

**Minutes of 2019 Annual General Meeting of Shareholders
JKN Global Media Public Company Limited (the “Company”)**

Time and Place

The Meeting was held on 26 April 2018 at 14.00 hrs. at Surasak Rooms II - III, 11th Floor, the Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120.

Opening of the Meeting

Prior to proceeding with the Meeting, Ms. Warisnalin Suphasanan, the Company Secretary, acting as the secretary to the Meeting, introduced the Board of Directors, executives of the Company, auditor and legal advisors attending the Meeting as follows:

Directors

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| 1. Admiral Apichart Pengsritong | Independent Director, Chairman of the Board of Directors, and Chairman of the Audit Committee |
| 2. Mr. Surachai Chompoopaisorn | Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Preecha Boonyakida | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Chairman of the Risk Committee |
| 4. Ms. Titiya Taweethamsatit | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee |
| 5. Mr. Jakkaphong Jakrajutatip | Director, Chief Executive Officer, Member of the Nomination and Remuneration Committee, Chief Executive Officer and Managing Director |
| 6. Ms. Pimauma Jakrajutatip | Director, Executive Officer, and Chief Administrative Officer |
| 7. Mrs. Pitsamai Likhitumnouy | Director, Executive Officer, Member of the Risk Management Committee, and Deputy Managing Director |
| 8. Ms. Kamolrat Mongkolkrut | Director, Executive Director, and Chief Sales Officer |

Note: The percentage of Directors attending the Meeting is 100 of the total number of directors.

Executives

- | | |
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| 1. Mr. Teeraphat Petporee | Chief Financial Officer |
| 2. Ms. Suthanuch Sutheerawattananon | Chief Content Officer |
| 3. Mr. Sombat Kittibantherngkul | Chief Technology Officer |

Executives of Subsidiaries

- | | |
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| 1. Ms. Sarosha Pornudomsak | Managing Director of JKN News Co., Ltd. |
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Auditor and Representative from EY Office Ltd.:

1. Mr. Khitsada Lerdwana Auditor

Independent Legal Advisors from Kudun and Partners Limited:

1. Mr. Ekachai Chotpitayasunon Legal Advisor to ensure that the conduct of the Shareholders' Meeting shall be transparent, legal and in accordance with the Company's Articles of Association
2. Ms. Suthida Chaisuwan Representative to ensure that the vote counting of the Shareholders' Meeting shall be transparent, legal and in accordance with the Company's Articles of Association

The Company Secretary introduced **Admiral Apichart Pengsritong**, the Chairman of the Board of Directors as the Chairman of the Meeting (the “**Chairman**”) and presented the details of the Meeting and vote counting procedures as follows:

1. Shareholders may only vote on each agenda item by voting on the ballot received from the registration.
2. In voting, one share is equivalent to one vote. The vote for each item on the agenda will be counted as per the number of votes indicated in the ballot submitted by the shareholders in the meeting or proxy form upon registration.
3. In voting of each agenda item, the Company will ask for the resolution from the Meeting. To accelerate the Meeting procedure, shareholders present in person who object, disagree or abstain from voting are required to raise their hands and submit their ballots to the ballot collecting staff. In counting votes, the Company shall use a barcode system approach where information will be read from the barcodes on the ballots, the disapproval and abstained votes will be deducted from the total votes of the shareholders attending the Meeting.
4. Shareholders who have not raised their hands will be deemed to resolve to approve the matter as proposed to the Meeting for consideration. Except for those acting as proxies to the shareholders (Form B) who have already indicated their votes for each agenda item in the proxy statement, the Company has already counted the votes from the proxy statement for your convenience.

If a shareholder wishes to leave before the Meeting would adjourn, the shareholder shall return the ballot card to an officer. Otherwise, it will be counted as approval for that agenda item and any remaining agenda items.

Any ballot with the following 4 conditions shall be regarded as an invalid ballot:

- 1) A ballot of an agenda item other than the agenda item being voted on;
 - 2) A ballot with no mark;
 - 3) A ballot with several marks (split of votes is allowed for the shareholders having appointed custodians.)
 - 4) A damaged ballot with unclear voting intention by shareholders
5. For the agenda item 5 concerning the election of directors in replacement of the directors who are retiring by rotation, the shareholder shall vote on each individual candidate nominated for Directors, whereby the Company will pause the registration for a moment. At the time of vote counting from the ballots at the Meeting, the Company will collect all the ballots on this agenda item at the Meeting for further inspection after the Meeting would adjourn. In this regard, the ballots for disapproval and abstained votes will be first collected, and thereafter the ballots for approval will be collected.

6. Before voting on each agenda item, the shareholders may share their opinions or ask questions concerning the proposed agenda item as appropriate by raising their hand, and once permitted by the Chairman, they will be asked to state whether they were attending the Meeting in person or by proxy, and then announce their name and surname before asking questions or sharing any opinions.
7. After the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, abstention, or invalid ballots as a percentage of total votes in four decimal digits. Once the Meeting would adjourn, shareholders or proxy holders will be requested to sign their names on the ballots and submitted the ballots for approval of all agenda items prior to leaving the Meeting for the management's safekeeping as evidence.

After the shareholders acknowledged and agreed with the vote counting procedures as described above, the Meeting then proceeded.

The Company Secretary informed the Meeting that 1,108 shareholders and proxies were attending the Meeting, holding 319,381,553 shares, or equivalent to 59.1447% of the total issued shares of 540,000,000 shares; therefore, a quorum was duly constituted according to the Articles of Association of the Company. The Chairman declared the Meeting open and then conducted the Meeting according to the following agenda:

Agenda Item 1 **Acknowledgment and certification of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on 24 September 2018**

The Chairman informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018, held on 24 September 2018, and then delegated Ms. Warisnalin Suphasanan, the Company Secretary, to present the matter to the Meeting.

The Company Secretary informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018, held on 24 September 2018 within 14 days from the date of such Meeting, and submitted a copy thereof and publicized the same to the Stock Exchange of Thailand within the time as required by law. The details of the said Minutes are set out in Enclosure 1 of the invitation to this Meeting, which was sent to the shareholders. The Board of Directors view that the particulars recorded in such Minutes are true and complete; therefore, the Board of Directors deemed it appropriate to propose to the shareholders to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018.

The Chairman gave the Meeting an opportunity to raise additional questions. No shareholders raised any questions. The Chairman, therefore, proposed that the Meeting vote on this matter.

Resolution: The Meeting considered the matter and resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders 1/2018, held on 24 September 2018 by a unanimous vote of the shareholders attending the Meeting and casting their votes, as follows:

The shareholders attending this agenda item represented a total of 319,829,253 votes					
Voting	319,829,253 votes				
Approved	319,829,253	votes	equivalent to	100.0000	
Disapproved	0	votes	equivalent to	0.0000	
Abstained	0	votes			
Voided Ballot	0	votes			

Agenda Item 2 **Acknowledgment of the Annual Report and the Company's operating results for the year 2018**

The Chairman clarified to the Meeting that the information regarding the Company's operating results and the significant changes for the year 2018 had been summarized in the Company's Annual Report, which was sent to the shareholders in the form of QR Code, together with the invitation to this Meeting, and published on the Company's website.

The Chairman informed the Meeting that the significant operating results of the Company for the past year included as follows:

The Company started to be a true Global Content Management and Distribution Company as evidenced by the successful launch and distribution of the Company's licensed contents abroad.

The Company focused on the good corporate governance and was given the full 100 scores on the AGM Checklist. In addition, in terms of CGR, the Company was given an excellence rating, and was also awarded SMEs Excellence Awards 2018 in the category of Platinum Award for Service Business from Thailand Management Association (TMA). At the moment, the Company has declared its intention to join Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and expected to obtain the certification from the CAC Council within 18 months.

The Chairman delegated Mr. Teeraphat Petporee, Chief Financial Officer, to clarify on the Company's progress with marketing collaboration with its customers as follows:

- Press release on collaboration with the Company's major customers, namely i.e. The Leader with Channel 8, Trendsetter with Bright TV Channel and The Phenomenon Program with Channel 3;
- Market expansion for sales of contents to overseas markets in association with Hong Kong International FILMART, Hong Kong, as the first event.

Moreover, *the 2018 Annual General Meeting of Shareholders*, held on 25 April 2018, resolved on significant matters as follows:

- Approval for increase of the number of directors and appointment of two new directors;
- Approval for issuance and offering of warrants representing the right to purchase the newly issued ordinary shares (JKN-W1) in the amount of 108 million units for allocation to the existing shareholders at the ratio of 5 shares to 1 unit;
- Approval for the Company's registered capital increase by 108 million shares, with a par value of THB 0.50 per share to accommodate the exercise of the warrants from the existing registered capital of THB 270 Million to THB 324 Million;
- Approval for amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase;
- Approval for allocation of 108 million newly issued ordinary shares, with a par value of THB 0.50 per share to accommodate the exercise of the warrants JKN-W1;

- Approval for extension of the credit line of issuance and offering of the Company's debentures under such resolution from not exceeding THB 800 Million to not exceeding THB 1,200 Million at any given time;

On 25 May 2018, the warrants to purchase ordinary shares of JKN Global Media Public Company Limited No. 1 (JKN-W1) in the amount of 108 million units started trading on MAI;

On 4 June 2018, the Company signed a contract with BEC World Public Company Limited, which managed Channel 33 HD, Channel 28 SD and Channel 13 Family, for global distribution of copyrighted contents of Channel 3 Thai drama to overseas markets (except the People's Republic of China, Hong Kong, Macau, Cambodia, Vietnam, Myanmar);

On July 20, 2018, the Company issued bonds No. 1/2018 worth a total value of THB 400 Million at the fixed interest of 6.50% per annum which represented the name-registered, unsubordinated and unsecured bonds for the term of 2 year which the bond holder shall release before the time specified.

On September 24, 2018, the Extraordinary Meeting of Shareholders No. 1/2018 approved to extend the financial amount from not exceeding THB 1,200,000 to not exceeding THB 1,500,000 for the issuance of the bond.

On September 12, 2018, the Company issued bonds No. 2/2018 worth a total value of THB 500 Million at a fixed interest rate of 6.50% per annum, which represented the name-registered, unsubordinated and unsecured bonds backed by ordinary shares of JKN Global Media Public Company Limited owned by Mr. Jakkaphong Jakrajutatip for a term of 1 year 11 months and 28 days.

The Chief Financial Officer reports further on the significant operating results of the Company and the management discussion and analysis, with the details as follows:

Total revenue for the year 2018, the Company and its subsidiaries earned total revenue in an amount of THB 1,422 Million which was increased from the total revenue for the year 2017 which earned THB 1,155 Million, an increase of THB 267 Million or 23%, resulting from increased sales of rights for broadcasting.

For the year 2018, net profits totaled THB 227.7 Million, an increase of THB 40 Million or 21%, resulting from increased sales growth. However, given the increase in the costs of program rights from amortization, the net margin for the year 2018 was equal to 16%, which slightly decreased from 16.24% in 2016.

Total assets amounted to THB 3,251 Million. Core assets consisted mainly of content rights worth THB 1,181 Million or 36%. In year 2016, the content rights were equal to THB 1,184 Million or 37.7%. The Company's cash decreased by THB 800 Million due to the increase in advance payment for purchased program rights in the amount of THB 552 Million and increased accounts receivable in the amount of THB 377 Million.

Total liabilities in 2018 and 2017 were THB 1,197 Million and THB 1,312.16 Million, respectively, representing a decrease of THB 115 Million due to

repayment of short-term loans in the amount of THB 430 Million, but additional debentures were issued in the amount of THB 300 Million.

Total shareholders' equity for 2018 and 2017 were THB 2,054 Million and THB 1,826 Million, due to the increased net profits in 2018 in the amount of THB 228 Million.

The Chairman gave the Meeting an opportunity to raise questions.

Mr. Amnuay Sirichansawang, a shareholder present in person, raised the following questions regarding this agenda item:

1. **Question:** As for the policy on recording the costs of program rights, would the costs of program rights be amortized upon program rights acquisition or upon recognition of revenue from such program rights?

Answer: Mr. Teeraphat Petporee, Chief Financial Officer, answered this question that the contracts for program rights acquisition were executed with the program owners for such term as specified in the contracts. When an allowance for impairment of value of program rights was recorded, and should there be any event demonstrating that such content may not be distributable, the costs of program rights would then be written off from the date the Company executed the contract with such program owner.

2. **Question:** What were the reasons behind the significant increase in accounts receivable per the Company's consolidated financial statements?

Answer: Mr. Teeraphat Petporee explained that the increase in the Company's accounts receivable was due to the Company's increased sales, thereby causing the Company to have more customers. In terms of receipt of payments, such payments must be made by customers within the timeframe, with certain flexibility as agreed upon. However, this was in the ordinary course of the Company's business and to date, the Company never had any non-performing debts (NPL).

Ms. Jinnapak Pornpiboon, a shareholder present in person, raised the following questions regarding this agenda item:

3. **Question:** Further to the Company's execution of contracts for program rights acquisition, what was the basis on which the management selected those contents? From the content acquisition, how long would it take before the program rights could be developed into contents for sales and revenue recognition? Should such content not be sold, how would the Company prevent such risk, and would there be any assurance to the Company?

Answer: Mr. Teeraphat Petporee, Chief Financial Officer, explained that usually, after the contract execution, the Company would localize such contents for its customers, which would take approximately 3 - 6 months on average i.e. translation, dubbing, etc., depending on the complexity of such contents, before they would be available for sales.

For an assurance in the development of such contents through the execution of contracts with the program owners with the deposit of 20 - 30% of the contract price.

4. **Question:** What was the basis on which the Company would select Thai contents for distribution abroad, and what was the current percentage of Thai contents in the international markets?

Answer: In the selection of Thai contents for distribution abroad, the Company would select such contents with the production quality, filming and performance that would meet international standards, in the respective of marketing of the countries where the contents would be broadcast.

At present, the percentage of revenue from Thai contents distributed abroad remained small as compared to the total revenue of the Company, namely lower than 1%. However, the Company aimed at increasing the revenue recognition from this sector this year.

No shareholders raised any further questions regarding the Annual Report and the Company's operating results for the year 2018 ended 31 December 2018. As this agenda item was for the shareholders' acknowledgement, voting was not required.

Agenda Item 3

Consideration and approval of the Company's financial statements ended 31 December 2018

The Chairman requested Ms. Warisnalin Suphasanan, the Company Secretary, to present the financial statements for the year 2018, which were audited and certified by the auditor, and reviewed by the Audit Committee, to the shareholders for consideration.

The Company Secretary informed the Meeting that in order to comply with the Public Limited Companies Act, the Company is required to have the financial statements at the end of the Company's fiscal year reviewed by the Audit Committee and audited by the certified public accountant, and propose the same to the shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company's financial statements for the year ended 31 December 2018 have been reviewed by the Audit Committee and audited by the certified public accountant, as well as approved by the Board of Directors in which the Board of Directors deemed it appropriate to propose the financial statements to the Annual General Meeting of Shareholders for consideration, as per the details in the Annual Report 2018 page 136 - 169, the shareholders were thus requested to consider the matter.

The Chairman gave the Meeting an opportunity to raise questions.

Mr. Amnuay Sirichansawang, a shareholder present in person, raised the following question regarding this agenda item:

1. **Question:** What was the basis on which the auditor would evaluate the impairment of assets, as specified in the financial statements?

Answer: Mr. Khitsada Lerdwana, the Company's certified public account from EY Office Ltd., explained that the auditor's evaluation of the impairment of assets would be based on statistics and assumptions from actual sales.

No shareholders raised any further questions. The Chairman therefore requested the Meeting to vote on this agenda item.

Resolution:

The Meeting considered the matter and resolved to approve the Company's financial statements for the year ending 31 December 2018, which were audited and certified by the Company's auditor, and approved by the Audit Committee and the Board of Directors, with a unanimous vote of the shareholders present at the Meeting and casting their votes, as follows:

The shareholders attending this agenda item represented a total of 387,846,053 votes.

Voting	387,846,053 votes			
Approved	387,846,053	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

Agenda Item 4

Consideration and approval of dividend payment for the year 2018 and allocation of profits to be the legal reserve

Ms. Warisnalin Suphasanan, the Company Secretary, informed the Meeting that the Company has its dividend payment policy at the rate of not less than 40% of the net profits after tax from the separate financial statements, excluding unrealized exchange gain/loss and after deduction of reserves. However, the dividend payment is subject to the investment plan, conditions and limitations as stipulated in the loan agreement or other relevant agreements (if any) as well as financial position and operational result as well as other relevant factors as the Board of Directors may consider and amend such dividend payment policy from time to time to be in line with the Company's business growth in the future, the necessity for capital investment and working capital, and other factors as it may deem justifiable. The dividend payment shall not exceed the retained earnings as per the Company's separate financial statements and shall be in accordance with the law. Nevertheless, the Board of Director may consider annual dividends, subject to the approval of the Shareholders' Meeting, unless the interim dividends which the Board of Directors shall be authorized to approve payment of such interim dividends from time to time, upon viewing that the Company has adequate profit to do so and informed the next Shareholders' Meeting for acknowledgement.

Sections 115 and 116 of the Public Limited Companies Act and Articles 54 and 55 of the Company's Articles of Association require that the Company shall not pay dividends other than out of its profit, which includes the retained earnings, and if the Company still has an accumulated loss, no dividends shall be paid. If the company still has an accumulated loss, no dividends shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount, and the dividend payment shall be subject to approval by the meeting of shareholders. The Company is required to set aside at least five (5) percent of its net annual profit, less accumulated loss brought forward (if any) as a legal reserve until it reaches ten (10) percent of the Company's registered capital.

For the purpose of dividend payment from the operating results for the year 2018, the Company deemed it appropriate to pay dividends in cash at the rate of THB 0.17 per share or amounting to THB 91,800,000, representing 41.23% of the net profit after tax per the separate financial statements, excluding unrealized exchange gain/loss and after deduction of reserves, in accordance with the Company's

dividend payment policy. The dividend rate as compared to the previous year may be presented as follows:

Description of Dividend Payment	2018 (Proposed Year)	2017 (Previous Year)
1. Net profit ^{/1} (THB)	222,627,598.00	187,982,604.00
2. Number of shares for annual dividend payment (shares)	540,000,000	0
3. Annual dividends (THB:share)	0.17	0.00
4. Total dividends (THB)	91,800,000.00	0.00
5. Percentage to net profit ^{/1}	41.23% in accordance with the Company's dividend payment policy	0.00%

Remark ^{/1} This refers to the net profit for the purpose of calculation of dividend payment in accordance with the Company's dividend payment policy (net profit after tax per the separate financial statements, excluding unrealized exchange gain/loss and after deduction of reserves).

Moreover, in 2018, the Company has net profits according to its consolidated financial statements in the amount of THB 227,682,117 and according to the separate financial statements in the amount of THB 231,533,026. The Company has allocated the annual net profits to be the legal reserve in the amount of THB 11,576,651, equivalent to not less than 5% percent of its net annual profit as prescribed by law and the Company's Articles of Association.

The Board of Directors deemed it appropriate to propose to the 2019 Annual General Meeting of Shareholders to approve the dividend payment from the operating results for the year 2018 and approve the allocation of the legal reserve, with the details as follows:

- The dividend payment from the Company's operating results for the year ended 31 December 2018 shall be made out of the net profit after tax per the separate financial statements, excluding unrealized exchange gain/loss and after deduction of reserves, at the rate of 0.17% per share, which shall be payable on Thursday, 23 May 2019, and as such, Tuesday, 19 March 2019 shall be the record date to determine the list of shareholders entitled to receive the dividends.
- The Company shall allocate the annual net profit to be the legal reserve in the amount of THB 11,576,651 or not less than 5% of the annual net profit as prescribed by law and the Company's Articles of Association.

The Meeting was thus requested to consider the matter. The Company Secretary then gave the shareholders an opportunity to raise questions.

No shareholders raised any questions. The Company Secretary then proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting considered the matter and resolved to approve the dividend payment from the operating results for the year 2018 and approve the allocation of profits

to be the legal reserve, with a unanimous vote of the shareholders present at the Meeting and casting their votes, as follows:

The shareholders attending this agenda item represented a total of 387,852,253 votes.

Voting	387,852,253 votes			
Approved	387,852,253	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

Agenda Item 5 **Consideration and approval of the election of directors in replacement of the directors who are retiring by rotation**

Prior to continuing the agenda, Ms. Warisnalin Suphasanan, the Company Secretary informed to the Meeting that for the purpose of accuracy of the number of shares and votes, the Company requested for halt of registration and the three directors who have been nominated to be re-elected as the directors for another term have temporarily left the meeting room in order to promote transparency.

The Company has made available the opportunity for the shareholders to nominate the persons with suitable qualifications to be considered and elected as directors at the 2019 Annual General Meeting of Shareholders in advance during 12 December 2018 to 31 January 2019 by publicizing for the shareholders' acknowledgement through the Company's website. Upon the lapse of such period, it appeared that no shareholder has nominated any persons to be considered and elected as the directors.

The Nomination and Remuneration Committee, excluding the interested members, has considered the qualifications of the Board of Directors for the year 2019, by taking into account the best interests of the Company's operations. Section 71 of the Public Limited Companies Act and Article 20 of the Company's Articles of Association require that at every Annual General Meeting of Shareholders, one-third of all directors, or the number closest to one-third, with the longest term of office are due to retire by rotation. A director who vacates office may be re-elected by the Shareholders' Meeting. In this 2019 Annual General Meeting of Shareholders, there are three directors who are retiring by rotation. The three retiring directors possess knowledge, experience and expertise valuable to the Company's operations, and they are qualified without any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act B.E. 2535 (1992), as well as any related notifications. It is unanimously deemed appropriate to re-elect the three retiring directors to resume their positions for another term.

For this agenda, the following three directors must retire by rotation at the 2019 Annual General Shareholders Meeting, equivalent to one-third of all directors:

1. Mr. Preecha Boonyakida
2. Mr. Jakkaphong Jakrajutatip
3. Ms. Pimauma Jakrajutatip

In this regard, the Board of Directors, excluding the interested directors, deemed it appropriate to propose the Shareholders' meeting to consider electing such three directors to resume their positions for another term since the three directors, during their term of office, were able to duly perform their functions and they have experience fit for the positions.

The Company Secretary gave the shareholders an opportunity to raise questions.

No shareholders raised any questions. Ms. Warisnalin Suphasanan, the Company Secretary, then proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting considered the matter and resolved to approve the election of Mr. Preecha Boonyakida, Mr. Jakkaphong Jakrajutatip and Ms. Pimauma Jakrajutatip, the directors who are retiring by rotation, to resume their positions for another term, with a majority vote of the shareholders present at the Meeting and casting their votes, as follows:

1. Mr. Preecha Boonyakida

The shareholders attending this agenda item represented a total of 387,852,253 votes.

Voting	387,852,253 votes			
Approved	387,852,253	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

2. Mr. Jakkaphong Jakrajutatip

The shareholders attending this agenda item represented a total of 387,852,253 votes.

Voting	387,852,253 votes			
Approved	387,852,253	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

3. Ms. Pimauma Jakrajutatip

The shareholders attending this agenda item represented a total of 387,852,253 votes.

Voting	387,852,253 votes			
Approved	387,852,253	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

The Company Secretary later declared the registration to be continued and invited the directors who have been re-elected as the directors for another term to return the meeting room.

Agenda Item 6 **Consideration and approval of the directors' remuneration for the year 2019 and bonus for directors**

The Chairman requested Ms. Warisnalin Suphasanan, the Company Secretary, to present this agenda item to the Meeting for consideration.

The Company Secretary informed the Meeting that in compliance with The Section 90 of the Public Limited Companies Act, it prescribes that the Company shall not pay money or any other property to the directors, except payment as remuneration under the Articles of Association of the Company. Article 33 of the Company's Article of Association also stipulates that the Company shall not pay money or any other property to the directors, except payment as remuneration, and the directors are entitled to remuneration, meeting allowance, gratuity, and welfare benefits in the form of reward, bonus or other forms of benefits as prescribed in the Company's Articles of Association or as approved by the Shareholders' Meeting. Such remuneration may be fixed in an exact amount or by a specific principle and may be fixed from time to time or perpetually until otherwise changed by the Shareholders' Meeting. In addition, the Company's directors are entitled to allowance and welfare benefits pursuant to the Company's regulations.

The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee members for the year 2019 and bonus for directors, by taking into account the types, business size in the same industry, and the justification on business expansion, as well as the duties and responsibilities of the directors and sub-committee members. The details of the remuneration of the directors and the sub-committee members for the year 2018 are described in the Annual Report 2018.

The Board of Directors considered that the Nomination and remuneration Committee had carefully screened the remuneration of the directors and the sub-committee members and bonus for directors, taking into account the justifications and necessity, and thus deemed it appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the directors' remuneration and meeting allowance for the year 2019 and bonus for directors.

The Board of Directors deemed it appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2019, which will be valid until changed otherwise by the next Shareholders' Meeting, in the amount not exceeding THB 7,000,000 which is higher than THB 6,200,000 in 2018 (as per the details in the Annual Report, Remuneration of Directors and Executives, page 62).

For the remuneration of directors compare to the remuneration for the previous year with following details:

Type of Remuneration	Position	2019 (Proposed Year)	Year 2018	Increase	
				Baht	%
1.Position Allowance (THB per person per month, and payable monthly during the term of office)	Chairman of the Board of Directors	44,000	40,000	4,000	10
	Director	22,000	20,000	2,000	10
	Chairman of the Audit Committee	13,750	12,500	1,250	10
	Member of the Audit Committee	11,000	10,000	1,000	10
	Member of Other Sub-committees	-	-	-	-
	Chairman of the Board of Directors	20,625 (not exceeding 15 meetings per year)	18,750 (not exceeding 15 meetings per year)	1,875	10
2.Meeting Allowance (THB per person per meeting, and payable upon attending a meeting)	Director	16,500 (not exceeding 15 meetings per year)	15,000 (not exceeding 15 meetings per year)	1,500	10
	Chairman of the Audit Committee	5,500	5,000	500	10
	Chairman of the Nomination and Remuneration Committee	5,500	5,000	500	10
	Member of the Nomination and Remuneration Committee	5,500	5,000	500	10
	Chairman of the Risk Management Committee	5,500	5,000	500	10
	Member of the Risk Management Committee	5,500	5,000	500	10
	Member of Other Sub-committees	-	-	-	-

Bonus from the Company's operating results for the year 2018 for directors shall be in the amount of THB 1,500,000, whereby the Board of Directors shall be empowered to set out the rules for allocation of bonus to each director. It is noted that no bonus was paid to the directors in 2018.

The shareholders were given an opportunity to raise questions.

Ms. Jinnapak Pornpiboon, a shareholder present in person, raised the following question regarding this agenda item:

1. **Question:** What was the basis on which the remuneration and bonus for directors were calculated?

Answer: Mr. Surachai Chompoopaisorn, Chairman of the Nomination and Remuneration Committee, explained that the Nomination and Remuneration Committee considered such remuneration and bonus for

directors by primarily taking into account the Company's performance, including such dividends paid to the shareholders. Such bonus for the Board of Directors would not exceed 2 percent of the dividends paid to the shareholders, which would serve as incentives and encouragement to the Company's directors in the interest of performance of their functions accordingly.

In this regard, Ms. Jinnapak Pornpiboon, a shareholder comments to the Meeting that the Company and the Board of Directors seem to consider about the shareholders which take the prioritize of the shareholders by sharing the dividend before consideration of the remuneration and bonus for directors, which makes the shareholders appreciated.

Resolution

The Meeting considered the matter and resolved with not less than two-thirds of the total votes of the shareholders present at the Meeting and entitled to vote, as follows:

The shareholders attending this agenda item represented a total of 387,859,253 votes.

Voting	387,859,253 votes			
Approved	387,859,253	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes	equivalent to	0.0000
Voided Ballot	0	votes	equivalent to	0.0000

Agenda Item 7

Consideration and approval of the appointment of auditor and the determination of the auditor's fee for the fiscal year ended 31 December 2019

The Chairman requested Ms. Warisnalin Suphasanan, the Company Secretary, to present this agenda item to the Meeting.

The Company Secretary informed the Meeting that, in accordance with Section 120 of the Public Limited Companies Act, it requires the Annual General Meeting of Shareholders to consider the appointment of an auditor and to determine the auditor's fee of the Company every year. The former auditor may be re-appointed. According to Section 121, the auditor shall not be a director, staff member, employee, or person holding any position in the Company. Thus, the new auditor shall be appointed.

The Board of Directors considered that the Audit Committee had duly screened the selection of auditor and determined the auditor's fee, and deemed it appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and appoint the auditors as follows:

1. Mr. Kritsada Ledwana, Certified Public Accountant No. 4958 or
2. Mrs. Poonnard Paچارoen, Certified Public Accountant No. 5238 and/or
3. Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313

from EY Office Ltd., which is an audit firm with expertise and good standard as well as their efficient performance, to conduct the audit and provide an opinion on the Company's financial statements for 2019, in the interest of ongoing audits. Each of the auditors per the above list is not a director, staff member, employee, or person holding any position in the Company, and without any relationship or any connection which may give rise to a conflict of interest with the Company. In the

event that the aforementioned auditors are not able to perform their duties, EY Office Ltd. will assign other auditors from EY Office Ltd. as replacement.

In addition, the auditor's fee for the financial statements for the year 2019, and the quarterly financial statements and the consolidated financial statements, shall be fixed in the amount of THB 2,340,000 which is higher than the year 2018 in the amount of THB 70,000, as proposed by the Audit Committee. However, such fee does not include other related costs and non-audit service fees, which may be incurred from any business acquisition or actual tasks during the year or any business expansion of the Company in the future. In the previous year, there are no additional non-audit service fees.

In addition, the board of directors of the subsidiaries also considered appointing EY Office Ltd. (the audit firm) as their auditor for the year 2019 and approved the auditor's fee for the annual financial statements, quarterly financial statements for 4 companies, in the total amount of THB 830,000 which is higher than the previous year in the amount of THB 100,000. However, such fee does not include non-audit service fees, and may vary according to the number of subsidiaries and/or actual tasks during the year. During the past fiscal year, the subsidiaries did not receive any other services from EY Office Ltd.

The Chairman gave the Meeting an opportunity to raise questions.

Mr. Amnuay Sirichansawang, a shareholder present in person, raised the following question regarding this agenda item:

1. Mr. Amnuay Sirichansawang suggested that the Audit Committee and the Company's auditor should carefully and duly perform their duties, and the Audit Committee was requested to thoroughly recheck the auditor's audit services, which should take into account the provisions, including impairment of assets. It can be seen that the fee for the content is quite high which the auditor should consider carefully.

Ms. Jinnapak Pornpiboon, a shareholder present in person, raised the following questions regarding this agenda item:

2. **Question:** Ms. Jinnapak Pornpiboon suggested that the Company should carefully select the contents to prevent any provisions for impairment of assets. She then inquired whether the auditor's proposed fee had been negotiated by the Company.

Answer: Mr. Surachai Chompoopaisorn explained to the shareholder that the auditing job required high proficiency skills and it reflects to the progress of the company's performance. In addition, the Board of Directors had negotiated with the audit firm on such auditor's fee,

Mr. Teeraphat Petporee explained to the shareholders that the audit fee for the year 2018 was not increase in which for the year 2019, the audit fee has increased for 5% which has been negotiated and discounted for THB 50,000. In this regard, the Board of Directors negotiated with the auditor as appropriate.

Ms. Jinnapak Pornpiboon suggested further that if the job where the auditor need to handle are increasing significantly, then the Board of Directors should consider and negotiate with the auditor carefully. In

this regard, it is not necessary to adjust the fee each year which may negotiate to the auditor that the fee could be adjusted once every 3 years. Moreover, the non-audit service fee should also be considered carefully to maintain the margin and best interest to the Company.

No shareholders raised any further questions. Ms. Warisnalin Suphasanan, the Company Secretary, then requested the Meeting to vote on this agenda item.

Resolution:

The Meeting considered the matter and resolved to approve the appointment of the auditors and the auditor's fee for the year 2019 according to the proposed details in all respects, with a majority vote of the shareholders present at the Meeting and casting their votes, as follows:

The shareholders attending this agenda item represented a total of 387,863,753 votes.

Voting	387,863,753 votes			
Approved	387,863,753	votes	equivalent to	100.0000
Disapproved	0	votes	equivalent to	0.0000
Abstained	0	votes		
Voided Ballot	0	votes		

Agenda Item 8 **Other matters (if any)**

The Company Secretary gave the shareholders an opportunity to raise additional questions. No shareholders raised further questions for consideration.

Ms. Jinnapak Pornpiboon, a shareholder present in person, provided a comment to the Meeting regarding the preparation of the invitation letter. For instance, Agenda 5 regarding the consideration of the remuneration of the directors should have a clear comparison between the proposed remuneration and the remuneration granted in previous year and the details should be added in its relevant enclosure. For the presentation of the operating result of the Company, a chart or graph should be added for easy understanding and it would be more interesting than presenting only in text. Therefore, this would further facilitate the consideration to be made by the shareholders at the Meeting.

No additional shareholders wishing to ask any further questions, the Chairman thanked the shareholders for their kind attention.

The Meeting was concluded at 4.00 pm.

Signed: _____
(Admiral Apichart Pengsritong)
Chairman of the Meeting

Signed: _____
(Ms. Warisnalin Suphasanan)
Company Secretary