

## Reasons and objectives for consideration of the shareholders on each agenda

**Agenda 1 To approve the minutes of the Extraordinary General Meeting No. 3/2014****Reasons and objectives**

The Extraordinary General Meeting of Shareholders No. 3/2014 was held on 31 October 2014, before the securities of the Company was listed in the Stock Exchange of Thailand.

**Resolution**

This agenda shall receive majority votes from the shareholders who attend the meeting and vote

**Agenda 2 To acknowledge the operation result of the Company in respect of the fiscal year ended as at 31 March 2015****Reasons and objectives**

The Company has summarized the operation result of accounting year 2015 as appeared in the annual report 2015 which has been sent to shareholders in CD format together with the Notice of this meeting.

**Resolution**

This agenda was for acknowledgment which do not require resolution.

**Agenda 3 To consider and approve the consolidated financial statement in respect of the fiscal year ended as at 31 March 2015****Reasons and objectives**

To be in compliance with the Public Company Limited Act B.E. 2535, Section 112 which specified that the Board of directors shall arrange balance sheets (statement of financial position) as well as profit and loss accounts as of ending date of the accounting year to be duly certified by the auditor prior to proposal to the Extraordinary General Meeting of Shareholders for approval.

The Board of Directors has provided balance sheets (statement of financial position) as well as profit and loss accounts of the accounting year ending as at 31 March, 2015, which has been duly certified by the auditor prior to proposal to the Extraordinary General Meeting of Shareholders for approval pursuant to Section 112 of the Public Company Limited Act B.E. 2535

**Resolution**

This agenda shall receive majority votes from the shareholders who attend the meeting and vote

**Agenda 4 To consider and approve an appropriation of profit for reserves as stipulated by law, and the dividend payment from the operating results ended as at 31 March 2015****Reasons and objectives**

Pursuant to Public Company Limited Act B.E. 2535, Section 116 and Articles of Association of the Company, clause 50, which stated that the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) as a reserve fund until this fund attains an amount not less than 10 percent of the registered capital, and Section 115 stated that dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

In addition, the Company's policy of dividend payment is based on capacity to execute the payment from accumulated profit from the Separate Financial Statement and the amount of dividend paid each time is also

based on operation result from the consolidated financial statement where the dividend shall be paid at the rate not less than 30% of net profit from the consolidated financial statement after corporate tax deduction . However, the dividend payment maybe executed differently from the policy set forth depending on operation result , financial status, financial liquidity and necessary to use the fund for business operation and bu siness expansion of the Company, including economic situation, and the dividend payment shall not exceed the accumulated profit as appeared in the separate financial statement and as stipulated by applicable law.

Since the Company conducts business as a holding company where the main asset is investment in subsidiaries. Hence , the capability to pay the dividend is depended on the operation result and dividend payment of the subsidiaries.

Dividend payment for the accounting year ending as of 31 March 2014 and 31 March 2015

Details	31 March 2015*	31 March 2014
1. Net profit		
1.1 Consolidated financial statements	628,235,181	630,382,153
1.2 Separate Financial Statement	276,315,037	174,254,521
2. amount of shares / the par value	2,800,000,000/ 1 baht	2,100,000,000/1 baht
3 dividend rate per share	0.080	0.095
4. Total dividend paid	224,000,000	199,500,000
5. Proportion between dividend payment and net profit from consolidated financial statement	35.66%	31.65%

\*Propose to the meeting of shareholders for approval

#### Resolution

This agenda shall receive majority votes from the shareholders who attend the meeting and vote

#### Agenda 5 To consider and approve appointment of directors in replacement of those to retire by rotation

##### Reasons and objectives

To be in compli ance with Public Company Limited Act B .E. 2535 Section 71 and the Articles of Association clause 18, which stated that at every annual ordinary meeting, at least one-third (1/3) of the directors shall retire in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire, The director who shall retire in the first year and second year after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate . The retired director may be re- elected . The Annual General Meeting of Shareholders of year 2015 is the second meeting after the Company has been transformed as a public company limited . The directors who mus t retire according to the drawing lots are as follow:

1. Mr. Panchai Wattanachai, Independent Director
2. Mr. Teerawat Vitoorapakorn, Director
3. Mr. Chalio Vitoorapakorn, Director

##### Opinions of the Nomination and Remuneration Committee

After consideration on structure of the board of directors and their individual qualifications , the Nomination and Remuneration Committee is of the opinion that the 3 directors to retire due to term completion are qualified in

terms of education, knowledge, skill, experience and work performance . Their previous works provided benefits to the company. They were not classified as a person possessing prohibited characters and did not conduct any business or hold shares in any companies that compete with the Company. It is agree that the 3 directors shall be re-elected as a director for another term . In addition , the biography of the 3 directors are as appeared in the attachment no . 4. The qualifications of the independent directors are in accordance criteria as stated by the Capital Market Advisory Board (the definition of the Independent Directors are stated in the Annual Report , in Management and Corporate Governance (Attachment No. 5)

The information of the shares held by proposed candidates

List of candidates	Amount of shares	Right to vote
1. Mr. Panchai Wattanachai	None	None
2. Mr. Teerawat Vitoorapakorn	63,000,100	63,000,100
3 Mr. Chalio Vitoorapakorn	54,600,000	54,600,000

#### Agenda 6 To consider and approve the determination of directors' remuneration

##### Reasons and objectives

To be in compliance with Public Company Limited Act B .E. 2535, Section 90 and the Articles of Association , Article 33 which stated that the directors are entitled to receive remuneration from the Company in form of rewards, attendance fee, pension, bonus or wages paid in other forms in accordance with Articles of Association or as considered by the shareholders ' meeting . Such remuneration may be determined in fixed amount or set forth as regulations, or may be determined from time to time, or determined for permanent effect until any change is made. In addition, wages and welfares shall be paid in accordance with the Company's regulations.

Scope of duties and responsibilities of the Board of Directors and committee of the Company are shown in the Annual Report, under Managerial Structure Section.

Comparison of directors' remuneration of year 2015 and 2014

Position	Annual remuneration (Baht/Year)		Attendance fee (Baht/time)		Director pension (Baht/Year)	
	Ended 31 Mar2016	Ended 31 Mar2015	Ended 31 Mar2016	Ended 31 Mar2015	Ended 31 Mar2016	Ended 31 Mar2015
Board of Directors					The Directors' pension shall be paid to entire committees set as approved by the Nomination and	
Chairman of the Board of Directors	360,000	360,000	25,000	25,000		
Director and being Chairman of Audit Committee	300,000	300,000	20,000	20,000		
Director and being Chairman of Executive Committee	300,000	300,000	20,000	25,000		
Director	240,000	240,000	20,000	20,000		
The Audit Committee						
Chairman of Audit Committee	-	-	15,000	15,000		
Audit Committee Member	-	-	10,000	10,000		

The Executive Committee					Remuneration Committee	
Chairman of the Executive Committee	-	-	-	-		
Executive Committee Member	-	-	-	-		
The Risk Management Committee						
Chairman of Risk Management Committee	-	-	15,000	15,000		
Risk Management Committee Member	-	-	10,000	10,000		
The Nomination and Remuneration Committee						
Chairman of Nomination and Remuneration Committee	-	-	15,000	15,000		
Nomination and Remuneration Committee Member	-	-	10,000	10,000		

### Resolution

This agenda shall receive no less than two-third of total votes from the shareholders who attend the meeting.

### Agenda 7 To consider and approve the appointment of auditors and to determine auditor's fee.

#### Reasons and objectives

To be in compliance with Public Company Limited Act B.E. 2535, Section 120, and the Articles Association, Clause 58, which stated that the annual general meeting of shareholders shall appoint and determine audit fee of the Company annually. The same auditor may be re-elected for the audit work.

Furthermore, the relating notifications from the Capital Market Supervision Board stated that the company shall change the auditor on 5 years consecutive basis without to change the accounting firm where new auditor from the same accounting firm may be appointed. The same auditor may be re-appointed after at least, 2 years after his last audit completion.

#### Opinion of the Audit Committee

After consideration on qualifications of 3 auditors, their performance and independence, the Audit Committee decided to appoint Mr. Sudwin Panyawongkhanti or Mrs. Anuthai Poomsurakul or Mr. Wichian Kingmontree from Pricewaterhousecoopers ABAS Co., Ltd. as auditors of the Company for year 2015. The said auditors do not render any service to the Company and have no relationship nor interest with the Company / subsidiaries / executives / major shareholders or person related to such person. The fee for annual auditing and review of quarterly financial statements ending date as of 31 March 2016 is at the amount equal to 4,061,000, exclude other expenses.

#### Comparison of audit fees

Audit fee	Accounting year 2016	Accounting year 2015
1. Audit fee	4,061,000	3,815,000
2. Other expenses		3,327,662*

(\*Other expense consists of pro forma financial fee, services fee for the process listed in the Stock Exchange of Thailand, travelling and accommodation.)

### Resolution

This agenda shall receive majority votes from the shareholders who attend the meeting and vote