



The Invitation Letter of the Annual General Meeting of Shareholders 2020

EMC Public Co., Ltd.

April 28, 2020, 2.00 pm. – 5.00 pm.

**At The Tawana Hotel, Bon Vivant room (2st Floor),
80 Surawongse Road, Bangkok 10500**

Guideline for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)

According to the outbreak of Coronavirus Disease 2019 (COVID-19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act B.E. 2558 (2015). With our deep concern over the health of the meeting attendees from the spread of COVID-19, the Company, therefore, kindly asks shareholders to remain informed with the following guidelines:

1.. Shareholders who recently visited or returned from any high-risk countries in less than fourteen (14) days as specified in the notification of Ministry of Public Health, the Company shall reserve the right to deny entry into the meeting.

2. In addition to item 1, Shareholders who are in a high-risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or showing any sign of respiratory symptoms, are advised to proxy a representative or the Company's Independent Director as per the conditions and procedures stated in the attachment. In any case, the Company shall reserve the right to deny any high-risk attendees' entry into the meeting.

3. The Company shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the meeting entrance. In case anyone with a temperature of 37.5 degree Celsius or those being identified with respiratory symptom, the Company shall reserve the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting. If the proxies do not pass the screening criteria the Company reserves the right to appoint an Independent Director as specified on the proxy. To protect the rights of shareholders.

4. With our deep concern over the health of the shareholders, the Company asks for your kind cooperation even those who are not in the risk group, proxy the Company's Independent Director to attend the meeting.

5. The Company kindly request everyone to prepare and wear a facemask at all times.

The Company reserves the right to issue any additional measures as necessary.

Ref. AGM/001/2020

April 3, 2020

Subject : Notice of the Annual General Meeting of Shareholders 2020

To : Shareholders of EMC Public Company Limited

- Enclosures :
1. Copy of the Minutes of the Annual General Meeting of Shareholders 2019
 2. Annual Report for the year 2019 (QR Code) on QR Code Notification of Meeting Form
 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. QR Code downloading procedures for the Annual Report 2019
 9. Registration Form (must bring to the Meeting)
 10. Map of the meeting location for the Annual General Meeting of Shareholders 2020

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 2020 on April 28, 2020, from 2.00 pm. to 5.00 pm., at Bon Vivant room (2st Floor), 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 2019

Facts and Reasons : The Annual General Meeting of Shareholders 2019 was held on April 29, 2019, 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 2019

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 2019

Facts and Reasons : The Company has summarized the Company's results of operations for the year ended December 31, 2019 as a part of the Annual Report 2019 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, 2019 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, 2019

Facts and Reasons : The Company's financial statements for the fiscal period ended December 31, 2019 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

	Consolidated financial statements					
	2019		2018		2017	
	Million baht	Million baht	%	Million baht	%	%
Total assets	3,111.08	(13.05)	22.72	3,578.01	22.72	(5.94)
Total liabilities	1,235.56	(27.62)	20.81	1,706.99	20.81	5.12
Shareholders' equity	1,875.52	0.24	24.51	1,871.02	24.51	(10.17)
Operating income	1,304.00	(46..16)	258.73	2,421.83	258.73	(24.46)
Gross profit	219.69	(64.09)	378.29	611.83	378.29	(980.15)
Net profit (loss)	2.45	(99.33	154.57	368.36	154.57	(0.17)

Board's Opinion : The Board is of the opinion that the said financial statements for the fiscal period ended December 31, 2019 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 2019

Facts and Reasons: Since the year 2019, the company has accumulated losses of 2,383.97 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
2017	Loss 673.77 MB	-	Omitted
2018	Profit 369.97 MB	-	Omitted
2018	Profit 58.81 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 2019

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. Ratchai Pichayapoom Director
2. Dr.Yaowarin Srichainan Independent Director / Audit Committee
3. Miss. Thaweesri Wikayathipat Independent Director / Audit Committee

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 2020

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

Year	No. of Directors	AGM resolution	Meeting Allowance	Other Remuneration
2017	10 persons	<= 4 MB	2.34 MB	None
2018	10 persons	<= 4 MB	2.60 MB	None
2019	9 persons	<= 4 MB	2.37 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 2020

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

Year	Auditor	Remuneration
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)
2018	DIA International Co., Ltd	4.91 MB (for the Company 2.40 MB and Subsidiaries 2.51 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 2020 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 Priratanakorn	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 2020 offer and fix audit fee is proposed at the amount not exceeding 4,945,000 Baht comprised of 2,445,000 Baht for the Company and 2,500,000 Baht for subsidiaries.

Board's Opinion : The Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the appointment of the auditors from 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 Priratanakorn (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, 2020, 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 propose to the 2020 shareholder's meeting to consider and approve the change of Company's Objectives and Memorandum of Association. Addition of the Company's Objective Clause 66 to Clause 69 as follow (Because there was an error in the order of Article No. 66, there was no message by requesting to amend the number of the objectives of the Company from Article 67 to Article 66.).

Facts and Reasons : Due to an error in the order of the item number 66, there is no message by requesting to amend the number of the objective of the company from the original number 67 to item 66 and According to the Land and Bulidings B.E.2562, the criteria set for the taxation on land and Buildings Structure. Therefore, to be consistant and to support the asset management of the company in respect of land. It is then appropriate to amend the Memorandum of Association No.3 the Company's objective by the amendment of objective No.17, as Follows :

Clause 67 Engage in farming, gardening, and farming

Clause 68. Conducting aquaculture business

Clause 69. Operate forestry business, logging and plantation

Board's Opinion : To comply with the Land and Building Tax Act B.E. 2562 and to support the management of the Company's assets in respect of land. It should propose to the Annual General Meeting of Shareholders for approval

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.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 24, 2020, address to Compliance Department, EMC Public Company Limited, 28th Floor ITF Tower, No. 140/66-67 Silom Road, Suriyawong, Bangrak, Bangkok 10500, thereby the Company will be able to proceed on shareholders' purposes.

Yours faithfully,



Mr. Chanachai Leenabanchong

Chairman and Chief Executive Officer

Minutes of the 2019 Annual General Meeting of Shareholders
of
EMC Public Company Limited

Date, time, and meeting place

Meeting on 29 April 2019 from 14.00-17.00 hrs. At Tawana Hotel, Suriyawongvithana Room, 10th Floor, 80 Surawong Road, Bang Rak District, Bangkok

Company Directors Attending the Meeting

- | | |
|-------------------------------|--|
| 1. Mr. Ratchai Phichayapoom | Vice Chairman of the Board No. 1 |
| 2. Mr. Worawit Leenabanchong | Vice Chairman of the Board No. 2 |
| 3. Mr. Paiboon Thongrai | Director |
| 4. Mr. Krisana Sa-ngaengsaeng | Director |
| 5. Mr. Matee Itthiriwichai | Director |
| 6. Ms. Peramat Huntra | Independent Director / Chairman of the Audit Committee |
| 7. Ms. Taweessri Vigayathipat | Independent Director / Audit Committee |
| 8. Dr. Yaowarin Srichainan | Independent Director / Audit Committee |

Directors who leave the meeting

- | | |
|--------------------------------|--|
| 1. Mr. Chanachai Leenabanchong | Chairman of the Board of Directors / Chairman of the Executive Committee |
| 2. Mr. Panthee Sriwongthai | Independent Director / Audit Committee |

Secretary of the meeting

- | | |
|-----------------------------|--------------------------|
| 1. Miss Somsri Kiatteerarat | Secretary of the meeting |
|-----------------------------|--------------------------|

Auditors who attended the meeting

- | | |
|-------------------------|--------------------------|
| 1. Ms. Yupin Chuanchai | SP Audit Company Limited |
| 2. Miss Wannee Sukpheng | SP Audit Company Limited |

Start a meeting

Miss Somsri Kiatteerarat Secretary of the meeting Greeted the shareholders in the Annual

General Meeting

Shareholder of the year 2019 of EMC Public Company Limited and announced to the meeting that There were 47 shareholders and proxies attending the meeting. 3,339,972,546 shares, equivalent to 39.60 percent of the total shares sold 8,433,754,763 shares (eight thousand four hundred thirty three million seven hundred fifty four thousand seven hundred sixty three shares) which constituted a quorum in accordance with the articles of association of the company.

After that, the secretary of the meeting Introduced the Board of Directors that attended the meeting, consisting of Mr. Rattachai Phichayaphum, Vice Chairman No. 1, Mr. Worawit Leenabanchong, Vice Chairman of the Board No. 2, Mr. Paiboon Thongraya, Director of the Board of Directors, Krishna Saensangsa, Director Company Acting Police Major Methi Itthiwichai, Director Ms. Peramat Hantra Independent Director and Chairman of the Audit Committee Ms. Taweesri Vigayathipat Independent Director and Audit Committee And Dr. Yaowarin Srichainan, Independent Director and Audit Committee

For Mr. Chanachai Leenabanchong, Chairman of the Board of Directors and Chief Executive Officer And Mr. Panthee Sriwongthai, Independent Director and Audit Committee Attached to another mission Therefore did not attend the meeting today.

There are also auditors attending the meeting to clarify the facts and queries of :

Shareholders consist of Miss Yupin Chumjai and Miss Wannee Sukpheng, an auditor from SP Audit Company Limited.

Because Mr. Chanachai Leenabanchong, chairman of the board Attached to an important mission, unable to attend the meeting The Secretary of the Meeting therefore invited Mr. Rathachai Phichayaphum, Vice Chairman of the Board No. 1, to act as the meeting chairman. And opened the meeting Including proceeding with the meeting agenda.

Mr. Ratchai Phichayapoom Chairman of the meeting Said hello and thanked the shareholders for proxies The Stock Exchange of Thailand representative Company auditor Taking the time to attend the 2019 annual general meeting of the company today And declared to the meeting that As the secretary of the meeting explained to the shareholders that There were shareholders and proxies attending the meeting in full, constituting a quorum in accordance with the Articles of Association of the Company. The Chairman then opened the annual general meeting of the company for the year 2019 and assigned the secretary of the meeting to explain the process of registration. The resolution of each meeting agenda today for shareholders to know.

The meeting secretary informed the meeting of the company's registered and paid-up capital. At present, the company has registered capital of 15,180,632,144 baht (fifteen thousand one hundred and

eighty million six hundred thirty two thousand one hundred forty four baht) which is a paid-up capital in the amount of 8,433,754,763 baht (Eight thousand four hundred thirty three million seven hundred fifty four thousand seven hundred sixty three baht) with the total amount of 6,746,877,381 baht (six thousand seven hundred forty-six million eight hundred seventy-seven thousand three hundred and eighty-one baht) are additional ordinary shares reserved for the exercise of the warrants to purchase The increase of the ordinary shares of the Company No. 6 (EMC-W6) in the amount of 4,216,877,381 shares and the increased ordinary shares reserved for the capital increase under the general mandate of 2,530,000,000 shares.

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 shareholders have a special interest in any matter Will not have the right to vote on that matter.

- The resolution of this meeting will be made by open method. The chairman of the meeting will assign the secretary of the meeting to ask the resolution from the meeting of shareholders in each agenda. If no shareholders disagreed Or abstaining Considered that the meeting had a unanimous resolution approving Or agree with the proposal of the Board of Directors.

- Shareholders who disagree Or abstaining The shareholders or proxies are asked to fill in their names, number of shares and resolutions, as well as sign the voting cards that the company has distributed to shareholders before attending the meeting.

- In gathering the voting results The company will use the number of votes of the shareholders who disagree And abstained Deducted from the total votes of shareholders attending the meeting and having the right to vote The remaining votes will be considered approving or approving by showing the voting results on the slide to shareholders.

To comply with the good governance of the Stock Exchange of Thailand in Agenda 5 regarding the approval of the appointment of directors who are retired by rotation. Re-election for another term The secretary of the meeting requests all shareholders or proxies attending the meeting to cast their votes on the voting ballots that have been distributed. And sent to the officers of the company to count the votes. In this agenda, the company will keep the ballots that disagree or abstain first. And collected the ballots for approval. However, if any shareholders did not submit the ballot The company will consider That shareholder agreed to the proposal of the Board of Directors.

Before the meeting began, Miss Somsri Kiatthirat Secretary of the meeting Informed the meeting about the resolution on agenda 9, page 7, from the previous resolution With the majority votes of the shareholders who attended the meeting And have the right to vote to amend the votes of not less than 3 in 4 of the shareholders who attend the meeting And have the right to vote.

After that, the Chairman proposed the meeting to consider various matters according to the agendas specified in the invitation letter as follows:

Agenda 1 To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders

The Chairman proposed the meeting to approve the minutes of the 2018 Annual General Meeting of Shareholders, held on 27 April 2018, which had been sent to the Stock Exchange of Thailand. Securities and Exchange Commission And the Department of Business Development Ministry of Commerce According to the period specified by law Details appear as copies of the meeting minutes. (Attachment 1) which has been sent to the shareholders for consideration together with the meeting invitation letter

The Chairman asked the meeting whether any shareholders had any queries or amendments to the said minutes. If yes, please inform the name Last name

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

The meeting secretary informed the meeting that Approval of the minutes of the 2018 Annual General Meeting of Shareholders must be approved by a majority of the shareholders who attend the meeting and cast their votes.

Resolution of the meeting The meeting considered Has approved the minutes of the 2018 Annual General Meeting of Shareholders, held on April 27, 2018, that is correct, with a majority vote of the shareholders and proxies attending the meeting and having the right to vote as follows

Certified	6,087,673,188 votes	equivalent to	99.99	percent
Not certified	0 votes	equivalent to	0.00	percent
Abstained	41,665 votes	equivalent to	0.01	percent

Agenda 2 To acknowledge the company's operating results for the accounting period ending 31 December 2018.

The chairman reported the summary of the company's operations that The company's operating results for the accounting period ending 31 December 2018 in the annual report 2018 which has been sent to shareholders together with the invitation letter. The main contents are summarized as follows :

Summary of Financial Information

Detail	งบการเงินรวม					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Income						
Revenue from construction	1,645.35	67.90	559.03	82.80	572.10	81.72
Income from real estate sales	507.59	21.00	92.07	13.64	14.81	2.11
Project consulting fee income	-	-	1.10	0.16	4.24	0.61
Rental and service income from leasehold rights	16.50	0.68	7.02	1.04	0.47	0.07
Other income						
Interest income	2.88	0.12	2.07	0.31	8.89	1.27
Other	249.51	10.30	13.83	2.05	99.59	14.22
Total income	2,421.83	100	675.12		700.10	100
Rate of increase (decrease) of income		258.73		-3.57		-14.27

Construction in progress project (backlog)

Project Name Contract	Value (Million Baht)	Remaining Value (Million Baht)
Bangkhuntien Elderly Hospital	2,782.83	773.28
New production building	195.47	-
Total	2,978.30	773.28

Performance of the Group in 2018, the company has total revenue of 2,421.83 million baht, an increase of 258.73% from 2017. The main income comes from the construction business of 1,645.35 million baht, equivalent to 67.90%. Next comes from Real estate sales of 507.59 million baht, accounting for 21.00%.

As for the projects that are in the process and in the process of receiving and delivering work (Backlog), the remaining work value is approximately 773.28 million baht.

In addition to the company's performance for the year 2017 which has been reported and informed to shareholders Shareholders can consider additional details from the annual report.

The Chairman invited shareholders to ask questions and make comments. There were shareholders asking as follows :

Mr. Wanchai Lertsrijatuporn, Proxy From the Investment Promotion Association asked as follows

1. What is the current policy on impairment of Imperial Land Company Limited?
2. What is the progress of Station One?
3. What is the progress of the Siam Grand Property Company Limited with a project value of approximately 461 million baht?

Mr. Ratchai Phichayaphum clarified as follows :

1.-2. Imperial Land Company Limited is a project that the company has bought in 2 parts. The first part is related to the plaza. The second part is a 7-story residential building located on Charoen Krung Road, next to Leng Ne Temple. Yi Near the BTS station. The floors 1-3 are a commercial zone. At the 1st floor, there are already full tenants such as Starbucks and 7-11. The 2nd floor has 1 tenant. The floors 4-7 are residential areas. Currently, there are many contacts coming in to request rentals. The company is under consideration. Regarding the policy of impairment in the investment company The company has an independent appraiser to appraise If it appears that the assessed value Less than the investment invested by the company The company will make impairment.

3. Real Estate Projects Siam Grand Property Company Limited, management looks to diversify from the construction business. To do real estate business too Therefore decided to invest In which the company has made partial payment And want Siam Grand Property Company Limited to transfer assets to But it turns out that Siam Company did not transfer it, therefore causing the dispute. At present, it is still in the process of the Court of First Instance.

Mrs. Plokamol Thungmiphon, a shareholder, inquired as follows:

- Station One Project, the purpose of the project To make a condo Or houses in rent And still have a dispute with the temple or not And have some tenants already?

1. I would like to know when the tenants of Station One project will be completed. And what is the monthly expenditure of this project?
2. Progress on Installment payment of Fine 22 Property Company Limited.
3. What is the benefit of the company? From investing in Moon Shot Company Limited.
4. Want to know the details of What is the cause of "550 million Baht of unpaid income" on the balance sheet?

Mr. Ratchai Phichayaphum clarified as follows :

1. Regarding the tenants of the Station One project, the company is considering the tenants that provide the best benefits to the company. And pending the guidelines The sale of rights in each room says

Which option will give the company the best benefit? As for cost Currently, only the cost of Cleanliness Security Central public utilities.

2. Currently, the repayment of the loan of Fine 22 Property Company Limited is still under the conditions of the payment negotiation.

3. For the company to invest in Moon Shot Company Limited is a long-term investment. Because Moon Shot Company Limited is a company with Model of Venture Capital business that invests in new technology.

4. For the unpaid income in the amount of 550 million baht, it is caused by the completed work. But the company has not yet received a bill, which is normal for large projects

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

Resolution: The meeting acknowledged the operating results of the company. For the accounting period ending 31 December 2018.

Agenda 3 To consider and approve the statement of financial position and income statement For the accounting period ending 31 December 2018.

The Chairman reported the 2018 financial statement, which has been approved by the Audit Committee. And certified by the company's auditor The summary of the consolidated financial statements as of 31 December 2018 is as follows:

	Consolidated financial statements					
	2018		2017		2016	
	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)

As of December 2018, the company has total assets of 3,578.01 million baht, total liabilities of 1,706.99 million baht, shareholders' equity of 1,871.02 million baht, operating income of 2,421.83 million baht, gross profit of 611.83 million baht and net profit of 368.36 million baht. Year 2017 approximately 154.57%.

In addition to the company's performance for the year 2018 which has been reported and informed to the shareholders Shareholders can consider additional details from the financial statements of the company. Which has already been sent to the shareholders.

The Chairman invited shareholders to ask questions and make comments. There were shareholders asking as follows :

Mr. Bunrak Sakunsataporn, the shareholder, inquired as follows:

- I would like to know how the "Land Transfer Transactions for Debt Settlement" for the year 2018 in the amount of 206 million baht appeared in the balance sheet on page 134. What is the said land? Where is it located? And how has the potential?

Mr. Ratchai Phichayaphum clarified as follows :

- The said land The company received payment for winning the case. Part of the land is located at Laem Sor., Trat province. The former has the potential to be a port. Valued at around 100 million baht and another located at Min Buri, about 10 rai, has the potential to expand the business Since the future will have the yellow and pink electric train lines

Mr. Kamonkit Kulsan Supakit A shareholder, in question, asked as follows:

- Why is the cost of operations in 2018 reduced from 2017 and is it possible that in 2020, 2020, the expenses will gradually decrease?

Mr. Ratchai Phichayaphum clarified as follows :

- Since the company's management has a policy to focus on reducing administrative costs Including trying to improve the selling and administrative expenses To be suitable and standard To be able to compete in the same industry In the future trend, the said expenses may be reduced or increased. Depending on the suitability and available backlog.

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

The meeting secretary informed the meeting that Approval of the financial statements of the company in this agenda Must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Resolution of the meeting The meeting considered The Board of Directors has approved the balance sheet and profit and loss account for the accounting period ending 31 December 2018 as

according to the details proposed by the Board. With the unanimous votes of the shareholders and proxies attending the meeting and having the rights to vote as follows

Approved	6,089,313,188	votes	equivalent to	99.99	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

Agenda 4 Acknowledge the allocation of reserve funds according to the law and not to pay dividends for the year 2018.

The Chairman explained to the meeting that Because the company has profits from operations in the separate financial statements For the accounting period ended 31 December 2018 in the amount of 411.88 million baht, but since the company has accumulated loss carried forward at the amount of 2,859.35 million baht, therefore the company still has a cumulative loss of 2,447.47 million baht, therefore the company cannot set up legal reserve And according to the Public Limited Companies Act and the Articles of Association of the company If the company still has accumulated losses The company will not be able to pay dividends to shareholders. The Board of Directors deems it appropriate to propose to the meeting. Acknowledged non-allocation of legal reserve funds And refrain from paying dividends 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

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

Resolution: The meeting acknowledged the non-appropriation of legal reserve and no dividend payment for the year 2018.

Agenda 5 To consider the appointment of directors who are retired by rotation to be directors for another term

The president assigned Ms. Somsri Kiat Thirarat Secretary of the meeting Was the person who clarified the details to the meeting for consideration Secretary of the meeting Elucidated to the meeting that According to the Public Company Limited Act and the Articles of Association of the Company, directors are required to vacate the office in the amount of 1 in 3 at every annual general meeting. In which the directors with the longest position shall retire. And the committee members who have vacated the office may be re-elected And according to the resolution of the 2018 Annual

General Meeting of Shareholders, the Board of Directors consists of 12 directors, therefore there are 4 directors who are in a position to retire by rotation as follows:

1. Mr. Worawit Leenabanchong, Deputy Chairman No. 2
2. Mr. Panthee Sriwongthai, Independent Director and Audit Committee
3. Acting Capt. Methee Itthiwichai, Company Director
4. Mr. Setthawat Thawatcharapong, Director Which has been reserved at the 2018 Annual General Meeting of Shareholders

In addition, Mr. Boonthan Sumetvanich has resigned from being a director of the company. Since April 30, 2018, the Board of Directors is in the process of recruiting qualified persons In order to be appointed as a director of the company in place of Mr. Bunthon Sumethwanich's resigned director.

In this regard, the Board of Directors, by considering the screening of the Nomination and Remuneration Committee, is of the opinion that all 3 directors are Mr. Worawit Leenabanchong, Mr. Panathee Sriwongthai and that Methi Itthi Rivichai is knowledgeable, capable, and experienced in relation to the company's business. Which will be beneficial to the company's business operations If continuing to hold the position of a director of the company Will make the company's development work continuously Therefore, it is appropriate to nominate all 3 persons to the general meeting of shareholders to elect the directors. To return to be a director of the company for another term.

In this regard, the company has sent the details of the three directors proposed to the meeting to consider the re-election of the company directors for another term for the shareholders to consider together with the invitation letter. The brief biography of each director is as follows :

(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

Directors (IOD)

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

In addition, before the election of the Board of Directors, Mr. Worawit Leenabanchong and the Acting Director, Methi Itthiriwichai, the retired directors Proposed to leave the meeting room temporarily For the shareholders to consider and vote independently.

In this regard, the Chairman invited Mr. Worawit Leenabanchong and said that Lieutenant Matee Itthiriwichai left the meeting room..

The meeting secretary informed the meeting that In order to comply with good governance in this agenda, all shareholders are requested to vote for each individual director on the voting ballot given. Both wishing to vote in favor of, disagreeing or abstaining In voting for each director The company will collect ballots that disagree. And abstain first And will collect the voting ballots for approval later And if any shareholders do not submit the ballot The company will consider That shareholder agreed with the proposal of the board of directors. And will announce the voting results at the same time In addition, the election of directors for this agenda Must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

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

The meeting has considered. Has confirmed that the Board of Directors of the company consists of 11 directors, by reserving the positions of Mr. Boonthon Sumethwanich who has retired from being a director during the term By empowering the Board of Directors to consider and appoint suitable persons to fill vacant positions as it deems appropriate.

Resolution of the meeting The meeting considered Has resolved to appoint the directors who are retired by rotation to be directors for another term as the Board proposed With the majority votes of the shareholders and proxies attending the meeting and having the right to vote as follows

1. Mr. Worawit Leenabanchong

Approved	6,089,513,238	votes	equivalent to	99.99	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

2. Mr. Panthee Sriwongthai

Approved	6,089,513,138	votes	equivalent to	99.99	percent
Disapproved	100	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

3. Mr. Matee Itthiriwichai

Approved	6,089,513,238	votes	equivalent to	99.99	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

The Chairman invited Mr. Worawit Leenabanchong and the Governor of Matee Itthiriwichai to return to the meeting room.

Agenda 6 To consider and approve the remuneration of directors for the year 2019

The chairman explained to the meeting that In this agenda, it is considered to be in accordance with the law, which requires that the 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 2018 have approved the remuneration of directors for the year 2018 within the amount not exceeding 4 million baht. The remuneration for directors in the past 3 years is as follows :

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

For the directors' remuneration for the year 2019, the Board of Directors has considered through screening from the Nomination and Remuneration Committee. Which still adheres to the same practice, which is based on consideration of the size of the business and the responsibilities of the directors By comparing with other listed companies in the Stock Exchange of Thailand which is in Same industry group Therefore it is appropriate to propose to the meeting to determine the remuneration of the Board of Directors for the year Equal to the previous year is Within the limit not over 4 million baht, with the following details.

1. Meeting fee

- 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 per time

2. Other remuneration for the board of directors

- Not more than 1% of net profit

- For directors whose terms are not completed in the year To be paid according to the term of office that year

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

The meeting secretary informed the meeting that Annual remuneration approval of directors Must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Resolution of the meeting The meeting considered Has approved the remuneration of the directors for the year 2019 within the amount not exceeding 4 million baht as proposed details With a vote of not less than 2 in 3 of the total votes of the shareholders who attend the meeting and have the right to vote as follows

Approved	6,086,013,238	votes	equivalent to	99.94	percent
Disapproved	0	votes	equivalent to	0.00	percent

Abstained 3,541,665 votes equivalent to 0.06 percent

Agenda 7 To consider and approve the appointment of the auditor and the audit fees for the year 2019

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

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)

The Board of Directors has considered. There is an opinion as proposed by the audit committee. It is appropriate to propose to the meeting to consider appointing an auditor from DIA International Company Limited to be the company's auditor for the year 2019, as follows:

- | | |
|----------------------------------|---|
| 1. Mrs. Suvimol Krittayakiern | Certified Public Accountant No. 2982 and / or |
| 2. Miss Somchintana Pholhiranrat | Certified Public Accountant No. 5599 and / or |
| 3. Mr. Chumpat Prai Rattanakorn | Certified Public Accountant No. 7645 and / or |
| 4. Mr. Napruet Pisanuwong | Certified Public Accountant No. 7764 and / or |
| 5. Miss Supaporn Mangchit | Certified Public Accountant No. 8125 and / or |
| 6. Mr. Viroj Satchamathumnakun | Certified Public Accountant No. 5128 |

The Board of Directors has agreed that The said auditor has qualifications as required by the Office of the SEC and the Stock Exchange of Thailand. Independence No conflict of interest with the company And has expertise in auditing Including the auditing standards that are accepted by listed companies Which one of the auditors Has the power to inspect and comment on the financial statements of the company In the event that the said auditors are unable to perform their duties The Office of the Auditor General procurement of auditors Other permission is allowed instead.

For the determination of the audit fees for the year 2019 in the amount not exceeding 4,910,000 baht, which is the audit fee for a company not exceeding 2,400,000 baht and the audit fee for the subsidiaries in the amount of 2,510,000 baht.

The Chairman invited shareholders to ask questions and make comments. There were shareholders asking as follows :

Mr. Somkiat Lertsirisataporn asked as follows

- Want to know why the company Therefore changed the auditor company

Mr. Ratchai Phichayaphum clarified as follows :

- Since the company used the same auditor for many years Including reducing costs Due to the decrease in audit fees Despite the increased company Therefore, the company changed the auditors to that company.

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

The meeting secretary informed the meeting that Approval for the appointment of auditors and the determination of auditing fees for the year 2019 must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Resolution of the meeting The meeting considered Has approved the appointment of the auditors and the audit fees for the year 2019 with a majority vote of the shareholders who attended the meeting and cast their votes as follows

Approved	6,089,533,838	votes	equivalent to	99.99	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

Agenda 8 To consider and approve the reduction of the registered capital of the company and the amendment of the company's memorandum of association, item 4. Subject: Registered capital To comply with the capital reduction With details as follows :

Agenda 8.1 To consider and approve the reduction of the registered capital of the company

The meeting secretary informed the meeting that According to the resolution of the 2018 Annual General Meeting of Shareholders held on April 27, 2018, passed a resolution to increase the company's registered capital from 8,433,754,763 baht to 15,180,632,144 baht by issuing new ordinary shares 6,746,877,381 shares at par value of 1.00 baht per share and allocation of newly issued ordinary shares not exceeding 4,216,877,381 shares to support the exercise of EMC-W6 warrants offered to existing shareholders. And allocation of newly issued ordinary shares, not exceeding 2,530,000,000 Shares to existing shareholders Which is the allocation of the general mandate.

After the shareholders' meeting has approved until now The company has not allocated and offered the newly issued ordinary shares under general mandate to the shareholders of the company. According to the announcement of the relevant stock exchange committee Has stipulated that the company must allocate and complete the offering of the newly issued ordinary shares within the date that the company holds the next annual general meeting of shareholders. As a result, the said ordinary shares

have expired and the Company is unable to allocate and increase the newly issued ordinary shares. Therefore, the Board of Directors agreed to propose to the shareholders' meeting to approve the reduction of the registered capital of the Company. By requesting to reduce the registered capital of the company from the original 15,180,632,144 baht to 12,650,632,144 baht by canceling the registered ordinary shares that have not been sold. 2,530,000,000 shares with a par value of 1.00 baht per share reserved for the capital increase by general mandate and other details appear in the notice of the meeting which has been sent to the shareholders for consideration.

Agenda 8.2 To consider and approve the amendment of the Article 4 of the Memorandum of Association of the Company To comply with the capital reduction

The meeting secretary informed the meeting that In order to be in line with the reduction of registered capital in Agenda 8.1, the company needs to amend the Article 4 of the Memorandum of Association, the Board of Directors deems it appropriate to propose the amendment of Article 4 of the Memorandum of Association 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 (-)"

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

The reduction of the registered capital of the company and the amendment of the company memorandum of association no. 4 must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Resolution of the meeting The meeting considered Passed a resolution to reduce the company's registered capital and amend the company's memorandum of association, Article 4. Subject: Registered Capital In order to be in accordance with the reduction of the registered capital of the company as the proposed details With a vote of not less than 3 in 4 of the total votes of the shareholders who attend the meeting and have the right to vote as follows :

Approved 6,092,533,838 votes equivalent to 99.99 percent

Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

Agenda 9 To consider and approve the amendment of the articles of association of the company

The meeting secretary informed the meeting that For transparency and accuracy The Board of Directors agreed To amend the Articles of Association of the company to comply with and comply with the regulations of the Stock Exchange of Thailand regarding listing of securities Information disclosure And delisting of listed securities in "Mai stock exchange" B.E. 2560 and in accordance with the order of the Head of the National Council for Peace and Order No. 21/2017 regarding the amendment of the law to facilitate business operations Therefore it was agreed to propose to the meeting The shareholders consider and approve the amendment to Article 5 and Article 28 of the Company 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.

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

The consideration and approval of the amendment to the Articles of Association must be approved by a vote of not less than 3 in 4 of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Resolution of the meeting The meeting considered The meeting passed a resolution approving the amendment to Article 5 and Article 28 of the Articles of Association, which must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. As follows

Approved	6,092,533,838	votes	equivalent to	99.99	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	41,665	votes	equivalent to	0.01	percent

Agenda 10 To consider other matters

The chairman said to the meeting that At this time, all the agendas specified in the invitation letter have been considered and completed by the meeting of shareholders. It is unknown whether any shareholders wish to make additional inquiries.

Mr. Viroj Thaksinanon, a shareholder, inquired as follows:

- Balance sheet in shareholders' equity Has a discount of less than 4,000 million baht in common shares. Would like to know what caused

Mr. Ratchai Pichayaphum clarified as follows :

- discounted share value Caused during the past 2-3 years, the company has increased the capital And there is a price setting lower than the Par price

The shareholder did not notify the name of the inquiry as follows

1. I'd like to know how the company is currently How much are all accumulated losses? And when will all the accumulated losses be cleared?

Mr. Ratchai Pichayaphum clarified as follows :

1. The company has a total accumulated loss of approximately 2,300 million baht. The company has set a goal to clear it all by 2022. However, The company wants to give shareholders the opportunity to receive dividends faster, so try to find ways to clear the accumulated losses faster.

The shareholder did not notify the name of the inquiry as follows

1. At present, the company has started to make a profit. Therefore want to be confident that Will the company be able to continue to make a profit? Will the year 2019 be even better?

2. Companies tend to reduce capital In order to solve the accumulated loss problem or not

3. Baan Pracharath Project When will the company begin to recognize revenue?

Mr. Ratchai Pichayaphum clarified as follows :

1. The management of the company itself is dedicated and tries to keep the company profitable continuously. By trying to find more contractors projects, looking for backlog to deliver And recognize more income

2. The company is currently studying the capital reduction To solve the problem of accumulated loss In order to allow shareholders to receive dividends faster. However, the company would like to consider the profits for another period

3. For the Pracharath House Project It is another project that adds backlog to the company worth around 800 million baht which is currently in the preparatory stage. And selected subcontractors

The shareholder did not notify the name of the inquiry as follows

- When is the Warrant exercise period?

Mr. Ratchai Pichayaphum clarified as follows

- There are 2 warrant warrants for 1 year, which is April 15 and October 15 of every year.

When there were no more questions or suggestions from the shareholders, the Chairman, on behalf of the Board of Directors, thanked the shareholders attending the meeting today. And always supported the company business and requested to close the meeting

The meeting closed at 17.00 hrs.

(Mr Rattachai Phichayaphum)

Director

(Mr. Krishna Samsangsaeng)

Director

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

Name – Surname : Mr. Ratchai Pichayapoom
 Age : 55 years
 Proposed Position : Director
 Possession of the Company's shares : None
 Family Relationship among Executives : None
 Highest Education : Master of Business Administration, Utah State University
 Bachelor of Economics and Business Administration in major of
 Management, Kasetsart University
 Other experience/ training : None
 Completed programs by Thai Institute of
 of Directors (IOD) : DAP 121/2015

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

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

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

Meeting attendance in 2019

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

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

Name – Surname	:	Dr. Yaowarin Srichainan
Age	:	68 years
Proposed Position	:	Director
Possession of the Company's shares	:	None
Family Relationship among Executives	:	None
Highest Education	:	- Doctor of Philosophy Program in Cultural Science, The Research Institute of Northeastern Art and Culture, Mahasarakham University - Master of Education, Educational Administration, Chulalongkorn University - Bachelor of Business Administration, Finance and Banking, Ramkhamhaeng University
Other experience/ training	:	None
Completed programs by Thai Institute of of Directors (IOD)	:	None



Working Experiences over the last 5 years

Type of Business

2016 – Present	:	Audit Committee, Independent Director EMC Public Company Limited	Real estate and construction
2558 – Present	:	Chairman of Advisory Board, Private Forest Plantation Cooperative Limited	
2558 – Present	:	Subcommittee of Information and Communication Technology, Student Loan Fund, Ministry of Finance	

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 2019

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

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

Name – Surname : Miss Thaweesri Wikayathipat
Age : 68 years
Proposed Position : Director
Possession of the Company's shares : None
Family Relationship among Executives : None
Highest Education : Master of Accountancy, Chulalongkorn University
Bachelor of Accountancy, Chulalongkorn University
Bachelor of Law, Thammasat University
Other experience/ training : None
Completed programs by Thai Institute of
of Directors (IOD) : None



Working Experiences over the last 5 years

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

Type of Business

Real estate and construction

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

Meeting attendance in 2019

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

Profile of the Independent Directors

1. Miss Praomart Hantra Age : 67 years

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

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

No. of share : none

Conflict of interest : none

Meeting attendance in 2019 :

- Audit Committee	13/13
- Board of Directors	6/6
- 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, 28th Floor, Silom Road, Suriyawong,
Bangrak, Bangkok 10500

No. of share : none

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

From the position by the term

Meeting attendance in 2019 :

- Audit Committee	13/13
- Board of Directors	6/6
- 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, 28th Floor, Silom Road, Suriyawong,
Bangrak, Bangkok 10500

No. of share : none

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

Meeting attendance in 2019 :

- Audit Committee	13/13
- Board of Directors	6/6
- Nomination & Remuneration Committee	1/1
- Annual General Meeting of Shareholders	1/1



4. Mr. Pannatee Sriwongthai Age : 55 years

Independent Director, Audit Committee

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

No. of share : none

Conflict of interest : - None -

Meeting attendance in 2016 :

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



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 ofshare(s) and having voting rights equivalent tovote(s), the details of which are as follows:

ordinary shareshare(s), having voting rights equivalent tovote(s)

preferred shareshare(s), having voting rights equivalent tovote(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 2020, which will be held on April 28, 2020 at 2.00 pm. – 5.00 pm. at Bon Vivant room (2st Floor), 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 67 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28th floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 or

☒ f. Mr.Pannatee Sriwongthai (Independent Director, Audit Committee)
Age 57 years, Address : EMC Public Co., Ltd., 140/66-67 ITF Tower, 28th 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 2020, which will be held on April 28, 2020 at 2.00 pm. to 5.00 pm. at Bon Vivant room (2st Floor), 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 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 2 To acknowledge the operating results for the year 2019

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 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 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2019

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. Ratchai Pichayapoom
☐ Approve ☐ Disapprove ☐ Abstain
2. Dr. Yaowarin Srichainan
☐ Approve ☐ Disapprove ☐ Abstain
3. Miss. Thaweesri Wikayathipat
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the director's remuneration for the year 2020

- ☐ (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 2020

- ☐ (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 propose to the 2020 shareholder's meeting to consider and approve the change of Company's Objectives and Memorandum of Association. Addition of the Company's Objective Clause 66 to Clause 69 as follow (Because there was an error in the order of Article No. 66, there was no message by requesting to amend the number of the objectives of the Company from Article 67 to Article 66.).

- ☐ (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 other business (if any)

- ☐ (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

- (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 2020 to be held on April 28, 2020 at 2.00 pm. to 5.00 pm. at Bon Vivant room (2st Floor), 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 2020, which will be held on April 28, 2020 at 2.00 pm. -5.00 pm. at Bon Vivant room (2st Floor), 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 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 2 To acknowledge the operating results for the year 2019
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 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 4 Acknowledge the non-allocation of legal reserve funds of the revenues reserved by the law and dividend payment for the year 2019
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. Ratchai Pichayapoom
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Dr. Yaowarin Srichainan
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Miss. Thaweesri Wikayathipat
- ☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 6 To consider and approve the director's remuneration for the year 2020
- ☐ (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 2020
- ☐ (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 propose to the 2020 shareholder's meeting to consider and approve the change of Company's Objectives and Memorandum of Association. Addition of the Company's Objective Clause 66 to Clause 69 as follow (Because there was an error in the order of Article No. 66, there was no message by requesting to amend the number of the objectives of the Company from Article 67 to Article 66.).
- ☐ (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 other business (if any)

- ☐ (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

(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 2020 to be held on April 28, 2020 at 2.00 pm. to 5.00 pm. at Bon Vivant room (2st Floor), 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 28, 2020

Remark

If any shareholder cannot attend the Annual General Meeting of Shareholders 2020, 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, 28th 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.

QR code Downloading Procedures for the Annual Report 2019

Annual Report 2019 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31, 2019.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through OR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For IOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the OR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.



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 2563
The Annual General Meeting of Shareholders 2020

บริษัท อีเอ็มซี จำกัด (มหาชน)
EMC Public Company Limited

วันอังคารที่ 28 เมษายน พ.ศ. 2563 เวลา 14.00 น.
Tuesday, 28 April 2020 at 02.00 PM.

ณ โรงแรมวันนา ห้องสุริยวงศ์บอง วิวอง ชั้น 2 เลขที่ 80 ถนนสุรวงศ์ เขตบางรัก กรุงเทพมหานคร 10500
At Bon Vivant room (2st Floor), 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
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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 2020
OF EMC PUBLIC COMPANY LIMITED



