss Yupin Choomjai (CPA No.8622) and/or Miss Chuenta Chommern (CPA No.7570) and/or Miss Wandee Eiamwanitcha (CPA No.8210) and/or Mr. Kiattisak Wanithanon (CPA No.9922) and/or Miss Vanee Sukpeng (CPA No.8423) to audit and review the Financial Statements for the fiscal year ended December 31, 2018, including the fixing of audit fee at the amount not exceeding 5,100,000 Baht. In the event that the said auditors are unable to perform their duties, the Office is allowed to supply alternate certified public accountant to act instead.

**Required Vote for:** The majority votes of the shareholders presented and entitled to vote at the meeting will be  
**Approval** required for this agenda.

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

**Agenda No. 8.1 : To consider and approve the decrease in registered capital of the Company**

**Facts and Reasons :** According to the resolution of the Annual General Meeting of Shareholders for the year 2017, held on April 27, 2017, the resolution was passed to approve the increase of registered capital from Baht The Company issued new 3,030,000,000 new ordinary shares with a par value of Baht 1.00 each to support the allocation of ordinary shares of the Company under the general mandate and to accommodate the adjustment of the rights of the warrants. EMC-W5

There is proposed to decrease of the Company's registered capital from Baht 13,571,245,611 to Baht 8,433,754,763 by cancelling 5,137,490,848 unissued ordinary shares at the par value of Baht 1.00 each, to reserve for the exercise of warrants No.5 (EMC-W5) expired on October 30, 2017 and ordinary shares reserved for the General Mandate will be expired on April 27, 2018 to be in line with the provisions of Public Companies Act in which prescribes that the Company shall decrease the registered capital by cancelling the unissued ordinary shares beforehand in order to be eligible for a new capital increase of the Company.

**Board's Opinion :** The Meeting proposes to approve the decrease of the Company's registered capital from Baht 13,571,245,611 to Baht 8,433,754,763 by cancelling 5,137,490,848 unissued ordinary shares at the par value of Baht 1.00 each, to which reserved for the exercise of warrants No.5 (EMC-W5) expired on October 30, 2017 and ordinary shares reserved for the General Mandate will be expired on April 27, 2018.

**Required Vote for:** Votes of not less than three-fourths (3/4) of the total votes of the shareholders presented and **Approval** entitled to vote at the meeting will be required for this agenda.

**Agenda No. 8.2 : To consider and approve the amendment of Clause 4. Of the Company's Memorandum of Association to be in line with the decrease in registered capital.**

**Facts and Reasons:** To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital as follows:

"Clause 4. Registered Capital 8,433,754,763 Baht (Eight thousand four hundred thirty-three million and seven hundred fifty-four thousand seven hundred sixty-three Baht)

Divided into 8,433,754,763 shares (Eight thousand four hundred thirty-three million and seven hundred fifty-four thousand seven hundred sixty-three shares)

Par value per share 1.00 Baht (One Baht)

*Categorized as follows;*

Ordinary shares 8,433,754,763 Shares (Eight thousand four hundred thirty-three million and seven hundred fifty-four thousand seven hundred sixty-three shares)

Preference shares - Share (-)"

**Board's Opinion:** The Meeting proposed to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital in Agenda 8.1.

**Required Vote for:** Votes of not less than three-fourths (3/4) of the total votes of the shareholders presented and **Approval** entitled to vote at the meeting will be required for this agenda.



Agenda 9 To consider and approve the increase of registered capital from Baht 8,433,754,763 to Baht 15,180,632,144 and to consider and approve the amendment of Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital.

Agenda No. 9.1 : To consider and approve the increase in registered capital of the Company

**Facts and Reasons:** To propose the shareholders' meeting to consider increasing the registered capital of the Company from 8,433,754,763 Baht to 15,180,632,144 Baht by issuing 6,746,877,381 newly issued ordinary shares with a par value of 1.00 Baht per share as detailed in the Capital Increase Report Form.

**Board's Opinion:** It is appropriate to propose the Meeting of Shareholders to consider and approve the increase of the registered capital from 8,433,754,763 Baht to 15,180,632,144 Baht by issuing 6,746,877,381 new ordinary shares with a par value of 1.00 Baht per share.

**Required Vote for:** Votes of not less than three-fourths (3/4) of the total votes of the shareholders presented and  
**Approval** entitled to vote at the meeting will be required for this agenda.

Agenda No. 9.2 : To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase in registered capital.

**Facts and Reasons:** To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital as follows:

"Clause 4.	Registered Capital	15,180,632,144 Baht	(Fifteen thousand one hundred eighty million and six hundred thirty-two thousand one hundred forty-four Baht)
	Divided into	15,180,632,144 shares	(Fifteen thousand one hundred eighty million and six hundred thirty-two thousand one hundred forty-four shares)
	Par value per share	1.00 Baht	(One Baht)
<i>Categorized as follows;</i>			
	Ordinary shares	15,180,632,144 Shares	(Fifteen thousand one hundred eighty million and six hundred thirty-two thousand one hundred forty-four shares)
	Preference shares	- Share (-)"	

**Board's Opinion:** The Meeting approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital in Agenda 9.1.

**Required Vote for:** Votes of not less than three-fourths (3/4) of the total votes of the shareholders presented and  
**Approval** entitled to vote at the meeting will be required for this agenda.

**Agenda 10 To consider and approve the allotment of the 6,746,877,381 new ordinary shares**

**Facts and Reasons :** The Company would like to propose the allocation of new ordinary shares not exceeding 6,746,877,381 shares with a par value of 1.00 Baht per share. The details are as follows:

10.1 The amount of not exceeding 4,216,877,381 shares to accommodate the exercise of the EMC-W6 warrants offered to the existing shareholders of the Company. The exercise price is Baht 0.15 per share as detailed in the Summary Information of EMC-W6.

10.2 The Board of Directors has considered and approved to propose the Annual General Meeting of Shareholders to consider and approve the increase of registered capital of the Company under a General Mandate. The Company shall issue the new ordinary shares at the amount of 2,530,000,000 shares at par value of THB 1.00 per share.

In order to enable flexibility for the allocation and offer of the newly issued ordinary shares under clause 10.1-10.2 above, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the delegation of powers to the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or Managing Director and/or person(s) entrusted by the Board of Directors and/or the Executive Committee and/or Executive Director and/or Managing Director as the authorized person(s) for any necessary and appropriate execution relevant to the offering of such newly issued ordinary shares, such as any other execution necessary for the offering of newly issued ordinary shares, as deemed appropriate. The authorities also cover any execution to comply with the registrar's order for the capital increase registration with the Department of Business Development Ministry of Commerce, the submission of an application for listing the newly issued ordinary shares as the listed securities on the SET, and the submission of documents to the Office of Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Ministry of Commerce or any other relevant agency.

**Board's Opinion:** The Board proposes the shareholders to consider and approve the allotment of new ordinary shares, reserved for the exercise of the EMC-W6 offered to the existing shareholders of 4,216,877,381 ordinary shares with a par value of Baht 1 per share, and reserved for the capital increase of 2,530,000,000 ordinary shares of General Mandate.

**Required Vote for:** Votes of not less than three-fourths (3/4) of the total votes of the shareholders presented and  
**Approval** entitled to vote at the meeting will be required for this agenda.

**Agenda 11 To consider and approve the issuance of the 6<sup>th</sup> series of warrants (EMC-W6) of 4,216,877,381 units offering to the existing shareholders of the Company**

**Facts and Reasons :** Propose to the Shareholders' Meeting to consider and approve the issuance and offering of EMC-W6 not exceeding 4,216,877,381 units to the existing shareholders of the Company, without value. The exercise price is Baht 0.15 per share as detailed in the summary information of EMC-W6 (Enclosure No. 6)

Whereby the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or Managing Director and/or person(s) entrusted by the Board of Directors and/or the

Executive Committee and/or Executive Director and/or Managing Director shall be authorized the delegation of powers, namely the authority to determine and modify terms, conditions and other details including but not limited to the exercise price, the exercise ratio, the allotment and the offering date of such Warrants, the authority to determine reasons for the issuance of newly issued ordinary shares to accommodate the adjustment of the exercise price and/or the exercise ratio of the Warrants, the authority to perform any necessary and appropriate action related to the issuance and offer of the Warrants, the authority to submit an application for listing the Warrants as the listed securities on the SET, as well as any execution to obtain permissions from any other relevant agency.

**Board's Opinion:** The Board of Directors proposes the shareholders' meeting to consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of the Company No.6 (EMC-W6) amount of 4,216,877,381 units to the Company's existing shareholders without value.

**Required Vote for Approval** : This agenda must be approved by the majority vote of the shareholders attending the Meeting and having voting right.

Whereas Agenda item 8 to item 11 have related substances, the considerations of such agenda are deemed to be reciprocal terms & conditions. If either one of them is not approved, the others shall be revoked even approvals are granted. In this regards, such agenda shall not be further considered and shall be deemed that the considerations in respect to item 8 to item 11 are not approved by the Shareholder's Meeting.

**Agenda No.12 : To consider other business (if any)**

Shareholders are invited to attend the Meeting on the date, time and venue as stated above. **The meeting registration will be commenced from 12.00 p.m.** on the meeting date on which shareholder may attend the Meeting themselves or authorize any sui juris person to attend and vote at the Meeting on their behalf. To ensure a smooth and timely registration, shareholders or proxies are requested to provide documents or evidence as stated in the Enclosure No.7 and No.8 for identifying their rights to participate in the Meeting. In the event that shareholders wish to appoint an Independent Director of the Company as their proxy, shareholders are requested to send required documents as stated in the Enclosure No.7 and No.8 in to the Company within April 25, 2018, **address to Compliance Department, EMC Public Company Limited, 28<sup>th</sup> Floor ITF Tower, No. 140/66-67 Silom Road, Suriyawong, Bangrak, Bangkok 10500**, thereby the Company will be enable to proceed on shareholders' purposes.

Yours faithfully,



Mr. Chanachai Leenabanchong  
Chairman and Chief Executive Officer

Minutes of the Annual General Meeting of Shareholders 2017  
of  
EMC Public Company Limited

**Date, Time, and Place of the Meeting**

The Meeting was held on April 27, 2017 at 2.00 p.m. at Suriyawongvivat Room (Level 10), The Tawana Hotel, No.80 Surawongse Road, Bangrak, Bangkok.

**Directors Present**

- |                   |                   |   |
|-------------------|-------------------|---|
| 1. Mr.Ratchai     | Pichayapoom       | Vice Chairman of the Board of Directors No. 1         |
| 2. Mr. Krisana    | Sa-ngar-sang      | Director  |
| 3. Mr. Boontan    | Sumetvanit        | Director  |
| 4. Mr. Setthavat  | Tangvacharapongse | Director  |
| 5. Mr. Matee      | Ittirivichai      | Director  |
| 6. Miss Praomart  | Hantra            | Chairman of the Audit Committee, Independent Director |
| 7. Miss Thaweesri | Wikayathipat      | Member of the Audit Committee, Independent Director   |
| 8. Dr. Yaowarin   | Srichainan        | Member of the Audit Committee, Independent Director   |
| 9. Mr. Pannatee   | Sriwongthai       | Member of the Audit Committee, Independent Director   |

**Directors Excused from the Meeting**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Chanachai Leenabanchong | Chairman of the Board of Directors, Chairman of the Executive Committee |
| 2. Mr. Voravit Leenabanchong   | Vice Chairman of the Board of Directors No. 2                           |

**Legal Advisor and Secretary to the Meeting**

- |                             |                                |
|-----------------------------|--------------------------------|
| 1. Miss Somsri Kiatteerarat | Bunchong and Vidhya Law Office |
|-----------------------------|--------------------------------|

**Auditors attending the meeting**

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|-----------------------|------------------|
| 1. Miss Yupin Chumjai | SP AUDIT LIMITED |
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## Preliminary Proceedings

Miss Somsri Kiattirarat Secretary to the meeting welcomed the shareholders' meeting of EMC Public Co., Ltd. for year 2018. There were 76 shareholders and proxies attending the meeting. 4,281,590,786 shares, representing 50.77% of the total issued shares. 8,433,734,716 shares (Eight Thousand Four Hundred Thirty Three Million Seven Hundred Thirty Four Thousand Seven Hundred and Sixteen Shares), which constitutes a quorum in accordance with the Company's Articles of Association.

Subsequently, the secretary of the meeting introduces the Board of Directors consisting the following members: Mr. Ratchai Phichayapoom Vice Chairman of the Board of Directors No. 1, Mr. Krisana Sa-ngar-sang Director, Mr. Boontan Sumetvanich Director, Mr. Sethawat Tangwatcharapong Director, Mr. Methee Ittirivichai Director, Ms.Proamart Hantra Chairman of the Audit Committee and Independent Director, Ms.Taveesri Wikayathipat Member of the Audit Committee and Independent Director, Dr. Yaowarin Srichainan, Audit Committee and Independent Director, and Mr. Pannatee Sriwongthai Member of the Audit Committee and Independent Director.

Mr. Chanachai Leenabanchong Chairman of the Board of Directors and Mr. Voravit Leeabunchong Vice Chairman of the Board of Directors, No. 2, having the mission to travel abroad. cannot attend the meeting. While Mrs. Neeranuch Na Ranong was removed from the board of directors and did not attend the meeting.

There was also auditors attending the meeting to clarify the facts and inquiries from Shareholders include Ms. Yupin Chumjai, auditor from SP Audit Company Limited.

The Secretary of the Meeting informed the meeting of the Company's registered and paid-up capital. 12,492,179,374 (Twelve Thousand Four Hundred Ninety Two Million One Hundred Seventy Nine Thousand Three Hundred Seventy Four Baht), paid up Baht 8,433,734,716 (Eight Thousand Four Hundred Thirty Three Million Seven Hundred Thirty Four Thousand Seven Hundred and Sixteen Baht) and the different of Baht 4,058,444,658 to reserve for the exercise of warrants to purchase ordinary shares of the Company No. 4 and No. 5.

Due to Mr. Chanachai Leenabanchong Chairman cannot attend, the secretary of the meeting invited Mr. Mr Ratchai Phichayapoom Vice Chairman of the Company to be the chairman of the meeting, open the meeting, and held on the meeting in accordance with the agenda.

Mr. Ratchai Pichayapoom, Chairman of the Meeting thank you for shareholders, proxies, representative of the Stock Exchange of Thailand and Auditor to attend the Annual General Meeting of Shareholders for the year 2017 of the company. The secretary of the meeting informed the shareholders that according to the Company's Articles of Association, the Chairman then declared the opening of the Annual General Meeting of Shareholders for the year 2017 and assigned the secretary of the meeting to clarify the procedures for the resolutions of each agenda to the shareholders.

The secretary of the meeting informed the shareholders about the method of voting in each agenda.

- To vote in the shareholders' meeting. The shareholders have the right to cast one vote for each share they hold. And if any shareholder has a special interest in any matter. There is no right to vote on that issue.

- In the resolution of this meeting, The chairman of the meeting will assign the secretary of the meeting to ask for a resolution from the shareholders' meeting on each agenda item. If there is no shareholder disagree Or abstain The meeting agreed unanimously. Or approve the proposal of the Board of Directors.

- Shareholders who disagree Or abstain Request shareholders or proxies to fill in the name, number of shares and resolution, and sign the ballot papers distributed to the shareholders before the meeting.

- To gather the results of the resolution. The Company will adopt the number of votes of the shareholders who disagree. And abstention The total number of votes of shareholders attending the meeting and having the right to vote. The remaining votes will be counted as approved or approved by the shareholders presenting the votes on the slides.

In line with the good governance of the Stock Exchange of Thailand, Agenda 5: To consider and approve the appointment of retired directors by rotation for another term. The shareholders or proxies attending the meeting will vote on the ballot papers distributed to them. In this agenda, the Company will collect the ballots. Disagree or abstain Then keep the ballot for approval. And if any shareholder does not submit a ballot paper. Company will assume. The shareholders agreed as proposed by the Board of Directors.

Subsequently, the Chairman proposed the meeting to consider the following agenda items in the invitation letter.

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2016**

The Chairman proposed the Meeting to consider approving the Minutes of the Annual General Meeting of Shareholders for the year 2016, which was held on April 28, 2016, and sent to the Stock Exchange of Thailand. Securities and Exchange Commission And the Department of Business Development. Ministry of Commerce The time required by law. The details of the copy of the minutes. (Enclosure 1), which was sent to the shareholders together with the invitation letter.

The Chairman asked whether shareholders had any questions or any amendments to the minutes of the meeting. If yes, please name.

When there was no question, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting. The minutes of the Annual General Meeting of Shareholders for the year 2016 must be certified by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : The Minutes of the Annual General Meeting of Shareholders for the year 2016, held on April 28, 2016, were approved by the majority votes of the shareholders and proxies attending the meeting and having the right to vote as follows:

Approval	4,246,690,786	votes,	equivalent to 99.18%
Disapproval	100	votes,	equivalent to 0.00%
Absention	34,900,000	votes,	equivalent to 0.82%

**Agenda 2 To acknowledge the Company's operating results. For the fiscal year ended 31 December 2016**

The Chairman reported the summary of the company's performance. The Company's operating results for the fiscal year ended December 31, 2016 are included in the Annual Report for the year 2016, which has been sent to the shareholders together with the notice of the meeting. The summary is as follows.

### Performance of the Group

Items	Consolidated Financial Statement			
	2016		2015	
	Million	%	Million	%
<b>Revenue</b>				
Income from Construction	572.10	82.77	631.83	72.87
Income from Real Estate Development	14.81	2.14	145.85	16.82
Other Income	104.26	15.09	89.41	10.31
<b>Total Income</b>	<b>691.17</b>	<b>100.00</b>	<b>867.09</b>	<b>100.00</b>
<b>Profit (Loss)</b>	<b>(267.69)</b>	<b>(38.73)</b>	<b>(296.79)</b>	<b>(34.23)</b>
<b>Profit (Loss) per Share</b>	<b>(0.032)</b>		<b>(0.069)</b>	

### Construction Backlog

Project	Project Value (Million)	Remaining (Million)
Bangkhuntien Elder Hospital	2,795.33	2,738.78
New Production Plant	144.00	143.50
<b>Total</b>	<b>2,939.33</b>	<b>2,882.28</b>

### Real Estate Project under Development

Project	Type	Project Value		Sold		Unsold	
		Unit	Million	Unit	Million	Unit	Million
1.Urbitalia Thonglor	Condominium	130	930	111	761	19	169
2.Landmark Mahachai	Commercial Building	101	750	36	311	65	439
3.Siam yara Resort	Town House	251	427	59	102	192	325
4.North Beach	Condominium	200	509	40	127	160	382
5.Palmio	Condominium	231	254	66	65	165	189
<b>Total</b>		<b>913</b>	<b>2,870</b>	<b>312</b>	<b>1,366</b>	<b>601</b>	<b>1,504</b>

The Group's operating results for the year 2016 total revenues were Baht 691.17 million, resulting from the revenue from construction services of Baht 572.10 million, sales of condominium units of Baht 14.81 million, and other revenues. Baht 104.26 million. The operating result was a loss of Baht 267.69 million or Baht 0.032 per share.

There are two projects undergoing(Backlog): Bangkhuntien Elder Hospital Project, the contract value is 2,795.33 million baht, the remaining value is 2,738.78 million baht., and New Production Plant



project, the contract value 144.00 Million Baht remaining value 143.50 Million Baht total remaining value 2,882.28 Million Baht.

There are 5 real estate projects under development, namely Urbitia Thonglor, 130 condominium units worth 930 million baht and 111 units sold, out of 19 units worth Bt169 million, Landmark Mahachai is a 101-unit commercial building. Project value 750 million baht sold 36 units with 65 units with a value of 439 million baht Siam Iyara Resort is a 251 unit townhouse unit worth 427 million baht sold 59 units, 192 units worth 325 million baht. North Beach Condominium is 200 units valued at 509 million baht, 40 units sold, 160 units remaining, worth 382 million baht. The Palmio project is a 231 unit condominium project worth 254 million baht, 66 units sold, and 165 units with a value of 189 million baht. The total value of real estate developments is 2,870 million baht divided to sold 1,366 million and unsold 1,504 million baht.

In addition, the Company's operating results for the year 2016 have been reported to the shareholders. Shareholders can also review other details from the Annual Report.

The Chairman gave shareholders the opportunity to ask questions and express their opinions. The shareholders asked the questions as follows.

Miss Jitaya Sukpiromkasem - Shareholder:

1. Real estate projects sold by the Company have been recognized revenue yet.

If not, when will the income be recognized?

Mr. Ratchai Pichayapoom explained as follows:

1. For Condominium and Commercial buildings are not recognized, but 59 townhouse of Siam Iyara Resort has already been recognized.

2. For the Urbitia Thonglor project, the Company expects to recognize revenue in 2018. The Landmark Mahachai project is scheduled for the third quarter of 2017, and two other projects under construction are North Beach and Palmio for the fourth quarter of 2017.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- What is the progress of the Landmark Mahachai and Station One projects?

Mr. Setthawat Tangvatcharapong explained as follows.

- Landmark Mahachai has completed construction of about 90% of the commercial buildings sold 36 units at the plaza. space of about 6,600 square meters, nowadays brands come to the area to decorate. It is expected to open in the third quarter of 2017 for commercial buildings in the plaza area (Conect A and Conect B) 14 units worth about 140 million baht sold out. The back zone (on the main road) is divided into phases 1 and phase 2 are already sold. Currently, the commercial building has

sold about 40% of the remaining 60% of the expected sales. Revenue is expected to be recognized for the third quarter of 2017.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

1. Landmark Mahachai Project How does the company have sales channels?

2. Customers of the Company's projects. What is the customer level?

Mr. Setthawat Tangvatcharapong explained as follows.

1. For the plaza section of the Landmark Mahachai Project, the Company markets both online advertising and billboards and contacts with customers. The company have contacted brands around 700 brands, which are some brands such as Starbucks, KFC, Max value, etc. Some have already signed the LOI.

2. Medium-high, medium-level customers are not focused on the lower level. It may not be as high as Central because the business model of the project is a daily service.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- The project was delayed. According to the schedule will be available from the beginning of the year, if Central came to the market share. What are the strengths to be able to compete with Central and how many miles from Central?

Mr. Setthawat Tangvatcharapong explained as follows.

- The strength of the project is Daily service and location of the project in the downtown area. The economic road that is the center of transportation, the center of transportation, about 4-5 km away from the Central.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- The company should reduce the rental price to attract customers. We know that Central has a good market. How many sales will be sold out and how much will the revenue be recognized?

Mr. Setthawat Tangvatcharapong explained as follows.

- According to the plan, the company plans to sell 80% of the plaza area to brands by the third quarter of 2017 and 100% by the end of 2017 or the beginning of 2018. The commercial buildings are targeted to sell about 50% in 2017 and the remaining 50% in 2018, with revenue expected to be recognized from the third quarter of 2017.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- Completion of construction project. How many percent

Mr. Setthawat Tangvatcharapong explained as follows.

- Completed about 90%

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- Ask the company. Report on the progress of the Station One project along with estimated project profit.

Mr. Setthawat Tangvatcharapong explained as follows.

- For the current Station One project, 1st floor has been sold. Family Mart Second Starbucks (about half) wait for signings in the Vietnamese restaurants and the third floor is still available on floors 4-7, which is a residence. Currently, Singapore has contacted all buyers. The LOI has been booked. The profit from this project is more than 10%.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- In case of high speed train project, will it be beneficial to Siam Iyara Resort and its projects?

Mr. Seth Wajangvatthapong explained as follows.

- High Speed Rail Project will be beneficial to the company's indirect projects. And will be built for Chonburi and Pattaya.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- Projects purchased for instant recognition of income. The project is effective. And profitable

Mr. Setthawat Tangvatcharapong explained as follows.

- The projects that the company has purchased such as Siam Iyara Resort is profitable and the company has gradually recognized the income. The Amata Nakorn project is Palmio. Accelerated construction. The first step is the contractor problem. Currently, the company. Accelerated to deliver to customers as scheduled. Nowadays, every project has a backlog, but it is important to accelerate the completion.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

1. The company's projects are good projects. But for any reason, the result is loss.

Will the profit for the year 2017 be profitable?

Mr. Setthawat Tangvatcharapong explained as follows.

1. Because the real estate project is a project to invest first. So in the first years will be negative before the income recognition. But after the revenue recognition. The results will be better.

2. Will the profit for the year 2017 be profitable? Cannot reply.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- From the company's report. See there are many projects with lawsuits. I know where each case goes to. And have a chance to win?

Mr. Setthawat Tangvatcharapong explained as follows.

This cannot be answered here. It is at the discretion of the court. But the company. Has sent the matter to court. However, the company has fully tracked.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- When did the court hear the verdict?

Mr. Ratchai Pichayapoom explained as follows:

- Currently under investigation. If there is any progress, we will inform you through the SET.

When there was no further question, the Chairman concluded the consideration of agenda 2.

**Resolution** : The Meeting acknowledged the operating results of the Company. For the fiscal year ended 31 December 2016.

**Agenda 3: To approve the balance sheet and the profit and loss account. For the fiscal year ended December 31, 2016**

***Summary of Financial Information***

	Consolidated Financial Statements					
	2016		2015		2014	
	Mil. Baht	%	Mil. Baht	%	Mil. Baht	%
Total Assets	3,096.61	(6.62)	3,315.99	46.06	2,270.29	25.86
Total Liabilities	918.61	0.17	917.07	(22.38)	1,181.53	(29.63)
Shareholders' Equity	2,178.00	(9.21)	2,398.92	120.34	1,088.76	772.47
Service Revenues	591.62	(24.46)	783.15	(56.15)	1,785.79	11.57
Gross Profit	(30.31)	(684.01)	5.19	(90.92)	57.13	219.37
Net Profit (Loss)	(271.73)	(8.71)	(297.65)	46.13	(203.69)	84.90

The Chairman reported that the financial statements for the year 2016 were reviewed and approved by the Audit Committee. And certified by the Company's auditor. The summary of the consolidated financial statements as at 31 December 2016 is as follows:

As of December 2016, the Company had total assets of Baht 3,096.61 million, total liabilities of Baht 918.61 million, shareholders' equity of Baht 2,178.00 million, operating income of Baht 591.62 million, gross loss of Baht 30.31 million and net loss of Baht 271.73 million. 8.71%

In addition, the Company's operating results for the year 2016 have been reported to the shareholders. Shareholders may consider additional details from the Company's financial statements. This has already been sent to the shareholders.

The Chairman gave shareholders the opportunity to ask questions and express their opinions. The shareholders asked the questions as follows.

Mr. Surachet Viriyakul - Proxy The Thai Investors Association asked the following questions.

1. In 2015, the Company purchased a 50-million-baht American Town project to pay a deposit of 465.5 million baht. The seller, Mr. Anuwit Tantisewakul, subsequently canceled the transaction. The company. I do not know how the company keeps track of the deposit. And how is progress now?

2. In the year 2015, the Company purchased land from Mr.Vimonjit Arintamapong, with a deposit of 25 million Baht. The deposit is 3 million baht and the rest is paid for commercial buildings. It

costs about 3.6 million baht, total value is 6 million baht. How to track the rest? And the acquired commercial buildings. What is the procedure?

Mr. Ratchai Pichayapoom explained as follows:

1. For projects that have been purchased and deposited After the dispute. Currently under investigation. The Company will update the progress through the SET's system every quarter.

2. In case of deposit To buy a project and get paid back to a commercial building with a market value of about 5 million baht, with outstanding debt waiting to be collected. The company has agreed that the payment will be made to commercial buildings until it is complete and the company has been tracking and will update the progress through the system of the SET as well.

Mr. Surachet Viriyakul, Proxy From the Thai Investors Association Ask more.

- How does the company have criteria / guidelines for the examination / examination of partners? To protect the occurrence of a project purchase and deposit a deposit. Later it was canceled. The lawsuit is the same as it is.

Mr. Ratchai Pichayapoom explained as follows:

- In general, transactions are considered by authority. However, because of the high competition, the company had to rush to negotiate and pay the deposit. The method of consideration is clearly defined by the company. Therefore, the shareholders are confident that the next project will be carefully considered by the Company.

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. Approval of the Company's financial statements in this agenda item. The votes must be approved by the majority votes of the shareholders attending the meeting and casting their votes.

**Resolution** : The Board approved a balance sheet and profit and loss statement for the accounting period ended December 31, 2016, as proposed by the Board of Directors. The majority of shareholders and proxies attending the meeting and having the right to vote.

Approval	4,250,875,786	votes, equivalent to 99.19%
Disapproval	100	votes, equivalent to 0.00%
Abstention	34,900,000	votes, equivalent to 0.81%

**Agenda No. 4 To consider and approve the appropriation of profit and reserve of statutory reserve. Omit dividend payment for year 2016**

The Chairman explained to the meeting. Since the Company had a loss from operating in the separate financial statements of Baht 300.24 million in 2016, the Company was unable to set aside legal reserve, and in accordance with the Public Company Limited Act and the Articles of Association of the

Company. If the company still has accumulated losses. The Company will not be able to pay dividends to its shareholders. As the Company had a deficit of Baht 2,180.04 million, the Board of Directors recommended that the meeting No appropriation of profits and legal reserve. Omit dividend payment for year 2016

**Summary of Legal Reserve Appropriation and Dividend Payment for the Last 3 Years**

Year	Profit/(Loss)	Legal Reserve	Dividend
2014	Loss 151.07 MB	-	Omitted
2015	Loss 262.03 MB	-	Omitted
2016	Loss 300.24 MB	-	Omitted

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. Non-allocation of profits and legal reserve The omission of dividend payment for the year 2016 shall be approved by the majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : Has resolved to approve the omission of the appropriation of profit and the legal reserve and omit dividend payment for the year 2016 as proposed by the Board of Directors. The majority of shareholders and proxies attending the meeting and having the right to vote.

Approval	4,251.023.186	votes, equivalent to 99.19%
Disapproval	0	votes, equivalent to 0.00%
Abstention	34,900,000	votes, equivalent to 0.81%

**Agenda 5 To consider and approve the appointment of directors retiring by rotation. To be re-elected.**

The Chairman assigned Ms. Somsri Kiat Thirarat Secretary to the meeting To explain the details to the meeting.

Secretary to the meeting Reported to the meeting. According to the law and regulations of the company, one third of the directors must retire at the annual general meeting. The longest directors leave the position. A retired director may be re-elected. At present, the Company has 12 directors. Therefore, there are 4 directors who will be retired by this agenda.

1. Ms. Taveesri Vikayathipat Member of the Audit Committee and Independent Director
2. Dr. Yaowarin Srichaiyan Audit Committee and Independent Director
3. Mr. Boonthan Sumetvanich Director
4. Mr. Ratchai Pichayapoom Vice Chairman of the Board No. 1

Mrs. Neeranuch Na Ranong, the Company's director, resigned on April 20, 2017, thus leaving the position vacant. The Board of Directors has not yet appointed new directors to fill vacant positions.

The Board of Directors, by screening the Nomination and Remuneration Committee, The four directors are Mr. Ratchai Pichayapoom, Mr. Boonthan Sumethvanich, Ms. Taveesri Vikayathipat and Dr. Yaowarin Srichainan. Experience with the company. This will benefit the operation of the company. They have worked as directors in the past well. The Board of Directors should consider the following matters to be proposed to the shareholders meeting:

1. Confirmed that the Board of Directors of the Company consisted of 12 directors who retained the position of the director of Mrs. Neeranuch Na-Ranong who had resigned from the position of the Company's director during the term. The Board of Directors is empowered to consider and appoint suitable persons to fill vacant positions as deemed appropriate.

2. Elected Ms. Taveesri Vikayathipat and Dr. Yaowarin Srichainan, who are retired by rotation as Director, Independent Director and Audit Committee of the Company for another term.

3. Elected Mr. Ratchai Pichayapoom and Mr. Boonthan Sumethvanich who retired by rotation in this agenda to return to the position of director of the Company for another term.

The Company has provided the details of the four directors who proposed the meeting to re-elect the directors for another term. The brief history of each director is as follows.

**(1) Profile of the Director retired by rotation and purposed for reappointment**

Name – Surname : Miss Thaweesri Wikayathipat  
Age : 66 years  
Proposed Position : Director  
Possession of the Company's shares : None  
Family Relationship among Executives : None  
Highest Education : Master of Accountancy, Chulalongkorn University  
Bachelor of Accountancy, Chulalongkorn University  
Bachelor of Law, Thammasat University  
Other experience/ training : None  
Completed programs by Thai Institute of  
of Directors (IOD) : None

**Working Experiences over the last 5 years**

2016 – Present : Audit Committee, Independent Director  
EMC Public Company Limited  
construction  
2012 – Present : Director of Tax  
Federation of Accounting Professions 2015 – Present

Illegal record during the past 10 years : None  
Position in other organization that  
might cause any conflict of interest : None  
with the Company  
Being a stakeholder in other : None  
organizations that might cause  
any conflict of interests

**Meeting attendance in 2016**

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 3/8
- Audit Committee 5/14

(The position from June 23, 2016; therefore, she did not participate in some meetings)



**Type of Business**

Real estate and



(2) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Dr. Yaowarin Srichainan  
 Age : 66 years  
 Proposed Position : Director  
 Possession of the Company's shares : None  
 Family Relationship among Executives : None  
 Highest Education : Doctor of Philosophy Program in Cultural Science,  
 The Research Institute of Northeastern Art and Culture,  
 Mahasarakham University  
 Master of Education, Educational Administration,  
 Chulalongkorn University  
 Bachelor of Business Administration, Finance and Banking, Ramkhamhaeng  
 University



Other experience/ training : None

Completed programs by Thai Institute of  
 of Directors (IOD) : None

**Working Experiences over the last 5 years**

**Type of Business**

2016 – Present : Audit Committee, Independent Director EMC Public Company Limited  construction 2558 – Present : Chairman of Advisory Board, Private Forest Plantation Cooperative Limited 2558 – Present : Subcommittee of Information and Communication Technology, Student Loan Fund, Ministry of Finance	Real estate and
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Illegal record during the past 10 years : None

Position in other organization that : None  
 might cause any conflict of interest  
 with the Company

Being a stakeholder in other : None  
 organizations that might cause  
 any conflict of interests

**Meeting attendance in 2016**

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 3/8
- Audit Committee 5/14

(The position from June 23, 2016; therefore, she did not participate in some meetings)

(3) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Mr. Boontan Sumetvanit  
 Age : 52 years  
 Proposed Position : Director  
 Possession of the Company's shares : -  
 Family Relationship among Executives : -  
 Highest Education : Master of Business Administration Program (MBA),  
 Thammasat Business School, Thammasat University  
 Bachelor of Engineering, Civil Engineering,  
 Chulalongkorn University  
 Other experience/ training : None  
 Completed programs by Thai Institute of : None  
 of Directors (IOD)



**Working Experiences over the last 5 years**

**Type of Business**

2016 – Present	: Director	
	EMC Public Company Limited	Real estate and construction
2016 – Present	: Director	
	Sajja Bangsaen Condominium Co., Ltd.	Real estate
2016 – Present	: Director	
	Richman Property Co., Ltd.	Real estate
2016 – Present	: Director	
	North Property Co., Ltd.	Real estate
2016 – Present	: Director	
	Imperial Land Company Limited	Real estate
2016 – Present	: Director	
	Siam Bangkok Development Company Limited	Real estate

Illegal record during the past 10 years : None  
 Position in other organization that : None  
 might cause any conflict of interest  
 with the Company  
 Being a stakeholder in other : None  
 organizations that might cause  
 any conflict of interests

**Meeting attendance in 2016**

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 1/8

(The position from June 23, 2016; therefore, not participate in some meetings)

#### (4) Profile of the Director retired by rotation and purposed for reappointment

Name – Surname : Mr. Ratchai Pichayapoom

Age : 52 years

Proposed Position : Director

Possession of the Company's shares : None

Family Relationship among Executives : None

Highest Education : Master of Business Administration, Utah State University  
Bachelor of Economics and Business Administration in major of Management, Kasetsart University

Other experience/ training : None

Completed programs by Thai Institute of : DAP 121/2015



of Directors (IOD) :

##### Working Experiences over the last 5 years

##### Type of Business

2016 – Present	: Director	
	EMC Public Company Limited	Real estate and construction
2016 – Present	: Director	
	Sajja Bangsaen Condominium Co., Ltd.	Real estate
2016 – Present	: Director	
	Richman Property Co., Ltd.	Real estate
2016 – Present	: Director	
	North Property Co., Ltd.	Real estate
2016 – Present	: Director	
	Imperial Land Company Limited	Real estate
2016 – Present	: Director	
	Siam Bangkok Development Company Limited	Real estate
2010 – 2016	: Director	
	PAE (THAILAND) PUBLIC COMPANY LIMITED	Oil&Gas

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

##### Meeting attendance in 2016

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 2/8

(The position from August 15, 2016; therefore, not participate in some meetings)

In addition, before the election of director The four retiring directors proposed to leave the meeting room temporarily. For the shareholders' meeting to consider and vote independently.

Mr. Ratchai Pichayapoom, Chairman of the Meeting They invited three of them and left the meeting room. Mr. Krisana Songsang was assigned to preside over the meeting.

Mr. Krisana Saengsook serves as chairman. The shareholders have the opportunity to ask questions and express their opinions. The shareholders asked the questions as follows.

Mr. Surachet Viriyakul, Proxy The Thai Investors Association asked the following questions.

- According to the invitation letter of the meeting, page 32-33. The type of directors to nominate for appointment is unclear. It should be clearly stated that it is an offer to appoint a "director" or "independent director. Because the consideration of who will be the director. Or independent director features are not the same.

Secretary to the meeting explained.

- The Company will specify the type of directors to be nominated as "Directors" or "Independent Directors".

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. In order to be in line with good corporate governance in this agenda, all shareholders should vote for each director individually on the ballot papers distributed. Wants to vote, agree, disagree or abstain. In voting for each director. The company will keep the ballot not disagree. And abstained The ballot will be collected later. And if any shareholder does not submit a ballot paper. Company will assume. The shareholder agrees with the proposal of the Board. Then I will announce the same resolution. In addition, the election of directors in this agenda. The votes must be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The meeting considered. The Board of Directors has confirmed that the Board of Directors is composed of 12 directors, and preserves the position of the Board of Directors of Mrs. Neeranuch Naranong who resigned from the Board of Directors during the term. The Board of Directors is empowered to consider and appoint suitable persons to fill vacant positions as deemed appropriate.

**The resolution** : The Board of Directors resolved to re-elect the retiring directors by rotation for another term as proposed by the Board of Directors. The majority of shareholders and proxies attending the meeting and having the right to vote.

Miss Thaweesri Wikayathipat

Approval	4,249,922,386	votes,	equivalent to 99.16%
Disapproval	0	votes,	equivalent to 0.01%
Abstention	36,000,800	votes,	equivalent to 0.84%

Dr. Yaowarin Srichainan

Approval	4,249,922,386	votes,	equivalent to	99.16%
Disapproval	0	votes,	equivalent to	0.01%
Abstention	36,000,800	votes,	equivalent to	0.84%

Mr. Boontan Sumetvanit

Approval	4,249,922,386	votes,	equivalent to	99.16%
Disapproval	0	votes,	equivalent to	0.01%
Abstention	36,000,800	votes,	equivalent to	0.84%

Mr. Ratchai Pichayapoom

Approval	4,249,922,386	votes,	equivalent to	99.16%
Disapproval	0	votes,	equivalent to	0.01%
Abstention	36,000,800	votes,	equivalent to	0.84%

Mr. Krisana Songsang, the Chairman, invited all 4 directors to return to the meeting room. Mr. Ratchai Pichayapoom was assigned to preside over the meeting.

**Agenda 6: To consider the remuneration of directors for the year 2017**

The Chairman informed the meeting that this agenda would be considered in accordance with the law stipulating the payment of remuneration to the Board of Directors must be approved by the shareholders meeting. The shareholders of the Company for the year 2017 approved the remuneration of the directors for the year 2017 within the limit of not exceeding Baht 4 million. The directors' remuneration for the past 3 years is as follows:

**Meeting allowance for the past 3 years**

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2014	12 persons	<= 4 MB	2.63 MB	None
2015	12 persons	<= 4 MB	4.32 MB	None
2016	11 persons	<= 4 MB	2.84 MB	None

For the remuneration of the Board of Directors for the year 2017, the Board of Directors has considered by the screening of the Nomination and Remuneration Committee. The old practice is to consider compensation from the size of the business and the responsibilities of the directors. In comparison with other listed companies in the Stock Exchange of Thailand Same industry The Board

recommends the Meeting to fix the remuneration of the Board of Directors for the year 2017 with the remuneration of 3 years. Up to 4 million baht with the following details.

1. Meeting allowance

- For Chairman of the Board Chairman of the Nomination and Remuneration Committee  
Chairman of the Audit Committee The meeting allowance is Baht 30,000 per person.

- Director Member of the Nomination and Remuneration Committee Audit Committee The meeting allowance is 20,000 baht per person.

2. Other Remuneration of the Board of Directors

- Not more than 1% of net profit

- For directors who have not completed the term To pay for the term of office in that year.

Director's Remunerations for the Year 2017

Position	Meeting Allowance (Baht/person/time)	Other Remuneration *
Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee	30,000	≤ 1% of net profit
Company Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee	20,000	

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. Approved annual remuneration 2017 must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and having the right to vote.

**Resolution** : Approved the remuneration of the directors for the year 2017 within the amount of not exceeding Baht 4 million as proposed details. With the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approval	4,251,023,186	votes, equivalent to 99.19%
Disapproval	0	votes, equivalent to 0.00%
Abstention	34,900,000	votes, equivalent to 0.81%

**Agenda 7 To consider and approve the appointment of auditors and fix their remuneration for the year 2017**

The Chairman explained to the meeting. In this agenda, it will be considered in accordance with the law stipulating that the Annual General Meeting of Shareholders appoint the auditor and determine the remuneration of the auditor. The auditing and auditing fees over the past 3 years are as follows.

**Summary of the Company's auditor and auditor's remuneration for the last 3 years**

Year	Auditor	Remuneration
2014	Baker Tilly Audit and Advisory Services (Thailand) Ltd.	2.185 MB (for the Company 1.895 MB and Subsidiaries 0.29 MB)
2015	Baker Tilly Audit and Advisory Services (Thailand) Ltd.	5.08 MB (for the Company 2.55 MB and Subsidiaries 2.53 MB)
2016	SP Audit Co., Ltd.	4.75 MB (for the Company 2.60 MB and Subsidiaries 2.15 MB)

The Audit Committee has considered the performance. Freedom and the appropriateness of compensation. Therefore, the Board of Directors agreed that the meeting should appoint the auditor from SP Audit Limited to be the auditor of the company for the year 2017. Here is the list.

- |                  |              |              |        |
|------------------|--------------|--------------|--------|
| 1. Miss Susan    | Eiamwanitcha | CPA No.4306  | and/or |
| 2. Mr. Suchart   | Panitcharoen | CPA No.4475  | and/or |
| 3. Miss Yupin    | Choomjai     | CPA No.8622  | and/or |
| 4. Miss Chuenta  | Chommern     | CPA No.7570  | and/or |
| 5. Miss Wandee   | Eiamwanitcha | CPA No.8210  | and/or |
| 6. Mr. Kiattisak | Wanithanon   | CPA No.9922. |        |

Any one of the auditors shall have the power to audit and express an opinion on the financial statements of the Company if such auditor is unable to perform his duties. To another authorized replacement office.

The audit fee for the year 2017 is not more than Baht 4,750,000, which is the Company's auditing fee of Baht 2,600,000 and the auditing fee of the subsidiary company is Baht 2,150,000 which is equal to the year 2016.

The above audit fee does not include the audit fee of the Company. Imperial Land Co., Ltd., a subsidiary acquired by the Company on October 31, 2016, and the audit fee of not exceeding Baht

700,000, by Imperial Land Co., Ltd., whose period ended April 30 of each year. This does not match the company's accounting cycle.

The Chairman gave shareholders the opportunity to ask questions and express their opinions. The shareholders asked the questions as follows.

Mr. Bodin Kritiyarungsan - Shareholder

- There are lawsuits and not recorded as doubtful. The auditor shall specify in the statement of financial position. "Conditional statements" if the company's statements. Looks like a "conditional statement" forever. How do auditors think?

Miss. Yupin Chumjai, the auditor, explained as follows:

- For commenting on the conditional financial statements for the year 2016, compared with 2015, we see that there is a reduction in the previous year. In the year 2016, the auditor commented "Is not a valid financial statement, but in 2016. I have considered that the damage is not serious, not spread the entire financial statements. There is only uncertainty about the estimated allowance for doubtful accounts due to deposits. However, the condition of the unconditional financial statements was not disclosed. When will it change? It depends on the clear situation that the company will receive the deposit back to how much current cannot answer.

Mr. Bodin Kritiyarungsan - Shareholder Ask more.

- In such cases, the law is defined or not. How long will it take to record allowance for doubtful accounts?

Ms. Yupin Chumchai, the auditor, explained as follows:

- The law does not have time limits. Allowance It depends on the chance to get back. This will depend on the circumstances of the case. Civil lawsuit and asset recovery

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- If the parties have already sold the property, can the company request to protect the property to the court?

Mr. Ratchai Pichayapoom explained as follows:

- The company has proposed to the court. I have 3 times to protect it, but the court does not approve. And ask Mr. Sethawat. More details

Mr. Setthawat Tangvatcharapong explained as follows.

- In case of protection of property at the discretion of the court. The company has tried it fully. But the court did not approve the property protection. Because the court has the opinion that it affects many consumers who purchase contracted projects.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- Why the company? Do not ask for protection in the amount of money the consumer pre-purchase projects. If the money is gone then the company won the case does not benefit.



Mr. Setthawat Tangvatcharapong explained as follows.

- The company has been protected and agreed that. If the property is transferred, the parties must notify the court. They go back to check with the law again. Is there any further transfer of property to the court?

Mr. Bodin Kritiyarungsan - Shareholder Ask more.

- the auditor Will the company's financial statements in 2017 be as severe as 2016?

Ms. Yupin Chumchai, the auditor, explained as follows:

- The auditor cannot answer. Depending on the evidence or the verdict. Include factors such as the company's operating guidelines.

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. The approval of the appointment of auditors and the appointment of auditors for the year 2017 shall be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution** : Approved the appointment of auditors and set the audit fee for the year 2017 with the majority votes. Of the shareholders attending the meeting and casting their votes.

Approval	4,255,923,186	votes,	equivalent to 99.30%
Disapproval	0	votes,	equivalent to 0.00%
Abstention	30,000,000	votes,	equivalent to 0.70%

The chairman said that. For Agenda 8-12, the agenda is related to capital reduction and increase of registered capital. Including the allotment of new ordinary shares. The details of Agenda 8-12 are disclosed to all shareholders. For shareholders to understand the details and ask questions from the Board. However, in the resolution will be resolved at the end of each agenda.

The Company will increase its registered capital. And by law, the increase of the registered capital of a public limited company. This is done when all the shares of the Company have been issued and the shares have been paid in full. Or if the stock is not fully sold. The remaining shares must be issued to accommodate convertible debentures or warrants. Therefore, the Board of Directors deems it appropriate to propose to the shareholders meeting to consider the reduction of the registered capital of the Company. From the original capital 12,492,179,374 Baht to the registered capital of 10,541,245,611 baht. By way of writing off the registered ordinary shares to reserve for the exercise of warrants to purchase ordinary shares of the Company No. 4 (EMC-W4) amounting to 1,950,933,763 shares with a par value of Baht 1 Amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital of the Company.

After the Company has reduced its registered capital and amended the Memorandum of Association of the Company No. 4, the Board of Directors deemed it appropriate to propose the shareholders to consider increasing the registered capital of the Company. The Company will issue new ordinary shares in the amount of 10,541,245,611 baht to 13,571,245,611 baht by increase 3,030,000,000 shares with a par value of Baht 1 per share and amendment of Clause 4 of the Memorandum of Association to comply with the increase of the Company's registered capital. Also consider the allocation of newly issued ordinary shares. 3,030,000,000 shares with a par value of Baht 1 each

1. The allocation of newly issued ordinary shares not exceeding 2,530,000,000 shares with a par value of Baht 1 per share to existing shareholders in proportion to the number of shares held by each shareholder by the allocation of ordinary shares under the general mandate and assigned the Board of Directors to have power to determine the purpose of the allotment and offer of new ordinary shares at one or several occasions. Details and other conditions related to the allotment and offering of new shares All necessary and appropriate actions related to the allocation and offering. Newly issued ordinary shares

2. The allocation of newly issued ordinary shares not exceeding 500,000,000 shares to accommodate the adjustment of the right to purchase ordinary shares of the Company No. 5 in accordance with the conditions of the adjustment of the rights of the warrants that may occur later. Since the Company has allotted newly issued shares pursuant to Clause 1

In the allocation and offering of new ordinary shares. Authorize the Board of Directors And / or the Executive Committee. And / or the Chairman of the Executive Committee. And / or Managing Director The person authorized by such person shall have the power to perform any necessary actions related to the allotment and offering of such newly issued ordinary shares in all respects. The other details appeared in the invitation letter to the shareholders for consideration. The Chairman gave shareholders the opportunity to ask questions and express their opinions. The shareholders asked the questions as follows.

Mr. Bodin Kritiyarungsan - *Shareholder: Yourself:*

1. Because of the number of ordinary shares must be increased. 2,530,000,000 shares when the capital increase will invest in any project.

2. Is there a price to be adjusted?

3. When will the company pay for the capital increase?

Mr. Ratchai Pichayapoom explained as follows:

1. The capital increase of this company to provide funds for future projects. As well as for working capital for construction projects.

2. Warrant pricing depends on market conditions at the time of offering. If the price is not less than 90% of the market price, it may not be adjusted.

3. The Company can determine the payment of capital increase from the date of approval of the shareholders to the next AGM. If the company does not need the funds in this section, I will not call for funding.

Miss Jitaya Sukpiromkasem - Shareholder

- For the price of the Company's ordinary shares, I have seen that the original share price should be used to build a firm foundation. We want the company find out how and why analysts turn their attention to common stock.

Mr. Ratchai Pichayapoom explained as follows:

- The Chairman thanked and welcomed the shareholders' suggestions.

When there was no further question, the Chairman asked the meeting to cast the votes.

The secretary of the meeting informed the meeting. For the resolution of Agenda 8-12, the shareholders' meeting resolved as follows:

**Agenda 8 To consider approving the reduction of the registered capital of the Company from Baht 12,492,179,374 to Baht 10,541,245,611**

The secretary of the meeting informed the meeting. The approval of the reduction of the registered capital of the Company from Baht 12,492,179,374 to the registered capital. By cutting down the registered ordinary shares to reserve for the exercise of warrants to purchase ordinary shares of the Company No. 4 (EMC-W4) in the amount of 1,950,933,763 shares at par value of Baht 1 per share. This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

**Resolution** : Has approved the reduction of the registered capital of the Company. From the original capital 12,492,179,374 Baht to the registered capital Baht 10,541,245,611. By way of deduction of registered ordinary shares reserved for the exercise of warrants to purchase ordinary shares of the Company No. 4 (EMC-W4) of 1,950,933,763 shares at par value of Baht 1. The votes are not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approval	4,256,681,186	votes,	equivalent to 99.30%
Disapproval	0	votes,	equivalent to 0.00%
Abstention	30,000,000	votes,	equivalent to 0.70%

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

The secretary of the meeting informed the meeting. Approval of the amendment of the Memorandum of Association of the Company 4. Be as follows.

"Clause 4. Registered Capital	10,541,245,611	Baht	(Ten thousand five hundred forty-one million and two hundred forty-five thousand and six hundred eleven Baht)
Divided into	10,541,245,611	shares	(Ten thousand five hundred forty-one million and two hundred forty-five thousand and six hundred eleven Shares)
Par value per share	1.00	Baht	(One Baht)
<i>Categorized as follows;</i>			
Ordinary shares	10,541,245,611	Shares	(Ten thousand five hundred forty-one million and two hundred forty-five thousand and six hundred eleven shares)
Preference shares	-	Share	(-share)"

This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

**Resolution** : The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the registered capital of the Company as proposed. The votes are not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approval	4,257,281,186	votes, equivalent to 99.39%
Disapproval	0	votes, equivalent to 0.60%
Abstention	30,000,000	votes, equivalent to 0.70%

**Agenda 10 To consider and approve the increase of the registered capital of the Company from Baht 10,541,245,611 to Baht 13,571,245,611**

The secretary of the meeting informed the meeting. Approval of the increase of the Company's registered share capital from Baht 10,541,245,611 to Baht 13,571,245,611 by issuing 3,030,000,000 new ordinary shares with a par value of Baht 1 each. With the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

**Resolution** : Has approved the increase of the registered capital of the Company. From the original capital The Company will issue new ordinary shares in the amount of Baht 10,541,245,611 to 13,571,245,611 by increase of 3,030,000,000 shares with a par value of Baht 1 per share, with the

votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approval	4,252,381,086	votes,	equivalent to 99.19%
Disapproval	4,900,100	votes,	equivalent to 0.11%
Abstention	30,000,000	votes,	equivalent to 0.70%

**Agenda 11 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital.**

The secretary of the meeting informed the meeting. Approval of the amendment of Clause 4 of the Memorandum of Association of the Company as follows:

"Clause 4. Registered Capital	13,571,245,611	Baht	(Thirteen thousand five hundred seventy-one million and two hundred forty-five thousand and six hundred eleven Baht)
Divided into	13,571,245,611	shares	(Thirteen thousand five hundred seventy-one million and two hundred forty-five thousand and six hundred eleven Shares)
Par value per share	1.00	Baht	(One Baht)
<i>Categorized as follows;</i>			
Ordinary shares	13,571,245,611	Shares	(Thirteen thousand five hundred seventy-one million and two hundred forty-five thousand and six hundred eleven shares)
Preference shares	-	Share	(-share)"

This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

**Resolution** : Approved the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company as proposed. The votes are not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approval	4,252,381,186	votes,	equivalent to 99.19%
Disapproval	4,900,000	votes,	equivalent to 0.11%
Abstention	30,000,000	votes,	equivalent to 0.70%

**Agenda 12 To consider and approve the allotment of new ordinary shares 3,030,000,000 shares**

The secretary of the meeting informed the meeting. Approval of the allotment of newly issued ordinary shares not exceeding 2,530,000,000 shares with a par value of Baht 1 per share to be offered to the existing shareholders in proportion to the number of shares held by each shareholder. The allotment of new ordinary shares not exceeding 500,000,000 shares to reserve for the adjustment of

the exercise right of the warrants to purchase the Company's ordinary shares no. The conditions for the adjustment of the rights of warrants that may arise after the Company has allocated ordinary shares to general shareholders. Existing shareholders of the Company on this agenda must be approved by a majority vote of the shareholders present and voting.

**Resolution** : Approved the allotment of new ordinary shares 3,030,000,000 Shares as proposed. The majority of the votes casted by the shareholders attending the meeting and having the right to vote were as follows:

Approval	4,252,381,186	votes, equivalent to 99.19%
Disapproval	4,900,000	votes, equivalent to 0.11%
Abstention	30,000,000	votes, equivalent to 0.70%

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

The chairman said that the agendas as stated in the notice of the meeting have been completely completed, but I do not know if any shareholder would like to make further inquiries.

Mr. Bodin Kritiyarungsan - Shareholder

1. According to the Annual Report page 41, Landmark Mahachai in the plaza area has a value of 406 million baht is the annual revenue for sold out?

2. If the amount of 406 million baht is not income per year. What is the annual revenue? If there is a 100%.

Mr. Setthawat Tangvatcharapong explained as follows.

1. The top 406 million baht comes from the rental estimate. The Plaza is open. The average rent is per month. It is estimated that the total revenue of 30 years is expected to return to its present value.

2. Monthly income is about 3.5-3.8 million baht, multiplied by 12 months.

Mr. Bodin Kritiyarungsan - Shareholder

- I want to know the progress of the 4-7 floor of the Station One project.

Mr. Setthawat Tangvatcharapong explained as follows.

- Initially, Singapore has signed the LOI contract with the company in the first three years to lease space. The rental rate is 1.2 million baht per month, and at the same time, the down payment is paid monthly. If everything goes according to agreed conditions, the company will receive the rental and the down payment within 3 years.

Miss Jitaya Sukpiromkasem - Shareholder Ask more.

- Will the company recognize this rental income?

Mr. Setthawat Tangvatcharapong explained as follows.

- In 3 years, Singapore has used our area. So they have to pay the rent. At the same time, a contract was made to reserve space with the company. By gradually down payment until 3 years.

Mr. Bodin Kritiyarungsan - Shareholder Ask more.

-Is it possible Singapore will wait for the results of the project before making a purchase.

Mr. Setthawat Tangvatcharapong explained as follows.

- The company has been cautious in this matter, so within 3 years, the company will have rent and down payment under the contract to Singapore to pay about 40% of the value of floor 4-7 and then Singapore will transfer the remaining 60%.

Mr. Bodin Kritiyarungsan - Shareholder Ask more.

- What is the plan for the year 2017 to support the income in 2018?

Mr. Setthawat Tangvatcharapong explained as follows.

- With the acquisition, there will be a backlog of 2016 that will start to recognize revenue from 2016 until 2018. Meanwhile, in 2016, the company launched the Urbitia project. It is very successful. Revenue will be recognized early next year, the company will accelerate revenue recognition. In order to invest in other projects. The project will focus on the company's aptitude.

Mr. Bodin Kritsiri Rangsana - Shareholder Yourself Ask more.

- For other projects like Palmio, are there any remaining areas? And when the first phase is sold out. The company will invest in Phase 2 or wait to see the response of the first phase.

Mr. Setthawat Tangvatcharapong explained as follows.

- The company has to wait for the feedback of the first phase. If the answer is good. I will continue to phase 2.

Mr. Bodin Kritiyarungsan - Shareholder Ask more.

- Considering the number of construction contracts in 2016, it is expected to decrease from 2015. Will the company ensure that in 2017, the construction contract will not be lower than 2016?

Mr. Krisana Sailaeng explained as follows.

- In the year 2017, the company has two backlogs: the elderly hospital project and the new factory. The backlog of the two projects will be recognized until 2018. In addition, the company also has the real estate of the company. It is also a backlog as well as an auction for other projects as well. The target set for construction in 2017 is not less than the original.

When there was no other person inquiring or proposing any other matters to the meeting, the Chairman, as the representative of the Board, thanked the shareholders attending the meeting today. The company has always supported the company and closed the meeting.

The Meeting adjourned at 16.05 p.m..

Signed\_\_\_\_\_Chairman of the Meeting  
( Mr.Ratchai Pichayapoom)

Signed\_\_\_\_\_Director  
(Mr.Boontan Sumatvanit)



**(1) Profile of the Director retired by rotation and proposed for reappointment**

Name – Surname : Mr. Chanachai Leenabanchong  
 Age : 60 years  
 Proposed Position : **Director**  
 Possession of the Company's shares : 2.197  
 Family Relationship among Executives : Brother of Mr. Voravit Leenabanchong  
 Highest Education : Bachelor of Engineering, Chulalongkorn University



Completed programs by Thai Institute of Directors (IOD) : 1. Advanced Diploma in Public Economy Management for Executives, Academic Year 2009 -2010, College of Politics and Government King Prajadhipok's Institute  
 2. Diploma, National Defence College, The Joint State - Private Sector Course Class 23, Academic Year 2010 – 2011, Thailand National Defence College  
 3. Executive Course, Capital Market Academy (CMA) Class 15, Academic Year 2012

**Working Experiences over the last 5 years****Type of Business**

<b>2007 – Present</b>	<b>: Chairman of the Board, Chairman of the Executive Committee, Chief Executive Officer, Authorized Director EMC Public Company Limited</b>	<b>Real estate and construction</b>
<b>2016 – Present</b>	<b>: Chairman of the Board Imperial Land Limited</b>	<b>Real estate</b>
<b>2014 – Present</b>	<b>: Chairman of the Board Sajja Bangsean Condominium Co., Ltd.</b>	<b>Real estate</b>
<b>2014 – Present</b>	<b>: Chairman of the Board Rich Man Property Co., Ltd.</b>	<b>Real estate</b>
<b>2014 – Present</b>	<b>: Chairman of the Board North Property Co., Ltd.</b>	<b>Real estate</b>

Other experience/ training : None

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

**Meeting attendance in 2017**

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 6/6

**(2) Profile of the Director retired by rotation and proposed for reappointment**

Name – Surname : Miss Praomart Hantra  
Age : 65 years  
Proposed Position : Director  
Possession of the Company's shares : None  
Family Relationship among Executives : None  
Highest Education : Master of Science, Chulalongkorn University  
Bachelor of Law, Sukhothai Thammathirat Open University  
Bachelor of Business Administration, Ramkhamhaeng University  
Other experience/ training : None



Completed programs by Thai Institute of Directors (IOD) : DCP 115/2009

**Working Experiences over the last 5 years**

**Type of Business**

**2016 – Present : Chairman of Audit Committee, Independent Director**  
**Member of the Nomination and Remuneration Committee**  
**EMC Public Company Limited Real estate and construction**  
**2015 – Present : Member of Audit and Evaluation Department,**  
**Ministry of Transport**  
**2015 – Present : Director of Student Loan Fund, Subcommittee on Information Technology,**  
**Ministry of Finance**

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

**Meeting attendance in 2017**

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/6
- Audit Committee Meeting 12/12
- Nominating Committee Meeting 1/1

### (3) Profile of the Director retired by rotation and proposed for reappointment

Name – Surname : Mr. Paiboon Thongra-ar  
Age : 58 years  
Proposed Position : Director  
Possession of the Company's shares : None  
Family Relationship among Executives : None  
Highest Education : Bachelor of Engineering, Kasetsart University  
Other experience/ training : None  
Completed programs by Thai Institute of Directors (IOD) : DCP 66/2007



#### Working Experiences over the last 5 years

#### Type of Business

**2018 – Present : Director, Executive Director, Authorized Director**

**EMC Public Company Limited**

**Real estate and construction**

**2017 – Present : Board of Directors**

**Senken-EMC Company Limited**

**Construction and system engineering.**

Illegal record during the past 10 years : None

Position in other organization that might cause any conflict of interest with the Company : None

Being a stakeholder in other organizations that might cause any conflict of interests : None

#### Meeting attendance in 2017

- Annual General Meeting of Shareholders 0/1
- Board of Directors Meeting 0/8

(The position from February 28, 2018; therefore, he did not participate in some meetings)

**(4) Profile of the Director retired by rotation and proposed for reappointment**

Name – Surname : **Mr. Krisana Sangarsang**  
 Age : 53 years  
 Proposed Position : Director  
 Possession of the Company's shares : 0.00000194  
 Family Relationship among Executives : None  
 Highest Education : Master of Business Administration,  
 Kasetsart University  
 Bachelor of Engineering Program in Mechanical Engineering,  
 King Mongkut's University of Technology Thonburi  
 Other experience/ training : None  
 Completed programs by Thai Institute of Directors (IOD) : DAP 226/2016



**Working Experiences over the last 5 years**

**Type of Business**

<b>2016 – Present</b>	<b>:</b>	<b>Director, Executive Director, Authorized Director</b>	
		<b>EMC Public Company Limited</b>	<b>Real estate and construction</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>Sajja Bangsean Condominium Co., Ltd.</b>	<b>Real estate</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>Imperial Land Limited</b>	<b>Real estate</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>North Property Co., Ltd.</b>	<b>Real estate</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>Siam Bangkok Development Co.,Ltd</b>	<b>Real estate</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>Imperial Land Limited</b>	<b>Real estate</b>
<b>2016 – Present</b>	<b>:</b>	<b>Directors</b>	
		<b>Senken–EMC Company Limited</b>	<b>Construction and system engineering.</b>
<b>Illegal record during the past 10 years</b>	<b>:</b>	<b>None</b>	
<b>Position in other organization that might cause any conflict of interest with the Company</b>	<b>:</b>	<b>None</b>	
<b>Being a stakeholder in other organizations that might cause any conflict of interests</b>	<b>:</b>	<b>None</b>	

**Meeting attendance in 2017**

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/6

### Profile of the Independent Directors

**1. Miss Praomart Hantra**                      Age : 65 years

Independent Director, Chairman of the Audit Committee, Nomination & Remuneration Committee

Address : EMC Public Co., Ltd.  
: 140/66-67 ITF Tower, 28<sup>th</sup> Floor, Silom Road, Suriyawong,  
Bangrak, Bangkok 10500

No. of share : none

Conflict of interest : Interested person on agenda no. 5, as one of the retiring  
Directors being proposed for reappointment

Meeting attendance in 2017 :

- Audit Committee	12/12
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



**2. Miss Thaweesri Wikayathipat**                      Age : 67 years

Independent Director, Chairman of the Nomination & Remuneration Committee, Audit Committee

Address : EMC Public Co., Ltd.  
: 140/66-67 ITF Tower, 28<sup>th</sup> Floor, Silom Road, Suriyawong,  
Bangrak, Bangkok 10500

No. of share : none

Conflict of interest : none

From the position by the term

Meeting attendance in 2017 :

- Audit Committee	12/12
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



**3. Dr. Yaowarin Srichainan** Age : 67 years

Independent Director, Nomination & Remuneration Committee, Audit Committee

Address : EMC Public Co., Ltd.  
: 140/66-67 ITF Tower, 28<sup>th</sup> Floor, Silom Road, Suriyawong,  
Bangrak, Bangkok 10500

No. of share : none

Conflict of interest : none

Meeting attendance in 2017 :

- Audit Committee	12/12
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



**4. Mr. Pannatee Sriwongthai** Age : 54 years

Independent Director, Audit Committee

Address : EMC Public Co., Ltd.  
: 140/66-67 ITF Tower, 28<sup>th</sup> Floor, Silom Road, Suriyawong,  
Bangrak, Bangkok 10500

No. of share : none

Conflict of interest : Interested person on agenda no. 5, as one of the retiring  
Directors being proposed for reappointment

Meeting attendance in 2016 :

- Audit Committee	12/12
- Board of Directors	6/6
- Annual General Meeting of Shareholders	1/1



(F 53-4)

**Capital Increase Report Form****EMC Public Company Limited****14 March 2018**

EMC Public Company Limited ("EMC") would like to report the resolutions of the Board of Directors' Meeting No. 3/2018 held on March 14, 2018 from 10.00 pm to 12.00 p.m. regarding to the capital increase and allotment of new shares as follows:

1. Capital Decrease / Capital Increase The Board of Directors Meeting resolved to propose to the Annual General Meeting of Shareholders 2018 to consider and approve a resolution on the capital decrease / capital increase as details below.

- Decrease of registered capital from existing share capital 13,571,245,611 baht to the registered capital. Baht 8,433,754,763 divided into 8,433,754,763 ordinary shares with a par value of Baht 1 per share. The unregistered ordinary shares were canceled. 5,137,490,848 Shares at the par value of Baht 1 per share, which is the ordinary shares issued to support the exercise of warrants No.5 (EMC-W5) with maturity date on October 30, 2017, and the ordinary shares reserved for capital increase as a general mandate, in order to comply with the provisions of the Public Limited Companies Act. The Company is required to reduce the registered capital by canceling the unregistered ordinary shares. Before the company can increase its capital. The proposal should be submitted to the shareholders' meeting for approval.

- The increase of registered capital of the Company by Baht 6,746,877,381 from the former registered capital of Baht 8,433,754,763 to a new registered capital of Baht 15,180,632,144 by issued new ordinary shares amounting 6,746,877,381 shares with a par value of Baht 1.00 per share.

Capital Increase	Type of share	Number of shares	Valued	Total
1. Issuance of warrants to existing Shareholder no.6 (EMC-W6)	Common	4,216,877,381	1	-
2. General Mandate	Common	2,530,000,000	1	-

**2. Allotment of new shares****2.1 The purpose form**

Allotment to	Number of shares	Selling price (Baht/Share)	Percentage of paid-up capital	Remark
1. Issuance of warrants to existing shareholder no.6 (EMC-W6), as per the Detail as set out in Disclosure 1.	4,216,877,381	-	50.00	-

## 2.2 General Mandate

Allotment to	Type of shares	Number of share	Percentage of paid- up capital*	หมายเหตุ
Right Offering	Common share	2,530,000,000	30.00	-
	Preferred	-	-	-
Public Offering	Common share	-	-	-
	Preferred	-	-	-
Private Placement	Common share	-	-	-
	Preferred	-	-	-

### Remark:

1. The Board of Directors' Meeting No.3/2018 on March 14, 2018 passed the resolutions as follows:

Resolved to propose the resolution to the Annual General Meeting of Shareholders to consider and approve the issuance and allotment of warrants for purchase of ordinary shares no. 6 (EMC-W6) amounting not exceeding 4,216,877,381 units to the existing shareholders at the ratio of 2:1 in proportion to their shareholding.

The Board of directors or any person delegated by the Board of directors shall have an authority to consider and specify the detail which is necessary regarding the issuance and offering of warrants for purchase of ordinary shares (EMC-W6) including but not limited to (1) consider, determine, amend and add the details and other conditions which are necessary related to the issuance and offering of warrants for purchase of ordinary shares (EMC-W6) as prescribed by law or as the part deemed not necessary e.g. date, time, procedure of issuance and offering of capital increase ordinary shares and procedure of right regarding warrants (2) negotiation, entering into agreement and execution of agreements and relevant documents and performing any actions regarding allotment of warrants for purchase of ordinary shares (EMC-W6) (3) execution of applications for approval and necessary and relevant evidence regarding such an allotment of warrants for purchase of ordinary shares, including the contacting and submission of applications for such approval, documents and evidence to relevant authorities or agencies, the listing of such capital increase ordinary shares on the Stock Exchange of Thailand and to perform any necessary actions for the allotment of warrants for purchase of ordinary shares. Details of such

### **3. Schedule for shareholders meeting to approve the capital increase / share allotment**

The Annual General Meeting of Shareholders for the Year 2018 will be held on April 27, 2018 at 2.00 pm. at Tawana Hotel, Surawongse Viwattana, 10th Floor, 80 Surawong Road, Bangrak, Bangkok 10500.



The list of shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2018 will be held on March 28, 2018 (Record Date) and the shareholders list under Section 225 of the Securities and Exchange Act BE 2535 shall be compiled by Closure of the register on March 29, 2018.

**4. Application for capital increase / share allotment To relevant government agencies and conditions (if applicable).**

4.1 The Company shall register the capital decrease and increase, the amendment to the Memorandum of Association of the Company and the amendment to the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company shall request approval from the Stock Exchange of Thailand for the issuance and allotment of warrants for purchase of ordinary shares to the existing shareholders and newly issued ordinary shares resulting from the exercised warrants to be listed on the Stock Exchange of Thailand.

4.3 The Company shall seek approval for the listing of such capital increase ordinary shares through general mandate from the Stock Exchange of Thailand to be listed to the Stock Exchange of Thailand.

**5. The purpose of capital increase And the use of funds in addition.**

The Company shall seek for funds resource according to the continuous expansion of Company's business including investment plan in the future. Therefore, the Company shall issue the capital increases ordinary shares to increase liquidity and working capital to the Company as well as to support a strengthen of the company's capital base in order to readiness for future investments. The future projects shall acquire more revenue and it is expected which shall affected in better profitability and shall benefit the Company and its shareholders.

**6. Benefits that the Company will receive from the capital increase / share allotment**

The recapitalization will provide the company with liquidity and working capital increase in order to expand the business potential as well as help the company financially stronger. This will result in benefit to the Company and its shareholders in the long term.

**7. Benefits that shareholders will receive from the capital increase / share allotment**

The proceeds from this capital increase deployed to support the expansion of the company's new projects and used as working capital within the business. This will result in the company being profitable and there is a good future trend.

**8. Any other details necessary for the shareholders to make a decision on the approval. Capital increase / share allotment**

- NONE -

**9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:**

<u>Date</u>	<u>Activity</u>
March 14,2018	Board of Directors' Meeting Resolution on Capital Increase and Allocation of Capital Increase
March 28,2018	Record date for the right to attend the Annual General Meeting of Shareholders for the year 2018
April 27,2018	Annual General Meeting of Shareholders for the year 2018
April 27,2018	Date of the resolution of shareholders meeting to SET
Within 14 days after the Shareholders' approval	Registered the capital increase with the Ministry of Commerce.

The company hereby certifies that the information contained in this report is true and complete in all respects.

Sign..... Authorized Director Sign..... Authorized Director

(MR. Ratchai Pichayapoom)

(MR. Krisana Sangarsang)

Director

Director

**Features of Warrants Representing Right to Purchase Newly Issued Ordinary Shares of  
EMC Public Company Limited, No.6 (“EMC-W6”)**

**1. Summary of Warrants to be issued and offered to the existing shareholders who have subscribed for newly issued ordinary shares of the Company**

Items	Descriptions
Type of securities	Warrants to purchase newly issued ordinary shares of EMC Public Company Limited No.6 (“Warrants” or “EMC-W6”)
Type of Warrants	Specified holders and transferable
Objectives of issuance of Warrant	Company will be able to utilize the money received from the offering of newly issued shares when warrants are exercised. So that the company will be ready and have liquidity in financial position for future projects and operations
Number of Warrants	4,216,877,381 units
Number of shares reserved for the exercises of Warrants	Board of Directors The Board of Directors has resolved to issue and allocate the EMC-W6 warrants with the total number of 4,216,877,381 shares reserved for the exercise of warrants, with a par value of Baht 1 per share or 50.00% of total paid-up shares. Of the total number of shares sold 8,433,754,763 shares As at the meeting date, the Board of Directors passed a resolution to issue The number of shares reserved for the exercise of warrants will not exceed 50% of the total issued shares of the Company. This is in line with the rules and regulations of the relevant sec.
Offering price	0.00 Baht (zero Baht) per unit.
Date of issuance	The date that shall be determined by the Board of Director or the Executive Committee or the persons authorized by the Company's Board of Directors the Executive Committee.
Allocation method	Allocated to the existing shareholders at the ratio of 2 existing ordinary shares to 1 unit of warrant. In case of scrap, dispose of The Board of Directors Executive Committee, Chief Executive Officer or persons authorized by the Board of Directors or the Executive Committee determine the closing date of the share register book for the right to receive allotment of EMC-W6 after the approval of the shareholders' meeting for the offering of EMC-W6 to the existing shareholders.
Exercise ratio	1 unit of Warrant for 1 newly issued ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Exercise price	Baht 0.15 per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment.

Items	Descriptions
Offering date	Within 1 year from the date on which the shareholders' meeting approves the issuance and offering of EMC-W6
Term of Warrants	Not exceeding 5 years from the issuing and offering date of the Warrants
Exercise period	Every 15 <sup>th</sup> of April and 15 <sup>th</sup> October. The last exercise date shall be at the maturity date of the Warrants. In the case that the exercise date falls on a date on which the Company is closed for business, it is to be rescheduled to the last business day prior to each exercise date.
Period for the notification of the intention to exercise the Warrants	The Warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall deliver the notifications of intention to exercise the Warrants during 9.00 a.m. until 3.30 p.m. within 7 business days prior to each exercise date, unless the last exercise date, the Warrant holders shall be able to deliver their notifications of intention to exercise the Warrants within 15 business days prior to the last exercise date.
Secondary market of the Warrants	The Company will register the Warrants as a listed security with the Stock Exchange of Thailand.
Secondary market of the ordinary shares issued upon the exercises of the Warrants	The Company will register the ordinary shares issued upon the exercises of Warrants as a listed security with the Stock Exchange of Thailand.
Rights adjustment of the Warrants	<p>The Company will adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events which may require the reissuance of the newly issued ordinary shares to accommodate the rights adjustment for the purpose of preserving the interests of the Warrant holders not to be less favorable than those currently available to them.</p> <ol style="list-style-type: none"> <li>1. In case of any change in the par value of the Company's share resulting from the combination or split of shares</li> <li>2. In the event that the Company offers the newly issued ordinary shares at a net price per share which is lower than the Company's market price per share as stipulated in the Warrants terms and conditions.</li> <li>3. In case that the Company offers any new security that entitle its security holders to exercise their rights for conversion/purchase of the ordinary shares at the offering price and/or the convertible price lower than the market price as stipulated in the Warrants terms and conditions.</li> <li>4. In the event that the Company distributes dividends in the form of new ordinary shares whether in whole or in part to its shareholders.</li> <li>5. In the event that the Company distributes dividends in cash in excess of the ratio as specified in the Warrants terms and conditions.</li> <li>6. In any event other than those stated on items 1-5 that impairs rights and</li> </ol>

Items	Descriptions
	benefits of the Warrant holders to be less favorable than those currently available to them.
Expected Benefits the Shareholders would gain from the Capital increase	<p>The newly issued shares pursuant to the exercise of warrant shall have the same rights and status as all other ordinary shares of EMC previously issued in all aspects.</p> <p>In compliance with objectives of issuance of Warrant, warrant holder's will be entitled to receive any related benefits arising from money, received from the exercise of warrant, which will be utilized in the Company's future projects starting when the aforesaid persons have been registered as the shareholders of the company.</p>
Other Terms & Conditions	<p>The Board of Directors or the Executive Committee or Chief Executive Officer or person(s) entrusted by the Board of Directors or the Executive Committee shall be authorized the delegation of powers, namely the authority to determine or change terms, conditions and other details regarding to this Warrants, the authority to determine the reasons of the issuance of newly issued ordinary shares to accommodate the adjustment of the exercise price and/or the exercise ratio of the Warrants, the authority to perform any necessary and appropriate action related to the issuance and offer of the Warrants, the authority to submit an application for listing the Warrants as the listed securities on the SET, as well as any execution to obtain permissions from any other relevant agency.</p>
Warrant registrar	Thailand Securities Depository Company Limited ("TSD")

## 2. Dilution effect to the existing shareholders which results from the issuance and offering of warrants

- Such dilution effect shall divided into 2 cases as follows:

2.1 Price Dilution in case that the existing shareholders exercise all 4,216,877,381 units of the Warrants (EMC-W6), it will cause a Price Dilution to the market price of the Company shares to be declined by (4.81)% based on the market price assumption at Baht 0.1309 per share calculating from the weighted average price during 15 business days prior to the meeting date of the Board of Directors (February 20,2018 – March 13,2018) anyway, there is no effect to the profit shares or voting rights of the existing shareholders (Control Dilution). Details of the calculation are as follows:

### - Price Dilution

$$\begin{aligned}
 \text{Price dilution} &= \frac{\text{Market price} - \text{Market price after offer}^*}{\text{Market price}} \\
 * \text{ Market price after offer} &= \frac{(\text{Market price} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Shares reserved for EMC-W6})}{(\text{Number of paid-up shares} + \text{Shares reserved for EMC-W5})} \\
 \text{Market price after offer} &= \frac{(0.1309 \times 8,433,754,763) + (0.15 \times 4,216,877,381)}{(8,433,754,763 + 4,216,877,281)} \\
 &= 0.1372 \text{ Baht} \\
 \text{Price dilution} &= \frac{0.1309 - 0.1372}{0.1309} = (4.81)\%
 \end{aligned}$$

Non effect price.

2.2 Control Dilution, details of each calculation are as follows:

- Case No.1 Equal to zero because the existing shareholders exercise their rights under the warrants EMC-W6 amounting 4,216,877,381 units and there are no other persons who are not an existing shareholder exercise their rights under the warrants EMC-W6.

- Case No.2 The existing shareholders are not exercise their rights under the warrants EMC-W6, but there are other persons who are not an existing shareholder exercised their rights under the warrants EMC-W6 amounting 4,216,877,381 units. It will be affected to the decreasing of profit-sharing or control dilution by 33.33 percent as per the following calculation detail.

$$\begin{aligned}\text{Control Dilution} &= \frac{\text{Reserved share EMC-W6}}{(\text{Paid-up shares} + \text{Reserved share EMC-W6})} \\ &= \frac{4,216,877,381}{(8,433,754,763 + 4,216,877,381)} \\ &= 33.33\%\end{aligned}$$

- Case No. 3 The existing shareholders fully exercise their rights under the warrants EMC-W6 in amounting 4,216,877,381 units and there are no other persons who are not the existing shareholders exercise their rights under the warrants EMC-W6, including the issuance of new shares through general mandate to existing shareholders by way of right offering and private placement. It will be affected to the decreasing of profit-sharing or control dilution by 16.67 percent as per the following calculation detail.

$$\begin{aligned}\text{Control Dilution} &= \frac{\text{Reserved share through General Mandate}}{(\text{Paid-up shares} + \text{Reserved share EMC-W6} + \text{Reserved share through General Mandate})} \\ &= \frac{2,530,000,000}{(8,433,754,763 + 4,216,877,381 + 2,530,000,000)} \\ &= 16.67\%\end{aligned}$$

- Case No. 4 The existing shareholders are not exercise their rights under the warrants EMC-W6, but there are other persons who are not an existing shareholder fully exercise their rights under the warrants EMC-W6 amounting 4,216,877,381 units, including the issuance of new shares through general mandate to existing shareholders by way of Right Offering and Private Placement. It will be affected to the decreasing of profit-sharing or control dilution by 44.44 percent as per the following calculation detail.

$$\begin{aligned}\text{Control Dilution} &= \frac{\text{Reserved share EMC-W6} + \text{Reserved share through General Mandate}}{(\text{Paid-up shares} + \text{Reserved share EMC-W6} + \text{Reserved share through General Mandate})} \\ &= \frac{4,216,877,381 + 2,530,000,000}{(8,433,754,763 + 4,216,877,381 + 2,530,000,000)} \\ &= 44.44\%\end{aligned}$$

### 2.3. Proportion of shares reserved for exercise

$$\begin{aligned} &= \frac{\text{Reserved share EMC-W6}}{\text{Paid-up shares + General Mandate RO}} \\ &= \frac{4,216,877,381}{8,433,754,763 + 2,530,000,000} \\ &= 38.46\% \end{aligned}$$





**PROXY FORM A.**

Made at .....

Date.....Month.....Year.....

(1) I/ We.....Nationality.....

Residing at No.....Road.....Sub-district.....

District.....Province.....Postcode.....

(2) being a shareholder of EMC Public Company Limited, holding a total amount of.....share(s) and having voting rights equivalent to.....vote(s), the details of which are as follows:

ordinary share.....share(s), having voting rights equivalent to.....vote(s)

preferred share.....share(s), having voting rights equivalent to.....vote(s)

(3) hereby authorize (A shareholder can appoint an independent director of the company. Details of independent directors are shown in Enclosure No. 4)

1. ....Age.....years

Residing at No.....Road.....Sub-district.....

District.....Province.....Postcode.....or

2. ....Age.....years

Residing at No.....Road.....Sub-district.....

District.....Province.....Postcode.....or

3. ....Age.....years

Residing at No.....Road.....Sub-district.....

District.....Province.....Postcode.....or

4. ....Age.....years

Residing at No.....Road.....Sub-district.....

District.....Province.....Postcode.....or

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2018, which will be held on April 27, 2018 at 2.00 pm. – 5.00 pm. at Suriyawongvivat Room (Level 10), The Tawana Bangkok, No.80 Surawongse Road, Bangkok, or on any date and at any postponement thereof.

Any business carried on by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

**Note:**

A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.



**PROXY FORM B.**

Made at .....

Date ..... Month ..... Year .....

(1) I/ We ..... Nationality .....

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode .....

(2) being a shareholder of EMC Public Company Limited, holding a total amount of ..... share(s)

and having voting rights equivalent to ..... vote(s), the details of which are as follows:

ordinary share ..... share(s), having voting rights equivalent to ..... vote(s)

preferred share ..... share(s), having voting rights equivalent to ..... vote(s)

(3) hereby authorize (A shareholder can appoint an independent director of the company. Details of independent directors are shown in Enclosure No. 4)

a. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

b. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

c. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

☒ e. Miss Praomart Hantra (Independent Director, Chairman of the Audit Committee) Age 65 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 or

☒ f. Miss Thaweessri Wikayathipat (Independent Director, Chairman of the Nomination & Remuneration Committee, Audit Committee) Age 67 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 or

☒ g. Dr. Yaowarin Srichainan (Independent Director, Nomination & Remuneration Committee, Audit Committee) Age 67 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 or

☒ h. Mr.Pannatee Sriwongthai (Independent Director, Audit Committee) Age 54 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2018, which will be held on April 27, 2018 at 2.00 pm. to 5.00 pm. at Suriyawongvivat Room (Level 10), The Tawana Bangkok, No.80 Surawongse Road, Bangkok, or on any date and at any postponement thereof.



(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider certifying the Minutes of the Annual General Meeting of Shareholders 2017

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 To acknowledge the operating results for the year 2017

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2017

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the omission of the appropriation of the revenues reserved by the law and dividend payment for the year 2017

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the appointment of directors in replacement of those who are retired by rotation

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Appointment of the entire Board of Directors  
☐ Approve ☐ Disapprove ☐ Abstain  
☐ Appointment of any director (s)  
1. Mr. Chanachai Leenabanchong  
☐ Approve ☐ Disapprove ☐ Abstain  
2. Miss. Praomart Hantra  
☐ Approve ☐ Disapprove ☐ Abstain  
3. Mr. Paiboon Thong-ra-ar  
☐ Approve ☐ Disapprove ☐ Abstain  
4. Mr. Krisana Sangarsang  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the director's remuneration for the year 2018

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the appointment of the auditor of the Company and the audit fees for 2018

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.  
☐ (b) The proxy must cast the votes in accordance with the following instructions.  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the decrease in registered capital of the Company and amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital. The detail is following,

Agenda 8.1 To consider and approve the decrease of registered capital from Baht 13,571,245,611 to Baht 8,433,754,763

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8.2 To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the increase of registered capital and amendment to Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital. The detail is following,

Agenda 9.1 To consider and approve the increase of registered capital from Baht 8,433,754,763 to Baht 15,180,632,144

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9.2 To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10 To consider and approve the allotment of the 6,746,877,381 new ordinary shares

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 11 To consider and approve the issuance of the 6th series of warrants (EMC-W6) of not exceeding 4,216,877,381 units offering to the existing shareholders of the Company

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 12 To consider other business (if any)

- (6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from the agenda as specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed .....Grantor  
(.....)

Signed .....Proxy  
(.....)

Signed .....Proxy  
(.....)

Signed .....Proxy  
(.....)

Note:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to the Proxy Form B.

**Annex attached to the Proxy Form B.**

A proxy is granted by a shareholder of EMC Public Co., Ltd. for the Annual General Shareholder Meeting 2018 to be held on April 27, 2018 at 2.00 pm. to 5.00 pm. at Suriyawong Vivattana Room (Level 10),The Tawana Bangkok, No.80 Surawongse Road, Bangkok, , or on any date and at any postponement thereof.

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

- ☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (a) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain







**PROXY FORM C.**

Made at .....

Date ..... Month ..... Year .....

(1) I/ We ..... Nationality .....

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode .....

being a shareholder of EMC Public Company Limited, holding a total amount of ..... share(s)

and having voting rights equivalent to ..... vote(s), the details of which are as follows:

ordinary share ..... share(s), having voting rights equivalent to ..... vote(s)

preferred share ..... share(s), having voting rights equivalent to ..... vote(s)

(2) hereby authorize

a. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

b. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

c. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

d. .... Age ..... years

Residing at No. .... Road ..... Sub-district .....

District ..... Province ..... Postcode ..... or

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2018, which will be held on April 27, 2018 at 2.00 pm. -5.00 pm. at Suriyawongvivat Room (Level 10), The Tawana Bangkok, No.80 Surawongse Road, Bangkok, or on any date and at any postponement thereof.

(3) I/we authorize the proxy holder to attend the meeting and vote as follows:

☐ Grant proxy the total amount of shares holding and entitled to vote☐ Grant partial shares of☐ ordinary share ..... share(s), having voting rights equivalent to ..... vote(s)☐ preferred share ..... share(s), having voting rights equivalent to ..... vote(s)

Total voting rights ..... vote(s)

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of shareholders for 2017

☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.☐ (b) The proxy must cast the votes in accordance with the following instructions.☐ Approve☐ Disapprove☐ Abstain

- Agenda 2 To acknowledge the operating results for the year 2017
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2017
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 4 To consider and approve the omission of the appropriation of the revenues reserved by the law and dividend payment for the year 2017
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 5 To consider and approve the appointment of directors in replacement of those who are retired by rotation
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Appointment of the entire Board of Directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of any director (s)
1. Mr. Chanachai Leenabanchong
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Miss. Praomart Hantra
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Mr. Paiboon Thong-ra-ar
- ☐ Approve ☐ Disapprove ☐ Abstain
4. Mr. Krisana Sangarsang
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 6 To consider and approve the director's remuneration for the year 2018
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 7 To consider and approve the appointment of the auditor of the Company and the audit fees for 2018
- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the decrease in registered capital of the Company and amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital. The detail is following,

Agenda 8.1 To consider and approve the decrease of registered capital from Baht 13,571,245,611 to Baht 8,433,754,763

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8.2 To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the increase of registered capital and amendment to Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital. The detail is following,

Agenda 9.1 To consider and approve the increase of registered capital from Baht 8,433,754,763 to Baht 15,180,632,144

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9.2 To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10 To consider and approve the allotment of the 6,746,877,381 new ordinary shares

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 11 To consider and approve the issuance of the 6th series of warrants (EMC-W6) of not exceeding 4,216,877,381 units offering to the existing shareholders of the Company

- ☐ (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions.
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 12 To consider other business (if any)

- (5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder
- (6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from the agenda as specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed .....Grantor  
(.....)

Signed .....Proxy  
(.....)

Signed .....Proxy  
(.....)

Signed .....Proxy  
(.....)

Note:

1. The Proxy Form C, only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
  - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to the Proxy Form C.

**Annex attached to the Proxy Form C.**

A proxy is granted by a shareholder of EMC Public Co., Ltd. for the Annual General Shareholder Meeting 2018 to be held on April 27, 2018 at 2.00 pm. to 5.00 pm. at Suriyawong Vivattana Room (Level 10), he Tawana Bangkok, No.80 Surawongse Road, Bangkok, , or on any date and at any postponement thereof.

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda.....re.....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (a) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve                      ☐ Disapprove                      ☐ Abstain





**Documents or evidence showing an identity of the shareholder  
or a representative of the shareholder entitled to attend the meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the company to be transparent, fair and beneficial to shareholders, the company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the company considers appropriate.

**1. Natural person**

***1.1 Thai nationality***

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

***1.2 Non-Thai nationality***

- (a) Passport of the shareholder; or
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**Juristic person**

***2.1 Juristic person registered in Thailand***

- (a) Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

***2.2 Juristic person registered outside of Thailand***

- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.00 p.m. on April 27, 2017.

**Remark**

If any shareholder cannot attend the Annual General Meeting of Shareholders 2018, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to EMC Public Co., Ltd., address to Compliance Department, 28<sup>th</sup> Floor, ITF Tower, No. 140/66-67, Silom Road, Suriyawong, Bangrak, Bangkok. Profiles of the Independent Directors are as shown in the Enclosure No.4.

**Rules For shareholder meeting**

**Articles of Association**

**CHAPTER IV**

**BOARD OF DIRECTORS**

- Article 13. Except as provided in Article 17, the election of the company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods:
- (1) each shareholder shall have a number of votes equal to the number of shares held by him.
  - (2) each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.
  - (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.
- Article 14. At every annual ordinary meeting, one-third of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, then the number nearest to one-third must retire from office. The retired director is eligible for election.
- Article 17. If a directorship becomes vacant for any reason other than by rotation, the board of directors shall elect a person, who is qualified and has no prohibited characteristics according to Section 68 of the Public Limited Company Act B.E. 2535 (1992), as director to fill the vacancy at the subsequent board of directors meeting, unless the remaining term of the director is less than 2 months. The director who fills the vacancy shall retain his office only for the remaining term of the office of the director whom he replaces.
- The resolution of the board of directors under the first paragraph shall consist of not less than three-fourth of the votes of the remaining directors.
- Article 18. The shareholders meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of shareholders who attend and have the right to vote in the meeting and collectively hold not less than half of the shares held by the shareholders attending and have the right to vote in such meeting.



**CHAPTER V**  
**SHAREHOLDERS MEETING**

- Article 28. The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the company.
- All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it think fit.
- The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued share shall, in any particular time, make a request in writing to the board of director to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The board shall summon a shareholders meeting within one month from the date the shareholders' request is received.
- Article 29. In summoning a shareholders meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters. Such notice shall be sent to the shareholders not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.
- Article 30. At a shareholders meeting, there must be not less than twenty-five shareholders and the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third of the total issued shares attending the meeting the meeting to constitute a quorum.
- In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.
- Article 31. The resolution of the shareholders meeting shall require the following votes :
- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In as of equality of votes, the chairman of the meeting shall have a second or casting vote.
  - (2) In the following cases, the resolution shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and entitled to vote, and of which one share will be counted as one vote.
    - (a) Sale or transfer of the whole or an essential part of the company's business to other person.
    - (b) Purchase or acceptance of business of any other private company .

- (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the company's business, the assignment to any other person to manage the company's business or the consolidation of the company's business with other persons for the purpose of profit and loss sharing.

Article 32. The businesses to be transacted at the annual ordinary meeting are as follows :

- (1) To consider the report proposed to the meeting by the board of directors on the company's business operation during the past year.
- (2) To consider and approve the balance sheet of the company.
- (3) To consider appropriation of profit.
- (4) Election of directors in place of those retiring by rotation.
- (5) Appointment of an auditor.
- (6) Other businesses.



แบบฟอร์มลงทะเบียน  
Registration Form

ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เป็นผู้ถือหุ้นของบริษัท อีเอ็มซี จำกัด (มหาชน)  
being a shareholder of EMC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม  
holding the total amount of

หุ้นสามัญ  
ordinary share

หุ้นบุริมสิทธิ  
preferred share

หุ้น  
shares

หุ้น  
shares

หุ้น  
shares

การประชุมสามัญผู้ถือหุ้น ประจำปี 2561  
The Annual General Meeting of Shareholders 2018  
บริษัท อีเอ็มซี จำกัด (มหาชน)  
EMC Public Company Limited  
วันศุกร์ที่ 27 เมษายน พ.ศ. 2561 เวลา 14.00 น.  
Friday, 27 April 2018 at 02.00 PM.

ณ โรงแรมตะวันนา ห้องสุริยวงศ์ วัฒนา ชั้น 10 เลขที่ 80 ถนนสุรวงศ์ เขตบางรัก กรุงเทพมหานคร 10500  
At Suriyawongvivat Room (Level 10), The Tawana Bangkok, No.80 Surawongse Road, Bangkok 10500.

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

บริษัท อีเอ็มซี จำกัด (มหาชน) / EMC Public Company Limited

หมายเลขบัตรประจำตัวประชาชน \_\_\_\_\_  
the identification card number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
attend the above mentioned meeting

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

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุมโปรดนำเอกสารชุดนี้มาด้วย  
For your convenience, shareholders or proxy holders wishing to attend the meeting,  
kindly bring this set of documents for registration

**MAP OF THE SHAREHOLDERS' MEETING LOCATION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017**  
**OF EMC PUBLIC COMPANY LIMITED**

