



**The Invitation Letter of the Annual General Meeting of Shareholders 2019**

**EMC Public Co., Ltd.**

**April 29, 2019, 2.00 pm. – 5.00 pm.**

**At The Tawana Hotel, Suriyawongvivatthana Room (Level 10),**

**80 Surawongse Road, Bangkok 10500**



Ref. AGM/001/2019

April 4, 2019

Subject : Notice of the Annual General Meeting of Shareholders 2019

To : Shareholders of EMC Public Company Limited

- Enclosures :
1. Copy of the Minutes of the Annual General Meeting of Shareholders 2018
  2. The Company Annual Report for 2018 (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. Proxy Form A, B, and C
  6. Document or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the Annual General Meeting of Shareholders
  7. Articles of Association of the Company in relation to the Annual General Meeting of Shareholders
  8. Registration Form (must bring to the Meeting)
  9. Map of the meeting location for the Annual General Meeting of Shareholders 2019

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 2019 on April 29, 2019, from 2.00 pm. to 5.00 pm., at Suriyawongvivatthana 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 2018**

**Facts and Reasons:** The Annual General Meeting of Shareholders 2018 was held on April 27, 2018, 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 is of the opinion that the minutes of the Annual General Meeting of Shareholders 2018

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

**Agenda No.2 : To acknowledge the Company's results of operations for the year 2018**

**Facts and Reasons:** The Company has summarized the Company's results of operations for the year ended December 31, 2018 as a part of the Annual Report 2018 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 is of the opinion that the Company's results of operations for the year ended December 31, 2018 should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

**Required Vote for Approval:** This agenda item 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, 2018**

**Facts and Reasons :** The Company's financial statements for the fiscal period ended December 31, 2018 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>2018</b>		<b>2017</b>		<b>2016</b>	
	Million baht	%	Million baht	%	Million baht	%
Total assets	3,578.01	22.72	2,915.62	(6.52)	3,118.99	(5.94)
Total liabilities	1,706.99	20.81	1,412.97	46.57	964.00	5.12
Shareholders' equity	1,871.02	24.51	1,502.66	(30.27)	2,154.99	(10.17)
Operating income	2,421.83	258.73	675.12	14.11	591.62	(24.46)
Gross profit	611.83	378.29	127.92	180.04	(45.68)	(980.15)
Net profit (loss)	368.36	154.57	(675.05)	127.18	(297.14)	(0.17)

**Board's Opinion:** The Board is of the opinion that the said financial statements for the fiscal period ended December 31, 2018 should be proposed to the Annual General Meeting of Shareholders for approval.

**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.4 : Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2018**

**Facts and Reasons:** Since the year 2018, the company has accumulated losses of 2,316.78 million baht. Therefore the company is unable to set aside legal reserve and can not pay dividend for the year 2018.

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

Year	Profit/(Loss)	Legal Reserve	Dividend
2016	Loss 297.17 MB	-	Omitted
2017	Loss 673.77 MB	-	Omitted
2018	Profit 369.97 MB	-	Omitted

**Board's Opinion :** For the reasons mentioned above, Therefore the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the suspension of allocation of profits and legal reserve and no dividend payment for the year 2018

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

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

**Facts and Reasons:** According to Section 71 of the Public Limited Companies Act BE 2535 and Article 22 of the Company's Articles of Association, at every annual general meeting If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire from the office in the first year. And the second year after the registration of the company Lottery that any person will leave, and in the subsequent years, the director who is in the longest position Being a director who retired by rotation May be elected to a new position.

**Board's Opinion:** Seeing it appropriate to propose to the shareholders' meeting to consider the election of directors who retired by rotation In the year 2019, the number of 3 persons was re-appointed as follows:

1. Mr. Voravit Leenabanchong Director
2. Mr. Punntee Sriwongthai Director
3. Mr. Matee Ittiriwichai Director

The Board of Directors considered and opined that No. 1 (1) - (3) Directors are fully qualified under the Public Limited Companies Act 1992 and are appropriate. Knowledgeable And have experience related to the business of the company If holding the position of director for another term Will make the operation of the company therefore deemed appropriate to nominate all 3 persons as mentioned above to the Annual General Meeting of Shareholders 2562 for the election of directors of the company For another term At the same time, details of each person

who is appointed as a director are attached together with this invitation letter. (Details according to the attachment 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 2019**

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

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2016	11 persons	<= 4 MB	2.86 MB	None
2017	10 persons	<= 4 MB	2.34 MB	None
2018	10 persons	<= 4 MB	2.60 MB	None

**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 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 2019 same as the last 3 years, namely 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 :** A vote of not less than two-third (2/3) of the total votes of the shareholders presented and  
**Approval** entitled to vote at the meeting will be required for this agenda item.

**Agenda No.7 : To consider approving the appointment of auditor and the fixing of auditor's remuneration for 2019**

**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 Annual General Meeting of Shareholders 2019 to consider approving the appointment of the auditors from DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely

<u>Name – Surname</u>	<u>Certified Public Accountant</u>	
Mrs. Suvimol Chrityakierne	2982	and/or
Miss Somjintana Pholhirunrat	5599	and/or
Mr. Joompoth Piratanakorn	7645	and/or
Mr. Nopparoeck Pissanu Wong	7764	and/or
Miss Suphaphorn Mangjit	8125	and/or
Mr. Wirote Satjathamnukul	5128	

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. For the determination of audit fees for the year 2019 offer and fix audit fee is proposed at the amount not exceeding 4,910,000 Baht comprised of 2,400,000 Baht for the Company and 2,510,000 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 DIA International Co., Ltd. (the Office) for the Company and its subsidiaries, namely Mrs. Suvimol Chrityakierne (CPA No.2982) and/or Miss Somjintana Pholhirunrat (CPA No.5599) and/or Mr. Joompoth Piratanakorn (CPA No.7645) and/or Mr. Nopparoeck Pissanu Wong (CPA No.7764) and/or Miss Suphaphorn Mangjit (CPA No.8125) and/or Mr. Wirote Satjathamnukul (CPA No.5128) to audit and review the Financial Statements for the fiscal year ended December 31, 2019, including the fixing of audit fee at the amount not exceeding 4,910,000 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 item.

**Agenda 8 : To consider and approve the decrease of registered capital and 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 :** In accordance with the resolution of the Annual General Meeting of Shareholders for the year 2018 on April 27, 2018, it was resolved to increase the registered capital of the Company from Baht 8,433,754,763 to Baht 15,180,632,144 by issuing 6,746,877,381 new ordinary shares at a par value of 1.00 each. Baht by issuing shares in the amount of not more than 4,216,877,381 shares to support the exercise of EMC-W6 warrants offered to existing shareholders And issuing new ordinary shares of the Company as a general mandate by issuing new ordinary shares in an amount not exceeding 2,530,000,000 shares.

By requesting to reduce the registered capital of the company from 15,180,632,144 baht to 12,650,632,144 baht by cutting the registered ordinary shares that have not been issued and offered for sale 2,530,000,000 Shares with a par value of 1 baht per share, which are ordinary shares reserved for increasing capital in the form of a general mandate that will be due on 27 April 2019, in order to comply with the provisions of the Public Limited Companies Act Which requires the company to reduce its registered capital by means of cancellation of registered ordinary shares that have not been issued Before the company can increase its capital To be proposed to the shareholders' meeting for further approval.

**Board's Opinion :** Agreed to propose to the Annual General Meeting of Shareholders to approve the reduction of the Company's registered capital from the original 15,180,632,144 baht to 12,650,632,144 baht, par value of 1 baht per share, by cutting the registered ordinary shares that have not been issued and offered for sale 2,530,000,000 shares, par value of 1 baht per share.

**Required Vote for:** A vote 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 item.

**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: :** In order to make the Memorandum of Association of the Company No. 4 in accordance with the resolution of Agenda 8.1, it is deemed appropriate to propose to amend the Memorandum of Association of Article 4 as follows:

"Clause 4.	Registered Capital	12,650,632,144	Baht	(Twelve billion six hundred fifty million six hundred thirty two thousand one hundred forty four Baht)
	Divided into	12,650,632,144	shares	(Twelve billion six hundred fifty million six



hundred thirty two thousand one hundred  
forty four shares)

Par value per share 1.00 Baht (One Baht)

*Categorized as follows;*

Ordinary shares 12,650,632,144 Shares (Twelve billion six hundred fifty million six  
hundred thirty two thousand one hundred  
forty four 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:** A vote 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 item.

**Agenda 9 : To consider and approve the amendment of the Company's regulations**

**Facts and Reasons :** The Company considers that for transparency and accuracy, therefore, to amend the Company's Articles of Association to be consistent and in accordance with the regulations of the Stock Exchange of Thailand on accepting listed securities. Information disclosure And delisting of listed securities in "Market for Alternative Investment (MAI)" 2017 "and in accordance with the announcement of the National Peacekeeping Council No. 74/2557 on Electronic Media Conference As well as in accordance with Section 100 of the Act 1992 Public Company Limited Therefore changing the Company's Articles of Association, Article 5 and Article 28 as follows :

**Article 5**

**OLD**

All share certificates of the company will specify the name of the shareholder and have at least one (1) signature of the director. The Board of Directors may assign the securities registrar under the law on securities and exchange to be the person who signs or prints the signature on his behalf. Which such signature or printing shall be as prescribed by the share registrar.

**NEW**

The shares of the company are shares of the type that specifies the name of the holder and has at least one (1) director's signature signed or printed. The Board of Directors may assign the securities registrar under the law on securities and exchange to be the person who signs or prints the signature on his behalf. Which such signature or printing shall be as prescribed by the share registrar

**Article 28**

**OLD**

The Board of Directors shall arrange for the shareholders' meeting to be an annual general meeting within four (4) months from the end of the fiscal year of the company. Shareholder meetings other than the first paragraph To be called an extraordinary meeting The Board of Directors may call an extraordinary meeting of shareholders at any time as deemed appropriate.

Shareholders who have a total of not less than one-fifth (1/5) of the total number of shares sold Or shareholders of not less than twenty-five (25) shareholders who have a total of not less than one-tenth (1/10) of the total number of shares sold To be named together to make a request to the Board of Directors to call an extraordinary meeting of shareholders at any time But must clearly specify the reason for requesting the meeting to be called in the said book In this case, the Board of Directors must arrange for a meeting of shareholders within one (1) month from the date of receipt of that letter from the shareholders.

#### NEW

The Board of Directors shall arrange for the shareholders' meeting to be an annual general meeting within four (4) months from the end of the fiscal year of the company. Shareholder meetings other than the first paragraph To be called an extraordinary meeting Whereby the Board of Directors may call an extraordinary meeting of shareholders at any time as deemed appropriate, or one or more shareholders holding shares of not less than ten percent (10) of the shares sold All To be named together to make a request to the Board of Directors to call an extraordinary meeting of shareholders at any time But must clearly specify the subject and reason for requesting the meeting to be called in the said book In this case The Board of Directors shall arrange for a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders in the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph one. All shareholders who are named or other shareholders The total number of shares as required shall be convened within forty-five (45) days from the expiration date of the period under paragraph one. In this case Shall be considered as a meeting of shareholders which the Board of Directors convenes Whereby the company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate, in the event that it appears that the shareholders' meeting is a meeting because the shareholders under paragraph four of any number The shareholders who attended the meeting did not constitute a quorum as specified in Section 103. The shareholders under paragraph four must jointly be responsible for reimbursement of expenses incurred from the arrangement. None of that meeting to the company.

**Board's Opinion :** Agreed to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association In order to meet the regulations of the Stock Exchange of Thailand on accepting listed securities Information disclosure And delisting of listed securities in "Market for Alternative Investment (MAI)" 2017 "and in accordance with the announcement of the National Peacekeeping Council No. 74/2557 on Electronic Media Conference As well as in accordance with Section 100 of the Act 1992 Public Company Limited

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

Agenda No.10 : 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 commence for shareholders 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.5 and No.6 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.5 and No.6 in to the Company within April 25, 2019, 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 Year 2018**

**of**

### **EMC Public Company Limited**

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#### **Date/ Time/ Venue**

The meeting was held on 27 April 2018 at 14.00-17.00 hrs. At Tawana Hotel, Suriyawong Wiwattana Room, 10th Floor, No. 80 Surawong Road, Bang Rak District, Bangkok.

#### **Directors attending the meeting**

1. Mr. Rathachai Phichayaphum	Vice Chairman of the Board of Directors No. 1
2. Mr. Voravit Leenabanchong	Vice Chairman of the Board of Directors No. 2
3. Mr. Phaiboon Thongraaa	Director
4. Mr. Krisana Sangasang	Director
5. Mr. Matee Itthirwichai	Director
6. Miss Taweesri Vikthathipat	Audit Committee / Independent Director
7. Dr. Yaowarin Srichanan	Audit Committee / Independent Director

#### **Directors do not attend the meeting.**

1. Mr. Chanachai Leenabanchong	Chairman of the Board of Directors / Chairman of the Executive Committee
2. Ms. Prowmart Hantra	Chairman of the Audit Committee / Independent Director
3. Mr. Punnnathi Sriwongthai	Audit Committee / Independent Director
4. Mr. Bunthan Sumetvanich	Director

#### **Secretary of the meeting**

1. Miss Somsri Kiatthirarat	Secretary of the meeting
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#### **Auditors attending the meeting**

1. Miss Yupin Chumjai	SP Audit Company Limited
2. Miss Wannee Sookpeng	SP Audit Company Limited

#### **Start the meeting**

Miss Somsri Kiatthirarat Secretary of the meeting welcomed the shareholders to the general meeting Shareholders of the year 2018 of EMC Public Company Limited and informed the meeting that There are 52 shareholders and proxies from the shareholders attending the meeting. 5,363,983,505 shares, representing 63.60 percent of the total issued shares 8,433,754,763 shares (eight thousand four hundred thirty three million seven hundred fifty four thousand seven hundred sixty three shares), which is a quorum in accordance with the company's regulations.

Subsequently, the secretary of the meeting Introduced the Board of Directors attending the meeting, including Mr. Ratchai Phichayapoom, Vice Chairman of the Board of Directors No. 1, Mr. Voravit Leenabanchong, Vice Chairman of the Board of Directors, No. 2, Mr. Paiboon Thongraar, Director, Mr. Krisana Sangasang, Director, Mr. Matee Itthiririchai, Director, Miss Taweessri Wichathipat, Audit Committee and Independent Director, and Dr. Yaowarin Srichananakijka Audit Committee and Independent Director.

In addition, there are auditors attending the meeting to clarify the facts and inquiries of shareholders include Miss Yupin Chumjai and Ms. Wannee Suksamphu, auditor from SP Audit Company Limited.

The secretary of the meeting informed the meeting about the registered and paid-up capital of the company. 13,571,245,611 baht (thirteen thousand five hundred seventy-one million two hundred forty five thousand six hundred eleven baht) by being paid-up capital amount 8,433,754,763 baht (eight thousand four hundred thirty three million seven hundred fifty four thousand seven hundred sixty three shares) by all the differences 5,137,490,848 baht (five thousand one hundred thirty seven million four hundred ninety eight hundred forty-eight baht) is the newly issued ordinary shares reserved for the exercise of the warrants to buy The capital increase ordinary shares of the Company No. 5 (EMC-W5) which has expired on October 30, 2017 and the newly issued ordinary shares reserved for general capital increase (General Mandate) Will be due on 27 April 2018 and due to Mr. Chanachai Leenabanchong, Chairman The mission is not able to attend the meeting. The Secretary of the Meeting therefore invited Mr. Ratchai Phichayapoom, Vice Chairman of the Board of Directors No. 1, to act as the chairman of the meeting. And open the meeting including conducting meetings according to the agenda of the next meeting.

Mr. Ratchai Phichayapoom, Chairman of the Meeting Said hello and thanked the shareholders, proxies Auditor of the company, who was taking time to attend the 2018 Annual General Meeting of Shareholders of the company today and reported to the meeting that as the secretary of the meeting informed the shareholders that There were shareholders and proxies from the shareholders attending the meeting, constituting a quorum in accordance with the Company's regulations. The Chairman therefore opened the Annual General Meeting of Shareholders for the year 2018 and assigned the Secretary to the meeting to clarify the procedures. Resolution of each agenda of the meeting today for shareholders to know.

The Secretary of the Meeting explained to the shareholders about the voting procedures for each agenda as follows:

- In voting at the shareholders' meeting Shareholders have the right to vote one vote per share they hold. And if any shareholder has a special interest in any matter will not have the right to vote on that matter.
- The resolution of this meeting will be voted on by the disclosure method. The chairman of the meeting will assign the secretary to the meeting to inquire the resolution from the shareholders' meeting in each agenda. If there are no shareholders who do not agree or abstain considered that the meeting unanimously approved or agree to the proposal of the Board of Directors
- Shareholders who disagree or abstain Requesting shareholders or proxies to fill in the name, number of shares and resolutions, as well as sign the ballot which the company distributed to the shareholders before attending the meeting.

• To collect voting results The company will bring the number of votes of shareholders who disagree. And abstained deducted from the total number of votes of shareholders attending the meeting and having the right to vote the remaining votes will be considered as approval or approval votes, which will show the vote counting results on the slide for shareholders to know.

In order to comply with the good governance principles of the Stock Exchange of Thailand in Agenda 5 regarding the approval of the appointment of directors who are retired by rotation to be re-elected for another term the secretary of the meeting asked all shareholders or proxies to attend the meeting to vote in the voting ballot that had already been distributed and sent to the company's staff to count the votes. In this agenda, the company will collect the voting ballots that do not agree or abstain first and then collect the voting ballots that agree. However, if any shareholder does not submit the ballot the company will consider that shareholder agreed with the proposal of the Board of Directors.

Subsequently, the Chairman proposed the meeting to consider various matters according to the agenda specified in the invitation letter as follows:

**Agenda 1** : To certify the minutes Annual General Meeting of Shareholders of the 2017.

The Chairman proposed that the meeting consider and approve the Minutes of the 2017 Annual General Meeting of Shareholders held on 27 April 2017 by sending to the Stock Exchange of Thailand. Securities and Exchange Commission And the Department of Business Development Ministry of Commerce according to the time required by law details appear in the copy of the minutes (Enclosure 1) which has been sent to the shareholders for consideration together with the invitation to the meeting.

The Chairman asked the meeting whether any shareholders had questions or amendments regarding the said minutes. If yes, please told Name and Last name.

Mr. Sittiporn Sarapanich is shareholder came to himself, Commented as follows:

- Certification of meeting minutes the person entitled to certify the minutes should be a participant at that time, so every time when the meeting is completed should attend the meeting to certify the minutes.

Mr. Ratchai Phichayapoom explained as follows:

- The Chairman thanked and welcomed the suggestions of the shareholders for consideration.

When no one asked, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting that the approval of the Minutes of the 2017 Annual General Meeting of Shareholders must be approved with a majority vote of the shareholders attending the meeting and voting.

**Resolution of the meeting:** Resolved to approve the Minutes of the 2017 Annual General Meeting of Shareholders held on 27 April 2017, which was correct with a majority vote of the shareholders and proxies attending the meeting and having the right to vote as follows:

Approve	5,353,983,445 votes	99.81 %
Disapprove	0 votes	0.00%
Abstained	10,000,060 votes	0.19 %

**Agenda 2 :** Acknowledgment of the Company's operating results for the accounting period ending 31 December 2017.

The Chairman reported the summary of the company's performance that the Company's operating results for the accounting period ending 31 December 2017 are shown in Annual Report 2017 which has been sent to the shareholders together with the invitation letter. With a summary as follows:

**Performance of the Group**

Items	Consolidated financial statements					
	2017		2016		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue						
Revenue from construction services	559.03	83.27	572.10	88.43	631.83	77.38
Revenue from real estate sales	92.07	13.71	14.81	2.29	145.85	17.86
Project consultant fee income	1.10	0.16	4.24	0.66	5.48	0.68
Rental and service income for leasehold rights	7.02	1.05	0.47	0.07	0.00	0
Other income						
interest	2.07	0.31	8.89	1.37	4.66	0.56
Other	10.08	1.5	46.42	7.18	28.77	3.52
Total income	671.37	100	646.93		816.59	100
Rate of increase (decrease) income		3.78		-20.78		-55.52

**Construction project under construction (Backlog)**

Project Name	Contract value (Million Baht)	Remaining value (Million Baht)
Bang Khun Thian Elderly Hospital	2,782.86	2,334.92
New production building	185.70	20.44
<b>รวม</b>	<b>2,968.56</b>	<b>2,355.36</b>

Performance of the Group in the year 2017, the Company had total revenue of 671.37 million baht, increased from 2016 by 24.44 million baht or 3.78%. The main revenue came from the construction business of 559.03 million baht or 83.27% of the next total revenue is revenue from real estate sales of 92.07 million baht or 13.71% of total revenue.

As for the construction projects that are in the process of operation and being on the backlog, there are 2 projects which are Bang Khun Thian Elderly Hospital Project contract value 2,782.86 million baht, remaining value 2,334.92 million

baht and factory building construction project contract value 185.70 million baht, remaining value 20.44 million baht, total remaining value 2,355.36 million baht.

In addition to the performance of the company in the year 2017 reported and clarified to shareholders, Shareholders can consider other details. More from the annual report.

When there were no further questions, the Chairman therefore concluded the results of consideration in Agenda 2 as follows:

**Resolution of the meeting** : The meeting acknowledged the operating results of the company for the accounting period ending 31 December 2017.

**Agenda 3** : To consider approving the balance sheet and profit and loss account for the accounting period ending 31 December 2017.

The Chairman reported the financial statements for the year 2017, which the financial statements have been considered and approved by the Audit Committee. And certified by the auditor of the company already by summarizing the essence of the consolidated financial statements as at 31 December 2017 as follows :

As of 31 December 2017, the company has total assets of 2,915.62 million baht, total liabilities of 1,412.97 million baht, shareholders' equity of 1,502.65 million baht, operating income 659.22 million baht, gross profit of 112.02 million baht and net loss of 673.77 million baht. Increased from 2016, approximately 126.75%

In addition to the performance of the company in the year 2017 reported and clarified to shareholders. The shareholders can consider additional details from the company's financial statements. Which has already been sent to the shareholders.

The Chairman gave the shareholders an opportunity to ask questions and express opinions. By asking shareholders as follows:

Mr. Sittiporn Sarapanich, a shareholder inquired as follows:

1. Why is the company always having losses? And what is the next trend?
2. In the case of a lawsuit, why the court dismissed and is likely that the company will win the case?

Mr. Ratchai Phichayapoom explained as follows:

1. For the company's performance that continued losses since 2014 to 2017, because the company wants to diversify the business to expand the company business and looking at the nearby businesses and expanding the current business of the company is real estate development business. In the past, there were both successful projects and problems for the project that caused the problem is the project that the company wants to buy the property and proceed. Which this strategy the company expected to be effective in Thailand but there was an error in the transfer of ownership of the said project with an investment value of more than 400 million baht, thus allowing the company to set up an allowance for doubtful accounts.

2. For the future, the prosecution case still continues. As for the trend of the company in 2018, the construction project is still the main source of revenue for the company for the property development business, there will be 3 additional revenue recognition projects.



For the construction project, the Chairman assigned Mr. Krissana Sangasaeng to clarify further.

Mr. Krisana Sangasang explained as follows:

- The construction business started to enter the market more. In the past, the company was able to participate in bidding for many major projects. The value per job is about 2,000-3,000 million baht which the current market. There are both public and private sectors. Has a relatively high value per job At present, the company has a backlog of approximately 2,300 million baht, approximately 1 year and 6 months will be completed. Therefore, the company must hurry to find additional backlog for 2018 and 2019 preliminary data in 2018, the company has a job to participate in bidding for 10 times more than jobs, especially the government sector. For the overall picture, the company aims to have an additional work of approximately 3,000 million baht considered that there was an opportunity in the construction project because the government is trying to push the job into the market At the same time, the private sector is trying to spread the work to allow companies to be alert.

Mr. Sittiporn Sarapanich, a shareholder came to himself. Ask further questions as follows.

- From the data that "The allowance for doubtful accounts chance to receive a refund of less than 50%. Such information which accounting department uses the norms as indicators?

Mr. Ratchai Phichayapoom explained as follows:

- For setting aside or setting up doubtful debts must have an indication for indications that will lead to doubtful debt provision if the company has prosecuted the dispute with the debtor has been for a period of time and the Company views that the dispute is still prolonged and there is a reason that indicates that there is a risk that the company will not receive the money or assets that the company has not fully purchased from the debtor who submitted the business rehabilitation.

When there were no further questions, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting that approval of the financial statements of the company in this agenda must be approved with a majority vote of the shareholders who attend the meeting and vote.

**Resolution of the meeting** : Resolved to approve the balance sheet and profit and loss account for the accounting period ending 31 December 2017 as detailed by the Board of Directors with unanimous votes of shareholders and proxies attending the meeting and having the right to vote as follows:

Approve	5,363,983,505 votes	equal to 100.00%
Disapproved	0 votes	0.00%
Abstain	0 votes	0.00%

**Agenda 4** : To consider and approve the suspension of allocation of profits and legal reserve and no dividend payment for the year 2017.

The Chairman explained to the meeting that since the company has loss from operation according to the financial statements in 2017, amount of 673.77 million baht, the company is unable to set up legal reserve. And according to the Public Limited Companies Act and the Company's Articles of Association if the company still has accumulated losses the company will not be able to pay dividends to shareholders and because the company has accumulated losses of 2,689.40 million baht,

the Board of Directors therefore deems it appropriate to propose to the meeting no profit allocation and legal reserve and no dividend payment for the year 2017.

**Legal reserve information and dividend payment for the past 3 years**

Year	Performance	Legal reserve	Dividend
2015	Loss 297.66 MB	-	Omission
2016	Loss 297.17 MB	-	Omission
2017	Loss 673.77 MB	-	Omission

When no one asked further questions, the chairman requesting the meeting to vote.

The secretary of the meeting informed the meeting that suspension of profit allocation and legal reserve and no dividend payment for the year 2017 must be approved with a majority vote of the shareholders attending the meeting and voting.

**Resolution of the meeting** : Has approved the suspension of allocation of profits and the legal reserve and the omission of dividend payment for the year 2017 according to the details proposed by the Board of Directors with unanimous votes of shareholders and proxies attending the meeting and having the right to vote as follows:

Approve	5,444,574,250 votes	equal to 100.00%
Disapproved	0 votes	0.00%
Abstain	0 votes	0.00%

**Agenda 5** : To consider and approve the election of new directors in place of those retired by rotation.

The Chairman assigned Miss.Somsri Kiatthirarat, Secretary of the meeting to clarify details to the meeting for consideration;

Secretary of the meeting clarified to the meeting that according to the laws and regulations of the company, the directors are required to retire from office at the number one-third at every annual general meeting by allowing the directors who are in the position for the longest time to retire and the retired director may be re-elected. And in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2017, the Board of Directors consists of 12 directors, therefore, there are 4 directors who are in the position to be retired by rotation in this agenda.

1. Mr. Chanachai Leenabanchong Chairman of the Board of Directors
2. Ms. Prowmart Hantra Chairman of the Audit Committee and Independent Director
3. Mr. Phaiboon Thongraaa Director
4. Mr. Krisana Sangasang Director

In addition, Mr.Sethavat Tangwacharaphong, the Company's director, resigned from the position of the Company's director during the agenda thus making the position of director vacant for another position which the Board of Directors has not yet appointed a new director to replace the vacant director in any way.

In this regard, the Board of Directors, with the consideration of the nomination and remuneration committee, has the opinion that all 4 directors, namely, Mr.Chanachai Leenabanchong, Miss Prowmart Hantra, Mr. Phaiboon Thongraar and Mr. Krisana Sangasang, Know the ability and experience related to the business of the company. Which will be beneficial to the operation of the company including working as a director in the past as well The Board of Directors therefore deems it appropriate to propose to the shareholders' meeting to consider as follows:

1. Confirm that the board of directors of the company consists of 12 directors, with the reserved position of the director of Mr. Sethawat Tangwacharaphong, who had left the company during the previous agenda. By authorizing the Board of Directors to consider and appoint appropriate persons to fill vacant positions as deemed appropriate

2. Electing Mr. Chanachai Leenabanchong, Mr. Phaiboon Thongraar and Mr. Krisana Sangasang, who are retired by rotation in this agenda. Re-elected as a director of the company for another term

3. Electing Ms.Prowmart Hantra, who is a director who retired from office by this term Re-elected as a director, independent director and chairman of the new audit committee for another term

In this regard, the company has submitted details of the four directors who proposed to the meeting to consider and elect to be re-elected as the Company's director for another term,brief history of each director is as follows;

(1) Information of directors who are retired by rotation and was nominated back to the new position

Name-Surname : Mr. Chanachai Leenabanchong

Age : 60 years

Type of director to be appointed : Director

Shareholding in the company : 2.197

Family Relations between Executives : Brother Voravit Leenabanchong

Education : Bachelor of Engineering Chulalongkorn University



Association course training : 1. Public economic management course For senior management, academic year 2009 - 2010, college Politics and Government of King Prajadhipok's Institute.  
2. National Defense Course Private Co-operative Government (Class 23), Academic Year 2010 - 2011, College National defense National Defense Academy  
3. Senior Management Program Capital Market Academy (CMA), Class 15, Academic Year 2012

**Work Experiences over the last 5 Years**

**Type of Business**

2007 – Present	: Chairman of the Board of Directors, Chairman of the Executive Committee, Chief Executive Officer, Authorized Director EMC Public Company Limited	Real Estate and Construction
2016 – Present	: Chairman of the Board of Directors Imperial Land Company Limited	Real Estate
2014 – Present	: Chairman of the Board of Directors Sajja Bangsaen Condominium Co., Ltd.	Real Estate
2014 – Present	: Chairman of the Board of Directors Richman Property Company Limited	Real Estate
2014 – Present	: Chairman of the Board of Directors North Property Co., Ltd.	Real Estate

Other Experience / Training : -None-

Illegal history in the past 10 years : - None -

Being a director / executive in other businesses that may cause a conflict of interest with the company : - None -

Conflict of interest with the company Or a juristic person that may have a conflict : - None -

**Meeting attendance in 2017**

- Annual General Meeting of Shareholders 0/1

- Board of Directors Meeting 6/6

(2) Information of directors who retired by rotation and was nominated back to the new position

Name-surname : Ms. Prowmart Hantra

Age : 65 years

Type of director to be appointed : Director

Shareholding in the company : None

Family relations between executives : None

Highest Education : Master of Science Chulalongkorn University

: Bachelor of Laws (Bachelor of Laws) Sukhothai Thammathirat Open

University

: Bachelor of Business Administration (BBA) Ramkhamhaeng university

Other Experience / Training : - None -

Association course training : DCP, Model 115/2009

Promoting Thai Institute of Directors

#### **Work Experiences over the last 5 Years**

#### **Type of Business**

2016 – Present : Chairman of the Audit Committee, Independent Director

Nomination and Remuneration Committee

EMC Public Company Limited

Real Estate and

Construction

2015-Present : Audit and Evaluation Committee, Ministry of Transport

Ministry of Transport

2015-Present : Director for Education Loan Fund Subcommittee on Information

Technology Ministry of Finance

Illegal history in the past 10 years : - None -

Being a director / executive in other businesses that may cause a conflict of interest with the company : - None -

Conflict of interest with the company Or a juristic person that may have a conflict : - None -

#### **Meeting attendance in 2017**

- Annual General Meeting 1/1

- Board of Directors Meeting 6/6

- Audit Committee meeting 12/12

- Nomination Committee Meeting 1/1



(3) Information of directors who are retired by rotation and was nominated back to the new position

Name-surname : Mr. Paiboon Thongra-ar

Age : 58 years

Type of director to be appointed : Director

Shareholding in the company : None

Family relations between executives : None

Highest Education : Bachelor of Engineering Kasetsart University

Other Experience / Training : - None -

Association training course : DCP 66/2007

Promoting Thai Institute of Directors

**Work Experiences over the last 5 Years**

2018 – Present : Director, Executive Director, Authorized Director  
EMC Public Company Limited.

2017 – Present : Director Sanken-EMC Co., Ltd.,

**Type of Business**

Real Estate and  
Construction  
Contractor for  
engineering system work

Illegal history in the past 10 years : - None -

Being a director / executive in other businesses that may cause a conflict of interest with the company : - None -

Conflict of interest with the company Or a juristic person that may have a conflict : - None –

**Meeting attendance in 2017**

- Annual General Meeting of Shareholders 0/1

- Board meeting 0/8

(Not completed due to Holding the position of Director 28 February 2018)



(4) Information of directors who are retired by rotation and was nominated back to the new position

Name-surname : Mr. Krisana Sangasang  
 Age : 53 years  
 Type of director to be appointed : Director  
 Shareholding in the company : 0.00000194  
 Family relations between executives : None  
 Highest education : Master of Business Administration in Management Management Kasetsart University  
 : B.Sc Mechanical Engineering King Mongkut's University of Technology Thonburi  
 Other Experience / Training : - None -  
 Association course training : DAP, model 226/2016  
 Promoting Thai Institute of Directors



**Work Experiences over the last 5 Years**

**Type of Business**

2016 – Present	: Director, Executive Director, Authorized director EMC Public Company Limited	Real Estate and Construction
2016 – Present	: Director Sajja Bangsaen Condominium Co., Ltd.	Real Estate
2016 – Present	: Director Richman Property Company Limited	Real Estate
2016 – Present	: Director North Property Co., Ltd.	Real Estate
2016 – Present	: Director Siam Bangkok Development Co., Ltd.	Real Estate
2016 – Present	: Director Imperial Land Company Limited	Real Estate
2013 – Present	: Director Sanken-EMC Co., Ltd.	Contractor for engineering System work

Illegal history in the past 10 years: - None -

Being a director / executive in other businesses that may cause a conflict of interest with the company : - None -

Conflict of interest with the company or a juristic person that may have a conflict : - None –

**Meeting attendance in 2017**

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

In addition, before the election of directors the directors who retired by rotation, all 4 persons, proposed to temporarily leave the meeting room for the shareholders' meeting to consider and vote independently.

The Chairman invited all 4 directors to leave the meeting room.

The secretary of the meeting informed the meeting that In order to comply with good corporate governance in this agenda, all shareholders are requested to vote to elect each director individually in the voting ballot distributed. Both wishing to vote to agree, disagree or abstain by voting for each director the company will collect the ballots that do not agree. And abstained first and will collect the voting ballots that agree later and if any shareholder does not submit the ballot the company will consider that shareholder agreed with the proposal of the board. Then I will report the voting results at the same time. In addition, the election of directors in this agenda must be approved with a majority vote of the shareholders who attend the meeting and vote.

The Chairman gave the shareholders an opportunity to ask questions and express opinions. By asking shareholders as follows:

Mr. Sittiporn Sarapanich, a shareholder, inquired as follows:

- Normally, voting for a person's choice mostly it is a secret vote. In the case of voting by the method of disclosure will be against any rules, regulations or laws.

Secretary of the meeting Clarified as follows :

- Voting by means of such disclosure not contrary to any rules, regulations, laws.

Mr. Sittiporn Sarapanich, a shareholder, came to himself. Ask further questions as follows.

- For this "reserved" director, the meeting is proposing to vote allow the directors to select among themselves without having to allow the general meeting to be selected is that correct and why have to reserve the position of the said director why not choose 12 people at the same time?

Mr. Ratchai Phichayapoom explained as follows:

- The meeting is proposing to vote allow the director to select the director himself without having to give the general meeting is the correct selection because now the company is in the process of finding the right person to hold that position.

When there were no further questions, the Chairman asked the meeting to vote.

The meeting considered has confirmed that the Board of Directors of the company consists of 12 directors, with the reserved position of the directors of Mr. Setthawat Tangwacharaphong, who had resigned from the Board of Directors during the previous agenda by authorizing the Board of Directors to consider and appoint appropriate persons to fill vacant positions as deemed appropriate.

**Resolution of the meeting :** Has resolved to appoint a director who is retired by rotation to be a director for another term according to the details proposed by the board of directors with a majority vote of shareholders and proxies attending the meeting and having the right to vote as follows:

1. Mr. Chanachai Leenabanchong

Approve	5,441,599,150 votes	99.95%
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Disapproved	0 votes	0.00%
Abstained	2,975,100 votes	0.05%
2. Ms. Prowmart Hantra		
Approve	5,441,519,150 votes	99.94%
Disapproved	0 votes	0.00%
Abstained	3,055,100 votes	0.06 %
3. Mr. Paiboon Thongraar		
Approve	5,441,519,150 votes	99.94%
Disapproved	0 votes	0.00%
Abstained	3,055,100 votes	0.06 %
4. Mr. Krisana Sangasang		
Approve	5,441,599,150 votes	99.95%
Disapproved	0 votes	0.00%
Abstained	2,975,100 votes	0.05%

The Chairman invited all 4 directors to return to the meeting room.

**Agenda 6** : To consider the directors' remuneration for the year 2018.

The Chairman explained to the meeting that in this agenda, it would be considered to be in accordance with the law that requires payment of remuneration to the Board of Directors must be approved by the shareholders' meeting which the general meeting the shareholders of the company for the year 2017 have resolved to approve the directors' remuneration for the year 2017 within the amount of not more than 4 million baht. The remuneration for directors in the past 3 years are as follows:

Year	Number of directors	Shareholders meeting resolution	Total meeting allowance	Other compensation
2015	12 persons	Not over 4 MB	4.32 MB	None
2016	11 persons	Not over 4 MB	2.86 MB	None
2017	10 persons	Not over 4 MB	2.34 MB	None

For the directors' remuneration for the year 2018, the Board of Directors has considered through scrutiny from the Nomination and Remuneration Committee. Which still adheres to the old practice, considering remuneration from the size of the business and the responsibility of the director by comparing with other listed companies in the Stock Exchange of Thailand in the same industry group therefore, it is deemed appropriate to propose to the meeting to determine the remuneration of the Board of Directors for the year 2018, with the remuneration equal to 3 years ago within the amount of not more than 4 million baht with the following details:

1. Meeting allowance :

- For the chairman of the Board Chairman of the nomination and remuneration committee chairman of the audit committee will receive a meeting allowance of 30,000 baht per person.

- Director nomination and remuneration committee audit committee will receive a meeting allowance of 20,000 baht per person.

2. Other remuneration of the Board of Directors:

- Not more than 1% of net profit

- For directors who are not in the full year to pay according to the term of office in that year.

**Directors' remuneration for the year 2018**

Directors	Meeting allowance (Baht / person / time)	Other compensation
Chairman of the Board of Directors Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee	30,000	$\leq 1\%$ Of Net profit
Director Audit Committee Nomination and Remuneration Committee	20,000	

When there were no further questions, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting that approval of annual remuneration for directors 2561 must be approved with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution of the meeting** : Resolved to approve the directors' remuneration for the year 2018 within the amount not exceeding 4 million baht according to the details proposed With a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,308,885 votes	99.99%
Disapproved	0 votes	0.00%
Abstain	265,365 votes	0.01%

**Agenda 7** : To consider and approve the appointment of auditors and determine the audit fee for the year 2018.

The Chairman explained to the meeting that in this agenda, it will be considered in accordance with the law that requires the general meeting of shareholders to appoint the auditor and determine the remuneration of the auditor. The office of the auditor and the audit fee in the past 3 years are as follows:

**Office of the Auditor and Auditing fee for the past 3 years are as follows:**

Year	Audit Office	Audit fees
2016	SP Audit Company Limited	4.75 MB (Company only 2.60 MB, subsidiary company 2.15 MB)
2017	SP Audit Company Limited	4.75 MB (Company only 2.60 MB, subsidiary company 2.15 MB)
2018	SP Audit Company Limited	5.10 MB (Company only 2.60 MB, subsidiary company 2.50 MB)

The audit committee has considered the performance freedom and the appropriateness of compensation and the Board of Directors has considered and has the opinion as proposed by the Audit Committee. Therefore, the Board of Directors agreed to propose to the meeting to consider appointing the auditor from SP Audit Company Limited as the Company's auditor for the year 2018 With the following list;

- |                             |          |          |
|-----------------------------|----------|----------|
| 1. Ms. Susan Eiamvanicha    | No. 4306 | and / or |
| 2. Mr. Suchat Panichcharoen | No. 4475 | and / or |
| 3. Miss Yupin Chumjai       | No. 8622 | and / or |
| 4. Ms. Chuen Tachommen      | No. 7570 | and / or |
| 5. Miss Wandee Eiamvanicha  | No. 8210 | and / or |
| 6. Mr. Kiattisak Vanichanon | No. 9922 | and / or |
| 7. Miss Wance Suksampeng    | No. 8423 |          |

Which one of the auditors has the power to examine and express opinions on the financial statements of the company in the event that the said auditor is unable to perform the work let the office provide other authorized auditors instead.

For the determination of the audit fee for the year 2018 in the amount of not more than 5,100,000 baht, which is the audit fee for the company, the amount of 2,600,000 baht and the audit fee of the subsidiary company, amount 2,500,000 baht

When there were no further questions, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting that the approval of the appointment of the auditor and the determination of the audit fee for the year 2018 must be approved with a majority vote of the shareholders who attend the meeting and vote.

**Resolution of the meeting:** Resolved to approve the appointment of auditors and the audit fee for the year 2018 with unanimous votes of the shareholders who attended and voted as follows:

Approve	5,444,574,250 votes	equal to 100.00%
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Disapproved	0 votes	0.00%
Abstain	0 votes	0.00%

The Chairman said to the meeting that for agenda 8-11 is an agenda related to the capital reduction and capital increase. Including the allocation of new ordinary shares issuance and offering of warrants to purchase ordinary shares of the Company No. 6 which are related to each other, therefore, will clarify the details of both agenda 8-11 to all shareholders. To allow shareholders to understand details and ask questions from the board of directors but in voting, the resolution will be considered for each agenda.

With the company will increase the registered capital and according to the law requiring the increase of the registered capital of public limited companies will be able to do when all the shares of the company have been sold and have received full payment for the shares Or in case the stock is still not fully sold the remaining shares must be shares issued to support convertible bonds or warrants to buy shares because the warrants to purchase ordinary shares of the Company No. 5 have expired on October 30, 2017, while the newly issued ordinary shares reserved for general capital increase will be due on the meeting date. Therefore, in order to comply with the law The Board of Directors therefore deems it appropriate to propose to the shareholders' meeting to consider reducing the registered capital of the Company from the original 13,571,245,611 baht to 8,433,754,763 baht by cutting the registered ordinary shares that have not been issued and offered for sale. 5,137,490,848 shares, par value of Baht 1 per share, which is the ordinary shares issued to support the exercise of the warrants to purchase the newly issued ordinary shares of the Company No. 5 and ordinary shares reserved for the capital increase as a proxy such general and to amend the Memorandum of Association of the Company No. 4 in accordance with the reduction of the registered capital of the Company as follows:

"**Article 4.** Registered capital            8,433,754,763 baht            (Eight thousand four hundred thirty three million  
seven hundred fifty four thousand seven  
hundred sixty three baht)

Seperated to Ordinary shares   8,433,754,763 share    (Eight thousand four hundred thirty three million  
seven hundred fifty four thousand seven hundred  
sixty three shares)

Par value of                            1.00 baht per share            (One baht)

And after the company reduced the registered capital and amended the Memorandum of Association of the Company No. 4 above the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider increasing the registered capital of the company from the registered capital 8,433,754,763 baht to 15,180,632,144 baht by issuing new ordinary shares in the amount of 6,746,877,381 shares with a par value of 1 baht per share and amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the Company's registered capital as follows:

"**Article 4.** Registered capital            15,180,632,144 baht            (Fifteen thousand one hundred and eighty million, six

hundred thousand Thirty-two thousand one hundred forty-four baht)

Seperated to Ordinary shares 15,180,632,144 share (Fifteen thousand one hundred eighty million, six hundred thousand Thirty-two thousand one hundred forty-four shares)

Par value of 1.00 baht per share (One baht)

Including the allocation of newly issued ordinary shares in the amount of 6,746,877,381 shares as follows:

1. To allocate not more than the newly issued ordinary shares 4,216,877,381 shares to support the exercise of the warrants to purchase the newly issued ordinary shares of the Company No. 6 which were offered to the existing shareholders in proportion to their shareholding without charge at the ratio of 2 existing ordinary shares per 1 unit Warrant (If there is a fraction to be disregarded), 1 unit of warrants can be exercised to purchase 1 new ordinary share at the exercise price of 0.15 baht per share.

2. To allocate the newly issued ordinary shares not more than 2,530,000,000 shares with a par value of 1 baht per share to the existing shareholders in proportion to the number of shares that each shareholder holds which is the allocation of new ordinary shares as a general mandate And assigned the Board of Directors to have the power to determine the purpose of the allocation and offering of the newly issued ordinary shares at one time or several times details and other conditions related to the allocation and offering of such shares including carrying out various necessary and appropriate actions in connection with the allocation and offering of newly issued ordinary shares.

In the allocation and offering of the newly issued ordinary shares above Authorize the Board of Directors and / or the Executive Committee and / or the Chairman of the Executive Committee and / or Managing Director or the person authorized by such person is authorized to take any necessary action and relates to the allocation and offering of the newly issued ordinary shares as mentioned above in all respects by complying with relevant laws and / or regulations other details are shown in the invitation letter sent to the shareholders for consideration.

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider the issuance and offering of warrants to purchase the newly issued ordinary shares of the Company No. 6, not exceeding 4,216,877,381 units to be allocated to the existing shareholders of company according to shareholding proportion without charge at the ratio of 2 ordinary shares per 1 unit of warrants (If there is a fraction to be disregarded) The 1 unit of warrants can be exercised to purchase 1 new ordinary share at the exercise price of Baht 0.15 per share. Other details appear in the summary of important details of the warrants. The right to purchase the newly issued ordinary shares of the Company No. 6 which has been sent to the shareholders for consideration together with the invitation to the meeting.

When there were no further questions, the Chairman asked the meeting to vote.

The secretary of the meeting informed the meeting that for the resolution in Agenda 8-11, the shareholders' meeting shall be voted on in each agenda as follows:

**Agenda 8 :** To consider and approve the reduction of the company's registered capital And amend the Memorandum of Association of the Company, Article 4, regarding the registered capital in order to comply with the capital reduction The details are as follows :

**Agenda 8.1 :** To consider and approve the reduction of the registered capital of the Company.

The secretary of the meeting informed the meeting that capital reduction of the company must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution of the meeting:** Has approved the reduction of the registered capital of the company from the original 13,571,245,611 baht to be 8,433,754,763 baht by cutting the registered ordinary shares that have not been issued and offered for sale in the amount of 5,137,490,848 shares, par value of Baht 1 per share, which is the ordinary shares issued to support the exercise of the warrants to purchase the newly issued ordinary shares of the Company No. 5 and ordinary shares reserved for the capital increase as a proxy general with maturity with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,874,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstain	100 votes	0.00%

**Agenda 8.2 :** To consider and approve the amendment of the Memorandum of Association of the Company, Clause 4, Registered Capital in order to comply with the capital reduction.

The secretary of the meeting informed the meeting that consideration and approval of the amendment of the Company's Memorandum of Association 4. must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution of the meeting :** Resolved to approve the amendment of Clause 4 of the Memorandum of Association in order to be consistent with the reduction of the registered capital of the company according to the proposed details with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,824,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstained	50,100 votes	0.00%

**Agenda 9:** To consider and approve the increase of the Company's registered capital and amend the Memorandum of Association of the Company, Article 4, regarding the registered capital in order to comply with the capital increase the details are as follows:

**Agenda 9.1 :** To consider and approve the increase of the Company's registered capital.

The secretary of the meeting informed the meeting that the approval of the capital increase of this company must be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution of the meeting:** Has approved the increase of the registered capital of the company from the amount of 8,433,754,763 baht to 15,180,632,144 baht by issuing new ordinary shares to increase the amount 6,746,877,381 shares with a par value of 1.00 baht per share with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,824,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstained	50,100 votes	0.00%

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

The secretary of the meeting informed the meeting that the approval of the amendment of Clause 4 of the Memorandum of Association of the Company shall be approved with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution of the meeting :** Resolved to approve the amendment of Clause 4 of the Memorandum of Association in order to be consistent with the increase of the registered capital of the Company according to the proposed details with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,824,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstained	50,100 votes	0.00%

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

The secretary of the meeting informed the meeting that Approval of the allocation of new ordinary shares. 6,746,877,381 Stock according to the details proposed must be approved with a majority vote of the total votes of the shareholders attending the meeting and having the right to vote

**Resolution of the meeting :** Approved the allocation of new ordinary shares 6,746,877,381 shares according to the details proposed with a majority vote of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,824,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstained	50,100 votes	0.00%

**Agenda 11 :** To consider and approve the issuance and offering of warrants to purchase ordinary shares of the company No. 6 to the existing shareholders of the company in proportion to the shareholding of not more than 4,216,877,381 units

The secretary of the meeting informed the meeting that the approval of the issuance and offering of warrants to purchase ordinary shares of the company No. 6 to the existing shareholders of the company in proportion to the shareholding of not

more than 4,216,877,381 units must be approved with a majority vote of Shareholders attending the meeting and have the right to vote.

**Resolution of the meeting:** Resolved to approve the issuance and offering of warrants to purchase the newly issued ordinary shares of the company No. 6 to the existing shareholders of the Company according to the details proposed with a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approve	5,444,824,150 votes	100.00%
Disapproved	0 votes	0.00%
Abstained	50,100 votes	0.00%

**Agenda 12** : To consider other matters

The Chairman said to the meeting that at the moment, the agenda as specified in the notice of the meeting has been completely considered by the shareholders' meeting and does not know if any shareholder wishes to inquire further or not.

Mr. Sanguan Suppayakorn, shareholder resource, asked questions as follows:

1. Newly issued ordinary shares, the company has already set the price?
2. In agenda 3, about 2-3 years ago, the company has set aside reserves about the construction project in the south I do not know where it has been done.
3. In the case of a lawsuit that has occurred Errors caused by the management of the directors who paid without checking, do not know whether the company can sue the directors or not.

Mr. Ratchai Phichayapoom explained as follows:

1. Newly issued ordinary shares The Company does not have pricing yet.
2. For such projects probably belonging to a subsidiary company which the company has acquired approximately 51% of the shares. The main work has been completed,now is in the process of collecting some defects due to the long distance and the collection of defect takes time.
3. The President is confident that the buying committee is determined and intends to make the company more income and profit from business expansion. In that period, it may be the period in which the company must hurry to proceed due to high competition thus causing technical errors not caused by intention.



When no one asked or proposed any other matters to the meeting, the Chairman, as the representative of the Board of Directors, thanked the shareholders attending the meeting today and always supported the business of the company and asked to close the meeting.

**The meeting was closed at 15.45 hrs.**

Sign \_\_\_\_\_ The Chairman of the meeting  
(Mr. Ratchai Pichayapoom)

Sign \_\_\_\_\_ Director  
(Mr. Krisana Sangasang)

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

Name – Surname : Mr. Voravit Leenabanchong  
 Age : 51 years  
 Proposed Position : **Director**  
 Possession of the Company's shares : 7.81  
 Family Relationship among Executives : Brother of Mr.Chanachai Leenabanchong  
 Highest Education : Bachelor of Business Administration, Bangkok University

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

2016 – Present : Director, Executive Director, Authorized director	
EMC Public Company Limited	Real Estate and Construction
2016 – Present : Director	
Sajja Bangsaen Condominium Co., Ltd.	Real Estate
2016 – Present : Director	
Richman Property Company Limited	Real Estate
2016 – Present : Director	
North Property Co., Ltd.	Real Estate
2016 – Present : Director	
Siam Bangkok Development Co., Ltd.	Real Estate
2016 – Present : Director	
Sanken-EMC Co., Ltd.	Construction engineering services System work

Completed programs by Thai Institute of Directors (IOD) : DAP 226/2016

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 2018**

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/7

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

Name – Surname : Mr. Punntee Sriwongthai  
Age : 56 years  
  
Proposed Position : Director  
Possession of the Company's shares : None  
Family Relationship among Executives : None  
Highest Education : Faculty of Law Ramkhamhaeng university  
Other experience/ training : None



**Working Experiences over the last 5 years**

**Type of Business**

2014 – Present : Independent Director / Audit Committee

PAE (Thailand) Public Company Limited

Real Estate and Construction

2012 – Present : Audit Committee, Independent Director

EMC Public Company Limited

Real Estate and Construction

Present : Director

Foundation of the Worawad Palace

Foundation

Present : Legal counsel and lawyer

Three Six Five Public Company Limited

Produces and produces advertising media

M Vision Public Company Limited

Events, Producing print mobile media

Plan B Media Public Company Limited

Produces and produces advertising media

Thai Film Industries Public Company Limited

Produces and distributes film, plastic

Foundation Prince Phoon Phisamai Dissakun

Foundation

Kimberly-Clark Thailand Company Limited

Produces and sells paper

Pao Jin Chong Company Limited and its affiliates

Create a drama movie

Chok Peerawat Company Limited, owner of Amari Vogue Hotel

Hotel

Resort and Spa

Vogue Krabi and affiliated companies

Department store

Many other companies

1987-Present : Office owner

Siwongthai Lawyer Office

Completed programs by Thai Institute of : DAP 72/2008, ACCP 19/2015

Directors (IOD)

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 2018**

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 6/7
- Audit Committee Meeting 13/13
- Nominating Committee Meeting 0/1

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

Name – Surname : Mr. Matee Ittiriwichai  
Age : 41 years  
Proposed Position : Director  
Possession of the Company's shares : 0.0001  
Family Relationship among Executives : None  
Highest Education : Bachelor of Business Administration Program in  
General Management,  
Bansomdejchaopraya Rajabhat University.



#### Working Experiences over the last 5 years

#### Type of Business

2017- Present : Director

EMC Public Company Limited

Real Estate and Construction

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 2018

- Annual General Meeting of Shareholders 1/1
- Board of Directors Meeting 7/7

### Profile of the Independent Directors

1. **Miss Praomart Hantra** Age : 66 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 : none

Meeting attendance in 2018 :

- Audit Committee	13/13
- Board of Directors	7/7
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



2. **Miss Thaweesri Wikayathipat** Age : 68 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 2018 :

- Audit Committee	13/13
- Board of Directors	7/7
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



**3. Dr. Yaowarin Srichainan** Age : 68 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 2018 :

- Audit Committee	13/13
- Board of Directors	7/7
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



**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 2019, which will be held on April 29, 2019 at 2.00 pm. – 5.00 pm. at Suriyawong Vivatthana 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 66 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 Thaweesri Wikayathipat (Independent Director, Chairman of the Nomination & Remuneration Committee, Audit Committee) Age 68 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 68 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 or

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2019, which will be held on April 29, 2019 at 2.00 pm. to 5.00 pm. at Suriyawong Vivatthana 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 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 2 To acknowledge the operating results for the year 2018

This agenda is for acknowledgement only and no voting is required

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 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 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2018

This agenda is for acknowledgement only and no voting is required

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. Woravit Leenabanchong  
☐ Approve ☐ Disapprove ☐ Abstain  
2. Mr. Punntee Sriwongthai  
☐ Approve ☐ Disapprove ☐ Abstain  
3. Mr. Matee Ittiriwichai  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the director's remuneration for the year 2019

- ☐ (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 2019

- ☐ (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 15,180,632,144 to Baht 12,650,632,144

- ☐ (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 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 Amendment of the Company's Articles of Association.

- ☐ (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 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. 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 2019 to be held on April 29, 2019 at 2.00 pm. to 5.00 pm. at Suriyawong Vivatthana 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 2019, which will be held on April 29, 2019 at 2.00 pm. -5.00 pm. at Suriyawong Vivatthana 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 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 2 To acknowledge the operating results for the year 2018  
This agenda is for acknowledgement only and no voting is required.
- Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 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 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2018  
This agenda is for acknowledgement only and no voting is required.
- 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. Voravit Leenabanchong
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Mr. Punnatee Sriwongthai
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Mr. Matee Ittirivichai
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 6 To consider and approve the director's remuneration for the year 2019
- ☐ (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 2019
- ☐ (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 15,180,632,144 to Baht 12,650,632,144
- ☐ (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 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 Amendment of the Company's Articles of Association.

☐ (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 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 2019 to be held on April 29, 2019 at 2.00 pm. to 5.00 pm. at Suriyawong Vivatthana 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 29, 2019

**Remark**

If any shareholder cannot attend the Annual General Meeting of Shareholders 2019, 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 2562  
The Annual General Meeting of Shareholders 2019  
บริษัท อีเอ็มซี จำกัด (มหาชน)  
EMC Public Company Limited  
วันจันทร์ที่ 29 เมษายน พ.ศ. 2562 เวลา 14.00 น.  
Monday, 29 April 2019 at 02.00 PM.

ณ โรงแรมตวันนา ห้องสุริยวงศ์ วัฒนา ชั้น 10 เลขที่ 80 ถนนสุรวงศ์ เขตบางรัก กรุงเทพมหานคร 10500  
At Suriyawongvivatthana 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 2019

**OF EMC PUBLIC COMPANY LIMITED**

