

The 2018 Annual General Shareholders' Meeting
Country Group Holdings Public Company Limited
April 27th, 2018, at 2 p.m.
4th floor, Ballroom, Bliston Suwan Park View Hotel
Address No.9, Soi Tonson, Ploenchit Road, Lumpini Sub-District, Pathumwan District, Bangkok

9 Members of the Board Attending the Meeting or as of 100 Percent of the Board.

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

Unattended Directors

- None -

The Executives Attending the Meeting:

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Thanachote Rungsitivat | Executive Vice President, Investment Department |
| 2. | Mr. Annop Kettratad | Vice President, Corporate Strategy Department |
| 3. | Mr. Kaweewat Pothanun | Vice President, Investment Department |
| 4. | Mr. Boonsong Sumnuk | Senior Manager of Financial and Accounting |
| 5. | Mr. Pitakphol Roongrojsuwan | Company Secretary |

Other Attendants:

- | | | |
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| 1. | Mr. Wonlop Vilaivaravit | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
(Auditor of the Company) |
| 2. | Ms. Jarunya Anantachai | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (Auditor)
As an observer of the meeting and a witness on counting votes in the meeting. |
| 3. | Ms. Chadamarn Rattanajarungporn | Weerawong Chinavat & Peangpanor Ltd. (Legal Advisor)
As an observer and a witness on counting votes in the meeting. |

Mr. Sadawut Taechaubol, Chairperson who acts as the chairman of the meeting (hereinafter be called "Chairman") assigned Mr. Pitakphol Roongrojsuwan, Company Secretary, to inform quorum and explain the proceeding of the meeting, voting criteria in each agenda to conduct the meeting in an orderly manner as stated follows:

The Company Secretary informed the meeting that, at 2 p.m., 139 shareholders and proxy holders representing an aggregate number of 3,035,752,700 shares, equivalent to 69.99 % of total paid up shares, and constituted a quorum in accordance with the Company's Article of Association.

1. Meeting Proceedings

The Meeting shall be carried out in order by agenda as informed in the invitation letter for the Annual General Meeting of the shareholders and the operator of the meeting conductor shall explain each agenda prior to voting.

2. The Right to Express Opinion

If any shareholder has opinions or questions, please raise hand and declare his/her name. Then the shareholder can give opinions or questions to get answers from the Meeting.

1) The voting count of each agenda will be on the basis of one share-one vote. Shareholders or proxyholders can merely vote in choices of agree, disagree or abstain and the vote cast cannot be divided partially.

2) In Regard of Proxy Holding

2.1 Proxyholders must vote as only indicated in the proxy form by the grantors. The proxy voting on any agenda which does not meet the requirement in the proxy form will deem invalid and not be considered as vote of the shareholder.

2.2 If the grantor do not specify the intention to vote on any agenda in the proxy form or not specify clearly; in case of the meeting considers or casts vote in agenda not specified in the form; including in case of changing or adding any facts, proxyholders shall be authorized to consider and vote on their behalf as deemed appropriate.

3) For the agreement ballots not collected during the Meeting, the shareholders must return them at the entrance of the meeting room after the Meeting.

3. The Voting Process on Each Agenda

1) The Chairman will propose the shareholders to consider voting in each agenda by asking the Meeting whether any shareholder disagree or abstains.

2) If there is no disagreement or abstention, it shall be deemed that the Meeting unanimously approve the proposed agenda. Otherwise, the shareholders who disagree or abstain must inform the Company's officer of their name and numbers of their votes in the ballots so that their votes would be deducted from all votes

of the attendants. The final count shall be accountable for the proposed agenda except any agendas required for other voting process.

- 3) The Chairman will announce the resolution to the Meeting at the end of each agenda, unless the count of votes is delayed by the counting officers. The chairman will continue proceeding and announced the resolution to the Meeting after the vote collection was complete.

4. The Dispatch of Questions in Advance

The Company declared in its website to give shareholders the opportunity to send questions in advance to the Company before 20th April 2018, at Company Secretary and Legal Division or email: CompanySec@cgholdings.co.th. During that time, no shareholder sent questions to the Company.

5. The Dissemination of the Meeting Invitation Letter

In order to facilitate the shareholders to access any information of this Annual General Meeting of Shareholders, the Company posted the invitation letter in both Thai and English language on its website and inform the Stock Exchange of Thailand since March 28th, 2018.

6. Representative of Individual Shareholders

In order to comply with Good Corporate Governance, the Company requested Individual Shareholders for volunteering to act as an independent representative and non-partial person to monitor the vote counting. Miss Montida Chavanavanichwoot, a proxyholder volunteered to be an independent representative to observe the vote counting.

Thereafter, The Chairman gave a speech to open the Meeting and notified that as the Company Secretary reported the attendants were complete to be quorum as required on the Company's Article of Association, the Meeting was proceeded as follows:

Agenda 1 To Consider and Approve the Minutes of the 2017 Annual General Meeting of Shareholders Held on April 27th, 2017

The Chairman stated that the minutes of the 2017 Annual General Shareholders' Meeting was held on April 27th, 2017. The minutes of the 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 legally required and posted on the Company's website, www.cgholdings.co.th.

The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the minutes of the 2017 Annual General Meeting of Shareholders on April 27th, 2017, All details were attached in the copy of the 2017 Annual General Meeting of Shareholders on April 27th, 2017.

As no questions or opinions were raised, the Chairman requested the Meeting to vote in this agenda and stated that a resolution must be passed with majority votes of shareholders presented and entitled to vote.

Resolution: The Meeting approved the minutes of the 2017 Annual General Meeting of Shareholders on April 27th, 2017 with the majority votes of the shareholders, who were presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,035,752,700	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Agenda 2 To Acknowledge of the Company's Operating Results of the Year 2017

The Chairman proclaimed that the company had already included the operating results in the 2017 annual report sent to the shareholders. The Board of Directors also considered appropriate to propose the 2017 annual operation report to the general meeting of shareholders. The Chairman then assigned the Chief Executive Officer to clarify further.

Mr. Tommy Taechaubol, Director and Chief Executive Officer, stated that since the Company had restructured itself from the securities company to the holding company involving the investment business, the vision was set to be the company with fast-growing business transaction with various investment strategies. The investment was essentially based on well-structured and highly-experienced notions to yield sustainable benefits to the shareholders. The present company group infrastructure has mostly unchanged from previous year. Mainly, the core company is Country Group Securities Public Company Limited (CGS) and the affiliated companies include Country Group Development Public Company Limited (CGD) which is a real estate development company, MFC Asset Management Public Company Limited (MFC) operates the fund management and Padaeng Industry Public Company Limited (PDI) operating the renewable energy business in which Country Group Holdings Public Company Limited (CGH) has invested for the past two years.

For CGH and the affiliated companies' financial statements for the year ended December 31st, 2017, and as the holding company, there are strong points and diversification among every strongly-growing affiliated companies. The details of each company are as follows:

Total CGH asset was 8,804 million Baht, total equity was 6,179 million Baht and the company's revenue 861 million Baht while there were 24 CGH staff. By considering with these numbers, the company's revenue has dwindled; however, that outcome was already expected from the large-scale corporate restructuring by selling some branches to UOB Kay Hian Public Company Limited (UOB). If considered deliberately, the revenue record

in 2016 showed that the profit reduced from 542 million Baht to 214 million Baht or by down 60%. The profit deriving from fees, services and investments grew up from 167 million Baht to 221 million Baht or up 32% while the profit sharing was up from 135 million Baht to 243 million Baht or up 80%.

The net profit in 2017 was 235 million Baht, increasing from 86 million Baht in 2016 or up 173%. The Company's profit sharing has constantly been unchanged as targeted by CGH to reduce risks and dependency on the securities company' profits because of the high competitive market and continuing decline of brokerage fee rate. As a result, the investment profits raised from 16% in 2016 to 26% in 2017. The profit sharing rate in the company investment grew up from 13% to 29% as the revenue structure of CGH progressed in the constant direction, resulting in reducing risks.

Moreover, considering with the included graph, the case of selling some sections of securities business to UOB in 2016, the Company revenue has largely decreased but after the business restructuring and employing more marketing officers, the revenue has returned to increase constantly in second, third and fourth quarters of 2017. However, the Company's main task remains investment in affiliated companies and the prospect of this investment is promising.

In 2015, the profit sharing among affiliated companies was worth 18 million Baht and rocketing to 134 million in 2016 and to 243 million Baht in 2017 or up to 80%. The asset value from the investment accumulated from 2,487 million Baht in 2017 by the date of April 25th, 2018 to 3,026 million Baht. Additionally, CGH's Gross Profit Margin (GPM) is 27.55%, similar to the previous year.

The Chief Executive Officer was briefing the Meeting with following details of the Company and the affiliated companies in 2017.

Restructuring CGS by selling branches to UOB, from owning total numbers of 45 branches to 7 remaining branches, proved to reduce costs to 50%. During two quarters, the business expanded and new financial products emerged such as Block Trade which grew up to be one of top five of value compared to other securities companies and other kinds of business were also more emphasized including SBL, Structure Product and Selling Agent. For the Research section of CGS, the standard has actively been lifted by signing the Contact of Partnership to be the first securities company in Thailand in cooperating with Smart Karma operating Program FinTech in reviewing related analysis texts worldwide while there are 6 countries involving with Smart Karma. Additionally, CGS's business potential has been strengthened in consulting business by joining Global Alliance Partners (GAP) to open ways to widen opportunities in consulting and planning for new customers.

PDI is a new company that CGH has invested in the past two years during the PDI restructuring program. After running zinc business for 40 years, PDI needs restructuring as the zinc is used up. Policy formulation for new 3 businesses was initiated, namely, 1) Renewable Energy, 2) Business for recycling metal dust in the steel smelting process and 3) industrial waste elimination. The MOU signing with Japan was accomplished in order to cope with the industrial waste elimination in Northern Region of Thailand. In 2017, PDI performance in 6

projects of solar farms proved effective with total of 30 megawatts and power purchase started after the investment of 1,300 million Baht. Nevertheless, PDI had to restructure and reduce staff from 678 to 189 employees in 2017.

MFC, a fund management company managed strong fund steadily. In 2017, MFC had to controlled assets up to 29,251 million Baht and all total of assets under management was 454,410 million Baht. 19 new funds were added by fundraising of more than 10,000 million Baht. Moreover, the provident fund management was categorized as assets under management (AUM) in second place.

The Chief Executive Officer accordingly presented the Meeting about purposes and strategies in 2018 as follows:

CGH arranged fundraising via bill of exchange (B/E) of 1,070 million Baht in the previous year in order to prepare for the investment. However, the investment was cautiously considered according to the world economy situation, heightened interest and shares. For affiliates in the company group, the organizational improvement was adopted for more efficiency and more profits with purposes and strategies as follows:

The improvement strategies to have more efficiency in CGS were that; 1) attempting to raise profits up to the same level of the previous performance prior to selling branches as the company's main goal; 2) adjusting the standard by increasing institution customers nationally and internationally as emphasizing more on businesses like SBL, Derivative and Private Fund. Additionally, in May, the headquarter location will expand to one more floor of the building. Expectedly, this year the staff number will increase to more than 100 persons. Most of them will be Front End officers with role of boosting profits to CGS.

PDI closed mines and reduced employees in the previous year. And this year all assets unrelated to new business have been sold such as lands, buildings or factories. All of those are related to zinc business and no longer needed; thus, the sale of them must be sped up to accumulate investing money which will be expectedly acquired to about three or four billion Baht in order to start new business. Abided by the Company's policy for yielding profits quickly, PDI committed to expand the solar farm business from 50 megawatts scale to 200 megawatts scale within year of 2018 by seeking the purchase of fully-developed business in Thailand and Japan or neighboring countries while starting business for recycling metal dust in the steel smelting process in this year.

Presently, CGD covers the real estate business, service, education and retail business in Thailand with total asset of 43,000 million Baht. CGH invested in this company as realizing its growth prospect. For a new project alongside the Chao Phraya River, the constructing structure with 73 floors will be expectedly completed in October this year. After that, the transfer of ownership procedure will proceed and, accordingly, the revenue recognition memo will show considerable amount of profit in the fourth quarter.

Growing up consistent with the market conditions, MFC has had schemes of new funds and currently gains advantages from the managing role in Thailand's Future Fund in which the government supports for the investment in Thailand's infrastructure.

Finally, CGH shall invest in many affiliates for risk diversification and constant revenue generation for the shareholders.

Mrs. Usa Suteelaxnaporn, a proxyholder, asked three questions in the Meeting as below:

- 1) Why were the securities of Raimon Land Public Company Limited (RML) purchased while the purchasing value was not high enough?
- 2) In case that the exercise price of CGH-W3 warrant is set at 2.00 Baht, what is the plan and how to achieve the expected price?
- 3) Details of schemes and expected return statements of all affiliated companies.

Mr. Tommy Taechaubol, Director and Chief Executive Officer clarified that there was good opportunity to sell RML securities. Firstly, the big lot of shares came from a fund which was scheduled to sell shares with significantly decreased prices so the company decided to purchase shares. After a while, a major shareholder of RML requested to buy them and then the company managed to sell them and obtained satisfactory profit amount of 65 million Baht in short period.

For the setting of the exercise price, the company considered valuation of business that it invested in affiliated companies such as CGD, MFC and PDI whose corporate valuation tend to increase steadily and impact the business valuation of CGH as well.

The expected return of its business may be hardly assumed; however, the trend might be considered instead. For CGS, the revenue trend would be getting better because of the corporate restructure. For other affiliated companies, the trend of the expected return would be unchanged while PDI was expected to yield favorable profit.

As nobody asked or expressed additional opinions, the Chairman explained that in this agenda, only performance report was presented and no voting was implemented.

Agenda 3 To Consider and Approve the Audited Financial Statements of the Year Ended December 31st, 2017 Which was audited by Auditor

The Chairman reported to the Meeting that in accordance with Public Limited Companies Act B.E. 2535, section 112, the Company had prepared financial statements for the year ended December 31st, 2017 which had been already audited and certified by the auditors as for proposing to the Meeting of Shareholders to get approval.

The Audit Committee reviewed the Company's financial statements for the year ended December 31st, 2017 as detailed on the attached Annual Report 2017 in different 2 topics; namely, Financial Statements and Notes to Financial Statements which have been audited and certified by Mr. Wonlop Vilaivaravit, a certified public accountant registration No. 6797 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 31st, 2017 to the Shareholders' Meeting for approval.

The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve of financial statements for the year ended December 31st, 2017 which have been audited and certified by the auditor and verified by the Audit Committee, all essential points in summary as follows:

	<u>Consolidated FS 2017</u>	<u>Separate FS 2017</u>
Total Asset	8,803,728,225	7,827,475,062
Total Liability	2,614,105,151	1,203,924,020
Total Equity	6,189,623,074	6,623,551,042
Total Revenue	850,507,440	295,395,858
Total Expenses	627,564,503	189,186,758
Net Profit	234,631,332	126,314,328
Earnings per share (Baht : Share)	0.0540	0.0291

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting approved the audited Financial Statements of the year ended December 31st, 2017, which was approved by Auditor with the majority votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,069,984	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Remark: After the Meeting certified the Agenda 2, there were more attending 5 shareholders with 1,317,284 shares Therefore, the total number of shareholders attending the meeting was 144 shareholders with 3,037,069,984 shares. Also, the Company allowed the shareholders to exercise their right to vote; the numbers of votes in agenda 3 were increased accordingly.

Agenda 4 To Consider and Approve Profit Allocation for the Legal Reserve and the Dividend Payment in 2017

The Chairman reported that in 2017 the Company delivered a net profit of 126,314,328 Baht or earning per share of 0.0291 Baht and according to the Public Limited Companies Act B.E. 2535, section 116 and Company's' Article of Association clause 61 stipulated that the Company shall allocate the Legal Reserve not less than five percent of its annual net profit less the accumulated losses brought forward and then allocate the remaining profit to be paid as dividend. And the Company's dividend payout Policy stated that "Under the normal business' conditions, the Board of Directors shall propose the Shareholders' Meeting to consider to pay annual dividend to shareholder not less than 60 percent of net profit after corporate taxation", and 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 deemed appropriate to allocate profit to the Legal Reserve and pay annual dividend to shareholders as detailed below:

The amount of 6,315,716 Baht or five percent of the net profit worth 126,314,328 Baht would be allocated to the Legal Reserve and the dividend payment would be at the rate of 0.035 Baht per share with the total payment amount of 151,791,640 Baht or 120.17 percent of the net profit after the 2017 corporate tax deduction, which is higher than the number stated in the Company's dividend policy.

Details of Dividend Payment	2016	2017
1. Net Profit (Baht)	300,700,256	126,314,328
2. Allocation for the Legal Reserve (Baht)	15,035,013	6,315,716
3. Dividend Payment per Share (Baht)	0.02774	0.035
4. Total Dividend Payment (Baht)	120,301,953	151,791,640
5. Dividend Payment Ratio (Percentage)	40.01	120.17

The list of Shareholders who are eligible to receive dividend was specified on March 30th, 2018 and the dividend will be paid on May 25th, 2018. The Company will pay its dividend, calculated from its 2017 net profit and cumulative profit. The dividend payment will represent 120.17% of the Company's Net Profit after corporate taxation in 2017, which is higher than the number stated in the Company's dividend policy.

The Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve the allocation of the Legal Reserve in the amount of 6,315,716 Baht and dividend payment at the amount of 0.035 Baht per share.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting approved the allocation of the profit for the Legal Reserve and the dividend payment in 2017 with the majority votes of shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	3,037,069,984	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Agenda 5 To Consider and Approve the Proposed Directors to Replace Those Retired by Rotation

The Chairman reported to the Meeting that in this agenda, Mr. Sadawut Taechaubol as the Chairman of the Meeting had conflicts of interest; instead, Mr.Surabhon Kwunchaithunya, Vice Chairman was assigned to take the role of the Chairman of the Meeting.

After that, Mr. Saduwat Taechaubol and Mr.Pitsuth Viriyamettakul who both had conflict of interest left the meeting room.

In this regard, Mr.Surabhon Kwunchaithunya as the acting Chairman of the Meeting in this agenda proceeded the meeting and reported that according to the Public Limited Companies Act B.E. 2535, section 71 and the Company's' Article of Association clause 21, in the 2018 Annual General Meeting, there are 2 retired directors as follow;

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|------------------------------|-------------|---------------------------|
| 1) Mr. Sadawut Taechaubol | Chairperson | (Authorized Director) |
| 2) Mr. Pisuth Viriyamettakul | Director | (Non-Authorized Director) |

The Nomination and Remuneration Committees' Opinion considered that according to the Company's Article of Association clause 21 stipulated that one-third of the directors shall be retired by rotation, the Committee considered Mr. Sadawut Taechaubol and Mr. Pisuth Viriyamettakul who both were due to retired and concluded that they were eligible, qualified and not prohibited as defined by the Company's Article of Association or relevant law. In addition, they have performed in the previous year and attended the Board of Directors' Meeting regularly, thus, the Committee has recommended to propose to re-appoint them for another term.

The Board of Directors agreed with the Nomination and Remuneration Committees' Opinion and considered that both retired directors had appropriate knowledge and skills beneficial to the Company's business. They are qualified and not prohibited as defined by the Company's Article of Association or relevant law. The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the re-appointment of them. The Directors' profiles, ages, shareholding's percentages, education background, experience, and total contributed times in attending all the meetings are included in Attachment 3 and the definition of dependent committee appeared in Attachment 4 (The Board of Directors always intends to maintain transparency and good corporate governance so this agenda is exempt from voting)

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

Later, the Chairman invited Mr. Sadawut Taechaubol and Mr. Pisuth Viriyamettakul, who both had conflicts of interest, to return to the meeting room.

Resolution: The Meeting approved the voting for the proposed Directors to replace those retired by rotation with the majority votes of shareholders presented and entitled to vote as follows:

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

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	2,432,672,958	100.00
Disapprove	0	0.00
Abstain	604,490,326	0.00
Invalid	0	0.00

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

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	3,032,163,284	100.00
Disapprove	0	0.00
Abstain	5,000,000	0.00
Invalid	0	0.00

Remark: After the Meeting certified the Agenda 4, there was one more shareholder with 93,300 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 145 shareholders with 3,037,163,284 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 5 were increased accordingly.

Both Directors who were appointed by the approval of the 2017 Annual General Shareholders' Meeting had complete qualifications according to the Public Limited Companies Act B.E. 2535 as well as knowledge, ability and experience in business related to the Company's operations.

Agenda 6 To Consider and Approve of the 2018 Remuneration of Directors and Sub-Committees

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 90 and the Company's Article of Association clause 28 stipulated that directors were 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 so It deemed appropriate to propose to the Shareholder Meeting to consider and approve this agenda.

The Nomination and Remuneration Committee considered the remuneration rate of the Directors and Sub-committees compared and referred to other listed companies in the same industry. It was understood that the present rate was still appropriate so that it deemed appropriate to propose to the Shareholders' Meeting to consider and approve the 2018 remuneration package as listed below:

1. The remuneration of Directors and Sub-Committees

Position	AGM Resolution 2016 (Baht/Month)	AGM Resolution 2017 (Baht/Month)	Proposal for AGM Resolution 2018 (Baht/Month)
Chairperson	100,000	100,000	100,000
Vice Chairperson	55,000	55,000	55,000
Director	40,000	45,000	45,000
Chairperson of Audit Committee	30,000	30,000	30,000
Member of Audit Committee	20,000	20,000	20,000
Other sub-committees			
- Chairperson	30,000	30,000	30,000
- Committee	20,000	20,000	20,000

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 Committee Bonus Payment as shown:

- 1) The Director's Bonus payment will not exceed 4 times higher than their monthly remuneration rate while the Chairman of sub-committees such as Audit Committee, Investment Committee, Nomination and Remuneration Committee, Risk Management Committee and Good Corporate Governance Committee, will obtain bonus one time higher than their monthly remuneration rate.
- 2) Calculation of the bonus payment rate of Directors attending the 2018 Meeting as follows:
 - a) Attend the meeting more than 75%, each Director will be paid 100% of calculated bonus.

- b) Attend the meeting equally or less than 75%, each Director will be paid 50% of calculated bonus.
- c) Directors who are qualified for bonus, shall perform their duties as Director all through the year of 2018 (from January 1st to December 31st, 2018)

The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration package of Directors, Audit Committee, Chairman and members of sub-committees including Investment Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Risk Management Committee as recommended by Nomination and Remuneration Committee. The new remuneration package will be effective from May 2018 onwards.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders presenting and were entitled to vote.

Resolution: The Meeting approved the 2018 remuneration package of Directors and sub-committees with not less than two-thirds of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Share	Percentage of Shareholders Presenting and Entitled to Vote
Approve	2,212,055,534	72.84
Disapprove	0	0.00
Abstain	825,107,750	27.16
Invalid	0	0.00

The Board of Directors always intends to maintain transparency and good corporate governance so this agenda is exempt from voting.

Agenda 7 To Consider and Approve the Appointment of Auditors and Determination of 2018 Auditing Fee

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 120 and the Company's Article of Association clause 55 stipulated that the Meeting was proposed to consider the appointment of auditors and the determination of the auditing fee every year, the Audit Committee and Board of Directors deemed appropriate to propose selected auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to the Shareholder's Meeting to be the Company's auditors of the Year 2018. This proposal was

agreed that auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Would be appointed to be the Company's auditors of Year 2018 as listed below:

- | | |
|-----------------------------------|------------------------|
| 1) Mr. Wonlop Vilaivaravit | CPA Number 6797 and/or |
| 2) Mr. Chavala Tienpasertkij | CPA Number 4301 and/or |
| 3) Dr. Suwatchai Meakhaamnouychai | CPA Number 6638 and/or |
| 4) Mrs.Nisakorn Songmanee | CPA Number 5035 |

In addition, profiles and working experience of the proposed auditors, please refer to Attachment 5.

In the absence of the above-named auditors, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd is authorized to identify one other auditor of its company to fill the duty instead.

The Auditing Fee for 2018 will be 1,180,000 Bath per year.

The Audit Committee considered that the mentioned auditors did not related or have conflict of interest with the Company, Management, major shareholders or their related persons. 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 2018, the Auditing Fee is based upon "Group" rate (the company and its subsidiaries) at the amount of 1,180,000 Baht, which is equivalent to the rate in 2017, excluding the non-audit fee that the Company shall pay as an incurred expense. The Company sees that the Auditing fee is at the appropriate rate.

In this regard, 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 2018 as the above-mentioned details. The Auditing Fee will be 1,180,000 Baht in this year as deliberated for consideration below:

Details for Consideration	2017	2018
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Auditing Fee (Baht)	1,180,000	1,180,000
Non Auditing Fee (Baht)	-	-
Auditors' name / Year of Auditor Service	Mr. Wonlop Vilaivaravit / First year	Mr. Wonlop Vilaivaravit / Second year

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting 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 Auditor in 2018 as follows:

- 1) Mr. Wonlop Vilaivaravit CPA Number 6797 and/or
- 2) Mr. Chavala Tienpasertkij CPA Number 4301 and/or
- 3) Dr. Suwatchai Meakhaamnouychai CPA Number 6638 and/or
- 4) Mrs.Nisakorn Songmanee CPA Number 5035

And the Auditing Fee will be not exceeding 1,180,000 Baht in 2018, with the resolution passed with majority votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,461,029	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Agenda 8 To Consider and Approve of Decreasing the Company's Registered Capital from the Existing Registered Capital of 6,075,927,916 Baht to 4,698,271,244 Baht by Eliminating the Unsubscribed Ordinary Shares in the Total of 1,377,656,672 Shares with the Par Value of 1 Baht

The Chairman reported to the Meeting that according to the resolution of 2017 Annual General Meeting of the Shareholders, held on April 27th, 2017, that approved the Company to issue and offer new ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value of 1 Baht by issuing and offering the ordinary share for Private Placement. In the previous year, the Company did not issue and offer new ordinary shares so it had to request to decrease its registered capital.

In addition, the warrant to purchase ordinary shares of Country Group Holdings Public Company Limited No. 1 (CGH-W1) was terminated from listing status on January 6, 2018. Therefore, there are 947,656,672 new ordinary shares remaining from the exercise of CGH-W1.

Since the Company plans to increase the registered capital as detailed in Agenda 11, according to the Public Limited Companies Act B.E. 2535, section 136 stipulated that the Company shall increase its capital by issuing

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 were presented and entitled to vote.

Regarding to the law, the Company, therefore, must decrease the registered capital of the Company from the total of 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht as follows;

(1) The allocation to issue ordinary share in accommodation of the right	
to exercise the warrant of Company (CGH-W1)	947,656,672 Shares
(2) The allocation to issue ordinary share in accommodation for	
Private Placement	<u>430,000,000</u> Shares
Total	<u>1,377,656,672</u> Shares

In order to comply with the laws and the resolution of 2017 Annual General Meeting of the Shareholders, the Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve decreasing the registered capital of the Company from the total of 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht as details mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting 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 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht. The Meeting approved this agenda with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,777,029	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

Remark: After the Meeting certified the Agenda 7, there was one more shareholder with 150,000 shares attending the Meeting. Therefore, the total number of shareholders attending the meeting was 149 shareholders with 3,037,611,029 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 8 were increased accordingly.

Agenda 9 To Consider and Approve to Amend Clause 4 of the Company's Memorandum of Association to be in line with the Decrease of the Registered Capital

The Chairman reported to the Meeting that in order to be consistent with the Company's decrease in its registered capital, it was recommended to propose to the Shareholders' Meeting to consider the approval to amend Clause 4 of the Company's Memorandum of Association as follows;

"Clause 4. The registered capital is 4,698,271,244 Baht (Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four Baht)

Divided into 4,698,271,244 Shares
(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)

At a par value of 1 Baht (One Baht)

Classified into

Ordinary shares 4,698,271,244 Shares
(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)

Preferred Shares - Shares (-)"

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

The Board of Directors agreed that in order to be consistent with the Company's decrease in its registered capital, it deemed appropriate to propose to the Shareholders' Meeting to consider and approve for amendment to Clause 4 of the Company's Memorandum of Association as details mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve to amend Clause 4 of the Company's Memorandum of Association by deleting existing facts and changing to new facts as follows;

"Clause 4. The registered capital is 4,698,271,244 Baht (Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four Baht)

Divided into 4,698,271,244 Shares
(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)

At a par value of 1 Baht (One Baht)

Classified into

Ordinary shares 4,698,271,244 Shares
(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)

Preferred Shares - Shares (-)"

As a result, it was agreed that the authorized person by the Directors, proceeded to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and to correct and add statements or take any actions in accordance with the order of the Registrar. The Meeting agreed to approve the resolution passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholders Presenting and Entitled to Vote
Approve	3,037,611,029	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Agenda 10 To Consider and Approve the Issuing and Offering of Warrants to Purchase the Company's Ordinary Shares No.3 (CGH-W3) in the Amount Not Exceeding 1,445,634,658 Units, as Allotting to the Existing Shareholders Proportionally

The Chairman reported to the Meeting that according to the proposal of issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to

the existing shareholders of the Company whose name in the share register book on the record date, determined by the Company's Board of Directors, the Company will issue the warrants proportionate to the existing shareholders in the ratio of 3 existing shares per 1 unit of warrant with the offering price of 0 Baht per unit, fractions thereof shall be rounded down as 1 unit of warrant has the right to purchase 1 new ordinary share with the exercise price of 2.00 Baht.

The Board of Directors proposed to the Shareholders to consider and approve the issuing and offering of warrants to purchase the Company's ordinary shares No.3 (CGH-W3) to allot to the existing shareholders proportionally as proposed and the Board of Directors should be authorized to determine criteria, conditions, and other details related to the Warrants including issuing and offering aspects, negotiating, signing in any relevant documents and agreements, performing any other necessary actions related to the Warrants, listing the reserved ordinary shares from the exercise of Warrants on the Stock Exchange of Thailand (SET), as well as proceeding for the necessary approval from relevant authorities.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve the issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to allot to the existing shareholders of the Company proportionally with the majority votes of shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,777,029	100.00
Disapprove	0	0.00
Abstain	834,000	0.00
Invalid	0	0.00

Agenda 11 To Consider and Approve for Increasing Registered Capital from the Existing Capital 4,698,271,244 Baht to 6,143,905,902 Baht by Issuing 1,445,634,658 New Ordinary Share with the Par Value of 1 Baht

The Chairman reported to the Meeting that in order to issue and offer warrants for purchasing the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to the existing shareholders of the Company, the Company needed to increase in its registered capital so that it was recommended to propose to the Shareholders to consider and approve the increase in the registered capital from the total of 4,698,271,244 Baht to the total of 6,143,905,902 Baht by issuing the ordinary share in total of 1,445,634,658 shares with the par value of 1 Baht.

The Board of Directors deemed appropriate to propose to the Shareholders to consider and approve to add the amount of 1,445,634,658 Baht in registered capital of the Company so it would increase from the total of 4,698,271,244 Baht to the total of 6,143,905,902 Baht by issuing new ordinary shares in total of 1,445,634,658 shares with the par value of 1 Baht per share.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve the issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to allot to the existing shareholders of the Company proportionally with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

Remark: After the Meeting completed voting in the Agenda 10, there was one more shareholder with 101,500 shares attending the Meeting. Therefore, the total number of shareholders attending the meeting was 150 shareholders with 3,037,712,529 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 11 were increased accordingly.

Agenda 12 To Consider and Approve for Amending Clause 4 of the Company's Memorandum of Association to be in line with the Increase of the Registered Capital

The Chairman reported to the Meeting that in order to be consistent with the Company's increase 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 6,143,905,902 Baht (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Baht)

Divided into 6,143,905,902 Shares
(Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Shares)

At a par value of 1 Baht (One Baht)

classified into

Ordinary shares 6,143,905,902 Shares
(Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Shares)

Preferred Shares - Shares (-)

In addition, it was proposed that the authorized person by the Board of 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.

The Board of Directors agreed that In order to be consistent with the Company's increase in its registered capital, it was appropriate to propose to the Shareholders' Meeting to consider the approval to amendment Clause 4 of the Company's Memorandum of Association as mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve to amend Clause 4 of the Company's Memorandum of Association by deleting existing facts and changing to new facts as follows;

"Clause 4. The registered capital is 6,143,905,902 Baht (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Baht)

Divided into	6,143,905,902 Shares (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Shares)
At a par value of	1 Baht (One Baht)
classified into	
Ordinary shares	6,143,905,902 Shares (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Shares)
Preferred Shares	- Shares (-)

As a result, it was agreed that the authorized person by the Directors, proceeded to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and to correct and add statements or take any actions in accordance with the order of the Registrar. The Meeting agreed to approve the resolution passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,712,529	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

Agenda 13 **To Consider and Approve for Allotting Newly-Issued Ordinary Shares of the Company in Amount of 1,445,634,658 Shares to Reserve for Exercise Right of Warrant to Purchase the Ordinary Share of the Company (CGH-W3)**

The Chairman reported to the Meeting that according to Agenda 11 to consider and approve for increasing registered capital from the existing capital 4,698,271,244 Baht to 6,143,905,902 Baht by issuing 1,445,634,658 ordinary shares with the par value of 1 Baht to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3).

It was proposed to the Shareholders to consider and approve to allot the newly issued ordinary shares in the amount of 1,445,634,658 shares to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3).

The Board of Directors deemed appropriate to propose to the Meeting to consider and approve for the allotment in the amount not exceeding 1,445,634,658 newly issued ordinary shares with the par value of 1 Baht as detailed above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority votes of shareholders presented and entitled to vote.

Resolution: The Meeting agreed to approve to allot the newly issued ordinary shares in the amount of 1,445,634,658 shares to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3) with majority votes of shareholders presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	100.00
Disapprove	0	0.00
Abstain	834,000	0.00
Invalid	0	0.00

Agenda 14 To Consider and Approve for Issuance and Offer of Debentures

The Chairman reported to the Meeting that as the Company had a plan to expand the investment in the potential business and sought opportunities to generate higher returns, it was necessary to search for capital sources to support the plan. It was recommended to get approval from the Board of Directors in order to propose to the Meeting to consider and approve of issuance and offer of debentures in the amount not exceeding 1,000,000,000 Baht (This limit did not include debentures that was issued and offered in 2017 in the amount of 1,079,800,000 Baht) or the equivalent to this amount in other currencies as a source of funding with details as follows;

Type:	All types and all kinds of bonds; with or without collateral, subordinated bonds or senior bonds, secured or unsecured bonds, with or without Bond Holders' Representative.
Total value:	Not exceeding 1,000,000,000 Baht or in an equivalent amount in another currency.
Term:	Not over 5 years since the issue date.
Allotment:	Applicable to local and/or international market, and/or Institutional Investors and/or private placement offering or public offering; the issuing and offering whole lot of bonds for one-time purchase or multiple separate purchases.
Call Option:	The debenture-holder and the Company may or may not have the right to redeem their bonds prior to the maturity date, depending on the terms and conditions of each issuance of the bonds.

Board of Directors deemed appropriate to propose to the Meeting to consider and approve the issuing and offering the debt securities in the amount not exceeding than 1,000,000,000 Baht as the proposed conditions.

The Board of Directors was authorized to act as follows:

1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate setting, purchasing types of debt securities, number of debt securities in each issuance, type of collectors, offering price per unit, term, call option period, principal and interest payment process, allotment and offering processes, etc.

2) To deal with, negotiate, and execute the agreements, documentation and applications related to filing the debt securities, including to contact and submit permission forms or exemption request forms to the government agencies or agencies related to the issuing and to have the debt securities registered in both domestic and international Secondary Market.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve the issuing and offering the debt securities with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

Agenda 15 To Consider and Approve the Amendment of the Company's Article of Association Clause 39

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 100, in which is amended by the Order No.21/2560 of National Council for Peace and Order, titled Amendment of Law to Facilitate the Business Operations issued on April 4th, 2017, it deemed appropriate to propose to the Shareholder's Meeting to approve the amendment of the Company's Article of Association clause 39 as detailed below:

Previous Version

Clause 39: The Board of Directors must convene the annual general shareholders' meeting within four (4) months since the end date of the Company's fiscal year.

Any shareholders' meeting in other occasions except what under Paragraph one is to be called extraordinary general meeting. The Board of Directors shall convene an extraordinary general meeting any time as deemed appropriate.

A shareholder who owns not less than one-fifth of total issued shares or not less than 25 shareholders with total shares of not less than one-tenth of total issue shares can sign a petition to request the Board of Directors to hold an extraordinary general meeting any time but it should have justifications to request for the meeting in that petition. In this regard, the Board of Directors must convene a shareholders' meeting within one (1) month since the shareholder's petition is acknowledged.

Amended to

Clause 39: The Board of Directors must convene the annual general shareholders' meeting within four (4) months since the end date of the Company's fiscal year.

Any shareholders' meeting in other occasions except what under Paragraph One is to be called extraordinary general meeting. The Board of Directors shall convene an extraordinary general meeting any time as deemed appropriate.

A shareholder or several shareholders who own not less than ten (10) percent of total issued shares shall sign a petition to request the Board of Directors to convene an extraordinary general meeting any time but it shall have justifications to request for the meeting in that petition. In this regard, the Board of Directors shall convene a shareholders' meeting within forty-five (45) days since the shareholder's petition is acknowledged.

In case that the Board of Directors does not convene meetings in the scheduled period conforming to Paragraph Three, shareholders who sign the petition or other shareholders joining together with enough numbers of stipulated shares can hold the meeting themselves within forty-five days since the end date stated in Paragraph Three. In this case, it is considered that the shareholders' meeting is called by the Board of Directors and the Company is liable for necessary costs of the meeting and facilities as discretion.

In case that a shareholder's meeting called by the shareholders conforming to Paragraph Four constitutes no quorum according to Clause 41, the shareholders conforming to Paragraph Four jointly have responsibility to pay for all costs incurred by the meeting to the Company

The Board of Directors deemed appropriate to propose to the Meeting to consider and approve the amendment of the Company's Article of Association clause 39 as mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

Resolution: The Meeting agreed to approve the amendment of the Company's Article of Association clause 39 to be in line with the Public Limited Companies Act B.E. 2535, section 100, in which is amended by the Order No.21/2560 of National Council for Peace and Order, titled Amendment of Law to Facilitate the Business Operations issued on April 4th, 2017. the resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

Agenda 19 Other (if any)

No consideration in this agenda.

The Meeting had completed all agendas so the Chairman gave an opportunity for the shareholders to raise their opinions and questions but no one did. Then the Chairman thanked all Shareholders who attended the Meeting and closed the Annual General Shareholder Meeting of the year 2018 at 3.15 p.m.

-Signature-

(Mr. Sadawut Taechaubol)

Chairman of the Meeting

-Signature-

(Mr. Pitakphol Roongrojsuwan)

Company Secretary

Minute Taker