

(Translation)

Daii Group Public Company Limited
Minutes of the 2017 Annual General Meeting of Shareholders
Thursday, 27th April 2017 at 9.00 a.m.
at the Main Conference Room, 39th Floor, Sun Towers Building B,
No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Directors attending the Meeting:

- | | |
|----------------------------------|--|
| 1. Mrs. Pojanard Prinyapatpakorn | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee |
| 2. Dr. Preeprem Nonthaleerak | Independent Director, Member of the Audit Committee and Member of the Risk Management Committee |
| 3. Mr. Naris Cheyklin | Director, Member of the Nomination and Remuneration Committee and Chairman of Executive Committee |
| 4. Mr. Tawat Meeprasertskul | Director and Member of the Executive Committee |
| 5. Mr. Terachart Numanit | Director and Member of the Executive Committee |
| 6. Mr. Sornsak Somwattanal | Director, Member of the Risk Management Committee, Member of the Executive Committee, Chief Executive Officer and Acting of Chief Financial Officer |

Directors absent from the Meeting:

- | | |
|-------------------------------|---|
| 1. Mr. Sutthichai Sungkamanee | Independent Director, Chairman of the Board of Directors, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee |
|-------------------------------|---|

Executives attending the Meeting:

- | | |
|-------------------------------------|---|
| 1. Mr. Anuchart Angsumethangkoon | Member of Executive Committee and Senior Executive Vice President |
| 2. Mr. Ronnachai Trisunan | Executive Vice President, Business Development Group |
| 3. Mr. Surapong Jiem-on | Executive Vice President, Business Operating Group |
| 4. Mr. Nantachart Kliebphipat | Executive Vice President, Project Development |
| 5. Mrs. Piyorot Loughajareonyos | Vice President, Accounting Department |
| 6. Miss Thamonwan Woraphongjirakarn | Company Secretary |

Auditors attending the Meeting:

1. Miss Panomporn Leelaraksakul A representative from Bunchikij Co., Ltd.
2. Miss Sudaporn Taweepee A representative from Bunchikij Co., Ltd.
3. Mr. Terakarn Watprapasak A representative from PricewaterhouseCoopers ABAS Limited

Financial Advisors attending the Meeting:

1. Mr. Prasert Tantayawit A representative from Maybank Kim Eng Securities (Thailand) Public Company Limited
2. Mr. Thaveesith Santatikul A representative from Maybank Kim Eng Securities (Thailand) Public Company Limited
3. Mr. Atikom Sirichoompum A representative from Maybank Kim Eng Securities (Thailand) Public Company Limited
4. Mr. Papon Atthakitkanka A representative from Maybank Kim Eng Securities (Thailand) Public Company Limited

Legal Advisors attending the Meeting:

1. Mr. Neramit Trongpromsuk A representative from DN36 Ltd.
2. Miss Sudaporn Taweepee A representative from DN36 Ltd.

The Meeting convened at 9.00 a.m.

There were 8 shareholders present in person and 19 shareholders present by proxy at the start of the Meeting. Therefore, there were a total of 27 shareholders present, holding an aggregate of 985,988,545 shares, representing 83.5158 percent of total shares sold. A quorum was thus constituted according to the Company's Articles of Association.

The Company Secretary informed the Meeting that Mr. Sutthichai Sungkamanee, the Chairman of the Board of Directors had the prior important engagements in overseas he therefore could not attend the Meeting. In legal practice to conduct the Meeting, a shareholder proposed to appoint Mrs. Pojanard Prinyapatpakorn, Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee and a proxy from a shareholder will be acted as a Chairman of the Meeting.

There was no question or comment from the shareholders. Thereafter the Company Secretary requested the shareholders and the proxies to cast their votes to appoint the Chairman of the Meeting.

The Meeting considered the matter and cast the votes.

The Meeting unanimously resolved and the voting results are as follows:

There were 985,989,745 votes in approval, equivalent to 100.0000 percent.

There was 0 vote in disapproval, equivalent to 0.0000 percent.

There was 0 vote in abstention

There was 0 vote invalid ballots.

Remark: During the discussion of this matter, there were additional shareholders and proxies attending the Meeting, representing 1,200 shares. Thus, the total number of shares present in the Meeting was 985,989,745 shares.

Resolution Approved the appointment of Mrs. Pojanard Prinyapatpakorn as the Chairman of the Meeting of the 2017 Annual General Meeting of Shareholders as proposed

The Chairman welcomed the shareholders attending the 2017 Annual General Meeting of Shareholders. Thereafter the Chairman requested the Company Secretary to explain the voting right and voting casting to the Meeting.

The Company Secretary explained the voting right and vote casting as follows:

Voting Right

1. For casting vote at a shareholders' meeting, one share would be entitled to one vote. Any shareholder who had a special interest in any matter would not be entitled to vote on such matter, except in the case of a vote on an agenda 13, the re-election of directors who retire by rotation.
2. A shareholder may cast all of his/her votes for either approval, disapproval or abstention, except for the shareholder who was a foreign investor and appointed a custodian in Thailand, who would be able to vote by splitting votes whereby the total number of votes should not exceed the total number of voting rights held. However, if the proxy who was a custodian failed to cast all of the votes held, the remaining votes should be deemed as abstention.

Vote Casting

The Company provided the voting casting at the Meeting as follows:

1. For voting on each agenda, the Chairman would ask only the shareholders who wished to disapprove or abstain the vote to fill out the ballots received at the registration and to raise their hands so that the Company's officers would collect the ballots for vote counting. The Company would deduct the disapproval votes and abstention votes from the total number of shares held by the shareholders attending the meeting and having the right to vote. The shareholders who did not raise their hands or submit their ballots should be deemed to approve the matter as proposed by the Chairman, except for Agenda 13 Re: to consider and approve the re-election of directors who retire by rotation, the officers

would collect all ballots of the shareholders for approval votes, disapproval votes and abstention votes in order to conduct the meeting in accordance with the good corporate governance practice. For voting result announcement of each agenda, the Chairman would assign the Company Secretary to announce the voting result after the voting in each agenda would be completed, whereby the announced votes would be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The ballots for disapproval or abstention submitted after the Company Secretary announced the voting result of each agenda to the meeting would not be counted as the voting result.

2. In the case that the shareholders who appointed the proxy and had specified their votes for each agenda, the votes would be counted systematically as specified by such shareholders.
3. Any shareholders or proxies who had been registered but had not yet voted and was unable to be present at the meeting until the meeting was adjourned, the Company kindly asked for their cooperation to submit the ballots which had been filled out for all remaining agenda to the Company's officer who would record the votes for each agenda.
4. In the case that the shareholders or proxies did not send their ballots for disapproval or abstention to the Company's officers before the Chairman or the Company Secretary announced the voting result of each agenda, the Company would consider that the shareholders or the proxies approved for such agenda.
5. In the case that no shareholder voted for disapproval or abstention, the Company would consider that the meeting unanimously resolved the matter in such agenda, except in the case that the shareholder had specified in the proxy form that he/she wished to vote for disapproval or abstention and the Company had already recorded such vote in advance.

Voided Ballots

1. Voting for more than one alternative, except for voting by the proxy of a foreign investor who appointed a custodian in Thailand;
2. Correction or deletion of ballots without signature affixed by such shareholder or proxy;
3. Defective and unreadable ballots.

At the end of the Meeting, the Company would collect all ballots from the shareholders and proxies in all agenda for inspection purposes and for transparency in voting process.

Process to Conduct the Meeting

The Meeting shall proceed according to the agenda notified in the Notice of the Meeting.

Expressing Opinions and Asking Questions

1. A shareholder or proxy who wished to express any opinion or ask any question in each agenda would be asked to raise his/her hand and upon permission by the Chairman, he/she may ask questions by using microphone provided by the Company. In this regard, the shareholder was requested to inform of his/her

name and surname, and specify whether he/she was a shareholder attending the Meeting in person or by proxy, and then express opinions or ask questions so that the minutes of the Meeting would be correctly and completely recorded.

2. Any opinions or questions to be expressed or asked should be clear and concise. Please refrain from asking the same question or expressing the same opinion repeatedly so that the Meeting would be conducted effectively.
3. If a shareholder wished to express an opinion or ask a question on a matter that was not relevant to the agenda being considered, such opinion or question may be expressed or asked on the agenda regarding to other businesses or at the end of the Meeting.
4. The Company would disclose the minutes of the Meeting by specifying voting results of each agenda via the Company's website within 14 days from the Meeting date or on 11 May 2017.

Before starting with the agenda items, the Chairman informed the Meeting that in pursuit of the best practice and good corporate governance of the holding of an annual general meeting of shareholders, she would like to invite one shareholder attending the Meeting, to be a witness to inspect the voting and vote counting procedures. Since there was no shareholder volunteered to be the witness, the Chairman then informed the Meeting that Miss Natcha Srisupornvichai, a legal advisor from DN36 Limited presented as a witness in vote counting procedures.

After that, the Chairman continued to conduct the Meeting in accordance with the following agenda.

Agenda 1 **To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016**

The Chairman informed the Meeting that the minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 16 December 2016 was submitted to all shareholders together with the Notice of the Meeting and the Company also submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws.

The Chairman asked the Meeting whether shareholders had any questions or comments on the minutes of the Extraordinary General Meeting of Shareholders No.1/2016.

There was no question or comment from the shareholders. The Meeting acknowledged the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 as proposed.

Agenda 2 **To acknowledge the report on the Company's operational results for the year 2016**

The Chairman assigned Mrs. Piyorot Loughajareonyos, the Vice President of Accounting Department to present the Company's operational results for the year 2016 to the Meeting.

The Vice President of Accounting Department reported the Meeting that the significant of 2016 operational results can be summarized as follows:

- In May, the Company opened the showroom of Ginza Home on Pradit Manutham Road as a showroom and sales office for customers to experience the real Ginza home.
- In July, the Company launched the showroom of Ginza Home located in Mabkha Sub-district, Muang District, Rayong province to serve customers in the eastern region.
- In October, the Company sold shares of Area Wow Co., Ltd. in which the Company has a shareholding of 50 percent to Dcorp Group Co., Ltd. at a price of THB 500,000 in which the book value as at 30 June 2016 was equal to THB 490,117.09.
- In December, the Company increased its registered capital from THB 130 million to THB 1,180.60 million by issuing 1,050,600,000 shares with a par value of Baht 1.00 to private placement as follows:
 1. Nirvana Development Co., Ltd. in the amount of 8,787,681 shares divided into:
 - 1.1 Singha Estate Public Company Limited in the amount of 4,481,717 shares
 - 1.2 Other retail shareholders in the amount of 4,305,964 shares
 2. Acquisition of two parcels of land from Singha Estate Public Company Limited by issuing the 250,600,000 newly-issued ordinary shares as a payment

In 2016, the Company had total revenues of Baht 336 million which comprised of revenues from sales of Baht 152 million, revenues from construction of Baht 160 million and revenues from property development of Baht 24 million.

The Chief Executive Officer explained that the Company's shareholding structure consists of four subsidiaries and one associated company, namely 1) Ginza Home Co., Ltd. 2) Deeji Home Center Co., Ltd. 3) Atech Enterprise Co., Ltd. 4) Qtech Products Co., Ltd. and 5) Landy Development Co., Ltd. respectively. At present, the Company's shareholding structure has included the 6 subsidiaries of Nirvana Group that are; 1) Nirvana Development Co., Ltd. 2) Nirvana Construction Co., Ltd. 3) Nirvana U Co., Ltd. 4) Nirvana Phraram 9 Co., Ltd. 5) Subthananin Co., Ltd. 6) Nirvana River Co., Ltd.

For the Nirvana Group's strategy in 2016, the Nirvana Group has launched 15 projects, with the remaining value of the opened projects around Baht 6,100 million and in 2017, the Company expects the projects will be launched with a project value of approximately Baht 7,500 million. For the future projects, the Company has land for development approximately of Baht 20,000 million. In addition, the Company plans to develop existing products and expand new business channels in order to increase business diversification. It will make the company to operate in the form of "Redefine Landed Living Solution". Moreover, the company sets out a new organizational structure to be in line with the Company's strategy and plan which composes of Project Development under Beyond, Icon, Intro, Home Office under @Work, Townhome under Define, Cover,

Cluster, Condominium under River Fronted Project, Home Builder under Ginza Home and Deeji and Home Products under Fenzer, Atech.

The Chief Executive Officer also added that the Company's business target in 2017 can be summarized as follows:

- The Company expects pre-sales around Baht 4,500 million, which is Nirvana's sales of Baht 3,900 million, Home Builder's sales of Baht 400 million and others of Baht 200 million.
- The Company will launch new projects with a value of Baht 8,500 million. It derived from Nirvana River project of Baht 6,000 million. Moreover, the Company plans to develop land at Srinakarin - Romklao (approximately area of 300 rai) with a land value of Baht 13,000 million.

The Chairman asked the Meeting whether shareholders had any questions or comments on the Company's performance in 2016.

There was no question or comment from the shareholders. The Meeting acknowledged the Company's operational results for the year 2016 as proposed.

Agenda 3 **To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2016**

The Chairman proposed the Meeting to consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2016, which had been reviewed by the Audit Committee and audited by the certified public accountant. Details are provided in the 2016 Annual Report, which has been delivered to the shareholders together with the Notice of the Meeting.

Thereafter, the Chairman assigned the Vice President of Accounting Department to present the details of this agenda to the Meeting.

The Vice President of Accounting Department informed the Meeting that the consolidated and the separate financial statements of Daii Group Public Company Limited ended 31 December 2016 present fairly in accordance with Thai Financial Reporting Standards as followings:

Statements of comprehensive income for the period ended 2016 and 2015

(Unit : MB)

	2016	2015	Change of Value (Unit : MB)
Net sales	335.53	395.32	-59.79
Cost of sales of goods	244.51	264.32	-19.81
Profit margin	91.02	131.00	-39.98
Other revenues	5.56	6.84	-1.28

	2016	2015	Change of Value (Unit : MB)
Selling expenses	39.25	48.14	-8.89
Administrative expenses	70.83	72.66	-1.83
Profit before Interest and corporate income tax	-13.50	17.04	-30.54
Profit (Attribute to the Company only)	-15.59	13.00	-28.59

Statements of financial position : Assets

(Unit : MB)

	31 Dec 2016	31 Dec 2015	Change of Value (Unit : MB)
Cash	46.93	47.56	-0.63
Trade and note receivables - net	25.92	34.15	-8.23
Unbilled receivables	0.38	0.00	0.38
Short term loan to other company	0.00	3.50	-3.50
Inventories	28.55	26.72	1.83
Property development for sale	0.00	17.78	-17.78
Other current assets	5.42	5.92	-0.50
Non-current assets	17.91	20.26	-2.35
Property, plant and equipment - net	200.21	191.80	8.41
Total assets	325.32	347.69	-22.37

Statements of financial position : Liabilities

(Unit : MB)

	31 Dec 2016	31 Dec 2015	Change of Value (Unit : MB)
Trade and note payables - net	73.12	75.84	-2.72
Other current liabilities	4.87	4.08	0.79
Deferred tax liabilities	1.22	1.45	-0.23
Total non-current liabilities	10.33	7.05	3.28
Total liabilities	89.54	88.42	1.12
Authorized Share capital	1,180.60	130.00	1,050.60
Issued and paid-up share capital	130.00	130.00	0.00
Premium on ordinary shares	141.20	141.20	0.00
Capital reserve for share-based payment transaction	2.59	2.59	0.00
Retained earnings : Legal reserve	1.37	1.37	0.00

	31 Dec 2016	31 Dec 2015	Change of Value (Unit : MB)
Retained earnings : Unappropriated	-8.47	15.02	-23.49
Other components of equity	-30.91	-30.91	0.00
Total equity holders of the Company	235.78	259.27	-23.49
Total liabilities and shareholders' equity	325.32	347.69	-22.37

The Chairman asked the Meeting whether shareholders had any questions or comments on the balance sheet and profit and loss accounts for the year ended 31 December 2016.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 1,016,140,061 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

Remark: During the discussion of this agenda, there were additional shareholders and proxies attending the Meeting, representing 30,150,316 shares. Thus, the total number of shares present in the Meeting was 1,016,140,061 shares.

Resolution Approved the balance sheet and profit and loss accounts for the year ended 31 December 2016 as proposed

Agenda 4 To consider and approve the change of Company's Name, Company's Common Seal, the Company's Objectives, the Amendment of Memorandum of Association and the Articles of Association to be in line with the change of Company's Name and Company's Common Seal

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that according to resolution of Extraordinary General Meeting of Shareholders No.1/2016 dated 16 December 2016 approved the Company to purchase the business of Nirvana Development Company Limited ("Nirvana"), which operates the property business and will transfer the business to the Company. As this result, the Company should change the Company's name, Company's common seal, the Company's objectives, the amendment of Memorandum of Association and the Articles of Association to be in line with the Change of Company's name and Company's common seal. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the change of the

Company's name, Company's common seal, the Company's objectives, the amendment of Memorandum of Association and the Articles of Association Common Seal, details are shown in the Attachment 3.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to sign any documents including coordinate or providing any information or take any necessary actions in relation to the registration process of the change the Company's name, Company's common seal, the Company's objectives, the amendment of Memorandum of Association and the Articles of Association of the Company including having the power to amend or add words of the application of the registration form in relation to the Company's common seal, the Company's objectives, the amendment of Memorandum of Association and the Articles of Association as directed by the public company limited registrar for the registration in all respects.

The Chairman asked the Meeting whether shareholders had any questions or comments on the change the Company's name, Company's common seal, the Company's objectives, the amendment of Memorandum of Association and the Articles of Association of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were	1,016,701,392 votes in approval, equivalent to 100.0000 percent
There was	0 vote in disapproval, equivalent to 0.0000 percent
There was	0 vote in abstention, equivalent to 0.0000 percent
There was	0 vote invalid ballots, equivalent to 0.0000 percent

Remark: During the discussion of this agenda, there were additional shareholders and proxies attending the Meeting, representing 561,331 shares. Thus, the total number of shares present in the Meeting was 1,016,701,392 shares.

Resolution Approved the change of Company's Name, Company's Common Seal, the Company's Objectives, the Amendment of Memorandum of Association and the Articles of Association to be in line with the change of Company's Name and Company's Common Seal as proposed

Agenda 5 To consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1)

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in order to maintain directors and employees of the Company and/or its subsidiaries morale and courage, as well as to motivate them and dedicate themselves in performing their duties in order to co-build the growth of the Company and its subsidiaries in the future. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the issuance and offering of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1), details are shown in the Attachment 4.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Board of Directors or the Chief Executive Officer and/or their designated person(s) to have the power in connection with the warrants to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 as follows:

- (1) to consider determining and/or amending details and/or other conditions relating to the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 to do in any act but not limited to, determine terms, conditions and other procedures in relation to offering details, including conditions of right adjustment and reasons to issue new shares to be reserved for the change of exercise ratio and exercise price, as well as, other rights and duties between the Company and the holders of the ESOP-Warrant No. 1 as necessary and deemed appropriation and in compliance with the laws;
- (2) to negotiate, prepare, agree, execute and/or amend any documents and agreements relating thereto, including to take any necessary and appropriate actions relating to the issuance and offering of the ESOP-Warrant No. 1, as well as to contact and submit application and other documents or evidence to the governmental authorities, the Office of the SEC, the SET and/or other authorities as necessary and deemed appropriation until its completion and in compliance with the laws; and
- (3) to appoint any entrusted person(s) to do any act in the item (2) above, including but not limited to, to consider appointing advisor(s) or agent(s) as necessary for the issuance and offering of the ESOP-Warrant No. 1.

The Chairman asked the Meeting whether shareholders had any questions or comments on the issuance and offering of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1)

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 880,394,136 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention, equivalent to 0.0000 percent

There was 0 vote invalid ballots, equivalent to 0.0000 percent

Remark: In this agenda, there were 136,307,256 votes of the shareholders and the proxies who had special interest and not having the right to vote.

Resolution Approved the issuance and offering of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) as proposed

Agenda 6 To consider and approve the decrease of the Company's registered capital from the existing registered capital of Baht 1,180,600,000 to Baht 1,180,599,978 by cancelling the unissued registered ordinary shares in the number of 22 shares with a par value of Baht 1.00 per share

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that the Company intends to increase its registered capital and pursuant to Section 136 of the Public Limited Companies Act B.E. 2535 (1992), the Company shall be able to increase capital from the amount registered only when all the shares have been sold and paid in full. At present, the Company has the remaining of 22 unsold shares. Therefore, the Company has to decrease the registered capital of Baht 1,180,600,000 to Baht 1,180,599,978 by cancelling the unissued registered ordinary shares in the number of 22 shares with a par value of Baht 1.00 per share. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the decrease of the Company's registered capital from the existing registered capital of Baht 1,180,600,000 to Baht 1,180,599,978 by cancelling the unissued registered ordinary shares in the number of 22 shares with a par value of Baht 1.00 per share.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to sign any documents including coordinate or providing any information or take any necessary actions in relation to the registration of the decrease in the registered capital of the Company.

The Chairman asked the Meeting whether shareholders had any questions or comments on the decrease of the Company's registered capital.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were	1,016,701,392 votes in approval, equivalent to 100.0000 percent
There was	0 vote in disapproval, equivalent to 0.0000 percent
There was	0 vote in abstention, equivalent to 0.0000 percent
There was	0 vote invalid ballots, equivalent to 0.0000 percent

Resolution Approved the decrease of the Company's registered capital from the existing registered capital of Baht 1,180,600,000 to Baht 1,180,599,978 by cancelling the unissued registered ordinary shares in the number of 22 shares with a par value of Baht 1.00 per share as proposed

Agenda 7 To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in order to be in line with the decrease of the Company's registered capital as abovementioned in Agenda 6, it is necessary for the Company to amend the Clause 4. of the Company's Memorandum of Association. The amended Clause 4 of the Memorandum of Association will read as follows:

Clause 4.	Registered capital	Baht 1,180,599,978	(one thousand one hundred and eighty million five hundred and ninety-nine thousand nine hundred and seventy-eight Baht)
	divided into	1,180,599,978 shares	(one thousand one hundred and eighty million five hundred and ninety-nine thousand nine hundred and seventy-eight shares)
	par value per share	Baht 1	(one Baht)
	ordinary shares	1,180,599,978 shares	(one thousand one hundred and eighty million five hundred and ninety-nine thousand nine hundred and seventy-eight shares)
	preference shares	- shares	(-)

The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the capital decrease of the Company.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to amend or add words as directed by the registrar for the registration of the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

The Chairman asked the Meeting whether shareholders had any questions or comments on the amendment of the Memorandum of Association of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention, equivalent to 0.0000 percent

There was 0 vote invalid ballots, equivalent to 0.0000 percent

Resolution Approved the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital as proposed

Agenda 8 To consider and approve the increase of registered capital of the Company from the existing registered capital of Baht 1,180,599,978 to Baht 1,405,599,978, by issuing the newly issued ordinary shares in the number of 225,000,000 shares with a par value of Baht 1.00 per to (1) allocated by way of issuance and offer of warrants to purchase the Company's ordinary shares to be issued and offered for sale to directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) allocated by way of private placement

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that the Company has plan to issue and offer of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1). The Company also has the investment projects in the future and also has the plan for loan repayment of investment projects. Therefore, the Company is required to increase the registered capital by way of a private placement. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the increase in registered capital of Baht 1,180,599,978 to Baht 1,405,599,978 by issuing the newly issued ordinary shares in the number of

225,000,000 shares with a par value of Baht 1.00 per share to (1) allocated by way of issuance and offer of warrants to purchase the Company's ordinary shares to be issued and offered for sale to directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) in the amount of not exceeding Baht 25,000,000 with a par value of Baht 1.00 per share and (2) allocated by way of private placement in the amount of not exceeding Baht 200,000,000 with a par value of Baht 1.00 per share.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to sign any documents including coordinate or providing any information or take any necessary actions in relation to the registration of the increase in the registered capital of the Company.

The Chairman asked the Meeting whether shareholders had any questions or comments on the increase of registered capital of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were	1,016,701,392 votes in approval, equivalent to 100.0000 percent
There was	0 vote in disapproval, equivalent to 0.0000 percent
There was	0 vote in abstention, equivalent to 0.0000 percent
There was	0 vote invalid ballots, equivalent to 0.0000 percent

Resolution Approved the increase of registered capital of the Company from the existing registered capital of Baht 1,180,599,978 to Baht 1,405,599,978, by issuing the newly issued ordinary shares in the number of 225,000,000 shares with a par value of Baht 1.00 per to (1) allocated by way of issuance and offer of warrants to purchase the Company's ordinary shares to be issued and offered for sale to directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) allocated by way of private placement as proposed

Agenda 9 To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that the in order to be in line with the increase of the Company's registered capital as abovementioned in Agenda 8, it is necessary for the Company to approve the amendment to Clause 4. of the Company's Memorandum of Association. The amended Clause 4 of the Memorandum of Association will read as follows:

Clause 4.	Registered capital	Baht 1,405,599,978	(one thousand four hundred and five million five hundred and ninety-nine thousand nine hundred and seventy-eight Baht)
	divided into	1,405,599,978 shares	(one thousand four hundred and five million five hundred and ninety-nine thousand nine hundred and seventy-eight shares)
	par value per share	Baht 1	(one Baht)
	ordinary shares	1,405,599,978 shares	(one thousand four hundred and five million five hundred and ninety-nine thousand nine hundred and seventy-eight shares)
	preference shares	- shares	(-)

The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the capital increase of the Company.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to amend or add words as directed by the registrar for the registration of the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

The Chairman asked the Meeting whether shareholders had any questions or comments on the amendment of the Memorandum of Association of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were	1,016,701,392 votes in approval, equivalent to 100.0000 percent
There was	0 vote in disapproval, equivalent to 0.0000 percent
There was	0 vote in abstention, equivalent to 0.0000 percent
There was	0 vote invalid ballots, equivalent to 0.0000 percent

Resolution Approved the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed

Agenda 10 To consider and approve the allocation of the newly issued ordinary shares (1) to be reserved for the exercise of warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) to specific persons under the private placement

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that as a result of the consideration and approval of the increase of the Company's registered capital and the issuance and offering of the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1), it is necessary for the Company to allocate the newly issued ordinary shares for (1) to be reserved for the exercise of warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) to specific persons under the private placement. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the allocation of the newly issued ordinary shares in the number of 225,000,000 shares with a par value of Baht 1.00 each, for (1) to be reserved for the exercise of warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) to specific persons under the private placement, details as shown in Attachment 5.

In addition, it is deemed appropriate for shareholders to approve the authorization to the Board of Directors or the Chief Executive Officer and/or their designated person(s) to have the power in relation to the determination of date and period of allocation of the newly issued ordinary shares, looking for the new investors under private placement basis, to negotiate, prepare, agree, execute and/or amend any documents and agreements relating thereto, including to take any necessary and appropriate actions relating to the allocation of the newly issued ordinary shares, the registration of the capital increase with the Ministry of Commerce, and the listing of the newly issued ordinary shares on the SET, as well as to contact and submit application and other documents or evidence to the governmental authorities, the Office of the SEC, the SET and/or other authorities as necessary and deemed appropriation until its completion and in compliance with the laws.

The Chairman asked the Meeting whether shareholders had any questions or comments on the allocation of the newly issued ordinary shares of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 880,394,136 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

Remark: In this agenda, there were 136,307,256 votes of the shareholders and the proxies who had special interest and not having the right to vote.

Resolution Approved the allocation of the newly issued ordinary shares (1) to be reserved for the exercise of warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) and (2) to specific persons under the private placement as proposed

Agenda 11 To consider and approve the issuance and offering of debentures in an amount not exceeding of Baht 2,000 million

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in order to facilitate the Company's capital investment, business expansion, increase in financing flexibility and debt repayment. Moreover, Nirvana Development Co., Ltd. ("**Nirvana**"), a subsidiary company, has issued and offered debentures in the amount of Baht 700 million. The Shareholders' Meeting of Company also approved the merger of Nirvana into the Company by the way of "**Entire Business Transfer**" or "**EBT**". Therefore, Nirvana is required to redeem the debentures of Baht 700 million and the Company plans to raise funds by issuing and offering debentures. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the issuance and offering of debentures, details as shown in Attachment 6

In this regard, it is deemed appropriate for shareholders to approve the authorization to the Board of Directors and/or any Executive Committee and/or any Executive Director and/or CEO and/or any person designated thereby shall be authorized to determine any terms, conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offering amount at each issuance, type, security (if any), offering price per unit, term, maturity period, redemption period, right of early redemption, interest rate, principal repayment method, allocation method, details of offering etc. as well as to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market, and the appointment of a financial advisor, underwriter, credit rating agency, asset appraiser, legal advisor, registrar, debenture holders' representative or other relevant advisors or any persons who are relevant to the issuance and offering of debentures, and to enter into, agree upon, sign any documents and other relevant agreements as well as to contact, provide information, submit

applications or documents to the Office of the Securities and Exchange Commission or other relevant authorities, and to take any other action necessary for, and pertinent to, the issuance and offering of debentures.

The Chairman asked the Meeting whether shareholders had any questions or comments on the issuance and offering of debentures of the Company.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention, equivalent to 0.0000 percent

There was 0 vote invalid ballots, equivalent to 0.0000 percent

Resolution **Approved the issuance and offering of debentures in an amount not exceeding of Baht 2,000 million as proposed**

Agenda 12 **To consider and approve the omission of the dividend payment and the non-appropriation of the legal reserve**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with Section 115 and Section 116 of the Public Limited Company Act B.E. 2535 (1992) and Clause 48 and Clause 51 of the Company's Articles of Association, they are required that:

- 1) the appropriation of legal reserve and annual dividend payment must be approved by the annual general meeting of the shareholders;
- 2) the Company must appropriate at least 5 percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than 10 percent of its registered capital; and
- 3) No dividend shall be paid other than out of profits. If the Company has accumulated loss, no dividend shall be paid.

The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the omission of the dividend payment for the operating results of the year ended 31 December 2016 and the non-appropriation of the legal reserve due to the net loss operating results and the requisition of business working capital.

The Chairman asked the Meeting whether shareholders had any questions or comments on the omission of the dividend payment and the non-appropriation of the legal reserve.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

Resolution **Approved the omission of the dividend payment and the non-appropriation of the legal reserve as proposed**

Agenda 13 **To consider and approve the re-election of directors who retire by rotation**

The Chairman informed the Meeting that the re-election of three directors who retire by rotation namely, Mr. Tawat Meeprasertsukul, Mr. Terachart Numanit and Mrs. Pojanard Prinyapatpakorn having the interest, therefore these three directors want to leave the meeting room and return to the meeting room after consideration of this agenda was completed. Hence, the Chairman assigned Dr. Preeprem Nonthaleerak, Independent Director to conduct the Meeting in this agenda.

Thereafter, Dr. Preeprem Nonthaleerak informed the Meeting that in compliance with the Section 71 of the Public Limited Company Act B.E. 2535 (1992) and Clause 18 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The directors who will retire by rotation at the ensuing Annual General Meeting and who being eligible have offered themselves for re-election are:

1. Mr. Tawat Meeprasertsukul Director and Member of the Executive Committee
2. Mr. Terachart Numanit Director and Member of the Executive Committee
3. Mrs. Pojanard Prinyapatpakorn Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee

All nominated directors were duly qualified under the Articles of Association, the Public Limited Companies Act B.E. 2535 (1992) and Securities and Exchange relevant laws including having knowledge, competency, expertise, experience and contribute to the Company, shareholders and all stakeholders. The Board of Directors of the Company excluding the nominated directors, had the opinion to propose the shareholders' meeting to re-elect the above three directors namely, Mr. Tawat Meeprasertsukul, Mr. Terachart Numanit and Mrs. Pojanard Prinyapatpakorn who are due to retire by rotation, as the Company's directors for another term.

The profile of the retiring directors and the definition of “Independent Director” are provided in the attachment 7 of the Notice of the Meeting.

Thereafter, Dr. Preeprem Nonthaleerak asked the Meeting whether shareholders had any questions or comments on the re-election of directors who retire by rotation.

There was no question or comment from the shareholders. Dr. Preeprem Nonthaleerak then requested the shareholders and the proxies to cast their votes on this agenda.

After the vote casting completed, Dr. Preeprem Nonthaleerak invited the three directors come back to the Meeting for proceeding with the next agenda.

The Meeting considered the matter and cast votes on individual basis as follows:

1. Mr. Tawat Meeprasertsukul - Director and Member of the Executive Committee

There were 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

2. Mr. Terachart Numanit - Director and Member of the Executive Committee

There was 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

3. Mrs. Pojanard Prinyapatpakorn - Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee

There were 1,016,701,392 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

Resolution Approved the re-election of the above three directors to serve as the Company’s directors for another term as proposed.

Agenda 14 To consider and approve the remuneration of directors for the year 2017

The Chairman informed the Meeting that in compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 34 of the Company’s Articles of Association, the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders. The

Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the remuneration of directors for the year 2017 as not exceeding of Baht 5,000,000 as recommended by the Nomination and Remuneration Committee by taking into account the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment as the following details:

1. The directors' remuneration in form of meeting fee

1.1 The Board of Directors consists of:

- Chairman of the Board, pay at a rate of Baht 40,000/person/time
- Director, pay at a rate of Baht 30,000/person/time

1.2 The Audit Committee consists of:

- Chairman of the Audit Committee, pay at a rate of Baht 30,000/person/time
- Member of the Audit Committee, pay at a rate of Baht 20,000/person/time

1.3 The Nomination and Remuneration Committee consists of:

- Chairman of the Nomination and Remuneration Committee, pay at a rate of Baht 30,000/person/time
- Member of the Nomination and Remuneration Committee, pay at a rate of Baht 20,000/person/time

1.4 The Risk Management Committee consists of:

- Chairman of the Risk Management Committee, pay at a rate of Baht 30,000/person/time
- Member of the Risk Management Committee, pay at a rate of Baht 20,000/person/time

2. The directors' remuneration in form of monthly fee

2.1 The Executive Committee consists of:

- Chairman of the Executive Committee, pay at a rate of Baht 35,000/person/month
- Member of the Executive Committee, pay at a rate of Baht 30,000/person/month

The Chairman asked the Meeting whether shareholders had any questions or comments on the directors' remuneration.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were	881,947,678 votes in approval, equivalent to 100.0000 percent
There was	0 vote in disapproval, equivalent to 0.0000 percent
There was	0 vote in abstention, equivalent to 0.0000 percent
There was	0 vote invalid ballots, equivalent to 0.0000 percent

Remark: In this agenda, there were 134,753,714 votes of the shareholders and the proxies who had special interest and not having the right to vote.

Resolution Approved the remuneration of directors for the year 2017 as proposed

Agenda 15 To consider and approve the appointment of the auditors and determination of the audit fee for the year 2017

The Chairman informed the Meeting that in compliance with Section 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 56 of the Company's Articles of Association, the appointment of auditors and audit fee are required to be approved by Shareholders at the Annual General Meeting of Shareholders for each year. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the appointment of Mr. Vichien Khingmontri, Certified Public Accountant No. 3977 or Mrs. Anutai Poomsurakul, Certified Public Accountant No. 3873 or Miss Varaporn Vorathitikul, Certified Public Accountant No. 4474 or any other Certified Public Accountants nominated by PricewaterhouseCoopers ABAS Limited to be the Company's auditors for the year 2017 and determine the audit fee for the year 2017 as not exceeding of Baht 2,250,000 as recommended by the Audit Committee, details as shown in the Attachment 9 of the Notice of the Meeting.

The Chairman asked the Meeting whether shareholders had any questions or comments on the appointment of the auditors and determination of the audit fee for the year 2017

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting unanimously resolved and the voting results are as follows:

There were 1,016,701,396 votes in approval, equivalent to 100.0000 percent

There was 0 vote in disapproval, equivalent to 0.0000 percent

There was 0 vote in abstention

There was 0 vote invalid ballots

Remark: During the discussion of this agenda, there were additional shareholders and proxies attending the Meeting, representing 4 shares. Thus, the total number of shares present in the Meeting was 1,016,701,396 shares.

Resolution Approved the appointment of the auditors and determination of the audit fee for the year 2017 as proposed

Agenda 16 To consider other business (if any)

- None -

At the end of the Meeting, there were 13 shareholders present in person and 21 shareholders present by proxy. Therefore, there were a total of 34 shareholders present, holding an aggregate of 1,016,701,396 shares, representing 86.1173 percent of total shares sold.

There were no questions or comments raised by the shareholders. The Chairman declared the Meeting closed and expressed her appreciation to all shareholders for attending the Meeting.

The Meeting adjourned at 10.35 a.m.

Signed_____Chairman
(Mrs. Pojanard Prinyapatpakorn)

Signed_____Company Secretary
(Ms. Thamonwan Woraphongjirakarn)