

The 2017 Annual General Shareholders' Meeting

Country Group Holdings Public Company Limited

April 27, 2017

At Bliston Suwan Park View Hotel, the Ballroom, 4th floor, no. 9 Soi Tonson,

Ploenchit Road, Lumpini, Pathumwan, Bangkok The Directors who attended the Meeting:

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|----|---------------------------------|---|
| 1. | Mr. Sadawut Taechaubol | Chairperson and Executive Chairperson |
| 2. | Mr. Surabhon Kwunchaithunya | Vice Chairperson, Chairperson of the Investment Committee and Chairperson of the Risk Management Committee. |
| 3. | Mr. Dej Namsirikul | Independent Director, Chairperson of the Nomination and Remuneration Committee and member of the Corporate Governance Committee. |
| 4. | Mr. Nipon Wisityuthasart | Independent Director.
Chairperson of the Audit Committee and member of the Nomination and Remuneration Committee. |
| 5. | Pol.Lt.Gen.Werapong Chuenpagdee | Independent Director, member of the Audit Committee, Chairperson of the Corporate Governance Committee and member of the Nomination and Remuneration Committee. |
| 6. | Mr. Tommy Taechaubol | Director, Chief Executive Officer and member of the Investment Committee. |
| 7. | Mr. Pisuth Viriyamettakul | Director. |
| 8. | Mr. Veeraphat Phetcharakupt | Director. |
| 9. | Mrs. Jitmanee Suwannapool | Independent Director and member of the Audit Committee |

The Executives who attended the Meeting:

- | | | | |
|----|----------------|-------------------|--|
| 1. | Mr. Annop | Kettratad | Vice President of Corporate Strategy |
| 2. | Mr. Kaweewat | Pothanun | Vice President of Investment |
| 3. | Mr. Thanachote | Rungsitivat | Vice President of Investment |
| 4. | Mr. Boonsong | Sumnuk | Senior Manager of Financial and Accounting |
| 5. | Mrs. Thanika | Padungpattanapong | Company Secretary |

The Attendants:

1. Mr. Chavala Tienpasertkij Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
(Auditor of the Company)
2. Mr. Wonlop Vilaivaravit Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
(Auditor of the Company)
3. Ms. Nantarat Thanyasiri Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (Auditor)
As the observer of the meeting and witness on counting votes in the meeting.
4. Ms. Thitiporn Boonvorasilp Weerawong Chinavat & Peangpanor Ltd (Legal Advisor)
As the observer of the meeting and witness on counting votes in the meeting.

Mr. Sadawut Taechaubol, Chairperson who act as the Chairman of the Meeting (hereinafter be called "Chairman") assigned Mrs. Thanika Padungpattanapong, Company Secretary to inform the proceeding of the Meeting, voting guidelines, in each agenda to conduct the Meeting in an orderly manner as follows:

The Corporate Secretary informed the Meeting that, at 14.00 hours., there were 35 Shareholders representing an aggregate number of 265,715,227 shares and 76 Proxyholders representing an aggregate number of 1,472,520,502 shares totaling 111 Shareholders and Proxyholders representing an aggregate number of 1,738,271,729 shares, equivalent to 40.48% of total paid up shares, and constituted a quorum in accordance with the Company's Article of Association.

1. Proceeding of the Meeting.

The Meeting shall be proceeded in order by agenda as informed in the invitation letter for the Annual General Meeting of the shareholders and the operator of the Meeting will inform the details of each agenda before voting.

2. The right to express opinion.

If any shareholder has opinion or question, the shareholder shall raise his/her hand and inform the name. Then the shareholder can give the opinion or ask the question to the Meeting.

- 1) The opening ballot will be count by 1 share to 1 vote. The shareholder attends the Meeting in person or grants the proxyholders, the right to vote in the Meeting shall vote on one of these; agree, disagree or abstain and the vote cast cannot be separated, unless there are voting by the Custodian.

2) Proxy

2.1 The proxy holder must vote as the grantor provides in the proxy form only. Vote of the proxy on any agenda which is not in accordance with the vote as specified in the proxy form shall be invalid and shall not be count as vote of the shareholder.

2.2 If the shareholder grant the right to the proxyholder with not specify or clearly specify the intention to vote on any agenda, or if there is other agenda consider in the Meeting besides the specified agenda in the proxy form, or if there is any change or amendment to any facts, the proxyholder shall be authorized to consider the matters and vote on their behalf as the proxyholder deems appropriate.

3) In addition, for the agreement ballots which are not be collected during the Meeting, the shareholders must return them after the Meeting.

3. The voting process in each agenda.

1) The Chairman will propose to ballot and give the opportunity to such shareholders to vote at every agenda whether any shareholder disagrees or abstains.

2) If there is no disagreement or abstention, it shall be deemed that the Meeting unanimously approved the proposal put to vote. Otherwise, the shareholders who are disagree or abstain must reveal themselves and deliver their ballots to the Company's officer to deduct the votes of disagreement or abstention all votes. The final votes shall be accountable for the proposed agenda except the agendas that are required for any other voting process.

3) The Chairman will announce the resolution to the Meeting at the end of each agenda, unless the count of votes delayed by the officers. The Chairman will continue proceed and announce the resolution after the officers done the vote collection.

4. The Dispatch of Questions in Advance

The Company has given the opportunity to shareholders to send questions in advance to the Company within 21st April 2017, at Company Secretary Office or email: CompanySec@cgholdings.co.th which appeared that there was no shareholder sending questions.

5. The Dissemination of the Invitation letter for the Meeting

In order to the shareholders to access any information of this Annual General Meeting of Shareholders, the Company has published the invitation letter both Thai and English language on the Company's website and has submitted to the Stock Exchange of Thailand since 27th March 2017.

6. Representative of individual Shareholder

In order to comply with Good Corporate Governance, the Company request the volunteer of Individual Shareholder as the independent representative and neutral to observe the count of voting. Mrs. Natchaphat Assadabordee, Shareholder, and Miss Pinitporn Phuyadao, Proxy of Shareholder, volunteers to be the representative of individual shareholder to observe the count of voting.

Company Secretary reported to the Meeting that the agenda for the Annual General Meeting of the Shareholders shall be occurred by agenda as informed in the invitation letter.

Thereafter, Chairman proceeded and informed the Meeting that Company Secretary reported the attendants which completed to be quorum as required on the Company's Article of Association, and proceeded the Meeting as follows:

Agenda 1 To consider and approve the minutes of the 2016 Annual General Meeting of Shareholders held on April 29, 2016.

Chairman stated that the minutes of the 2016 Annual General Shareholders' Meeting was held on April 29, 2016. The minutes of such Meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days after the Annual General Shareholders' Meeting date as required by laws including published on the Company's Website, www.cgholdings.co.th.

The Board of Directors deem appropriated to propose the Shareholders' Meeting to consider and approve the minutes of the 2016 Annual General Meeting of Shareholders which was held on April 29, 2016, please refer to the minutes of the 2016 Annual General Meeting of Shareholders to Attachment 1, page 15 – 37

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, the resolution must be passed by the majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the minutes of the 2016 Annual General Meeting of Shareholders with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholders who presented and entitled to vote.
Approve	1,738,879,504	96.068
Disapprove	0	0.000
Abstain	71,178,093	3.932

Remark : After the announcement of the constitution a quorum, there were additional 9 shareholders with 71,785,868 shares attended the meeting. Therefore, the total number of shareholders attended the meeting were 120 shareholders with 1,810,057,597 shares. The Company granted the opportunity of such shareholder to vote. As such, the number of vote in Agenda 1 were increased accordingly.

Agenda 2 To acknowledge the report of the company's operation for the year 2016

The Chairman of the meeting reported to the meeting that the company had already submitted the report of the operation to the shareholders in the annual report for the year 2016. The Board of Directors also considered proposing the annual report of the operation for the year 2016 to the general meeting of the shareholders. The Chairman then assigned the Chief Executive Officer to further clarify as follows.

Since the company has proceeded the debt restructuring in accordance with the resolution of the shareholders' meeting in 2014, the company has set the vision that "We are one of Thailand's most diverse and fastest growing investment companies by seeking for investment that covers a wide range of businesses, having a broad network, and integrating our affiliates' infrastructure to invest in a business that has the highest value". Accordingly, there are four affiliated companies based on the company structure, namely Country Group Securities Public Company Limited (CGS) is a real estate development company, Country Group Development Public Company Limited (CGD) is a real estate investment and development company, MFC Asset Management Public Company Limited (MFC) operates the fund management, and Padaeng Industry Public Company Limited (PDI) operates the energy business.

The picture shows that the company has two strengths: the strength of its financial position with total assets of 7,925 million Baht while only 11 employees have the lowest resource utilization policy. The affiliated companies also have strong financial positions including MFC and PDI with no long-term liabilities which make the company quite ready to invest. Additionally, the experience in doing business of each affiliated company promotes excellent mutual business. Another strength is that the company is proficient in finding investment assets and managing to the most benefits. For instance, CGS can provide financial advice, MFC specializes in fundraising in investment, CGD specializes in real estate development, and PDI specializes in energy. Therefore, these specialized knowledge considerably support our company.

As for the expansion of the operations in 2016, the company's revenue was 1,357 million Baht, an increase of Baht 1,185 million from the previous year. Even though the revenue from the retail income of the securities business in 2012 decreased from 867 million Baht to 542 million Baht, the revenue from subsidiaries and other affiliated companies still grow and increased 18 million Baht in 2015. In 2016, the revenues increased by 135 million Baht due to the fact that the company has planned to reduce reliance on the retail securities business and restructured

a new company organizational structure. Consequently, the cost was reduced to 931 million Baht or 13%. It is expected that in 2017, the company will be able to reduce the cost more. Therefore, the revenue in 2016 increased from 61 million Baht in 2015 to 392 million Baht.

What is important to our company is that, as the shareholders have approved the reorganization, the company can diversify its business although the revenues from the retail securities business decreased 52% and 48% are from other services. The company has increased its investment in PDI for 827 million Baht, CGD for 821 million Baht, and MFC for 649 million Baht. As a result, the revenue recognition is expected to increase in 2015 with the revenue of 18 million Baht and in 2017 with the revenue of 135 million Baht. Thus, this is the advantage of being a holding company that make us have a wealth of capital, knowledge and experiences of various investment channels.

In 2016, the company restructured its CGS structure by selling 21 branches to UOBKH and LH in 2017. Currently, there are 7 branches which reduce the cost by 15% with only 241 employees.

For the strategy in the year 2017, the company is looking for and developing the efficiency of its subsidiaries by the same retail securities business. The expansion of new products such as Block Trade, Derivative, Private Fund, is expected to be approved by the Securities and Exchange Commission and the Stock Exchange of Thailand (SEC) in the second quarter which will make CGS a more integrated securities company. Besides, the company also improved the quality of analysts. The event was co-hosted by Mr. Andrew Stotz, CFA President of Thailand to enhance the quality of securities analysis. The company also increased investment in other areas such as institutional investors, Prop Trade and Block Trade, as well as improvement in the IT department, and new investment channels such as application trading and line group.

The Chief Executive Officer presented the meeting with the following investment decisions:

1. Seeking for opportunities to invest in Under Value such as investing in PDI, a mining business, while the mine is going to stop operating as well as the cost of compensation for termination of employment. The PDI is a valuable business and PDI has invested in 2014 and has increased its investment portfolio in 2016. The company has set a new business direction as a renewable energy business instead of recycling the waste from industry. The plant was started in Rayong and the Eco Waste plant in Northern of Thailand. In this regard, the company advised PDI to cease its loss-making transactions which made the financial statements more effective. As a result, PDI is expected to earn more revenue in the next year.
2. The investment project has to have Growth Story. For example, investing in CGD which is a real estate company with high growth potential such as Mae Rim Chaophraya Project and Capella Hotel which is expected to be completed in December. In the housing segment, it is expected that it will be possible to record revenue in 2018 and 2019. It is obvious that CGD is a company with a good growth story.

3.The project with stable incomes. For example, the investment in MFC which has been running the fund management business for more than 40 years. It has generated revenue and profits for many consecutive years with stable and secure income and it can support other businesses of the company.

After the Chief Executive Officer has reported the results, no one further asked or commented on this matter. The chairman of the meeting explained that this is a matter of report agenda, so there was no vote and resolution.

Agenda 3 To consider and approve the audited Financial Statements of the year ended December 31, 2016 which was approved by Auditor.

The Chairman reported to the Meeting that in accordance with Public Limited Companies Act B.E. 2535, section 112, the Company has prepared financial statements for the year ended December 31, 2016 which have been audited and certified by the auditors.

The Audit Committee has reviewed the Company's financial statements for the year ended December 31, 2016 as appeared on the Annual Report 2016, please refer to Attachment 2, Financial Statements and Notes to Financial Statements, which have been audited and certified by Mr. Chavala Tienpasertkij, a certified public accountant registration No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited., and it was recommended to propose the Company's audited financial statements for the year ended December 31, 2016 to the Shareholders' Meeting for an approval.

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve of financial statements for the year ended December 31, 2016 which have been audited and certified by the auditor and verified by the Audit Committee.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the audited Financial Statements of the year ended December 31, 2016, which was approved by Auditor with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Share	Percentage of shareholder who presented and entitled to vote.
Approve	1,738,873,960	96.062
Disapprove	0	0.000
Abstain	71,278,937	3.938

Remark: After the Meeting certified the Agenda 1, there were additional 3 shareholders with 95,300 shares attended the meeting. Therefore, the total number of shareholders attending the meeting was 123 shareholders with 1,810,152,897 shares. Also, the Company allowed them to have the right to vote. Therefore, the number of vote in agenda 3 were increased accordingly.

Agenda 4 To consider and approve of the allocation of the profit for the Legal Reserve Fund and the dividend payment for the year 2016.

The Chairman reported to the Meeting that subject to the Company's performance of 2016, the Company earning the net profit of Baht 300,700,256 or Baht 0.0693 per share, according to the Public Limited Companies Act B.E. 2535, section 116 and Companys' Article of Association clause 61 stipulated that the Company shall allocate for the Legal Reserve Fund not less than 5 percent of the annual net profit less the accumulated losses brought forward and then allocate the remaining profit for the dividend payment.

And the Company's Dividend Payment Policy stated that "Under the normal business' conditions, the Board of Directors shall propose the dividend payment to Shareholders not less than 60 percent of the net profit after corporate tax".

Additional, in accordance with the Public Limited Companies Act B.E. 2535, section 115 and the Company's Article of Association clause 59, the dividend payment shall be approved by Shareholders

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to approve the allocation the net profit for the Legal Reserve Fund and the dividend payment, as the details follow;

Net profit in amount of Baht 300,700,256, allocate for the Legal Reserve Fund not less than five percent of the annual net profit or Baht 15,035,013 and the dividend payment at the rate of Baht 0.02774 per share, the total of dividend payment in amount of Baht 120,301,953, representing a percentage of 40.01 of net profit after corporate tax of year 2016, which was lower than the dividend payment policy of the Company, due to the Company having necessity to reserve working capital for the liquidity in order to invest in the potential projects and to support the expansion of the existing Company's businesses in the future.

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the allocation of the Legal Reserve Fund in the amount of Baht15,035,013 and the dividend payment of year 2016 in the amount of Baht 0.02774 per share.

The name lists of Shareholder who were eligible to receive dividend were specified on March 28, 2017 and closing the registration book, according to Section 225 of the Securities and Stock Exchange Act, was on March 29, 2017, in which dividend will be paid on Wednesday, May 25, 2017.

Thereafter, there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the allocation of the net profit for the Legal Reserve Fund in the amount of Baht15,035,013 and the dividend payment of year 2017 in the amount of Baht 0.02774 per share with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Share	Percentage of shareholder who presented and entitled to vote.
Approve	1,810,052,053	99.994
Disapprove	0	0.000
Abstain	100,844	0.006

Agenda 5 To consider and approve the election of the Company's directors in place of the directors who are retired by rotation.

The Chairman reported to the Meeting that this Agenda is to elect the Company's Directors for replacing the directors who are retired by rotation according to the laws and Article of Association stipulated the Criteria the Election of Directors and assigned the Company Secretary informed to the Meeting.

For the Election of Directors, is subject to the Article of Association, Clause 21 stipulated that the Shareholder Meeting shall elect the Directors as the Criteria and Procedure follows:

- a. Each shareholder or proxy has the number of votes as the number of shares held by such shareholder.
- b. Each shareholder or proxy may cast the total number of votes under (a) for electing one or more than person one as a director or directors, and in the case of electing more than one person as directors, votes shall not be divided by person.
- c. The person who received the highest votes in the respective order are elected as director in accordance with the intended number of directors; and, in the case where any person in a next lower order have equal votes and the number of the elected persons exceed the number of the intended directors, then an election shall be casted by the Chairman.

According to the Companys' Article of Association clause 21 stipulated that one-third of the directors shall be retired and this year is the second years after the registration of the Company, the retired directors shall be selected by the Nomination and Remuneration Committee by the drawing lots and the retired directors are as follows:

- | | | | | |
|----|---------------|----------------|----------------------|---------------------------|
| 1) | Mr. Tommy | Taechaubol | Director | (Authorized Director) |
| 2) | Mr. Niphon | Wisityuthasart | Independent Director | (Non-Authorized Director) |
| 3) | Mrs. Jitmanee | Suwannapool | Independent Director | (Non-Authorized Director) |

The Nomination and Remuneration Committee and the Board of Directors had considered that 3 of them are qualified subject to the Public Limited Companies Act B.E. 2535 and/or concerning laws. All the retired directors are qualified and not prohibited as defined by the Company's Article of Association or relevant law. Additional, they also performed their duties in the previous year and attended the Board of Directors' Meeting regularly, thus, the Committee recommended to propose to re-appoint them for another term, as the details presented on the Profile of Directors, please refer to Attachment 3, page 38 – 43 and comply with the Definition of Independent Director, please refer to Attachment 4, page 44.

In order to comply with the principle of the Good Corporate Governance, the proposed Directors were required to leave the Meeting and abstain for this Agenda.

Thereafter, there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote. The Chairman requested the Meeting to consider and elect the Director individually.

Resolution: The Meeting approved 3 Directors to re-appoint in place of the directors who are retired by rotation, as follows:

(Therefore, the Board of Director are intention to show transparency and comply with the principle of the Good Corporate Governance, the proposed Directors left from the Meeting and abstain this Agenda.)

- (1) Mr. Tommy Taechaubol, Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote,) as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,523,254,213	95.530
Disapprove	0	0.000
Abstain	71,281,270	4.470

(2) Mr. Nipon Wisityuthasart, Independent Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,523,254,213	95.530
Disapprove	0	0.000
Abstain	71,281,270	4.470

(3) Mrs. Jitmanee Suwannapool, Independent Director, was re-appointed with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,523,254,213	95.530
Disapprove	0	0.000
Abstain	71,281,270	4.470

Agenda 6 To consider and approve of the 2017 remuneration of director and sub-committee.

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 90 and the Companys' Article of Association clause 28 stipulated that directors are entitled to receive the remuneration according to the Shareholder's Meeting resolution, including allowance, transportation fee, welfare and other compensations including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according the company's rules and regulations. It deemed appropriate to propose to the Shareholder Meeting to consider and approve.

The Nomination and Remuneration Committee sees that in the previous year, the Company expands the investment and that the Board of Directors have more responsibilities. Therefore, the Committee propose to increase the remuneration of the Directors from Baht 40,000 to Baht 45,000, while maintaining other positions remuneration to be the same as the 2016's rate. The adjusted Remuneration rate is consistent with other listed companies in similar industry. Thus, the Committee would like to propose to the Shareholders' meeting to consider the approval of the adjusted Remuneration rate for 2017 as follow;

1. The Remuneration of Director and sub-committee of year 2017 as follows:
 - The Remuneration of the Chairperson of Baht 100,000 per month.
 - The Remuneration of Vice Chairperson of Baht 55,000 per month.

- The Remuneration of Directors of Baht 45,000 per month from Baht 40,000.
- The Remuneration of the Chairman of the Audit Committee and the Chairman of other sub-committees would be paid Baht 30,000 more per month when there are the Meeting which is the same existing rate.
- The Remuneration of the members of the Audit Committee and the members of other sub-committees would be paid Baht 20,000 more per month when there are the Meeting which is the same existing rate.

The condition of remuneration payment as follow;

- 1) To pay the Remuneration of the Board of Directors, the Audit Committee and other Sub-Committees, only at the lump sum rate per month when there are meetings.
- 2) Employees who are entitled to be Director will receive the Remuneration at the same rate of the other Directors. For the other employees who are members of sub-committees will not receive the Remuneration.
- 3) The new Remuneration will be effective from May 2017 onwards, (after receiving the Shareholders approval).

2. The criteria of the Director's Bonus payment are as follow;

- 1) The Director's Bonus payment will not exceed 4 times the rate of their monthly remuneration.

The Chairman of Sub-Committees such as Audit Committee, Investment Committee, Nomination and Remuneration Committee, Risk Management Committee and Good Corporate Governance Committee, will be paid at an additional rate of 1 time their bonus.

- 2) The criteria of Directors bonus payment per their meeting attendance in 2017 are as follow;
 - a) Attend the meeting more than 75%, the Director will be paid 100% of bonus.
 - b) Attend the meeting equally or less than 75%, the Director will be paid 50% of bonus.
 - c) Directors who are qualified for bonus, shall perform their duties as Director for the whole year of 2017 (January 1 – December 31, 2017)

The Board of Directors agree that the Board of Directors have more responsibilities and have always in been able to deliver good Company's performance. This is consistent with the Nomination and Remuneration Committees' Opinion and deem appropriate to propose to the Shareholders' Meeting to consider and approve the Remuneration of Director, Audit Committee, Chairman and Committee of Sub-Committee which are Investment Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Risk Management

Committee as recommended by Nomination and Remuneration Committee. The new Remuneration will be effective from May 2017 onwards,

In this regards, in order to comply with the Principle of Good Corporate Governance, Board of Directors who have the right to receive the Remuneration, are intention to show transparency by abstain the vote for this Agenda.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved the Remuneration of Directors and sub-committees of the year 2017 as follows:

1. The Remuneration of Directors and sub-committees of the year 2017 as follows:

- The Remuneration of the Chairperson of Baht 100,000 per month.
- The Remuneration of Vice Chairperson of Baht 55,000 per month.
- The Remuneration of Directors of Baht 45,000 per month.
- The Remuneration of the Chairman of the Audit Committee and the Chairman of other sub-committees would be paid Baht 30,000 more per month when there are the Meeting.
- The Remuneration of the members of the Audit Committee and the members of other sub-committees would be paid Baht 20,000 more per month when there are the Meeting.

The conditions of the Remuneration payment shall be followings:

- 1) To pay the Remuneration of the Board of Directors, the Audit Committee and other Sub-Committees, will be paid only for the members who attend the meeting at the lump sum rate per month.
- 2) Employees who entitle to be Director will be received the Remuneration at the same rate of other Directors. For the employees who entitle to be the member of sub-committees will not be received the Remuneration.
- 3) It will effective from May 2017 onwards, after the Shareholders' Meeting approved.

The criteria of the Director's Bonus payment are as follows:

- 1) The Director's Bonus payment will not exceeding than 4 times of the monthly Remuneration. The Chairman of sub-committees such as Audit Committee, Investment Committee, Nomination and Remuneration Committee, Risk Management Committee and Good Corporate Governance Committee, will be paid 1 time more of bonus.
- 2) The criteria of the bonus payment as per the percentage of attendance meeting 2017 are as follows:
 - a) To attend the meetings more than 75%, will be paid 100% of bonus.
 - b) To attend the meetings equal or less than 75%, will be paid 50% of bonus.

c) Directors who are qualified for bonus, shall perform its duty as Director for a whole year 2017.

(1 January 2017 – 31 December 2017)

The Meeting approved this Agenda by not less than two-thirds of the total number of votes of the shareholders who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,523,254,213	95.530
Disapprove	2,333	0.000
Abstain	71,278,937	4.470

To comply with the transparency and good corporate governance, all directors are not entitled to vote on this agenda.

Agenda 7 **To consider and approve the appointment of Auditors and determination the auditing fee of the year 2017.**

The Chairman reported to the Meeting that according to the Laws and the Companys' Article of Association, the Meeting was proposed to consider the appointment of auditors and the determination of the auditing fee of the year 2017. The Audit Committee considered to propose the selected auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to the Shareholder's Meeting to be the Company's auditors of the Year 2017. However, the previous auditor audited and reviewed our Subsidiary's Financial Statement for 5 consecutive accounting years. Thus, in accordance with a good practice of having an independent auditors and complying with the Good Corporate Governance, The Board of Directors propose to appoint the new auditors for the year 2017 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd as follows;

- 1) Mr. Wonlop Vilaivaravit CPA Number 6797 and/or
- 2) Dr. Suwatchai Meakhaamnouychai CPA Number 6638 and/or
- 3) Mr. Permsak Wongpatcharapakorn CPA Number 3427 and/or
- 4) Dr. Suphamit Techamontrikul CPA Number 3356

In addition, the profile and working experience of the proposed auditors, please refer to Attachment 5, page 45-48. In the absent of the above-named auditors, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd is authorized to identify one other auditor from the same firm to carry out the work of the Company.

The Audit Committees considered that the mentioned auditors do not have any related or conflict of interest with the Company, Management, Major shareholders or their related person. In addition, the Auditors of Deloitte

Touche Tohmatsu Jaiyos Audit Co., Ltd. are qualified to audit the investment and financial business. They are reliable based on their performances in the previous year. Country Group Securities Public Company Limited or the subsidiary of the Company has also appointed Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

For the Auditing Fee in 2017, the Auditing Fee is based upon “Group” rate (the company and its subsidiary) at the amount of Baht 3,500,000, which is equivalent to the rate in 2016. However, it is estimated that the number of transactions for the Company will be more than the previous year. Thus the Auditing Fee in 2017 will be increased by Baht 1,180,000 (from Baht 1,000,000), excluding the non-audit fee that the Company shall pay as an incurred expenses. The Company sees that the Auditing fee is at the appropriate rate.

In this regards, the Board of Directors agreed with the proposal of the Audit Committee and deemed appropriate to propose to the Shareholders’ Meeting to consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to be the Company’s Auditor for the year 2016 as the above mentioned details, the Auditing Fee will be Baht 1,180,000 in this year, Mr. Wonlop Vilaivaravit entitles to be the Company’s auditor for the first year.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company’s auditors of the Year 2017 as the following names:

- 1) Mr. Wonlop Vilaivaravit CPA Number 6797 and/or
- 2) Dr. Suwatchai Meakhaamnouychai CPA Number 6638 and/or
- 3) Mr. Permsak Wongpatcharakorn CPA Number 3427 and/or
- 4) Dr. Suphamit Techamontrikul CPA Number 3356

And the Auditing Fee will be Baht 1,180,000 in 2017, with the resolution passed by a majority votes of the shareholders, who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,810,052,053	99.994
Disapprove	0	0.000
Abstain	100,844	0.006

Agenda 8 To consider and approve of decreasing the Company's registered capital from the existing registered capital of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in the total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital.

The Chairman reported to the Meeting that according to the resolution of 2016 Annual General Meeting of the Shareholders, held on April 29, 2016, that approved the Company to issue and offer the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value of Baht 1 by issuing and offering the ordinary share for Private Placement. The offering price of the issued shares shall not be less than 90% of the market price, which is calculated, by a weighted average price of the Company's shares trading on the SET, dating back at least seven consecutive working days, but not more than fifteen consecutive working days before each offering price date.

The offering of the newly ordinary share shall be conducted in one or several times. It must be conducted within the next Annual General Meeting of Shareholders date or within the date that the law requires to hold the next Shareholders' Meeting (whichever is earlier), depending on the appropriateness of the market and which best benefits the Company. In the previous year, the Company does not have any necessity for more capital, this the request to decrease its registered capital. Since the Company plans to increase the capital per details in Agenda 10, according to the Public Limited Companies Act B.E. 2535, section 136 stipulated that the Company shall increase its capital by issuance the new shares when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants and the issuance has been approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

In additional, subject to the Reorganization Plan of the Company that was approved by the Shareholders' Meeting of the year 2014 of Country Group Securities Public Company Limited ("CGS") hold on 29th April 2014 and approved by the Shareholders' Meeting Of the Company no. 1/2014 dated 12th June 2014 stipulated that after reorganization, the Company shall decrease the capital in the amount of Baht10,000, the initial capital of the Company are held by Country Group Securities Public Company Limited and 15 individual shareholders who are the management and employees of the CGS. In this regards, it shall proceed by eliminate the mentioned shareholding by CGS and 15 individual shareholders as compulsory required by the Public Limited Companies Act B.E. 2535, section 141 (including amendment) i.e. the Company must, in writing, notify its known creditors of the resolution for such capital reduction within 14 days as from the date on which such resolution was passed by the meeting of shareholders and

specify, in the notification, that objections may be sent within two months as from the date of receipt of the notification of such resolution, and the company shall also publish such resolution in a newspaper within the said fourteen-day time limit. This capital decreasing may be obstruct of the capital increasing plan and impact to the Company's business. Therefore, it deems appropriate to postpone the initial capital decreasing in amount of Baht10,000 as re-organization plan until further proposal to Shareholder's Meeting again. However, the postponement of the said capital decreasing does not impact or caused of any damage against the Company and/or CGS including the Shareholder of the Company and/or the Shareholder of CGS.

Therefore, in order to comply with compulsory laws and the Shareholders' Meeting, the Company shall decrease the Company's registered capital from the existing registered capital of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in the total of 430,000,000 shares with the par value of Baht 1, there are the unsubscribed ordinary shares in accommodate the right to exercise the warrant of Company as follow;

(1)	The allocation to issue ordinary share in accommodation of the right to exercise the warrant of Company (CGH-W1)	947,792,369 Shares
(2)	The allocation to issue ordinary share in accommodation of the right to exercise the warrant of Company (CGH-W2)	<u>361,367,269 Shares</u>
	Total	<u>1,309,159,638 Shares</u>

In order to be consistent with the Company's decrease in its registered capital. It is recommended to propose to the Shareholders' Meeting to consider the approval to amendment Clause 4 of the Company's Memorandum of Association as follow;

"Clause 4. The registered capital is 5,645,927,916 Baht (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Divided into 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

At a par value of 1 Baht (One Baht)

classified into

Ordinary shares 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Preferred Shares - Shares (-)"

The Board of Director express their opinion that in order to comply with the laws and the resolution of 2016 Annual General Meeting of the Shareholders, Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve to decrease the registered capital of the Company from the total of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement, and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital as details mentioned above.

In addition, it was proposed that the authorized person by the Directors, proceeds to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and authorized to correct and add statements in accordance with the order of the Registrar.

Mr. Ek-kapol Pitakpornpun, Shareholder, enquired whether the increasing capital aim for the investment objective in the affiliate, PDI. CEO declared that PDI is the liquidity company and having sufficient fund for their own investment. In the meanwhile, the Company have the interesting investment projects, then required the increasing capital approval for the appropriate investment. However, there is the alternative funding, the Board of Director would propose the Meeting to consider and approve the issuing and offering of the debt securities in amount of THB2,000,000,000 on Agenda 12. In this regards, the Company will consider the best funding option for worthiness and best benefit of the Company and Shareholders.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Resolution: The Meeting approved the decrease of the Company's registered capital from the existing registered capital from the total of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1 that have not been issued and offered the ordinary share for Private Placement, and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital as details following:

"Clause 4. The registered capital is 5,645,927,916 Baht (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Divided into 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

At a par value of 1 Baht (One Baht)

classified into

Ordinary shares 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine Hundred, Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Preferred Shares - Shares (-)"

In addition, it was proposed that the authorized person by the Directors, proceeds to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and authorized to correct and add statements in accordance with the order of the Registrar.

The resolution was approved by the votes more than three-quarters of all vote casts by shareholders who attending the meeting and having the right to vote as follows:

Resolution	Number of Share	Percentage of shareholder who presented and entitled to vote.
Approve	1,739,172,971	96.063
Disapprove	0	0.000
Abstain	71,281,270	3.937

Remark: After the announcement of the constitution a quorum, there were additional 7 shareholders with 301,344 shares attended the meeting. Therefore, the total number of shareholders attended the meeting the meeting was 126 shareholders with 1,810,454,241 shares. The Company granted the opportunity of such shareholders to vote. As such, the number of vote in Agenda 8 were increased accordingly

Agenda 9 To consider and approve the issuing and offering the newly ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary shares for Private Placement.

The Chairman reported to the Meeting that the increase more funding channel is to support the expansion of investment in vary fields, the strengthen liquidity, and the fast funding in order to preparing the capital for the potential investment projects.

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve the issuing and offering the newly ordinary shares under the General Mandate in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement, Institution Investors and / or

Private Placement, which amounted not more than fifty people in a period of twelve months, and not be a related party. The number of such shares, representing 9.92 percent of the paid up capital of the Company (as the paid up capital of the Company equal to the total number of 4,336,768,278 shares.)

The offering price of the issued shares shall not be less than 90% of the market price, which is calculated, by a weighted average price of the Company's shares trading on the SET, dating back at least seven consecutive working days, but not more than fifteen consecutive working days before each offering price date. It must be conducted within the next Annual General Meeting of Shareholders date or within the next date that the law requires to hold the Shareholders' Meeting (whichever is earlier). The Company is able to offer the newly ordinary shares in one or several times, depending on the appropriateness of the market and the best benefit to the Company.

The Shareholders are able to study the details of the effects from the offering the newly ordinary shares and criteria to issue and offer the newly shares to Private Placement, as shown on the Invitation Letter, page 8-10. Therefore, the Board of Directors shall determine the purpose, offering price and conditions in order to the best benefit to the Company and fair treatment to the shareholders.

In this regards, it is proposed the Shareholders' Meeting to authorize the Board of Directors and/or the authorized person who appointing by Board of Directors empower to perform as follows:

- a. To consider and define the conditions and details related to the offering shares such as person who will be allotment, offering price, number of issuing and offering ordinary shares, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, of offering price and conditions for the best benefit to the Company and fair treatment to the Shareholders.
- b. To consider and execute on any related documents and empower to conduct the necessary and appropriated relevant to the offering the newly ordinary shares, including provide information and submit the evidence to The Securities and Exchange Commission ("SEC"), SET, Thai Securities Deposit Co.,Ltd. ("TSD"), Ministry of Commerce ("MOC") or related agencies, thorough out listing the newly ordinary shares to be listed in the SET.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved the issuing and offering the newly ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement and granting the Board of Directors empower to define the conditions and details related to the offering shares such as person who will be allotment, offering price, number of issuing and offering ordinary shares such as time, subscription period and

payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit to the Company and fair treatment to the Shareholders. In additional, to consider and execute on any related documentation and authorized to conduct the necessary and appropriated relevant to the offering the newly ordinary shares, including provide information and submit the evidence and perform any process as per approved by the Shareholders Meeting with the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,386,143,171	76.563
Disapprove	100	0.000
Abstain	424,310,970	23.437

Agenda 10 The Meeting approved to increase of the Company's registered capital from the registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital

The Chairman reported to the Meeting that in accommodation of the General Mandate of issuance and offering the new ordinary shares in total of 430,000,000 shares with the par value Baht 1 per share, by issuing and offering the new ordinary shares via Private Placement by offering to Institution Investors and/ or Private Placement, to not more than fifty people within the period of twelve months, and are not classified as the related parties. It is recommended to propose to the Shareholders to consider and approve the increase in registered capital from the total of Baht 5,645,927,916 to the total of Baht 6,075,927,916 by issuing the ordinary share in total of 430,000,000 shares with the par value of Baht 1 and to consider to approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital as follow;

"Clause 4. The registered capital is 6,075,927,916 Baht (Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Divided into 6,075,927,916 Shares (Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)

At a par value of 1 Baht (One Baht)

Classified into

Ordinary shares	6,075,927,916 Shares	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)
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Preferred Shares	-	Shares (-)"
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The Board of Directors agreed to propose to the Shareholders to consider and approve to increase in registered capital of the Company from the total of Baht 5,645,927,916 to the total of Baht 6,075,927,916 by issuing new ordinary shares in total of 430,000,000 shares with the par value of Baht 1 per share with the Increasing Capital Report form (F53-4), please see Attachment 6 page 49-51 and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase in the registered capital as the mentioned above.

In addition, it was proposed that the authorized person by the Directors, proceed to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce and be authority to correct and add statements in accordance with the order of the Registrar.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved to increase in registered capital of the Company from the total of Baht 5,645,927,916 to the total of Baht 6,075,927,916 by issuing new ordinary shares in total of 430,000,000 shares with the par value of Baht 1 per share and the amendment to Clause 4 of the Company's Memorandum of Association in order to consistent with the increase of registered capital as follows:

"Clause 4. The registered capital is 6,075,927,916 Baht (Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)

Divided into	6,075,927,916 Shares	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)
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At a par value of	1 Baht	(One Baht)
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Classified into

Ordinary shares	6,075,927,916 Shares	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)
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Preferred Shares	-	Shares (-)"
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In addition, it was proposed that the authorized persons by the Directors, empower to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce and authority to correct and add statements in accordance with the Registrar.

With an approved resolution by the votes more than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,386,143,171	76.563
Disapprove	100	0.000
Abstain	424,310,970	23.437

Agenda 11 To consider and approve for the allotment of the newly issued ordinary shares of the Company under General Mandate, in the amount of 430,000,000 shares with the par value Baht 1 in accommodation of the issuing and offering the newly ordinary shares via Private Placement.

The Chairman reported to the Meeting that In order to consistent with objective to increasing capital, it is recommended to propose the Shareholder's' Meeting on Agenda 10 above.

Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 in accommodation of the issuing and offering the newly ordinary shares to Private Placement, which amounted not more than fifty people in a period of twelve months, and not be a related party.

In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit to the Company and fair treatment to the Shareholders by authorize the Board of Directors or its authorized person, empower to process as follows:

1. To consider the allotment of the newly ordinary shares for Private Placement by offering to Institution Investors and/or Private Placement which amounted of not more than fifty people in a period of twelve months and not be the related party, potential for investment, and valuable to the Company and Shareholders.
2. The offering price of the issued shares shall not be less than 90% of the market price and be calculated by a weighted average price of the Company's shares trading on the SET, dating back at least seven consecutive working days, but no more than fifteen consecutive working days before each offering price date.
3. To consider the offering of the newly ordinary shares in one or several times, and must conduct within the next Annual General Meeting of Shareholders date or within the date that the law requires to hold the next Annual

General Meeting of Shareholders (whichever is earlier), depending on the appropriateness of the market and the best benefit to the Company.

4. To consider to define the conditions and details related to the offering share such as offering price, person who will be allotment, number of issuing and offering ordinary shares, time, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions regarding to the best benefit to the Company and fair treatment to the Shareholders.
5. To consider and execute on any related documentation and empower to conduct the necessary and appropriated relevant to the offering the newly ordinary shares, including to providing information and submitting the evidence to SEC, SET, TSD, MOC or related agencies, throughout listing the newly ordinary shares in the SET.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved for the allotment of the newly issued ordinary share of the Company under General Mandate, in the amount of 430,000,000 shares with the par value Baht 1 in accommodation of the issuing and offering the ordinary shares for Private Placement by the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,386,143,171	76.563
Disapprove	100	0.000
Abstain	424,310,970	23.437

Agenda 12 To consider and approve the issuing and offering of the debt securities.

The Chairman reported to the Meeting that with reference to the resolution of the 2016 Annual General Meeting of Shareholders held on April 29, 2016 that approved the Company to issue and offer the debt securities in the amount not exceeding Baht 2,000,000,000, over the course of the year, the Company has not issued or offered the debt securities. In order to support the expansion plan in the potential business and seeking the chance to generate higher returns, the Company requires to be prepared for source of fund to support its plan. It is recommended to propose to the Shareholders to consider and approve of issuance and offering of the debt securities in the amount not exceeding Baht 2,000,000,000 or the equivalent to this amount in other currencies as a source of funding with details as follow;

Type	:	All types and all kinds of bonds (with or without collateral), depending on the appropriateness of the market conditions at the time that each bond is issued and offered
Total value	:	Not exceeding Baht 2,000,000,000 or in an equivalent amount in another currency.
Term	:	Not over 5 years since the date of each issuance.
Offering	:	To offer for domestic and/or nationwide, through a public offering and/or Institutional Investors and/or private placement offering, at the same time or at a different time.
Call Redemption	:	The debenture-holder and the Company may or may not have the right to redeem their bonds before their maturity date, depending on the terms and conditions of each bond issuance.

Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the issuing and offering the debt securities in the amount not exceeding than Baht 2,000,000,000 as the proposed conditions.

The Board of Directors empower to process as follows:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate, type of debt securities, number of debt securities for issuing and offering such a time, type of collectors, offering price per unit, term, redemption period, payment process of the principal and interest, allotment process and details of offering.
- 2) To deal with, negotiate, and execute the agreements, documentation and application related to filing the debt securities, including submit the documentation or delay application to the government agencies or agencies related to the issuing and offering the debt securities including listed in Secondary Market in both domestic and international.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the Shareholders who presented and entitled to vote.

Resolution: The Meeting approved the issuing and offering of the debt securities in the amount not exceeding than Baht 2,000,000,000 under the proposed conditions. The Board of Directors empower to process as follows:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate, type of debt securities, number of debt securities for issuing and offering such a time, type of collectors, offering price per unit, term, redemption period, payment process of the principal and interest, allotment process and details of offering.

- 2) To deal with, negotiate, and execute the agreements, documentation and application related to filing the debt securities, including submit the documentation or delay application to the government agencies or agencies relating to the issuing and offering the debt securities including listed in Secondary Market both domestic and international.

With an approved resolution by the votes more than three-quarters of all the votes cast by the shareholders who attending the meeting and having the right to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	1,739,172,971	96.063
Disapprove	2,333	0.000
Abstain	71,278,937	3.937

Agenda 13 Other (if any)

-None-

The Meeting had completed all agendas. Shareholders then enquired for further information to the Company, but no one. The Chairman then thanked all Shareholders who attended the Meeting and closed the Annual General Shareholder Meeting of the year 2017 at 15.45 a.m.

Sincerely yours,

-Signature-

(Mr. Sadawut Taechaubol)

The Chairman of the Meeting.