

Notice to Attend the 2017 Annual General Meeting of Shareholders

Daii Group Public Company Limited



Daii Group Public Company Limited

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IRS.023/2017

27 March 2017

Subject: Invitation to Attend the 2017 Annual General Meeting of Shareholders

To: The Shareholders of Daii Group Public Company Limited

Attachment:

1. Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016
2. The 2016 Annual Report in CD-ROM
3. Details of 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
4. Details of the Warrants to Purchase the Ordinary Shares of the Company to be Issued and Offered for Sale to the Directors and Employees of the Company and/or its Subsidiaries No. 1 (ESOP-Warrant-1)
5. Capital Increase Report Form (F 53-4)
6. Details of the Issuance and Offering of Debentures
7. Profiles of the Nominated Directors for Re-election and the Definition of Independent Director
8. Information on the Proposed of Remuneration of Directors for the Year 2017
9. Information on the Proposed Auditors of the Company and Audit Fee for the Year 2017
10. Documents Verifying Eligibility to Attend the 2017 Annual General Meeting of Shareholders
11. List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders
12. Map of Venue of the 2017 Annual General Meeting of Shareholders
13. Proxy Form B

The Meeting of the Board of Directors of Daii Group Public Company Limited (the “Company”) No. 5/2017 dated 20 March 2017 has passed a resolution to convene the 2017 Annual General Meeting of Shareholders on Thursday, 27 April 2017, at 9.00 a.m. at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900 to consider the matters 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

Objective and Reason The Extraordinary General Meeting of Shareholders No.1/2016 held on 16 December 2016 and the minutes of the meeting was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws.

The Board's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders to acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 16 December 2016, details as shown in the Attachment 1.

Voting: No vote casting is required because this agenda is for acknowledgement

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

Objective and Reason The Company has summarized the operating results as shown in the 2016 Annual Report to be acknowledged by the shareholders at the Annual General Meeting of Shareholders.

The Board's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders to acknowledge the report on the Company's operational results for the year 2016, details as shown in the Attachment 2.

Voting: No vote casting is required because this agenda is for acknowledgement

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

Objective and Reason According to Section 112 of the Public Company Limited Act B.E. 2535 (1992), the Company shall prepare the Balance Sheet and Profit and Loss Accounts as of the end of accounting period of the Company, and shall submit the financial statements of the Company for the year ended December 31, 2016 to the Annual General Meeting of Shareholders for approval.

The Board's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders to approve the Balance Sheet and Profit and Loss Accounts for the year ended December 31, 2016 which has been audited by the Certified Public Accountant and reviewed by the Audit Committee, details are shown in the Attachment 2.

Voting: The resolution for this agenda requires the majority votes of shareholders and proxy holders who attend the meeting and cast their votes.

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 Article of Association to be in line with the change of Company's Name and Company's Common Seal

Objective and Reason 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 will change the Company's Name, Company's Common Seal, the Company's Objectives, the Amendment of Memorandum of Association and the Article of Association to be in line with the Change of Company's Name and Company's Common Seal.

The Board's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders to approve the change of Company's Name, Company's Common Seal, the Company's Objectives, the Amendment of Memorandum of Association and the Article of Association to be in line with the change of Company's Name and Company's Common Seal, details are shown in the Attachment 3.

Voting: The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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)

Objective and Reason 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting:

The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote; and no shareholders and proxy holders who holding shares in aggregate amount of exceeding ten (10) percent of the total number of vote of shareholders and proxy holders who are present at the meeting objects this matter.

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

Objective and Reason

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's Opinion

It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting:

The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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

Objective and Reason

In order to be in line with the reduction of the Company's registered capital as mentioned in Agenda 6 above, it is necessary for the Company to approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the capital decrease. 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting: The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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

Objective and Reason 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting:

The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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

Objective and Reason

In order to be in line with the increase of the Company's registered capital as mentioned in Agenda 8 above, 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's Opinion

It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting:

The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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

Objective and Reason 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's Opinion

It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting: The resolution for this agenda requires the majority votes of shareholders and proxy holders who attend the meeting and cast their votes.

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

Objective and Reason In order to facilitate the Company's capital investment, business expansion, increase in financing flexibility and debt repayment, the Company plans to raise funds by issuing and offering debentures

The Board's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders to approve the issuance and offering of debentures, details as shown in Attachment 6

In this regard, 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.

Voting: The resolution for this agenda requires not less than three-fourths of the total number of votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

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

Objective and Reason 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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.

Voting: The resolution for this agenda requires the majority votes of shareholders and proxy holders who attend the meeting and cast their votes.

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

Objective and Reason 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 Meeprasertskul | Director and Member of Executive Committee |
| 2. Mr. Terachart Numanit | Director and Member of Executive Committee |
| 3. Mrs. Pojanard Prinyapatpakorn | Independent Director, Member of Audit Committee, Chairman of Risk Management Committee and Member of Nomination and Remuneration Committee |

The Board's Opinion The Board of Directors, excluding the nominated directors, is deemed appropriate for the 2017 Annual General Meeting of Shareholders to approve the re-election of the above three directors namely, Mr. Tawat Meeprasertskul, 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.

Voting: The resolution for this agenda requires the majority votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 14 To consider and approve the Remuneration of Directors for the Year 2017

Objective and Reason 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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, details as shown in the Attachment 8.

Voting: The resolution for this agenda requires not less than two-thirds of the total number of votes of the shareholders and proxy holders attending the meeting.

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

Objective and Reason 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's Opinion It is deemed appropriate for the 2017 Annual General Meeting of Shareholders 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, any one from 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.

Voting: The resolution for this agenda requires the majority votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 16 To consider other business (if any)

According to Section 105 of Public Company Limited Act B.E. 2535 (1992), any shareholders of the Company may propose additional agenda in shareholders meeting. However, such matter must be proposed by shareholder(s) holding shares of not less than one-third of the total Company shares.

The Company would like to invite all shareholders to attend the Meeting on the date, time and place as mentioned above. Any shareholders who cannot be present at the Meeting in person and intend to appoint a proxy to attend the Meeting, please complete and duly execute one of three proxy forms (Form A, Form B or Form C). Form C is only for foreign shareholders who hold the Company shares through custodian account in Thailand. Shareholders may download the proxy form from the Company's website at www.daiigroup.com.

In order to speed up and facilitate the registration process at the 2017 Annual General Meeting of Shareholders, it is kindly requested that executed proxy forms may please be delivered to the Company Secretary Office at least three days before the meeting date.

Moreover Shareholder(s) attending the Meeting by themselves are kindly requested to bring the registration form having the barcode, together with the identification documents for meeting attendance, and present them to the registration staffs on the date of the meeting.

Any queries in relation to the meeting agenda are requested to be send in advance to the Company Secretary, email address: thamonwan.w@daiigroup.com or to Daii Group Public Company Limited, No. 123 Sun Towers Tower A, 11th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900.

Any shareholders who wish to receive a printed copy of our 2016 Annual Report should contact the Company Secretary Office, the address as given at the above.

The Company determined the names of shareholders who have right to attend the 2017 Annual General Meeting of Shareholders shall be recorded on 4 April 2017. The book closing date on which the shareholder list as specified in Section 225 of the Securities and Exchange Act shall be compiled on 5 April 2017.

Yours faithfully,

Daii Group Public Company Limited



Mr. Sutthichai Sungkamanee

Chairman

The Company Secretary Office

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[Translation]

Minutes of the Extraordinary General Meeting of Shareholders

No. 1/2016

Daii Group Public Company Limited

Date, time and venue

The meeting was held on Friday, December 16, 2016 at 2.00 p.m. at Ratchayothin Grand Ballroom, 20th Floor, the Bazaar Hotel Bangkok, No. 5, Chompon Subdistrict, Chatuchak District, Bangkok, 10900.

The Meeting commenced at 2.00 p.m.

Mr. Prasert Virasathienpornkul, Chairman of the Board of Directors, presided as the Meeting's Chairman and Miss Nipansa Saymaya, the Company Secretary, presided as master of ceremonies. The directors, executives, financial advisors, and independent financial advisors who attended the meeting were as follows;

Directors who attended the meeting were;

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|------------------------------------|--|
| 1. Mr. Prasert Virasathienpornkul | Chairman of the Board of Directors and Chairman of Audit Committee |
| 2. Mr. Pornsak Limboonyaprasert | Director and Member of Audit Committee |
| 3. Mr. Weerawit Sattayanond | Director and Member of Audit Committee |
| 4. Professor Chaiyaporn Bhuprasert | Director and Member of Audit Committee |
| 5. Mr. Tawat Meeprasertskul | Director, Managing Director and Executive Director |
| 6. Ms. Kanyada Bhusawang | Director and Executive Director |
| 7. Mr. Eakasit Siwakulrangsun | Director and Executive Director |

Directors who were absent the meeting;

- None –

Other attendees;

- | | |
|------------------------------|--|
| 1. Mr. Montri Sornpaisarn | Representative Financial Advisor
Maybank Kim Eng Securities (Thailand) Public Company |
| 2. Mr. Taveesith Santatikul | Representative Financial Advisor
Maybank Kim Eng Securities (Thailand) Public Company |
| 3. Mr. Pornthep Tungkaserane | Independent Financial Advisor (IFA)
Discover Management Co., Ltd |

Executives who attended the meeting were;

- | | |
|---------------------------------|---|
| 1. Mrs. Piyorot Loughajareonyos | Deputy Managing Director - Chief Financial Officer,
Executive Director |
| 2. Miss Nipansa Saymaya | Company Secretary |

In the meeting, two shareholders were willing to be the witnesses for vote counting throughout the meeting.

The meeting commenced at 2.00 p.m.

Chairman: informed the number of shareholders to the meeting at the opening of the meeting.

There were 1,378 shareholders at the book-closing date for the Extraordinary General Meeting of Shareholders No. 1/2016, representing the total shares of 130,000,000 shares. 84 shareholders were presented in person and by proxy, altogether holding 80,831,795 shares (43 shareholders attending in person which held 5,879,587 shares, and 41 shareholders attending by proxy which held 74,952,208 shares), equivalent to 62.1783 percent of the total issued shares.

The Chairman informed the meeting that the Company has set 5 agenda for the Extraordinary General Meeting of Shareholders No. 1/2016 which were as follows;

- | | |
|----------------|--|
| Agenda Item 1: | To endorse the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 21, 2016. |
| Agenda Item 2: | To approve the increase in the registered capital and the amendment to the Memorandum of Association in order to be in line with the capital increase. |
| Agenda Item 3: | To approve the allocation of the newly-issued ordinary shares in a private placement. |
| Agenda Item 4: | To approve the entry into asset acquisitions which constitute the asset acquisition transaction and connected transactions of the Company. |
| Agenda Item 5: | Other matters (if any). |

If shareholders had any additional questions besides the questions in accordance with the agenda, the shareholder would be allowed to ask questions after the ending of Agenda Item 5.

The Chairman then asked the Company Secretary (Miss Nipansa Saymaya) to preside as master of ceremonies for the Extraordinary General Meeting of Shareholders No. 1/2016.

Before the meeting, Company Secretary informed the practice of vote casting and vote counting as follows;

- 1) Prior to voting of any agenda, the Chairman will invite shareholders to ask questions.
- 2) Voting in each meeting agenda, the Company will apply the basis of "1 Share: 1 Vote" (One share shall be entitled to one vote) in which all shareholders could use the ballot received from authorities.
- 3) Voting to approve each agenda will be based on a majority vote which is more than half of the numbers of attendance and voting rights.

Except

- Agenda Item 2: To approve the increase in the registered capital and the amendment to the Memorandum of Association. To comply with the capital increase of the Company, this agenda must be approved by voters at least three-fourths of the votes of the shareholders attending the meeting and being entitled to vote.

and

- Agenda Item 4: To approve the entry into asset acquisitions which constitute the asset acquisition transaction and connected transactions of the Company. This agenda must be approved by the votes of not less than three-fourths of the votes of the shareholders attending the meeting and being entitled to vote, excluding the votes from the shareholders who have conflict of interest.

- 4) The Chairman will inform the Meeting that the voting of each agenda shall be made openly.
- 5) Shareholders who disapprove or abstain voting of any agenda will be able to submit their votes in the voting ballots provided for shareholders while processing their registration. Such votes would be deducted from the total shares collected by the computerized database system during registration. The shareholders attending in persons who did not submit any voting ballots, it would be considered as agreement to particular agenda.
- 6) In consideration of each agenda, the Chairman will announce that shareholders who disagree with the agenda to sign ballots and raise hand so that the authority will collect the ballots.
- 7) On any agenda in which there are shareholders who have special interest, the chairman will inform the number of shares held by the shareholders having special interest and the shareholders having special interest shall not be entitled to vote on the agenda.
- 8) The shareholders attending the meeting by proxy, the Company shall record vote agreed, vote against or abstain from voting on demand of shareholders in the computer to a resolution on the agenda.
- 9) If the principal specified voting on each agenda item clearly as vote agreed, vote against or abstain from voting but the proxy do not vote as the principal specified in the proxy form, the voting will become void.

- 10) During the meeting, if the added shareholders attending the meeting, the Company will count the number of shareholders and the added number of shares for every added shareholder attending the meeting. In this case, added shareholders who attend during the meeting are entitled to vote on the inconclusive agenda of the meeting only. The Chairman then shall summarize the result of the voting on each agenda.
- 11) The Chairman will announce the voting results by the number of shares voted agreed, voted against, abstain from voting or voided ballot.

Subsequent to inform the practice of vote casting and vote counting, the Chairman has proposed meeting agenda to the meeting as follows;

Agenda Item 1 To endorse the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 21, 2016.

The Company has prepared the Minutes of 2016 Annual General Meeting of Shareholders held on April 21, 2016 in which the minutes has been prepared within 14 days from the date of the meeting in accordance with law.

The Board of directors of the Company has considered the minutes of the 2016 Annual General Meeting of Shareholders which has been recorded correctly in line with the resolution of the Shareholders' Meeting. Therefore, the Company will propose to the Extraordinary General Meeting of Shareholders to approve the Minutes of the 2016 Annual General Meeting of Shareholders.

Chairman: Shareholders are allowed to ask details and inquiries. There is no shareholders in the meeting room having inquiries, doubts, or request for amendment of the minutes. Therefore, the Chairman requested the meeting to acknowledge the 2016 Annual General Meeting of Shareholders held on Friday, April 21, 2016.

Meeting Resolutions: The meeting unanimously approved the minutes of the 2016 Annual General Meeting of Shareholders held on Friday, April 21, 2016 with the following votes;
(In this agenda, there were 3 added shareholders attending the meeting, representing 2,300 shares with the total of 87 shareholders and 80,834,095 shares in this agenda).

Meeting Resolution	Total Votes (1 share = 1 vote)	Per cent of the total votes of shareholders attending the Meeting and entitled to vote
Approved	80,834,095	100.00
Objected	-	-
Abstained	-	-
Voided ballot	-	-
Total Shareholders of 87 shareholders	80,834,095	100.00

Note: The meeting resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

Since Agenda Item 2 to Agenda Item 4 are related and contiguous, the Company cordially invited financial advisors from Maybank Kim Eng Securities (Thailand) Public Company Limited to provide information to shareholders which the content is based on the letter of invitation sent to all shareholders.

Agenda Item 2 To approve the increase in the registered capital and the amendment to the Memorandum of Association in order to be in line with the capital increase.

Since the Agenda Item 2 to Agenda Item 4 are related and are conditional upon each other as in the case that the Company does not carry out the capital increase, its capital would be insufficient to be used as consideration for the entering into of the asset acquisition transaction, i.e. the shares of Nirvana Development Co., Ltd. (“**Nirvana**”) and the two parcels of land. As a result, if any of those agenda items are not approved by this shareholders’ meeting, it shall be deemed that Agenda Item 2 to Agenda Item 4 are not approved by the shareholders’ meeting, and there shall be no further proposal of any agenda item for consideration by this shareholders’ meeting.

Reference is made to the Company entering into the Memorandum of Understanding re: Investment in Daii Group Public Company Limited in order to determine the scope of business operations and the agreement on the business acquisition by means of accepting a transfer of all shares of Nirvana and the acquisition of the two parcels of land from Singha Estate Public Company Limited (“**Singha Estate**”). In addition, the Company entered into two Share Subscription Agreements with conditions precedent, i.e. (1) the Share Subscription Agreements with conditions precedent entered with Singha Estate in order to reach an agreement on the

subscription for the newly-issued shares of the Company by Singha Estate and the acquisition of assets from Singha Estate (shares of Nirvana of approximately 51 percent of the total shares held by Singha Estate and two parcels of land); and (2) the Share Subscription Agreements with conditions precedent entered with the group of the remaining shareholders of Nirvana (excluding Singha Estate) in order to reach an agreement on the subscription for the newly-issued shares of the Company by the group of the shareholders of Nirvana and the acquisition of the remaining shares in Nirvana from such group of shareholders of Nirvana by the Company. Consequently, the Company is bound to issue the newly-issued shares to Singha Estate and the shareholders of Nirvana as consideration for the acceptance of the transfer of all shares of Nirvana and the two parcels of land from Singha Estate instead of cash payment. The newly-issued shares will be issued by means of a private placement, the details of which are set out in the Capital Increase Report Form (F 53-4) (Enclosure 10), and the Information Memorandum on Allocation of Newly-issued Shares in a Private Placement of Daii Group Public Company Limited (Enclosure 11).

In this regard, the Company desires to increase its registered capital from THB 130,000,000 to THB 1,180,600,000 by means of issuing 1,050,600,000 newly-issued ordinary shares at the par value of THB 1 per share in order to be allocated in a private placement as consideration for the entering into of the asset acquisition transaction in accordance with the details summarized above, as well as to amend Clause 4 of the Memorandum of Association on the registered capital, number of shares, and value of shares in order to be in line with the capital increase. The amended Clause 4 will be as follows:

“Clause 4.	Registered capital	1,180,600,000	THB (one billion, one hundred eighty million, six hundred thousand baht)
	Divided into	1,180,600,000	shares (one billion, one hundred eighty million, six hundred thousand shares)
	Value per share	1.00	THB (one baht)
Categorized into:			
	Ordinary shares	1,180,600,000	shares (one billion, one hundred eighty million, six hundred thousand shares)
	Preference shares	—	shares (—)”

The Board of Directors is of the view that the Company will benefit from the acceptance of the transfer of the entire business of Nirvana in consideration of the allocation of newly-issued shares. Presently, the production capacity of the residential construction unit and the construction material production unit has not been fully utilized in the current business operation. Therefore, the Company plans to engage in the real estate development business by investing in potential projects which yields reasonable returns at an acceptable level of risk. In addition, the two plots of land which the Company will receive in consideration of the allocation of newly-issued shares are situated in a location with high-potential for further investment in residential development projects. Therefore, the Board of Directors deems it appropriate to propose that the shareholders' meeting approve the increase of the registered capital from THB 130,000,000 to THB 1,180,600,000 by means of issuing 1,050,600,000 newly-issued shares at the par value of THB 1.00 per share and the amendment of Clause 4 of the Memorandum of Association with respect to the registered capital, the number of shares, and the value of the shares in line with the increase of the registered capital as proposed.

Chairman: shareholders are allowed to ask details and inquiries. Inquiry from shareholder is as follows;

Shareholder: Requested an opinion from financial advisor of the Company, Maybank Kim Eng Securities (Thailand) Public Company Limited, and the Company's independent financial advisor (IFA), Discovery Management Company Limited, regarding the rights of shareholders, impact of shareholders, including pros and cons of entering into the transaction, as well as is the tender offer price THB 5?

Financial Advisor: Explained further that issuing newly issued shares at a price of THB 5 is appropriate to exchange the total shares from the group of shareholders of Nirvana and the 2 parcels of land from Singha Estate in which the price is higher than the average market price before entering into the transaction. Tender Offer Price is based on the fair value of Nirvana's shares and land in which the Tender Offer is expected to be at THB 5.

IFA: Explained further about advantages, disadvantages and risks of entering into the transaction as follows;

Advantages of entering into the Transaction

1. Create the growth of revenues and capacity utilization effectively.
2. Having synergy from vertical integration due to the real estate business is further related to the current business of the Company.
3. Increase in scale of business of the Company by capital increasing from THB 130 million to Bath 1,180.6 million.

4. The Company will possess quality assets such as land purchased from S and land with property development project in potential locations of Nirvana.
5. NIRVANA and S have experience and expertise in real estate business.
6. It is a non-cash transaction so it will not affect the liquidity of the Company.

Disadvantages of entering into the Transaction

1. The Company will have increased liabilities and interest expenses (there was no loan before entering into the transaction).
2. Impact on the shareholding proportion of the existing shareholders (Control Dilution) and profit sharing (Earning Dilution).

Risk of Entering into the Transaction

1. Risk of Operating and Developing Real Estate Projects.
2. Risk of Conflicts of Interest.
3. Risk of absolute control of S and NIRVANA's shareholders.
4. Risk of securities' liquidity and possible delisting of securities from the Stock Exchange of Thailand (SET) after the Tender Offer.
5. Risk of the Company's existing customers cancel the purchase of goods and services.
6. Risk in case that Nirvana is not transferred land for developing future projects.
7. Risk of Share-based payment.
8. The risk of obtaining the consent from the shareholders of Nirvana River Company Limited.

Chairman: Shareholders are allowed to ask details and inquiries. If there is no inquiry from shareholders, the Chairman requested the meeting to approve the increase in the registered capital and the amendment to the Memorandum of Association in order to be in line with the capital increase.

Meeting Resolutions: The meeting has passed the resolution by a vote of not less than three-quarters of the total votes cast by the meeting to approve the increase in the registered capital and the amendment to the Memorandum of Association in order to be in line with the capital increase with an increase of the registered capital from THB 130,000,000 to THB 1,180,600,000 by means of issuing 1,050,600,000 newly-issued shares at the par value of THB 1.00 per share and the amendment of Clause 4 of the Memorandum of Association with respect to the registered capital, the number of shares, and the value of the shares in line with the increase of the registered capital as proposed.

Previous

“Clause 4.	Registered capital	130,000,000	THB (one hundred thirty million baht)
	Divided into	130,000,000	shares (one hundred thirty million shares)
	Value per share	1.00	THB (one baht)
	Categorized into:		
	Ordinary shares	130,000,000	shares (one hundred thirty million shares)
	Preference shares	—	shares (—)”

New

“Clause 4.	Registered capital	1,180,600,000	THB (one billion, one hundred eighty million, six hundred thousand baht)
	Divided into	1,180,600,000	shares (one billion, one hundred eighty million, six hundred thousand shares)
	Value per share	1.00	THB (one baht)
	Categorized into:		
	Ordinary shares	1,180,600,000	shares (one billion, one hundred eighty million, six hundred thousand shares)
	Preference shares	—	shares (—)”

with the following votes;

(In this agenda, there were 5 added shareholders attending the meeting, representing 410,204 shares with the total of 92 shareholders and 81,244,299 shares in this agenda).

Meeting Resolution	Total Votes (1 share = 1 vote)	Per cent of the total votes of shareholders attending the Meeting and entitled to vote
Approved	81,243,699	99.9993
Objected	600	0.0007
Abstained	-	-
Voided ballot	-	-
Total Shareholders of 92 shareholders	81,244,299	100.00

Note: The meeting resolution of this agenda must be approved by a vote no less than three-quarters of the total votes cast by shareholders attending the meeting and entitled to vote.

Agenda Item 3 To approve the allocation of the newly-issued ordinary shares in a private placement

According to Agenda Item 2 and the two Share Subscription Agreements which the Company have entered into with Singha Estate and the group of other shareholders of Nirvana dated 12 October 2016 with respect to the entering into of the transaction to acquire: (a) all 8,787,681 shares of Nirvana from its shareholders, which are Singha Estate of 4,481,717 shares, and other 28 shareholders of 4,305,964 shares; and (b) the two parcels of land from Singha Estate, the Company is bound by the agreements to allocate not exceeding 1,050,600,000 newly-issued ordinary shares at the par value of THB 1 per share by means of a private placement to (a) Singha Estate, and (b) other 28 shareholders of Nirvana, as a consideration for the acquisition of assets. The shares will be allocated in the following manner:

- 3.1 Allocation of not exceeding 800,000,000 newly-issued ordinary shares, at the par value of THB 1 per share, to the shareholders of Nirvana; which are Singha Estate of 4,481,717 shares, and other 28 shareholders of 4,305,964 shares (whose names are set out in the Information Memorandum on Allocation of Newly-issued Shares in a Private Placement of Daii Group Public Company Limited (Enclosure 11)), at the offering price of THB 5.00 per share, totaling not exceeding THB 4,000,000,000, as a consideration for such shareholders' transfer of all of their shares in Nirvana to the Company, instead of cash payment. The Company will become a shareholder of Nirvana of 8,787,681 shares at a price of THB 455.19 per share, totalling THB 4,000,000,000.

- 3.2 Allocation of not exceeding 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share, to Singha Estate, at the offering price of THB 5.00 per share, totaling THB 1,253,000,000, as a consideration for Singha Estate's transfer of the two parcels of land to the Company, instead of cash payment by transferring the two parcels of land which are the land identified under Land Title Deed Nos. 1930, 28508, 28509, and 43102, having the area of totaling 4 rai, 1 ngan, 98.2 square wah, located adjacent to Rattathibet Road (Highway No. 302), Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi Province and the land identified under Land Title Deed Nos. 1922 and 2138, having an area totaling 7 rai, 3 ngan, 50 square wah, located adjacent to Rattathibet Road, Bang Kraso Subdistrict, Nonthaburi Province. The total value of the land is THB 1,253,000,000 in which the Company will issue 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share and will allocate them in a private placement to Singha Estate.

The details on the allocation and other relevant transactions are set out in Enclosures 8, 10, and 11 in the letter of invitation of the Extraordinary General Meeting of Shareholders No. 1/2016

The Board of Directors is of the view that the Company will benefit from the acceptance of the transfer of the entire business of Nirvana in consideration of the allocation of newly-issued shares. Presently, the production capacity of the residential construction unit and the construction material production unit has not been fully utilized in the current business operation. Therefore, the Company plans to engage in the real estate development business by investing in potential projects which yield reasonable returns at an acceptable level of risk. In addition, the two plots of land which the Company will receive in consideration of the allocation of newly-issued shares are situated in a highly-potential location for further investment in residential development projects. Therefore, the Board of Directors deems it appropriate to propose that the shareholders' meeting approve the increase of the registered capital by means of a private placement as proposed.

After the completion of the allocation of newly-issued ordinary shares, Singha Estate will become a shareholder of the Company holding 55.79 percent of the total issued shares. As a result, Singha Estate will be obliged to make a tender offer for the entire securities of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554, Re: Rules, Condition, and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011 (including any amendment thereto).

Chairman: Shareholders are allowed to ask details and inquiries. Inquiry from shareholder is as follows;

Shareholder: Requested an explanation regarding how does the major shareholder, which is Singha Estate, cause dilution effect to the existing shareholders of DAI? and how does the existing shareholders of DAI sell their shares?

Financial Advisor: Clarified that investment conditions according to the share subscription agreement and the land

agreement are appropriate because of the transaction is the acquisition of related businesses and the extension of the current business of the Company by issuing newly issued shares to the private placement and allocating to the seller which is shareholders of Nirvana and S without using cash. Therefore, the transaction does not affect the liquidity of the Company but there will be a reduction of shareholding proportion (Control Dilution) of 88.99 percent. The new major shareholder will become S and a group of shareholders of Nirvana with shareholding proportion of 88.99 percent of the total paid up shares after capital increase and will have power to control the Company.

However, in the event that the shareholders' meeting approved the transaction, shareholders who agree or disagree with the transaction will have the alternatives to sell their shares in the tender offer for all securities of the Company (Tender Offer) in which the share price is expected to be at THB 5, equivalent to the price that S acquired the Company's shares or continue to hold shares after S made a Tender Offer.

Managing Director: Explained further that most businesses of DAI still remained, only the new groups of shareholders which have the potential of funding and real estate development will leverage prefabricated technology in order to reduce costs, speed up process, and improve the quality of real estate projects.

Chairman: If there is no inquiry from shareholders, the Chairman requested the meeting to approve the allocation of the newly-issued ordinary shares in a private placement.

Meeting Resolution: The meeting has passed the resolution by a majority vote to approve the allocation of the newly-issued ordinary shares in a private placement. According to Agenda Item 2 and the two Share Subscription Agreements which the Company have entered into with Singha Estate and the group of other shareholders of Nirvana dated 12 October 2016 with respect to the entering into of the transaction to acquire: (a) all 8,787,681 shares of Nirvana from its shareholders, which are Singha Estate of 4,481,717 shares, and other 28 shareholders of 4,305,964 shares; and (b) the two parcels of land from Singha Estate, the Company is bound by the agreements to allocate not exceeding 1,050,600,000

newly-issued ordinary shares at the par value of THB 1 per share by means of a private placement to (a) Singha Estate, and (b) other 28 shareholders of Nirvana, as a consideration for the acquisition of assets. The shares will be allocated in the following manner:

- 3.1 Allocation of not exceeding 800,000,000 newly-issued ordinary shares, at the par value of THB 1 per share, to the shareholders of Nirvana; which are Singha Estate of 4,481,717 shares, and other 28 shareholders of 4,305,964 shares (whose names are set out in the Information Memorandum on Allocation of Newly-issued Shares in a Private Placement of Daii Group Public Company Limited (Enclosure 11)), at the offering price of THB 5.00 per share, totaling not exceeding THB 4,000,000,000, as a consideration for such shareholders' transfer of all of their shares in Nirvana to the Company, instead of cash payment. The Company will become a shareholder of Nirvana of 8,787,681 shares at a price of THB 455.19 per share, totalling THB 4,000,000,000.
- 3.2 Allocation of not exceeding 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share, to Singha Estate, at the offering price of THB 5.00 per share, totaling THB 1,253,000,000, as a consideration for Singha Estate's transfer of the two parcels of land to the Company, instead of cash payment by transferring the two parcels of land which are the land identified under Land Title Deed Nos. 1930, 28508, 28509, and 43102, having the area of totaling 4 rai, 1 ngan, 98.2 square wah, located adjacent to Rattanathibet Road (Highway No. 302), Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi Province and the land identified under Land Title Deed Nos. 1922 and 2138, having an area totaling 7 rai, 3 ngan, 50 square wah, located adjacent to Rattanathibet Road, Bang Kraso Subdistrict, Nonthaburi Province. The total value of the land is THB 1,253,000,000 in which the Company will issue 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share and will allocate them in a private placement to Singha Estate with the following votes;

Meeting Resolution	Total Votes (1 share = 1 vote)	Per cent of the total votes of shareholders attending the Meeting and entitled to vote
Approved	81,243,699	99.9993
Objected	600	0.0007
Abstained	-	-
Voided ballot	-	-
Total Shareholders of 92 shareholders	81,244,299	100.00

Note: The meeting resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda Item 4 To approve the entry into asset acquisitions which constitute the asset acquisition transaction and connected transactions of the Company.

As stated in Agenda Items 2 and 3, on 12 October 2016, the Company entered into the Memorandum of Understanding “Investment in Daii Group Public Company Limited” in order to enter into the transactions to acquire (a) all 8,787,681 shares of Nirvana, and (b) the two parcels of land. The details of which are as follows;

(1) Transaction to accept the transfer all of the shares in Nirvana:

The Company will accept the transfer all of the shares in Nirvana along with its assets comprising all assets and debts, including but not limited to any right, duty, obligation, commitment, and liability of Nirvana as at the completion date of the transaction, as well as all the shares which Nirvana holds in: (a) Nirvana Construction Co., Ltd. of 99.99 percent; (b) Nirvana U Co., Ltd. of 99.99 percent; (c) Nirvana Rama 9 Co., Ltd. of 99.99 percent; (d) Subthananin Co., Ltd.; and (e) Nirvana River Co., Ltd. of 70.00 percent. In this regard, the Company will issue 800,000,000 newly-issued ordinary shares, at the par value of THB 1 per share in a private placement and will allocate the shares of not exceeding the same amount to the shareholders of Nirvana at the offering price of THB 5.00 per share, totaling not exceeding THB 4,000,000,000, as a consideration for the transfer of all shares in Nirvana to the Company.

After the completion of the transaction, the Company will merge its business by means of an Entire Business Transfer (“EBT”) with the businesses of Nirvana accordingly.

(2) Land acquisition transaction:

The Company will accept the transfer of the two parcels of land from Singha Estate. The two parcels of land comprise of (1) empty land identified under Land Title Deed Nos. 1930, 28508, 28509, and 43102, having the area of totaling 4 rai, 1 ngan, 98.2 square wah, located adjacent to Rattanathibet Road (Highway No. 302), Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi Province. The land is located adjacent to Bang Rak Yai Station of the MRT Purple Line: Bang Yai-Bang Sue; and (2) empty land identified under Land Title Deed Nos. 1922 and 2138, having an area totaling 7 rai, 3 ngan, 50 square wah, located adjacent to Rattanathibet Road, Bang Kraso Subdistrict, Nonthaburi Province. The land is also located in the area close to Central Plaza Rattanathibet and Nonthaburi 1 Station of the MRT Purple Line: Bang Yai-Bang Sue. In this regard, the Company will issue 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share and will allocate them in a private placement to Singha Estate at the offering price of THB 5.00 per share, totaling THB 1,253,000,000, as a consideration for the transfer of the two parcels of land to the Company.

The two transactions constitute asset acquisition transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively, the “Notifications on Acquisition or Disposal”), having a transaction value of totaling 1,605.45 percent calculated based on the total value of the consideration, based on the audited consolidated financial statements of the Company as of 30 September 2016. As a result, the transactions are classified as Class 1 transactions under the Notifications on Acquisition or Disposal (however, such transactions are not classified as a Class 4 Transaction or a Backdoor Listing) since it is not an acquisition of an asset of a company not listed in the Stock Exchange. As a result, the Company is not required to file an application with the Stock Exchange of Thailand for the relisting of the Company’s securities.

In addition, as the representative of Singha Estate will be nominated as an executive or a controlling person of the Company, the acceptance of the transfer of all shares in Nirvana by means of the allocation of newly-issued ordinary shares to Singha Estate, a major shareholder of Nirvana, therefore, constitutes a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, Re: Rules on Connected Transactions dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003 dated 19 November 2013 (including any amendment thereto) (collectively, “Notifications on Connected Transactions”). In this regard, after calculating the value of such transactions in accordance with the Notifications on Connected Transactions, the total transaction value is

equivalent to 1,410.57 of the net tangible assets of the Company, based on the audited consolidated financial statements of the Company as of 30 September 2016.

According to the above, in order to comply with the Notifications on Acquisition or Disposal and the Notifications on Connected Transactions, the Company is required to disclose the information memorandum on the entering into of the transactions to the Stock Exchange of Thailand, appoint an independent financial advisor, and convene a shareholders' meeting to obtain approval on the entry into of such transactions, whereby the relevant resolutions in the shareholders' meeting shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders.

The Information Memorandum on the Asset Acquisition Transaction and Connected Transaction (Schedule 2) of Daii Group Public Company Limited is set out as Enclosure 8, and the Opinion of the Independent Financial Advisor on the Entering into of the Asset Acquisition Transaction and Connected Transaction is set out as Enclosure 9.

The entering into of the transaction to accept the transfer of all shares in Nirvana under (1) constitutes 'the purchase or acceptance of the transfer of the business of other companies or private companies by the company' in accordance with Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 which provides that the Company shall require an approval from its shareholders' meeting with the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders.

The Board of Directors is of the view that the Company will benefit from the transaction because the production capacity of the residential construction unit and the construction material production unit has not been fully utilized in the current business operation: 35 percent for production of fences and 20 percent for construction of houses. Therefore, the Company plans to engage in the real estate development business by investing in potential projects which yield reasonable returns at an acceptable level of risk. It is expected that the Company will benefit from the transaction as follows:

- (1) The transaction will increase and enhance the production capacity;
- (2) The transaction presents itself as an opportunity to create value from vertical integration with Nirvana; and
- (3) The transaction will bring in a new management team with experience and expertise in the real estate business.

The two plots of land are highly-potential assets for further investment in residential development projects. Even though the investment plan for these two plots of land will correspond to the investment policy of the investor who will have the control over the Company after the transaction as stated above, the Board of Directors deems it appropriate to propose the entering into of the acquisition transaction which is considered an asset acquisition and connected transaction of the Company to the shareholders' meeting for approval.

Following the transaction, Singha Estate will hold the shares of the Company and become the major shareholder of the Company, resulting in the change of control in the Company, that is, DCorp Group Co., Ltd., the current major shareholder of the Company, will no longer be the major shareholder of the Company. Consequently, the information in the Prospectus for the Initial Public Offering of 15 July 2015, as well as the business operation policy and the plan for future projects will no longer be under the control of and correspond to the management policy of the current major shareholder but under the decision of the new group of shareholders. Therefore, it is very likely that the business operation approach, the management policy on certain activities and/or future projects may not be as set out in the Prospectus. The Board of Directors, thus, deems it appropriate to inform the shareholders of this matter for further approval along with granting approval on the entering into of the transaction.

Chairman: Shareholders are allowed to ask details and inquiries. Inquiry from shareholder is as follows;

Shareholder: Why the transaction is a connected transaction of the Company?

Financial Advisor: Since subsequent to the transaction the representatives of Singha Estate will be nominated as executive or controlling persons of the Company, it is considered as a connected transaction under the Notifications on Connected Transactions.

Chairman: If there is no inquiry from shareholders, the Chairman requested the meeting to approve the entry into asset acquisitions which constitute the asset acquisition transaction and connected transactions of the Company.

Meeting Resolutions: The meeting has passed the resolution by a vote of not less than three-quarters of the total votes cast by the meeting to approve the entry into asset acquisitions which constitute the asset acquisition transaction and connected transactions of the Company. Details are as follows;

(1) Transaction to accept the transfer all of the shares in Nirvana:

The Company will accept the transfer all of the shares in Nirvana along with its assets comprising all assets and debts, including but not limited to any right, duty, obligation, commitment, and liability of Nirvana as at the completion date of the transaction, as well as all the shares which Nirvana holds in: (a) Nirvana Construction Co., Ltd. of 99.99 percent; (b) Nirvana U Co., Ltd. of 99.99 percent; (c) Nirvana Rama 9 Co., Ltd. of 99.99 percent; (d) Subthananin Co., Ltd.; and (e) Nirvana River Co., Ltd. of 70.00 percent. In this regard, the Company will issue 800,000,000 newly-issued ordinary shares, at the par value of THB 1 per share in a private placement and will allocate the shares of not exceeding the same amount to the shareholders of Nirvana at the offering price of THB 5.00 per share, totaling not exceeding THB 4,000,000,000, as a consideration for the transfer of all shares in Nirvana to the Company.

After the completion of the transaction, the Company will merge its business by means of an Entire Business Transfer (“EBT”) with the businesses of Nirvana accordingly.

(2) Land acquisition transaction:

The Company will accept the transfer of the two parcels of land from Singha Estate. The two parcels of land comprise of (1) empty land identified under Land Title Deed Nos. 1930, 28508, 28509, and 43102, having the area of totaling 4 rai, 1 ngan, 98.2 square wah, located adjacent to Rattanathibet Road (Highway No. 302), Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi Province. The land is located adjacent to Bang Rak Yai Station of the MRT Purple Line: Bang Yai-Bang Sue; and (2) empty land identified under Land Title Deed Nos. 1922 and 2138, having an area totaling 7 rai, 3 ngan, 50 square wah, located adjacent to Rattanathibet Road, Bang Kraso Subdistrict, Nonthaburi Province. The land is also located in the area close to Central Plaza Rattanathibet and Nonthaburi 1 Station of the MRT Purple Line: Bang Yai-Bang Sue. In this regard, the Company will issue 250,600,000 newly-issued ordinary shares, at the par value of THB 1 per share and will allocate them in a private placement to Singha Estate at the offering price of THB 5.00 per share, totaling THB 1,253,000,000, as a consideration for the transfer of the two parcels of land to the Company.

The two transactions constitute asset acquisition transactions in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively, the “Notifications on Acquisition or Disposal”), having a transaction value of totaling 1,605.45 percent calculated based on the total value of the consideration, based on the audited consolidated financial statements of the Company as of 30 September 2016. As a result, the transactions are classified as Class 1 transactions under the Notifications on Acquisition or Disposal (however, such transactions are not classified as a Class 4 Transaction or a Backdoor Listing) since it is not an acquisition of an asset of a company not listed in the Stock Exchange. As a result, the Company is not required to file an application with the Stock Exchange of Thailand for the relisting of the Company's securities.

In addition, as the representative of Singha Estate will be nominated as an executive or a controlling person of the Company, the acceptance of the transfer of all shares in Nirvana by means of the allocation of newly-issued ordinary shares to Singha Estate, a major shareholder of Nirvana, therefore, constitutes a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, Re: Rules on Connected Transactions dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003 dated 19 November 2013 (including any amendment thereto) (collectively, “Notifications on Connected Transactions”). In this regard, after calculating the value of such transactions in accordance with the Notifications on Connected Transactions, the total transaction value is equivalent to 1,410.57 of the net tangible assets of the Company, based on the audited consolidated financial statements of the Company as of 30 September 2016 with the following votes;

Meeting Resolution	Total Votes (1 share = 1 vote)	Per cent of the total votes of shareholders attending the Meeting and entitled to vote
Approved	81,243,699	99.9993
Objected	600	0.0007
Abstained	-	-
Voided ballot	-	-
Total Shareholders of 92 shareholders	81,244,299	100.00

Note: The meeting resolution of this agenda must be approved by a vote no less than three-quarters of the total votes cast by shareholders attending the meeting and entitled to vote.

Agenda Item 5 Other matters (if any)

There were no other matters to be presented to the meeting. The Chairman asked whether there was any question to be raised, but no shareholder raised any issue. Thus, the Chairman declared the meeting adjourned at 4.35 p.m.

Signed *Prasert Virasathienpornkul*

(Mr. Prasert Virasathienpornkul)
Chairman of the Meeting

Signed *Nipansa Saymaya*

(Miss Nipansa Saymaya)
Company Secretary / Recorder the Minutes

Attachment 3

Details of the Change of Company's Name, Company's Common Seal, Company's Objectives,
The Amendment of Memorandum of Association and Articles of Association

1. Change of Company's Name

Name: Change the Company's name from "Daii Group Public Company Limited" to
Thai Name: "บริษัท เนอวานา ไดอิ จำกัด (มหาชน)"
English Name: "Nirvana Daii Public Company Limited"
Securities Symbol: "NVD"

2. Change of Company's Common Seal, it will change as following:



3. Change of Company's Objectives, it will change as following:

- (1) To purchase, obtain, lease, hire-purchase, own, possess, improve, use or otherwise manage assets, including benefits incurred from the assets.
- (2) To sell, transfer, pledge, mortgage, exchange or otherwise dispose of any assets.
- (3) To operate as agent, broker, commission agent in all types of trade and business excluding business of insurance, soliciting members for any associations and trade in securities.
- (4) To borrow and overdraw from banks, juristic persons or other finance institution; and to lend money or otherwise give credit, with or without guarantee; as well as to accept, issue, transfer or endorse bills of exchange or other negotiable instruments, except for banking, financial and Credit Foncier businesses.
- (5) To establish its branch or representative office in Thailand or Overseas.
- (6) To become a partner with limited liability and a shareholder in a limited company and a public limited company.
- (7) To engage in the businesses of trading live animals, meat cut, frozen meat and canned meat.
- (8) To engage in the businesses of trading rice, maize, cassava, cassava pill, coffee, cashew nut, peanut, sesame seeds, castor bean, palm oil, jute, cotton, milk, farm products and related products, shellac, animal hides, animal horn, wood, ore, rubber, latex rubber, sheet

rubber, other rubber-related products which were produced or taken from any part of rubber plant, medicinal herbs, and other agricultural products.

- (9) To engage in the businesses of trading vegetables, fruits, bamboo shoots, pepper, garden plants, cigarette, tobacco, beverage, drinking water, mineral water, fruit juice, liquor, beer, fresh food, dried food, pre-cooked food, canned food, frozen pre-cooked food, food seasoning, sauce, sugar, vegetable oil, animal feed, and other consumables.
- (10) To engage in the businesses of trading in textiles, woven fabrics of synthetic fibers, yarn, elastic yarn, nylon, synthetic fiber, elastic thread, garments, ready-made clothes, wearing apparel and accessories, socks, stockings, leather products, shoes, bags, other consumer goods, textiles, sports equipment.
- (11) To engage in the businesses of trading in home fittings, household furnishings, furniture, glassware, kitchen utensils, refrigerator, air- conditioners, air cleaner, fans, air vacuum pump, electric rice-cookers, electric irons, heater, coolers, microwave oven, electrical goods, electrical equipment, including spare parts and accessories for the aforesaid goods.
- (12) To engage in the businesses of trading in construction materials, construction equipment and tools, implements used in construction, all types of workman's tools, pigment and paint, painter's equipment, building ornament and decoration, hardware, copperware, brassware, porcelain, sanitary fittings, plumbing, including spare parts and accessories for the aforesaid goods.
- (13) To engage in the businesses of trading in machinery, engines, mechanical tools, labor saving devices, vehicles, electricity generators, water pumps, wastewater treatment machine, and garbage disposal machine.
- (14) To engage in the businesses of trading in fuel oil, coal, other products generating energy, and fuel stations.
- (15) To engage in the businesses of trading in medicines, drugs, pharmaceutical products, chemical substances, medical and pharmaceutical equipment, scientific instruments and equipment, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals.
- (16) To engage in the businesses of trading in cosmetics, beauty aids and accessories.
- (17) To engage in the businesses of trading in paper, stationary, school books, printed forms, printed books, educational materials, film and photography equipment, calculators, printers, printing equipment and accessories, printed matter, newspapers, filing cabinets, office equipment, communication equipment, computer, including spare parts and accessories for the aforesaid goods.
- (18) To engage in the businesses of trading in gold, copper alloy, silver, diamond, precious gems and semi-precious stones, including imitation thereof.

- (19) To engage in the businesses of trading in plastic, plastic resin, or other products with similar characteristics.
- (20) To engage in the businesses of trading in artificial rubber, artificial objects or the aforesaid products processed through scientific approach.
- (21) To engage in the businesses of import and export of the goods stipulated in the objects for distribution.
- (22) To engage in the businesses of auction to sell products as intended to individual, group of persons, juristic persons, government entities and government organizations, both domestically and internationally.
- (23) To engage in the businesses of constructing buildings, commercial buildings, residential buildings, offices, roads, bridges, dams, tunnels and all other kinds of constructions as well as all categories of civil engineering work.
- (24) To register for permission to purchase, lease or other means of copyright, patent, trademark, certification, service mark, concession, licenses, or certificate of ownership for the benefits of the company.
- (25) To engage in the businesses of real estate management service.
- (26) To engage in the businesses of land trading, large land parcels allocation into small parcels both with and without buildings for the purpose of sale, leasing, usufruct, sale on consignment of land, buildings and any property, including mortgages to guarantee the company's debt or debts of others.
- (27) To undertake a service business providing guarantees for debt, liability or performance of the contractual obligations of other persons and juristic persons, including the guarantee for a person who has entered or departed the country in accordance with the laws of immigration, taxation and other laws.
- (28) To engage in the businesses of trading in real estate, premises.
- (29) To engage in the businesses of flight ticket distribution.
- (30) To engage in the businesses of forestry, logging and forestry plantation.
- (31) To engage in the businesses of collecting, compiling, preparing, publishing and distributing statistics, data and information concerning agriculture, industry, commerce, finance and marketing, including analyzing and assessing the outcome of business transactions.
- (32) To engage in the businesses in legal, accountancy, engineering and architectural fields, including advertising.
- (33) To undertake a service business of counseling and making recommendations on problems related to work management, commerce and industry, including problems of manufacturing, marketing and distributing.

- (34) To engage in the service business of being manager who protects interests, collects and receives the benefit and manages the properties of others.
- (35) To engage in the businesses of a private hospital and nursing home, of curing of the ill and people in pain, and providing technical instruction and training in medicine and health science.
- (36) To engage in the businesses of building and distribution or movies service provider, cinema theater and other kinds of theatres of entertainment, vacation resorts, sport fields, swimming pools, bowling alleys, and sports fitness, and entertainment centers.
- (37) To undertake a service business of repair, maintenance, inspection, blasting, anti-rust spraying for all types of vehicles, including services of installation, monitoring, and modification of all types of accident prevention equipment.
- (38) To engage in the businesses of laundry, beauty salon, tailor.
- (39) To engage in the businesses of trade and service, including management of real estate, allocation of land, houses, buildings, condominiums, and all types of buildings or construction of any buildings on the land for sale, lease, hire of residential buildings, commercial buildings, shopping centers, official place or any factory for the industrial and commercial purposes.
- (40) To engage in the businesses of preparation and management of decoration business, as well as the supply of furnishing equipment for both interior and outside of the building, and the plantation of orchard, vegetable garden, medicinal plants.
- (41) To engage in the businesses of operation and service provision of the auction and sale of all types of goods to government agencies, state enterprises, and private enterprises.
- (42) To engage in the businesses of all types of entertainment and advertisement.
- (43) To acquire rights of trademarks, copyrights, patents, concession in business operation in accordance with the objectives of the company.
- (44) To engage in the businesses of preparation, provision of services, and/or management of office building projects, shopping centers, commercial buildings, dormitory, residential flats, condominiums, golf course, leisure club for relaxation, and/or for exercise, as well as other buildings for lease or exchange of commercial rights legally.
- (45) To engage in the businesses of trading in land, land allocation, land allocation for industrial and/or residential purposes by classifying into empty land or premises.
- (46) To engage in the businesses of survey, research, design and study, consultation, manufacturing, distribution of products related to bio-medicinal plants or all types of energy, petroleum, natural gas, water resources, objects and substances related to pollution and environment.

- (47) The company is entitled to issue shares and offer at a higher price than the registered value.
- (48) To engage in the businesses of trading, manufacturing, distribution of construction materials.
- (49) The company received a permission to be "securities registered under the laws of the Stock Exchange of Thailand".
- (50) Issuance of ordinary shares, preferred stock, debentures, treasury, bill of exchange, investment units, stock warrants, debenture warrants, investment units warrants, or other types of securities defined or to be defined by the effects of the laws on Public Limited Companies Act, Securities and Exchange Act, or other laws in order to offering to shareholders or public offering or private placement at the price booked or scheduled or by providing a discount or at the higher price.
- (51) To engage in the businesses of shipment transportation and loading of goods and passengers on land, on water or in the air both domestically and internationally including the custom clearance service and management of all kind of freight.
- (52) To engaged in the businesses of guided tours including all kinds of business involved with guided tour.
- (53) To engage in the businesses of manufacturing factory of concrete construction materials, including concrete products, concrete floor, concrete beam, concrete pillar, concrete block, concrete, foundation pile both reinforced concrete and pre-stressed concrete for use and sales.
- (54) To engage in the businesses of import and export of all types of construction materials, equipment, machinery, engine used in the construction, decoration tools, including goods and materials related to construction, as well as production processes such as computer program, technical books and more in production processes related to all types of construction.
- (55) To participate in joint ventures, joint investment with the individual, group of persons, juristic persons, government entities, or government organizations. To be business partner with limited partnership and limited liability, as well as shareholder in limited companies or public limited companies, and an investment unit holder of mutual fund or invest in any businesses both domestically and internationally whether the objectives of the aforementioned limited partnership, limited company, public limited company, and businesses are consistent with the company.
- (56) To Invest or exploit benefits by acquiring or investing in securities or other collateral, including stock trading, exchange of stocks, bonds and securities, or such collateral in accordance with the Securities and Exchange Act.

- (57) To undertake a service business of provider of management information technology.
- (58) To purchase, acquire, rent, sublease, lease, hire, sublet, sell on consignment, repair, provide cleaning service, hold ownership, possess, improve, use, and manage of any property, land, buildings, construction located in the area and around the building and parking, the central property of condominium and benefits of the property.
- (59) To accept pledge of movable properties and mortgage of real estate to ensure the sales of products or the beginning of work of employee which are not a usual trade of the company or Credit Foncier.
- (60) To contact local government agencies, municipalities, and local officials or authorities to acquire rights, licenses, rights in trademarks, copyrights, patents, concessions or privileges which are necessary in operating the company to achieve the objectives of the company.
- (61) To engage in the businesses of electric power, both domestically and internationally, which includes purchase, sale, exploration, development, supply, processing, planning, construction, monitoring, analyzing, design, installation, production, procurement, acquisition, delivery, maintenance, accumulating, reservation, auction, building, repair, import, export and operations related to electric power, power sources from nature, water, wind, natural heat, sunlight, minerals or fuels such as oil, coal, chemicals from coal or gas and other businesses that support the company.
- (62) To engage in the businesses of manufacturing, purchase, sale, exchange, or other action on cement or any material used or related to the construction industry and other products manufactured by using cement as part of the raw material.
- (63) To engage in the businesses of selling through electronic media.

4. Change of Memorandum of Association, it will change as following:

Clause 1. Company's Name “บริษัท เนอวานา ไดอิ จำกัด (มหาชน)” and
English Name “Nirvana Daii Public Company Limited”

Clause 3. Company's Objectives have 63 Clause, details as per attached Bor. Mor. Jor 002.

5. Articles of Association will change as follows:

Articles of Association
of
Nirvana Daii Public Company Limited

Chapter 1: General Provisions

- Article 1.** These articles shall be called the "Articles of Association of Nirvana Daii Public Company Limited".
- Article 2.** In these articles, "Company" means Nirvana Daii Public Company Limited.
- Article 3.** Unless otherwise stated herein, the provisions of the laws pertaining to public limited companies and securities and exchange shall apply.

Chapter 2: Issuance and Transfer of Shares

- Article 4.** The Company's shares shall be ordinary shares which have equal par value. The shares shall be issued in the form of a named certificate.
- All shares in the Company shall be fully paid-up in money or in kind other than money.
- The subscribers or purchasers of shares shall not set off their debts with the Company.
- The shares of the Company are indivisible. If two or more persons jointly subscribe for or hold the shares, any one of them shall be appointed for exercising their right as subscribers or shareholders, as the case may be.
- The Company may issue debentures or convertible debentures or preferred shares, including any securities under the laws on securities and exchange for offering for sale to the shareholders, any person or the general public. The conversion of convertible debentures or preferred shares into ordinary shares shall be subject to the provisions of laws.
- Article 5.** The Company shall issue share certificates to shareholders within two (2) months from the date when the registrar has accepted the registration of the Company, or from the date when the payment for the shares has been received in full in the case of the sale of newly-issued shares after the registration of the Company.
- All share certificates of the Company shall bear a print or signature of at least one director. However, the director may delegate the share registrar under the laws on securities and exchange to sign or print a signature on his behalf. Such signature or print shall be made in accordance with the rules specified by the share registrar.
- If the Company appoints Thailand Securities Depository Co., Ltd. as the share registrar of the Company, the registration procedures shall be as prescribed by the share registrar.

Article 6. The Company's shares may be transferred without any restriction. The shares held by foreigners at any time must not have an amount more than 49% of the total number of shares sold. Any transfer of shares will result in the Company's shareholding ratio in the excess of the above ratios, the Company has the right to refuse the transfer of its shares.

The wording of "foreigner" in this Articles means:

- (1) a natural person who is not of Thai nationality;
- (2) a juristic person not registered in Thailand;
- (3) a juristic person registered in Thailand, being of the following descriptions:
 - (a) being a juristic person at least one half of capital shares of which are held by persons under (1) or (2) or a juristic person in which investment has been placed by the persons under (1) or (2) in the amount at least equivalent to one half of the total capital thereof;
 - (b) being a limited partnership or a registered ordinary partnership the managing partner or the manager of which is the person under (1);
- (4) a juristic person registered in Thailand at least one half of the capital shares of which are held by persons under (1), (2) or (3) or a juristic person in which investment has been placed by the persons under (1), (2) or (3) in the amount at least equivalent to one half of the total capital thereof

Article 7. Subject to Article 6 hereof, the transfer of shares shall be valid upon the transferor endorsing the share certificate with the name of the transferee and the share certificate being signed by both the transferor and the transferee, and delivering such share certificate to the transferee.

The transfer of shares can be claimed against the Company upon the receipt by the Company of the application for registration of such transfer of shares and can be claimed against third parties upon the entry of such transfer by the Company in the register of shareholders.

After having received the application for registration of the transfer of shares, if the Company thinks that the transfer of shares is in compliance with the law, it shall register such transfer of shares within fourteen (14) days from the date of receipt of the application. If the Company finds that the transfer of shares is incorrect or incomplete, the Company shall notify the applicant within seven (7) days.

When the Company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be made in accordance with the laws on securities and exchange.

Article 8. If any share certificate is lost, faded or damaged in material respects, a shareholder may request the Company to issue new share certificate(s) by surrendering the old share certificate(s) to the Company. In this case, the Company shall issue the new share certificate(s) within fourteen (14) days from the date of request. In the event of loss or destruction of the

share certificate(s), the shareholder shall produce as evidence a police record thereof to the Company and the Company will issue the new share certificate(s) to such shareholder within fourteen (14) days from the date of receipt of a request and such evidence.

In the event of death or bankruptcy of any shareholder, any person entitled to acquire such shares shall surrender the share certificates as well as submit complete legal evidence to the Company before the Company will register such person as a shareholder and re-issue new share certificates within one (1) month from the date of receipt of the said evidence.

The Company may demand payment of the fee for its re-issuance of new share certificates to replace those lost, faded or damaged share certificates, or in the event that a request is made by the shareholder for copies of the register of shareholders, whether in part or in full, together with the Company's true certification, at the rate as prescribed by the laws.

Article 9. The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from the shareholders who vote against a resolution of the shareholders meeting for making an amendment to the Articles of Association regarding the rights of voting and the rights to receive a dividend, as those shareholders who vote against such resolution think it is not fair to them.
- (2) The Company may repurchase its shares for the purpose of financial management in the case that the Company has an accumulated profit and excess liquidity and such repurchase will not cause financial trouble to the Company.

The shares being held by the Company due to repurchase will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.

The repurchase of shares, the disposal of the repurchased shares and the cancellation of the repurchased shares shall be made in accordance with the rules and procedures set out in the laws on public limited companies and the laws on securities and exchange.

Article 10. When the shares of the Company have been registered on the Stock Exchange of Thailand, a repurchase of shares shall be approved by the shareholders meeting, except that a repurchase of shares in an amount of not more than ten (10) percent of the paid-up capital shall be approved by the Board of Directors.

Article 11. The Company may suspend its acceptance to register the transfer of shares within a period of twenty-one (21) days prior to each shareholders meeting by making an advance announcement to inform the shareholders at its head office and all branches at least fourteen (14) days before the date of its suspension of registration of share transfers.

Chapter 3: Board of Directors

Article 12. The Company's Board of Directors shall consist of at least five (5) directors. Not less than one half of all directors shall have residence in the Kingdom of Thailand. The qualifications of the Company's directors shall be as prescribed by laws.

No director shall become a partner or become a director in any other juristic person operating any business which has the same nature as and is in competition with the business of the Company unless he or she notifies the shareholders meeting prior to the resolution for his or her appointment.

In conducting the business of the Company, the directors shall comply with all laws, the objectives and the Articles of Association of the company, and the resolutions of the shareholders meetings in good faith and with due care to preserve the interests of the Company.

A director shall notify the Company without delay when he or she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, or he or she holds shares or debentures of the Company or an affiliated company, and shall indicate the total number of shares increasing or decreasing during a fiscal year.

Article 13. The appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:

- (1) A shareholder shall have one vote for each share;
- (2) The shareholder shall vote for the election of the director person by person;
- (3) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes to any nominated director in any number.
- (4) The persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

Article 14. At every annual general meeting, one-third of the total number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Article 15. Directors have the right to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in

accordance with the resolution of a shareholders meeting passed by votes of not less than two-thirds of the total number of votes of shareholders present at the meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until it is changed otherwise. Directors may receive per diem and other welfare according to the Company's regulations.

The provision of the first paragraph above does not affect the rights of the Company's officers or employees who have been elected as director(s) to receive remuneration and other benefits for their position as the Company's officers or employees.

Article 16. Other than vacancy by rotation, a director shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) lack of qualifications or subject to prohibition under the laws;
- (4) being removed by a resolution of a shareholders meeting;
- (5) being removed by a court order.

Article 17. Any director wishing to resign from the director's position shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.

A director resigning under the first paragraph may notify his resignation to the registrar.

Article 18. In the case of a vacancy on the Board of Directors by reason other than rotation, the Board of Directors shall elect any person who is qualified and not subject to prohibition under the laws as a replacement director at the next meeting of the Board of Directors. If the remaining term of office of such director is less than two months, the replacement director shall hold the office only for the remaining term of the director whom he replaces.

A resolution of the Board of Directors under the first paragraph must be passed by a vote of not less than three-fourths of the number of the remaining directors.

Article 19. The shareholders meeting may pass a resolution removing any director prior to retirement by rotation, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall not, in aggregate, be less than one half the number of the shares held by the shareholders attending the meeting and having the right to vote.

Article 20. The Board of Directors shall elect one director to be the Chairman of the Board.

Where the Board of Directors deems it appropriate, it may elect one or several directors as Vice-Chairman. The Board of Directors may authorize one or several directors to perform any act on behalf of the Board of Directors.

Article 21. At a meeting of the Board of Directors, there must be not less than one half of the total number of directors present at the meeting to form a quorum. In the event that the Chairman is absent

or is unable to perform his duties, if there is a Vice-Chairman, the Vice-Chairman shall act as Chairman of the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his duties, the directors present at the meeting shall elect one among themselves to be Chairman of the meeting.

Decisions of the meeting shall be passed by a majority of votes.

Each director shall have one vote. A director who has an interest in any matter shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.

Article 22. The Board of Directors must hold a meeting at least once in every three (3) months.

In summoning a meeting of the Board of Directors, the Chairman of the Board or a person authorized by him shall send a written notice thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in the case of necessity and urgency to preserve the rights and interests of the Company, the notice of the meeting may be made by other methods and the date of the meeting may be fixed sooner.

The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or any other place as it deems appropriate.

Two or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least two (2) directors, the Chairman of the Board or a person authorized by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request.

Article 23. Any one of the directors shall be authorized to solely sign with the Company's seal affixed.

However, the Board of Directors meeting may specify names of the directors authorized to sign and bind the Company together with the Company's seal affixed.

Article 24. The Board of Directors may appoint other persons to carry out the Company's business under the Board of Directors' supervision or may confer upon such other persons such powers as they think fit and for such time as they think expedient, and may revoke, withdraw, alter or vary any of such powers.

Chapter 4: Shareholders Meeting

Article 25. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the fiscal year of the Company.

Meetings other than those specified above shall be called extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting whenever it deems it appropriate or when shareholders holding shares in aggregate not less than one-fifth of the total number of shares sold, or shareholders in a number of not less than twenty-five persons holding shares in aggregate not less than one-tenth of the total number of shares sold, may at any time

collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholders meeting within one (1) month from the date of receipt of such letter from the shareholders.

Article 26. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details, stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the meeting.

The shareholders meeting may be held at the locality in which the Company's head office is situated or any other province in the Kingdom of Thailand.

Article 27. In the shareholders meeting, a shareholder may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving the proxy and shall be in the form so prescribed by the registrar.

The instrument appointing a proxy shall be delivered to the Chairman of the Board or a person authorized by the Chairman at the meeting prior to attending the meeting.

Article 28. In the shareholders meeting, there shall be shareholders and proxies (if any) in a number of not less than twenty-five (25) persons or not less than one-half of the total number of shareholders holding shares in an aggregate amount of not less than one-third of the total number of shares sold to constitute a quorum.

If after one hour from the time scheduled for the shareholders meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholders meeting was convened at the request of shareholders, it shall be cancelled. If such shareholders meeting was not convened at the request of shareholders, the meeting shall be called again and in the latter case, the notice of meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

In the shareholders meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 29. In casting votes, one share shall be entitled to one vote and the resolution of the shareholders meeting shall consist of the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of the whole or a substantial part of the businesses of the Company to other persons;
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies by the Company;
 - (c) The entering, amendment or termination of contracts relating to the leasing out of the whole or a substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
 - (d) The amendment of Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital or the issuance of debentures;
 - (f) The amalgamation or dissolution of the Company.

Article 30. Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the operating results in the preceding year;
- (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year;
- (3) Considering the appropriation of profits and the appropriation of reserved fund;
- (4) Election of directors in place of those who must retire by rotation;
- (5) Considering the determination of directors' remuneration;
- (6) Appointment of the auditor and fix the remuneration; and
- (7) Other business

Chapter 5: Accounts, Finance and Audit

Article 31. The fiscal year of the Company shall commence on 1 January and end on 31 December of every year.

Article 32. The Company shall prepare and keep accounts, as well as the auditing thereof, in accordance with the laws governing such matters, and shall prepare a balance sheet and a profit and loss account at least once in every twelve (12) months which is the fiscal year of the Company.

- Article 33.** The Board of Directors shall prepare the balance sheet and profit and loss account as of the end of the fiscal year of the Company, and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to the submission to the shareholders meeting the said balance sheet and profit and loss account.
- Article 34.** The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:
- (1) copies of the audited balance sheet and profit and loss account which have been audited by the auditor together with the report of the auditor; and
 - (2) the annual report of the Board of Directors.
- Article 35.** The auditor has a duty to attend the shareholders meeting every time the balance sheet, profit and loss account, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of audit to the shareholders, and the Company shall also send to the auditor all reports and documents which should be received by the shareholders in such shareholders meeting.
- The auditor must not be a director, officer, employee or a person holding any position in the Company.
- Article 36.** Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividend is prohibited.
- Except that the Articles of Association state otherwise with respect to the preferred shares, the dividends shall be equally distributed according to the number of shares.
- The payment of the dividends requires the approval of the shareholders meeting except for the payment of interim dividends.
- The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the shareholders meeting at the next meeting.
- The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.
- The Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.
- Article 37.** The Company must appropriate a portion of the annual net profit to a reserve fund in an amount of at least five (5) percent of the annual net profit less the total accumulated losses carried forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the

registered capital of the Company, provided that the Board of Directors may propose to the shareholders meeting for consideration and approval an appropriation of other types of reserve fund as it thinks fit.

Chapter 6: Additional Provision

Article 38. The Company's seal shall be as follows:



Details of the Warrants to Purchase the Ordinary Shares of Daii Group Public Company Limited
to be Issued and Offered for Sale to the Directors and Employees of the Company and/or its Subsidiaries
No. 1 (ESOP-Warrant-1)

1. Objectives and necessity for the issuance of warrants to be issued and offered for sale to the directors and employees at this time

- 1.1. To induce motivation including work dedication of the directors and employees in order to jointly build future growth of Daii Group Public Company Limited (the “Company”) and/or its subsidiaries;
- 1.2. To be an incentive for valuable personnel to work with the Company and/or its subsidiaries in the long term which will benefit the work performance and operation of the Company and/or its subsidiaries in the future;
- 1.3. To benefit shareholders by giving an opportunity for the employees to work at their highest potential which will benefit the business performance of the Company and/or its subsidiaries, and will result in the highest return to the shareholders of the Company in the future.

2. Details of the warrants to be issued and offered for sale to the directors and employees at this time

Issuer	: Daii Group Public Company Limited
Nature and type of the warrants	: 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 “ESOP-Warrant-1”), registered name of the holder and non-transferable, except for the transfer as provided below.
Term of the warrants	: Not exceeding 5 (Five) years from the issuing date of the ESOP-Warrant-1
Number of warrants to be issued and offered for sale	: Not exceeding 25,000,000 (Twenty Five Million) units
Number of ordinary shares to be reserved for the exercise of warrants	: Not exceeding 25,000,000 (Twenty Five Million) shares, at a par value of Baht 1 (One) each, representing 2.07 (Two Point Zero Seven) percent of the total number of 1,180,599,978 (One Thousand One Hundred and Eighty Million Five hundred Ninety Nine Thousand and Nine Hundred and Seventy Eight) issued shares of the Company as of 17 January 2017. The Company will complete the offering for sale of the ordinary shares to be reserved to holders of the ESOP-Warrant-1 within the term of the ESOP-Warrant-1.
Offering price of warrants per unit	: Baht 0 (Zero) per unit

Total offering value of the warrants	: Baht 0 (Zero)
Issuing date	: The Executive Committee will determine the issuing date of the ESOP-Warrant-1 after the Company has received an approval from the shareholders' meeting.
Offering period	: The Company will offer for sale of the ESOP-Warrant-1 within 1 (One) year from the date of receiving an approval from the shareholders' meeting.
Offering method	: To be offered for sale to the directors and employees of the Company and/or its subsidiaries without an agent
Exercise ratio	: 1 (One) unit of the ESOP-Warrant-1 will be entitled to purchase 1 (One) newly issued ordinary share (except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-1.)
Exercise price to purchase ordinary shares	<p>: The exercise price to purchase ordinary shares for each period is as follows:</p> <p>(1) 1st Year from the issuing date of the ESOP-Warrant-1 : Warrant cannot be exercised.</p> <p>(2) 2nd Year from the issuing date of the ESOP-Warrant-1 : the weighted-average price of the Company' ordinary shares trading on the Market for Alternative Investment for the past 15 (Fifteen) consecutive business days prior to the issuing date of the ESOP-Warrant-1</p> <p>(3) 3rd Year from the issuing date of the ESOP-Warrant-1 : at the rate of 110 percent of the exercise price of the 2nd year</p> <p>(4) 4th Year and 5th Year from the issuing date of the ESOP-Warrant-1 : at the rate of 110 percent of the exercise price of the 3rd year</p> <p>Except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-1.</p>
Allocation method	: The Company will allocate the ESOP-Warrant-1 in the number of 25,000,000 (Twenty Five Million) units to the directors and employees of the Company and/or its subsidiaries pursuant to the details of the Procedures, Conditions and Method of the Allocation stated in Clause 3 below.
Exercise period	: The holders of the ESOP-Warrant-1 shall be entitled to exercise the right to purchase the Company's ordinary shares each year, whereas the number of the ESOP-Warrant-1 to be exercised in each year shall not exceed the rate of 1/3 (One-Third) of the total number of ESOP-Warrant-1 allocated, whether such right has been exercised in whole or in part. The holders of the ESOP-Warrant-1 shall be entitled to exercise the ESOP-Warrant-1 on the last business day of each month throughout the term of the ESOP-Warrant-1 (the "Exercise Date") and the first

Exercise Date of the ESOP-Warrant-1 shall be the last business day of the month of the first anniversary from the issuing date of the ESOP-Warrant-1. The holders of the ESOP-Warrant-1 shall be entitled to exercise the right for the last time on the date that the ESOP-Warrant-1 have reached its 5 (Five) years term from the issue date of the ESOP-Warrant-1. In the event that the expiration date of the term does not fall on a business day of the Company, the holders of the ESOP-Warrant-1 shall be entitled to exercise the right for the last time on the last preceding business day prior to such date.

In the event that there are units of the ESOP-Warrant-1 remain outstanding due to the holder of the ESOP-Warrant-1 does not exercise the right to purchase ordinary shares of the Company, or does not exercise the right in full in each year, the holders of the ESOP-Warrant-1 shall be entitled to exercise the right under such outstanding units of the ESOP-Warrant-1 in the following years until they have reached the expiration of the term of the ESOP-Warrant-1 at the exercise price of the year that the outstanding units of the ESOP-Warrant-1 have been exercised (the total number of the outstanding units and the units to be exercised in the following year may exceed the rate of 1/3 (One-Third) of the total number of ESOP-Warrant-1 allocated and exercisable in each year).

Period for the notification of the intention to exercise the right : During the exercise period, the holders of the ESOP-Warrant-1 may express the Company their intention to exercise the right to purchase the Company's ordinary shares between 1st and the 25th day of every calendar month during 9.00 Hours. to 15.00 Hours of the Company's business day commencing on the first month that they are entitled to exercise the right under the ESOP-Warrant-1. In the event that the 25th day of any calendar month does not fall on a business day of the Company, the last day on which the holders of the ESOP-Warrant-1 are able to express their intention to exercise the right will be the last preceding business day prior to such date.

The notification period of the intention to exercise the right shall not be less than 5 (Five) business days prior to each Exercise Date. The last notification period of the intention to exercise the right shall not be not less than 15 (Fifteen) business days prior to the last Exercise Date.

In this regard, the Company may reserve the right to suspend the exercise of right to purchase the Company's ordinary shares during the one-month period prior to the annual financial report and/or quarterly report (as the case may be) to the Stock

- Exchange of Thailand, and in other cases as the Chief Executive Officer of the Company deems appropriate.
- Exercise conditions : In case the directors and/or employees of the Company and/or its subsidiaries do not exercise the right to purchase the Company's newly issued ordinary shares under the ESOP-Warrant-1 or did not fully exercise their right and the ESOP-Warrant-1 has reached the expiration of its term, the directors and/or employees of the Company and/or its subsidiaries shall be deemed to have waived their right under the remaining ESOP-Warrant-1, whereby such directors and/or employees of the Company and/or its subsidiaries shall have no right to claim for any damage from the Company.
- Transfer restriction : The ESOP-Warrant-1 and the exercise of right under the ESOP-Warrant-1 cannot be transferred to any other person nor can be exercised by any other person who is not the named person as specified on the certificate. Except in case the holder of the ESOP-Warrant-1 is unable to exercise his/her right as a result of disappearance, incompetence, or disability (unable to conduct his/her own business), his/her heir, guardian, or curator, as the case may be, shall be entitled to exercise his/her right under the unexercised ESOP-Warrant-1 at that time until the expiration of the term of the ESOP-Warrant-1, provided that all relevant legal documents have been presented to the satisfaction of the Chief Executive Officer of the Company, and in other cases as the Chief Executive Officer of the Company deems appropriate.
- Secondary market of the warrants : The Company will not list the ESOP-Warrant-1 as registered securities on the Market for Alternative Investment
- Secondary market of newly issued ordinary shares as a result of the exercise of right under the warrants : The Market for Alternative Investment
- Adjustment of right under the warrants : The Company will adjust the exercise price to purchase newly issued ordinary shares and the exercise ratio to purchase newly issued ordinary shares of the ESOP-Warrant-1 during the term of the ESOP-Warrant-1 in case there is an occurrence of events under the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares ("Notification TorChor.

34/2551") and/or relevant Notification of the Securities and Exchange Commission requiring the adjustment of right. The Company authorizes the Chief Executive Officer of the Company to determine the conditions and other details relating to the adjustment or change of the exercise ratio and the exercise price pursuant to relevant law, notifications, and regulations as deems appropriate in order to secure the benefit of the holders of the ESOP-Warrant-1.

Reasons to issue : When the exercise price and the exercise ratio are adjusted in accordance with the new shares to be conditions for the adjustment of right as stated in the conditions of the ESOP-reserved for the Warrant-1 resulting from the events as specified in Section 11(4)(b) of the adjustment of right Notification TorChor. 34/2551.

3. Principle for the Allocation, Offering Method, and Exercise Conditions

3.1 Principle for the allocation of the warrants

- (1) The Company will allocate the ESOP-Warrant-1 to the directors and employees of the Company and/or its subsidiaries after receiving an approval from the shareholders' meeting.
- (2) The Nomination and Remuneration Committee of the Company (the "Nomination Committee") will determine the names of each director to be allocated and the number of the ESOP-Warrant-1 to be allocated, including the number of the ESOP-Warrant-1 to be allocated to the Chief Executive Officer of the Company.
- (3) The Chief Executive Officer of the Company will determine the allocation criteria for the ESOP-Warrant-1, including selecting the executives and/or employees eligible for the allocation at this time by considering the position, year of service, capability, and dedication of each executive and/or employee.
- (4) Qualifications of the directors or employees of the Company and/or its subsidiaries eligible for the allocation of the ESOP-Warrant-1 are as follows:
 - (a) Being a director or executive of the Company and/or its subsidiaries on the issuing date of the ESOP-Warrant-1;
 - (b) Being an employee of the Company and/or its subsidiaries on the issuing date of the ESOP-Warrant-1; and
 - (c) In exceptional case which is not qualified to the conditions in Clause (a) and Clause (b), the case will be proposed to the Nomination Committee for special consideration.
- (5) The allocation of the ESOP-Warrant-1 to the directors and/or employees of the Company and/or its subsidiaries in excess of 5 percent of the total number of the ESOP-Warrant-1 to be issued and offered for sale at this time must be proposed to the shareholders' meeting for approval prior to such allocation.

- (6) The ESOP-Warrant-1 to be offered for sale to the directors will not have offering price, terms and conditions better than those to be offered for sale to the employees.

3.2 Offering method of the warrants

The Company will offer the ESOP-Warrant-1 for sale to the directors and employees of the Company and/or its subsidiaries without an agent. The Company will complete the allocation of the ESOP-Warrant-1 within 1 (One) year from the date that the shareholders' meeting of the Company has approved the issuance and offering for sale of the ESOP-Warrant-1.

3.3 Additional conditions in case the Company intends to reallocate the ESOP-Warrant-1 which were already offered for sale

The Company may re-allocate the ESOP-Warrant-1 which are delivered back to the Company by the directors or employees due to his/her resignation, to other directors or employees subject to the conditions as follows:

- (1) In case of the allocation to the employee only, if, after the allocation, there is no employee who will be allocated with the ESOP-Warrant-1 in the number of exceeding 5 (Five) percent of the total ESOP-Warrant-1 to be issued and offered for sale at this time, the Company can proceed with the reallocation without the need to call for another shareholders' meeting. In this regard, the principle for the allocation, offering method of warrants, and exercise conditions under Clause 3 hereof will apply *mutatis mutandis*.
- (2) In case of the allocation to the director in any number of warrants, or in case of the allocation of warrants to any employee resulting in the aggregate number of the ESOP-Warrant-1 allocated to such employee exceeds 5 (Five) percent of the total ESOP-Warrant-1 to be issued and offered for sale at this time. Prior to the reallocation of the ESOP-Warrant-1 which were already offered for sale, the Company must convene another shareholders' meeting to consider and approve that the Company can re-allocate the ESOP-Warrant-1 to such director or employee, providing that the calling for the meeting, notice of invitation to attend the meeting, and resolution of the shareholders' meeting shall be conducted in accordance with the criteria as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 re: Offer for Sale of Newly Issued Securities to Directors or Employees.

4. List of directors of the Company and/or its subsidiaries to be allocated with the ESOP-Warrant-1 and the number of the ESOP-Warrant-1 allocated to each director

No.	Name	Position	Number of the ESOP-Warrant-1 to be allocated (unit)	Percent of the number of the ESOP-Warrant-1 to be issued and offered for sale at this time
1.	Mr.Sutthichai Sungkamanee	Independent Director / Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
2.	Dr. Preeprem Nonthaleerak	Independent Director / Member of Audit Committee / Member of Risk Management Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
3.	Mrs.Pojanard Prinyapatpakorn	Independent Director / Member of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
4.	Mr. Naris CheyKlin	Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
5.	Mr. Terachart Numanit	Director / Member of Executive Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
6.	Mr. Tawat Meeprasertskul	Director / Member of Executive Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
7.	Mr. Sornsak Somwattana	Director / Member of Executive Committee / Member of Risk Management Committee / Chief Executive Officer	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
8.	Mr.Anuchart Angsumethangkoon	Director of Subsidiary Company / Member of Executive Committee / Senior Executive Vice President	Not exceeding 1,250,000 units	Not exceeding 5.00 percent

No.	Name	Position	Number of the ESOP-Warrant-1 to be allocated (unit)	Percent of the number of the ESOP-Warrant-1 to be issued and offered for sale at this time
9.	Mr. Vichien Jearkjirm	Director of Subsidiary Company / Member of Executive Committee	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
10.	Miss Vachiraporn Skulchan	Director of Subsidiary Company	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
11.	Mr. Narongrit Sudtongkong	Director of Subsidiary Company	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
12.	Mr. Thitiwut Vimuktanonda	Director of Subsidiary Company	Not exceeding 1,250,000 units	Not exceeding 5.00 percent
13.	Mr. Toonthawee Mongkolsaengsuree	Director of Subsidiary Company	Not exceeding 1,250,000 units	Not exceeding 5.00 percent

5. List of employees of the Company and/or its subsidiaries to be allocated with the ESOP-Warrant-1 exceeding 5 percent of the total ESOP-Warrant-1 to be issued and offered for sale at this time and the number of the ESOP-Warrant-1 allocated to each employee of the Company and/or its subsidiaries

- None -

6. Effects on the shareholders resulting from the issuance and offering for sale of the ESOP-Warrant-1 to the directors and employees of the Company and/or its subsidiaries at this time

Control Dilution

Following the issuance and offering for sale of the ESOP-Warrant-1 : In the event that all of 25,000,000 (Twenty Five Million) units have been exercised to purchase newly issued ordinary shares under the ESOP-Warrant-1 by the non-existing shareholders of the Company, this will result in a decrease in the profit sharing or the voting right of the existing shareholders (Control Dilution) at the rate of 2.07 (Two point Zero Seven) percent of the profit sharing or the voting right of the existing shareholders prior to the exercise of right under the ESOP-Warrant-1. This is calculated from the number of newly issued ordinary shares issued to be reserved for the offering of the ESOP-Warrant-1 at this time, divided by the sum of (1) the total number of issued shares and (2) the number of newly issued ordinary shares issued to be reserved for the offering

of ESOP-Warrant-1 at this time:
$$\frac{25,000,000}{(1,180,599,978 + 25,000,000)} = 2.07 \text{ percent}$$

However, since the Company will propose to the 2017 Annual General Meeting of Shareholders to consider and approve the issuance and offering for sale of newly issued ordinary shares to specific persons in the number of not exceeding 200,000,000 (Two Hundred million) shares, this will result in a decrease in the profit sharing or the voting right of the existing shareholders (Control Dilution) at the rate of 1.78 (One point Seven Eight) percent of the profit sharing or the voting right of the existing shareholders prior to the exercise of right under the ESOP-Warrant-1. This is calculated from the number of newly issued ordinary shares issued to be reserved for the offering of ESOP-Warrant-1 at this time, divided by the sum of (1) the total number of issued shares after the capital increase and (2) the number of newly issued ordinary shares issued to be reserved for the offering of ESOP-Warrant-1 at this time:

$$\frac{25,000,000}{(1,380,599,978 + 25,000,000)} = 1.78 \text{ percent}$$

Price Dilution

Following the issuance and offering for sale of the ESOP-Warrant-1 : In the event that all of 25,000,000 (Twenty Five Million) units of the ESOP-Warrant-1 have been exercised to purchase newly issued ordinary shares of which the exercise price is the weighted-average price of the Company's ordinary shares trading on the Market for Alternative Investment for the past 15 (Fifteen) consecutive business days prior to the issuing date of the ESOP-Warrant-1, this will not affect the market price of share since the exercise price to purchase ordinary shares at this time does not have any discount from the market price.

7. Veto right of shareholders in the issuance and offering for sale of the ESOP-Warrant-1

- 7.1 The issuance and offering for sale of the ESOP-Warrant-1 to the directors and employees must receive an approval from the shareholders' meeting by the affirmative vote of not less than 3/4 (three-fourths) of the total voting rights of shareholders attending the meeting and having the right to vote, provided that there is no objection in the issuance and offering for sale of the ESOP-Warrant-1 by the shareholders holding shares in aggregate amount of exceeding 10 (Ten) percent of the total voting rights of shareholders attending the meeting.
- 7.2 In the case of the allocation of the ESOP-Warrant-1 to any director and/or employee in the amount of exceeding 5 percent of the total ESOP-Warrant-1 to be issued and offered for sale at this time, the Company must propose to the shareholders' meeting to consider and approve such allocation on an individual basis by the affirmative vote of not less than 3/4 (three-fourths) of the total voting rights of shareholders attending the meeting and having the right to vote, provided that there is no objection in the issuance and offering for sale of the ESOP-Warrant-1 by the shareholders holding shares in aggregate amount of exceeding 5 (Five) percent of the total voting rights of shareholders attending the meeting.

8. List of independent directors whom shareholders may appoint as proxy to attend the shareholders' meeting and exercise the right on behalf of the shareholders

No.	Name	Position	Number of the ESOP-Warrant-1 to be allocated (unit)
1.	Mr.Sutthichai Sungkamanee	Independent Director / Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee	Not exceeding 1,250,000 units
2.	Dr.Preeprem Nonthaleerak	Independent Director / Member of Audit Committee / Member of Risk Management Committee	Not exceeding 1,250,000 units
3.	Mrs.Pojanard Prinyapatpakorn	Independent Director / Member of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee	Not exceeding 1,250,000 units

Remark : Independent director(s) specified above have conflict of interest due to the receipt of the ESOP-Warrant-1.

Capital Increase Report Form (F53-4)

Daii Group Public Company Limited

20 March 2017

We, Daii Group Public Company Limited (the “Company”), hereby report the resolutions of the Company’s Board of Directors’ Meeting No. 5/2017, held on 20 March 2017 in respect to the capital increase and allocation of the newly issued shares as follows:

1. Capital decrease/Capital increase:

The Company’s Board of Directors’ Meeting has passed a resolution approving:

- a) The reduction of the registered capital of the Company from Baht 1,180,600,000 to Baht 1,180,599,978 by canceling the 22 unissued ordinary shares with par value of Baht 1.00 per share.
- b) The increase of the registered capital of the Company from Baht 1,180,599,978 to Baht 1,405,599,978 by issuing the number of 225,000,000 newly issued ordinary shares with a par value of Baht 1 each, totaling Baht 225,000,000. The details of the type of capital increase are as follows:

Capital Increase	Type of Share	Number of Share (share)	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing capital	Ordinary shares	225,000,000	1	225,000,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of newly issued ordinary shares

The Company’s Board of Directors’ Meeting has passed a resolution to allocate the number of not exceeding 225,000,000 newly issued ordinary shares, with a par value of Baht 1 each, totaling not exceeding Baht 225,000,000. The details of which are as follows:

2.1 Form of specifying the purpose of utilizing capital

Allocated to	Number of Share (share)	Ratio (old : new)	Offering Price (Baht per share)	Subscription and payment period	Note
To specific persons under private placement basis	Not exceeding 200,000,000	-	Please see <u>Remark No. 1</u> below.	Please see <u>Remark No. 1</u> below.	Please see <u>Remark No. 1</u> below.
To be reserved for the exercise of warrants to purchase the ordinary shares of the Company to be offered and issued for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (the “ESOP-Warrant-1”)	Not exceeding 25,000,000	Please see <u>Remark No. 2</u> below.	ESOP-Warrant-1 to be allocated at no cost with the exercise price as detailed in <u>Enclosure No. 2*</u>	-	Please see <u>Remark No. 2</u> below and details as per <u>Enclosure No. 2*</u> .

* Details 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)

Remark No. 1

- The Chief Executive Officer or person assigned by the Chief Executive Officer has the authority to determine the date and time of the allotment of the shares, searching for private placement investors, negotiate, agree on, and sign relevant documents and agreements, and take necessary and appropriate actions with respect to the allotment of such 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;

In this regard, the Company shall offer the shares within the period not exceeding 12 months from the date of the shareholder meeting of the Company has resolved for the approval of such offering shares in

accordance with the rules specified in the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval for the Listed Companies to Offer Newly-issued Shares for Sale through Private Placement. (“**Notification TorChor. 72/2558**”)

- The specific persons under the private placement basis, who shall be allocated with the newly issued ordinary shares must have the qualification pursuant to one of the criteria as follows:
 - (a) Being institutional investors in accordance with the definition prescribed in the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (“**Notification KorChor. 17/2551**”), such as the asset management companies, etc., or;
 - (b) Being individual investors or juristic persons that have stable financial positions and can invest in the Company for medium-term to long-term and must be strategic partners or have the capability to find a strategic partner or have capability to give advice or business opportunity which will enhance the Company's operation.

The Company will consider and examine information of such specific persons who will be offered for sale of the newly issued ordinary shares with duty of care, as well as to select such persons who have the potential of actual investment in the Company. The Company will disclose the list of investors who shall be allocated with the newly issued ordinary after the Company's Board of Directors has considered allocating those newly issued ordinary shares to the specific persons under the private placement basis.

- The price of the newly issued ordinary shares remaining from the allocation from the existing shareholders to be offered to the specific persons shall not be less than 90 percent of the market price pursuant to the Notification TorChor. 72/2558, which is calculated from the weighted-average price of the Company's shares trading on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Board of Directors' meeting determines such offering price. The Board of Directors' meeting shall consider and determine as deem appropriate by taking into account the market situation during such period and for the best interest of the Company.

Remark No. 2

- The Company will issue and offer for sale of the ESOP-Warrant-1 in the number of not exceeding 25,000,000 units, whereby the Company will allocate the number of not exceeding 25,000,000 newly issued ordinary shares, with a par value of Baht 1 each, at the exercise price as follows:

Year of Exercise (from the issue date)	:	Exercise Price**
1 st Year	:	Warrant cannot be exercised
2 nd Year	:	the weighted-average price of the Company' ordinary shares trading on the Market for Alternative Investment for the past 15 (Fifteen) consecutive business days prior to the issuing date of the ESOP-Warrant-1
3 rd Year	:	at the rate of 110 percent of the exercise price of the 2 nd year
4 th and 5 th Years	:	at the rate of 110 percent of the exercise price of the 3 rd year

**The exercise price is subject to further change pursuant to the conditions of the ESOP-Warrant-1.

To be reserved for the exercise of ESOP-Warrant-1, whereby the Company will allocate the ESOP-Warrant-1 at no cost, at the ratio of 1 unit of the ESOP-Warrant-1 per 1 newly issued ordinary share (except for the case of adjustment of right pursuant to the conditions of the ESOP-Warrant-1. Details of which are set out in the Details 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 appeared in [Attachment 1](#).

2.2 Form of General Mandate

Allocated to	Number of Share (share)	Ratio (old : new)	Offering Price (Baht per share)	Subscription and payment period	Note
-	-	-	-	-	-

2.3 Company's action in the case of share fractions

None

3. Determination of the date of the shareholders' meeting to request for approval of capital increase and allocation of newly issued ordinary shares

The Board of Directors' Meeting has determined to convene the 2017 Annual General Meeting of Shareholders on Thursday, 27 April 2017, at 9.00 a.m. at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, whereby the date on which the recorded shareholders are entitled to attend the shareholders' meeting to be on 4 April 2017 and the date on

which the name list of shareholders is compiled under Section 225 of the Securities and Stock Exchange Act, B.E. 2535 (1992) by closing the share registration book to be on 5 April 2017.

4. Approval of the capital increase / allocation of newly issued ordinary shares by relevant governmental agency and condition thereto (if any)

1. The Company is required to apply for registration of the increase of registered capital and paid-up capital of the Company, and amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.
2. The Company is required to apply for approval from the MAI to list to following securities on the MAI:
 - (1) newly issued ordinary shares offered for sale to specific persons under the private placement; and
 - (2) newly issued ordinary shares to be reserved for the exercise of the ESOP-Warrant-1.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The proceeds received from the capital increase will be utilized in property development project in accordance with the Company's business plan as follows:

Project (Unit : Baht million)	Estimated Investment cost	Estimated proceeds received from the capital increase	Estimated proceeds received from borrowing	Estimated proceeds from working capital	Estimated timing for utilizing proceeds received from the capital increase
1. Define Krungthep Kreetha	1,000	400	500	100	Year 2017
2. Nirvana Icon Krungthep Kreetha	1,429	600	700	129	Year 2018

The aforementioned information is a preliminary estimation and is subject to the proceeds that is actually raised in the future.

The details of these 2 projects are as follows:

1. Define Krungthep Kreetha

Subject	Detail
Project type	Town home 163 units
Project location	New Krungthep Kreetha Road, Saphan Soong, Saphan Soong, Bangkok
Project value	Approximately Baht 1,606 million
Land cost	Approximately Baht 260 million
Land development cost	Approximately Baht 90 million
Construction cost	Approximately Baht 650 million
Project IRR	12.70%
Equity IRR	21.91%

2. ICON Krungthep Kreetha

Subject	Detail
Project type	Home 157 unit
Project location	New Krungthep Kreetha Road, Saphan Soong, Saphan Soong, Bangkok
Project value	Approximately Baht 2,327 million
Land cost	Approximately Baht 613 million
Land development cost	Approximately Baht 182 million
Construction cost	Approximately Baht 634 million
Project IRR	17.09%
Equity IRR	31.30%

The above detail is a preliminary estimation based on the Company's business plan which is subject to change to suit with market condition and other appropriateness for the best benefit of the Company. Provided that the Company is unable to proceed with the said investment or the total amount of proceeds received from the capital increase is not entirely utilized for the said investment, the Company may consider utilizing the proceeds received from the capital increase for the purposes set out below:

- For the investments in other projects including but not limited to the investments for development of property projects and other projects that will improve the Company's business. The Company will consider the investments as appropriate whereby such investments must generate sufficient return and enhance long-term value to the Company and to the shareholders.

- For repayment of loan to the financial institutions which will increase liquidity and strengthen the Company's financial structure.
- As working capital of the Company and its subsidiaries.

6. Benefits the Company will receive from the capital increase / allocation of newly issued ordinary shares

The proceeds received from the capital increase will reduce liabilities, increase liquidity and strengthen the financial structure, which will enhance the capacity of the Company to conduct its business. In addition, the Company will use the proceeds to facilitate the investments of the Company in the future which will expand the Company's business and add value for the shareholders in a long run.

7. Benefits that the shareholders will receive from the capital increase / allocation of newly issued ordinary shares

7.1 Dividend policy

The Company has a policy to pay out not less than 50 percent of the profit after corporate income tax, legal reserve, and other provisions. The dividend policy is subject to changes in accordance with the operating performance, financial position, liquidity, necessity of investment, cash flow for the additional investment, expanding the business, terms and conditions as prescribed in the loan agreement, and other factors relating to the business operations, as the directors or shareholders deem necessary and appropriate.

7.2 Subscribers to newly issued ordinary shares for this capital increase will be entitled to receive dividend from the Company's business operations

Subscribers to and/or persons who are allocated with newly issued ordinary shares issued for this capital increase will be entitled to receive dividend from the Company's business operations starting from when the subscribers and/or or persons who are allocated with newly issued ordinary shares and registered as the shareholders in the share registration book according to the list of shareholders as submitted for registration with the Ministry of Commerce.

7.3 Subscribers who exercise the ESOP Warrant will be entitled to receive dividend from the Company's business operations

Newly issued ordinary shares issued to be reserved for the exercise of the ESOP-Warrant-1 will have the same status as other newly issued ordinary shares of the Company which will entitle to receive dividend from the exercise date, and to list as the shareholders' name in the share registration book of the

Company according to the list of shareholders as submitted for registration with the Ministry of Commerce.

8. Other supporting details necessary for shareholders to approve the capital increase / allocation of newly issued ordinary shares

Effect on control dilution (Control Dilution)

- Following the issuance and offering of the newly issued ordinary shares to the specific persons by way of a private placement :

Following the issuance and offering of the newly issued ordinary shares to the specific persons under the general mandate capital increase by way of a private placement, this will affect the profit sharing or the voting right of the existing shareholders (Control Dilution) by decreasing at the rate of 14.49 percent of the profit sharing or the voting right of the existing shareholders, which is calculated from the number of newly issued ordinary shares offered at this time, divided by the sum of (1) the total number of issued shares and (2) the number of newly issued ordinary shares offered at this time.

- Following the issuance and offering for sale of the ESOP-Warrant-1 :

Following the issuance and offering for sale of the ESOP-Warrant-1, in the event that all of 25,000,000 units have been exercised to purchase newly issued ordinary shares under the ESOP-Warrant-1 by non-existing shareholders of the Company, this will result in a decrease in the profit sharing or the voting right of the existing shareholders (Control Dilution) at the rate of 2.07 percent of the profit sharing or the voting right of the existing shareholders, which is calculated from the number of newly issued ordinary shares issued to be reserved for the offering of the ESOP-Warrant-1 at this time, divided by the sum of (1) the total number of issued shares and (2) the number of newly issued ordinary shares issued to be reserved for the offering of the ESOP-Warrant-1 at this time.

Effect on Price Dilution (Price Dilution)

- Following the issuance and offering of the newly issued ordinary shares to the specific persons by way of a private placement :

Following the issuance and offering of the newly issued ordinary shares to the specific persons by way of a private placement, this will affect the price dilution of the Company's shares by decreasing at the rate of 1.45 percent if the offering price is at 90 percent of the market price. (The market price is at Baht 4.61 per share, calculated from the weighted-average price of the Company's ordinary shares trading on the

SET for the past 7 consecutive business days prior to the date of the Company's Board of Directors' Meeting No. 5/2017, held on 20 March 2017.)

- **Following the issuance and offering for sale of the ESOP-Warrant-1 :**

Following the issuance and offering for sale of the ESOP-Warrant-1, in the event that all of 25,000,000 units of the ESOP-Warrant-1 have been exercised, this will not affect the market price of share since the exercise price to purchase ordinary shares at this time does not have any discount from the market price.

9. Schedule of actions in the event that the Company's Board of Directors passes a resolution approving the capital increase / allocation of newly issued ordinary shares

No.	Procedure for the capital increase	Date/Month/Year
1.	Board of Directors' Meeting No. 5/2017	20 March 2017
2.	The date on which the recorded shareholders are entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date)	4 April 2017
3.	The date on which the name list of shareholders is compiled under Section 225 of the Securities and Stock Exchange Act, B.E. 2535 (1992) by closing the share registration book to attend the 2017 Annual General Meeting of Shareholders	5 April 2017
4.	The 2017 Annual General Meeting of Shareholders	27 April 2017

10. Opinions of the Board of Director regarding the he capital increase / allocation of newly issued ordinary shares

1) Rationale and necessity for capital increase

The Board of Directors has the view that the capital increase and the allotment of newly-issued ordinary shares by private placement will expand the Company's capital base strengthening the financial stability and utilize the proceeds in business development which will generate the return to the Company and the shareholders.

2) Feasibility of the utilization the proceeds from the newly-issued ordinary shares allotment

The Board of Directors has the view that the utilization of the proceeds is feasible which will be used in property development project of the Company in accordance with the Company's business plan.

3) Appropriate of the offering price of the newly-issued ordinary shares

The Company's Board of Director is of the opinion that the price of such the offering price is reasonable since it is based on the market price whereby the price shall not be less than 90 percent of the market price, which is calculated from the weighted-average price of the Company's shares trading on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Board of Directors' meeting determines such offering price.

4) Reasonableness of the capital increase and plan for utilizing the proceeds from the newly-issued ordinary shares allotment

The Board of Directors has the view that the capital increase and plan for utilizing the proceeds is reasonable because the Company needs fund to use in property development project of the Company in accordance with the Company's business plan which will enable the Company to effectively compete with other operators. The proceeds will be used for investment in the project with reasonable return and acceptable risk. Moreover, such capital increase is allotted by private placement which will not cause burden to existing shareholders.

5) Impact on the business operation, financial status and overall operation of the Company as a result of the capital increase and implementation of the plan for utilizing the proceeds.

The Board of Directors has the view that the capital increase objective is for using in property development project in accordance with the Company's business plan. The proceeds will be used for investment in the project with reasonable return and acceptable risk which will improve the Company's business and effectively compete with other operators which will result in good performance and financial position accordingly.

6) Certification of the Board of Directors regarding the capital increase

The Board of Directors certified that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to the increase of the registered capital. However, in the case that such performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act B.E. 2535. In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/19 of the Securities and Exchange Act B.E. 2535.

The Company hereby certifies that the information contained in this form is true and correct in all respects.

Please be informed accordingly.

Yours faithfully,

Daii Group Public Company Limited



(Mr. Sornsak Somwattana)

Chief Executive Officer

Attachment 6

Details of the Issuance and Offering of Debenture

A subsidiary company, Nirvana Development Co., Ltd. ("Nirvana") 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" (EBT). Therefore, Nirvana is required to redeem the debentures of Baht 700 million.

In order to support the increased in liquidity, debt repayment, investment and business expansion in the future, the Company will raise funds by issuing and offering debentures in the amount not exceeding of Baht 2,000 million, details are as follows:


Type of Debentures:	Any and all types of debentures, with and/or without a name registered, secured and/or unsecured debentures, with and/or without debenture holders' representative, subordinated and/or unsubordinated debentures, and perpetual and/or tenured, depending on market conditions or any other factor at the time of offering.
Size of Debentures:	In an additional amount not exceeding Baht 2,000 million (Two Billion Baht) by issuing either single or multiple offerings
Denomination:	In Baht and/or the equivalent in other currencies.
Interest Rate:	Depending on market conditions at the time of offering.
Maturity:	Not exceeding 10 years from the issuance date of each issuance
Debenture Redemption:	Debenture holders and/or the Company may or may not have the right to redeem debentures prior to their maturity, depending on their respective terms and conditions of each debenture issuance.
Offering:	Debentures may be offered domestically and/or internationally, in a form of public offering and/or a private placement, and may be offered to high-net worth investors, and/or local institutional investors and/or foreign institutional investors in accordance with the regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and/or other relevant regulations which are in force at the time of issuance of debentures.
Special Conditions:	If the Company redeems or repays debentures, the Company will be entitled to re-issue debentures to replace those that are redeemed or repaid (on a revolving basis), provided that such reissuance, when combined with other outstanding debentures,

does not cause the aggregate amount to exceed the maximum amount of debentures that has been approved by the shareholders' meeting.

In this regard, 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.

Attachment 7

Profiles of Nominated Directors for Re-election

Name :	Mr. Tawat Meeprasertskul	
Director Type :	Director	
Position :	Director and Member of the Executive Committee	
Age :	55	
Family Relation with Other Executive :	-None-	
Appointment Date of Directorship :	26 February 2013	
Education:	Master Degree in Business Administration, Thammasat University Master Degree in Infrastructure Engineering, Asian Institute of Technology Bachelor Degree in Engineering (CIVIL), Chulalongkorn University	
Training Program :	Program from Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP) 7/2004 Director Certification Program (DCP) 65/2005	

Working Experience (during the recent 5 years)

Other Listed Companies in SET

1988 – 2015	Director and Executive Director - Master Ad Public Company Limited
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Other Organizations (as at 31 December 2016)

2005 – Present	Managing Director – Dcorp Group Co., Ltd.
2006 – Present	Director – Engineering Alumni Association, Chulalongkorn University
2010 - Present	Director – Thai Appraisal Foundation
1996 – 2015	Director – Master and More Co., Ltd.

% of shareholding in Daii as of 31 December 2016

21,000,000 shares or 1.78% held by Dcorp Group Co., Ltd.

Legal Dispute during the past 10 years: -None-

Name :	Mr. Terachart Numanit	
Director Type :	Director	
Position :	Director and Member of the Executive Committee	
Age :	60	
Family Relation with Other Executive :	-None-	
Appointment Date of Directorship :	17 January 2017	
Education:	Bachelor Degree in Civil Engineering, Polytechnic University, New York, USA	
Training Program:	-None-	

Working Experience (during the recent 5 years)

Other Listed Companies in SET

Present	Executive Director and Chief Design and Construction Officer - Singha Estate Public Company Limited
2003 – 2014	Executive Vice President - Central Pattana Public Company Limited


Other Organizations (as at 31 December 2016)

Present	Director – Max Future Company Limited
Present	Director – Singha Property Development Co., Ltd.
Present	Director – Nirvana Development Co., Ltd.
Present	Director – S Estate Commercials Inter Co., Ltd.
Present	Director – S Estate Commercials Co., Ltd.
Present	Director – S Commercials (Singapore) Pte. Ltd.
Present	Director – Nirvana River Co., Ltd.
Present	Director – S Residential Development Co., Ltd.
Present	Director – S 36 Property Co., Ltd.

% of shareholding in Daii as of 31 December 2016

-None-

Legal Dispute during the past 10 years: -None-

Name :	Mrs. Pojanard Prinyapatpakorn	
Director Type :	Independent Director	
Position :	Independent Director, Member of the Audit Committee , Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee	
Age :	62	
Family Relation with Other Executive :	-None-	
Appointment Date of Directorship :	17 January 2017	
Education:	Master of Housing Development, Chulalongkorn University Master of Social Administration, Thammasat University	
Training Program:	Program from Thai Institute of Directors Association (IOD) Directors Certification Program (DCP) 35/2003 Finance for Non-Finance Director (FND) 25/2006 Role of the Compensation Committee (RCC) 14/2012 How to Develop a Risk Management Plan (HRP) 2/2012 Successful Formulation & Execution of Strategy (SFE) 21/2014 Role of the Chairman Program (RCP) 36/2015 Boards that Make a Difference (BMD) 1/2016	
Other Training Program:	Top Executive Program Top Executive Program (CMA, Class 17) Capital Market Academy Top Executive Program in Industrial Development and Service Institute of Business and Industrial Development (IBID) (Class 3/2016)	
Working Experience (during the recent 5 years)		
Other Listed Companies in SET		
Present	Managing Director – Thantawan Industry Public Company Limited	
Other Organizations (as at 31 December 2016)		
Present	Managing Director – Bangkok Terminal Co., Ltd.	

% of shareholding in Daii As of 31 December 2016

-None-

Legal Dispute during

-None-

the past 10 years:

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such s sale and purchase raw material/ goods/ service/ lease or lease out the property/provide or receive financial support etc.) which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in clause 3.		✓

Definition of Independent Directors of Daii Group Public Company Limited

The Board of Directors of the Company has set the qualifications of Independent Directors according to the Notifications of the Capital Market Supervisory Board as follows;

1. Hold shares not exceeding 1 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, major shareholders or controller persons of the Company, including the shares held by related persons of the Independent Director.
2. Neither being nor having been an Executive Director, employee, or advisor who receives salary or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission. The aforementioned prohibition does not include cases where the Independent Director used to be a public servant or consultant of government agencies which is a major shareholder or controlling persons of the Company.
3. Not being a person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary.
4. Not having any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of the professional advisor, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
8. Not conduct any business of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) percent of the voting shares of any company whose business is of the same nature as the Company's or its subsidiaries' businesses, and is in competition with them in any material respect.
9. Not having any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

Attachment 8

Information on Proposed of Remuneration of Directors for the Year 2017

Details of the Proposed of Directors' Remuneration for the Year 2017

The Board of Directors' Meeting No. 5/2017 dated 20 March 2017 has considered the directors' remuneration for the year 2017 as recommended by the Nomination and Remuneration Committee with the following criteria:

- The proposed directors' remuneration has considered by linking to the directors' duties, responsibilities and scope of work;
- The proposed directors' remuneration has considered with peers who have the similar size and in the same business segment

The Board of Directors has an opinion to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2017 as not exceeding of Baht 5,000,000 as the following details:

1. Meeting Fee

No.	Details	Meeting Fee/Time/Person (Baht)
1	The Board of Directors	
	1.1 Chairman of the Board	40,000
	1.2 Director	30,000
2	Sub-Committees	
	2.1 The Audit Committee	
	2.1.1 Chairman of the Audit Committee	30,000
	2.2.2 Member of the Audit Committee	20,000
	2.2 The Nomination and Remuneration Committee	
	2.2.1 Chairman of the Nomination and Remuneration Committee	30,000
	2.2.2 Member of the Nomination and Remuneration Committee	20,000
	2.3 The Risk Management Committee	
	2.3.1 Chairman of the Risk Management Committee	30,000
	2.3.2 Member of the Risk Management Committee	20,000

2. Monthly Fee

No.	Details	Monthly Fee/Person (Baht)
1	The Executive Committee	
	1.1 Chairman of the Executive Committee	35,000
	1.2 Member of the Executive Committee	30,000

Directors' Remuneration in 2016

The 2016 Annual General Meeting of Shareholders dated 21 April 2016 approved the directors' remuneration for the year 2016 as not exceeding of Baht 1,190,000 as the following details:

No.	Details	Meeting Fee/Time/Person (Baht)
1	Chairman of the Board	20,000
2	Director	10,000
3	Chairman of the Audit Committee	30,000
4	Member of the Audit Committee	20,000
5	Executive Director	3,000

Attachment 9

Information on Proposed Auditors of the Company and Audit Fee for the Year 2017

The Audit Committee Meeting No. 1/2017 dated 17 February 2017, has considered qualifications of the auditors based on their performance, independence and audit fee, and expressed their opinions to the Board of Directors to propose the appointment of the following auditors from PricewaterhouseCoopers ABAS Limited to be the Company's auditors for the year 2017, namely:

Name	Certified Public Accountant No.	Percentage of Shareholding	Number of years certified the Company's financial statements
1. Mr. Vichien Khingmontri	3977	-	-
2. Mrs. Anutai Poomsurakul	3873	-	-
3. Miss Varaporn Vorathitikul	4474	-	-

Any one of the above auditors shall have the authority to audit and express their opinions on the financial statements of the Company. The nominated auditors are approved by the Office of the Securities and Exchange Commission, and have no significant relationship or interest with the Company, subsidiaries, management, major shareholders or their related persons.

Audit Fee Proposed for the Year 2016

The Proposed Audit Fee of the Company for the Year 2017

Company Name	Year 2016	Year 2017	Increase/(Decrease) Percentage
Daii Group Public Company Limited	790,000	2,250,000	6.14%
Nirvana Development Company Limited	1,330,000	-	
Total	2,120,000	2,250,000	

The Board of Directors' Meeting No. 4/2017 dated 21 February 2017 has considered the appointment of the auditors and the determination of the 2017 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and determination of the 2017 audit fee as per the opinions of the Audit Committee.

Documents Verifying Eligibility to Attend the 2017 Annual General Meeting of Shareholders

Evidence of Meeting Eligibility

The attendants must present the following documents to the Registration Desk before attending the meeting.

Individual Shareholders

1. In case of attendance in person:

- Registration form which bears a barcode
- Citizen identification card or government official identification card or passport (in case of a foreigner)

2. In case of appointment of a proxy:

- Registration form which bears a barcode
- Form of proxy provided, completely filled in
- Certified copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the appointer and the proxy

Juristic Person Shareholders

1. In case of attendance in person by the authorized director(s):

- Registration form which bears a barcode
- Certified copy of citizen identification card or government official identification card or passport (in case of a foreigner)
- Copy of affidavit issued by the Ministry of Commerce certified true copy by the authorized person of the juristic shareholder

2. In case of appointment of a proxy:

- Registration form which bears a barcode
- Form of proxy provided, completely filled in
- Certified true and correct copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the authorized signatory(s) of the juristic shareholder and the proxy
- Certified copy of affidavit issued by the Ministry of Commerce or certified copy of affidavit as a juristic person.

Note: The Company will use an electronic system for registration and counting of votes. For each agenda/sub agenda separate ballots will be provided. After every agenda is discussed and put to voting, the ballots will be collected and scanned, and the results declared. The voting procedure will be explained at the beginning of the meeting.

List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders

The Company has scheduled the 2017 Annual General Meeting of Shareholders on Thursday 27 April, 2017 at 09.00 a.m. at the Main Conference Room, 39th Floor, Sun Towers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900 to consider various agenda as mentioned in the Notice.

The Company would like to invite all shareholders to attend in the Shareholders' Meeting as scheduled. In case if you are unable to attend the meeting, you may appoint another person or any one of the following Independent Directors of the Company as your proxy.

- | | |
|-------------------------------|---|
| 1. Mr. Sutthichai Sungkamanee | <p>Independent Director, Chairman of the Board, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee</p> <p>61 years</p> <p>Residing at Daii Group Public Company Limited, 11th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900</p> |
|-------------------------------|---|

Having an Interest

Agenda 5: To consider and approve the 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)

Agenda14: To consider and approve the directors' remuneration for the year 2017

- | | |
|------------------------------|--|
| 2. Dr. Preeprem Nonthaleerak | <p>Independent Director, Member of the Audit Committee and Member of the Risk Management Committee</p> <p>57 years</p> <p>Residing at Daii Group Public Company Limited, 11th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900</p> |
|------------------------------|--|

Having an Interest

Agenda 5: To consider and approve the 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)

Agenda14: To consider and approve the directors' remuneration for the year 2017

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

62 years

Having an Interest

Agenda 5: To consider and approve the 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)

Agenda13: To consider and approve the re-election of directors who retire by rotation

Agenda14: To consider and approve the directors' remuneration for the year 2017

Map of Venue of the 2017 Annual General Meeting of Shareholders
at the Main Conference Room, 39th Floor, Suntowers Building B,
No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900



Attachment 13

(Affixed Stamp Duty Baht 20)

Proxy Form (Form B)

Shareholder Registration No. _____

Made at. _____

Date..... Month..... Year.

(1) I/We..... Nationality.....
 Residing at No.....Road.....Sub-District.....
 District.....Province.....Postal Code.....

(2) being a shareholders of Daii Group Public Company Limited, holding the total number of
share (s) and having the voting rights equivalent to
☐ Ordinary shareshare (s), having the voting rights equivalent to..... vote.
☐ Preference share share (s), having the voting rights equivalent to..... vote.

(3) hereby authorize

(1)Age.....
 Residing at No.....Road.....Sub-District.....
 District.....Province.....Postal Code.....or
 (2)Age.....
 Residing at No.....Road.....Sub-District.....
 District.....Province.....Postal Code.....or
 (3)Age.....
 Residing at No.....Road.....Sub-District.....
 District.....Province.....Postal Code.....

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the **2017 Annual General Meeting of Shareholders of Daii Group Public Company Limited**, which will be held on Thursday, 27 April 2017 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

(4) I/We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ Agenda 1: To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 dated 16 December 2016

- ☐ Agenda 2: To acknowledge the report on the Company's operational results for the year 2016
- ☐ Agenda 3: To consider and approve the Balance Sheet and Profit and Loss Accounts for the year ended 31 December 2016
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 4: To consider and approve the change of Company's Name, Company's Common Seal, the Company's Objectives, the Memorandum of Association and the Articles of Association to be in line with the change of Company's Name and Company's Common Seal.
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 5: To consider and approve the issuance and offering 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)
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 6: To consider and approve the decrease of registered capital of the Company from the existing registered capital of Baht 1,180,600,000 to Baht 1,180,599,978 by cancelling 22 unissued ordinary shares with a par value of Baht 1 per share.
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ 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
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

- ☐ 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 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) and (2) allocated by way of private placement

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

- ☐ 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

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

- ☐ 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 (ESOPWarrant-1) and (2) to specific persons under the private placement

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

- ☐ Agenda 12: To consider and approve the omission of the dividend payment and the non-appropriation of the legal reserve
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 13: To consider and approve the re-election of directors who retire by rotation
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Vote for all the nominated candidates as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Vote for an individual nominee
- 13.1 Mr. Tawat Meeprasertskul
- ☐ Approve ☐ Disapprove ☐ Abstain
- 13.2 Mr. Terachart Numanit
- ☐ Approve ☐ Disapprove ☐ Abstain
- 13.3 Mrs. Pojanard Prinyapatpakorn
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 14: To consider and approve the remuneration of directors for the year 2017
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 15: To consider and appointment of the auditors and determination of the audit fee for the year 2017
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed Appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 16: Any other business (if any)

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Note:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

Supplemental Proxy Form B

The proxy is granted by a shareholder of Daii Group Public Company Limited.

For the 2017 Annual General Meeting of Shareholders of Daii Group Public Company Limited, which will be held on Thursday, 27 April 2017 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

-
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)