# (Translation)

Nirvana Daii Public Company Limited

Minutes of the 2018 Annual General Meeting of Shareholders

Thursday, 26<sup>th</sup> April 2018 at 9.00 a.m.

at the Main Conference Room, 39<sup>th</sup> Floor, Suntowers Building B,

No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900

The Meeting convened at 9.10 a.m.

Mr. Sutthichai Sungkamanee, the Chairman of the Board of Directors acting as the Chairman of the Meeting (the "Chairman") pursuant to the Company's Articles of Association assigned Miss Thamonwan Woraphongjirakarn, the Company Secretary to conduct this Meeting on behalf of the Chairman.

Miss Thamonwan Woraphongjirakarn, the Company Secretary welcomed the shareholders attending the 2018 Annual General Meeting of Shareholders and informed the Meeting that there were 7 shareholders present in person and 92 shareholders presented by proxy at the start of the Meeting. Therefore, there were a total of 99 shareholders present, holding an aggregate of 966,322,073 shares, representing 69.9929 percent of total issued shares. A quorum was thus constituted according to the Company's Articles of Association.

Prior to commencement of the Meeting, Miss Thamonwan Woraphongjirakarn, the Company Secretary introduced the Company's directors, executives, auditors and legal advisors to the Meeting as follows:

#### Directors attending the Meeting:

1.	Mr. Sutthichai Sungkamanee	Independent Director, Chairman of the Board of Directors,
		Chairman of Audit Committee and Chairman of the Nomination
		and Remuneration Committee
2.	Mrs. Pojanard Prinyapatpakorn	Independent Director, Vice Chairman of the Board of Directors,
		Member of the Audit Committee, Member of the Nomination and
		Remuneration Committee and Chairman of the Risk Management
		Committee
3.	Dr. Preeprem Nonthaleerak	Independent Director, Member of the Audit Committee and
		Member of the Risk Management Committee
4.	Mr. Naris Cheyklin	Director, Member of the Nomination and Remuneration Committee
		and Chairman of the Executive Committee
5.	Mr. Kittsanan Kittamaytrapemadej	Director and Member of the Executive Committee
6.	Mr. Sornsak Somwattana	Director, Member of the Risk Management Committee, Member of
		the Executive Committee and Chief Executive Officer

#### Directors absent from the Meeting:

1. Mr. Thiti Thongbenjamas Director and Member of the Executive Committee

On the date of this Meeting, the Board of Directors of the Company was comprised of 7 directors and there were 6 directors attending the Meeting. The ratio of the directors attending the Meeting was 86%.

#### **Executives attending the Meeting:**

Mr. Surapong Jiem-on Executive Vice President, Business Operating Group
 Mr. Nantachart Kliebphipat Executive Vice President, Project Development Group

.3 Mr. Ronnachai Triyasunan Executive Vice President, Design and Development Group

4. Mr. Jiradej Nusthit Executive Vice President, Business Support Group and Chief

Financial Officer

5. Miss Varaporn Thanapornpiboon Vice President, Accounting Department

6. Mrs. Piyorot Loughajareonyos Vice President, Internal Control Department

7. Miss Thamonwan Woraphongjirakarn Company Secretary

#### Auditors attending the Meeting:

Mr. Chanchai Chaiprasit
 Auditor from PricewaterhouseCoopers ABAS Limited
 Mr. Boonrueng Lerdwiseswit
 Auditor from PricewaterhouseCoopers ABAS Limited

Mr. Yodsapon Udomsuk A representative from PricewaterhouseCoopers ABAS Limited
 Mr. Terakarn Watprapasak A representative from PricewaterhouseCoopers ABAS Limited

## Legal Advisors attending the Meeting:

Mr. Neramit Trongpromsuk A representative from DN36 Ltd.
 Miss Natcha Srisupornvichai A representative from DN36 Ltd.

Thereafter the Chairman officially opened the Meeting and assigned Miss Thamonwan Woraphongjirakarn, the Company Secretary to explain the voting right and vote casting procedures to the Meeting.

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

# Voting Right

1. For casting vote at a shareholders' meeting, one share would be entitled to one vote. Any shareholder who had a special interest in any matter would not be entitled to vote on such matter, except in the case of a vote on an Agenda 5, the re-election of directors who retire by rotation.

2. A shareholder may cast all of his/her votes for either approval, disapproval or abstention, except for the shareholder who was a foreign investor and appointed a custodian in Thailand, who would be able to vote by splitting votes whereby the total number of votes should not exceed the total number of voting rights held. However, if the proxy who was a custodian failed to cast all of the votes held, the remaining votes should be deemed as abstention.

## Vote Casting

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

- 1. For voting on each agenda, the Chairman would ask only the shareholders who wished to disapprove or abstain the vote to fill out the ballots received at the registration and to raise their hands so that the Company's officers would collect the ballots for vote counting. The Company would deduct the disapproval votes and abstention votes from the total number of shares held by the shareholders attending the meeting and having the right to vote. The shareholders who did not raise their hands or submit their ballots should be deemed to approve the matter as proposed by the Chairman, except for Agenda 5 Re: to consider and approve the re-election of directors who retire by rotation, the officers would collect all ballots of the shareholders for approval votes, disapproval votes and abstention votes in order to conduct the meeting in accordance with the good corporate governance practice. For voting result announcement of each agenda, the Chairman would assign the Company Secretary to announce the voting result after the voting in each agenda would be completed, whereby the announced votes would be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The ballots for disapproval or abstention submitted after the Company Secretary announced the voting result of each agenda to the meeting would not be counted as the voting result.
- 2. In the case that the shareholders who appointed the proxy and had specified their votes for each agenda, the votes would be counted systematically as specified by such shareholders.
- 3. Any shareholders or proxies who had been registered but had not yet voted and was unable to be present at the meeting until the meeting was adjourned, the Company kindly asked for their cooperation to submit the ballots which had been filled out for all remaining agenda to the Company's officer who would record the votes for each agenda.
- 4. In the case that the shareholders or proxies did not send their ballots for disapproval or abstention to the Company's officers before the Chairman or the Company Secretary announced the voting result of each agenda, the Company would consider that the shareholders or the proxies approved for such agenda.
- 5. In the case that no shareholder voted for disapproval or abstention, the Company would consider that the meeting unanimously resolved the matter in such agenda, except in the case that the shareholder had specified in the proxy form that he/she wished to vote for disapproval or abstention and the Company had already recorded such vote in advance.

#### Voided Ballots

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

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

#### Process to Conduct the Meeting

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

# **Expressing Opinions and Asking Questions**

- 1. A shareholder or proxy who wished to express any opinion or ask any question in each agenda would be asked to raise his/her hand and upon permission by the Chairman, he/she may ask questions by using microphone provided by the Company. In this regard, the shareholder was requested to inform of his/her name and surname, and specify whether he/she was a shareholder attending the Meeting in person or by proxy, and then express opinions or ask questions so that the minutes of the Meeting would be correctly and completely recorded.
- Any opinions or questions to be expressed or asked should be clear and concise. Please refrain from asking the same question or expressing the same opinion repeatedly so that the Meeting would be conducted effectively.
- 3. If a shareholder wished to express an opinion or ask a question on a matter that was not relevant to the agenda being considered, such opinion or question may be expressed or asked on the agenda regarding to other businesses or at the end of the Meeting.
- 4. The Company would disclose the minutes of the Meeting by specifying voting results of each agenda via the Company's website within 14 days from the Meeting date or within 10 May 2018.

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

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

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2017 held on 27 April 2017

The Chairman informed the Meeting that the minutes of the Annual General Meeting of Shareholders for the year 2017 held on 27 April 2017 was submitted to all shareholders together with the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or request for any amendments to the minutes of the Annual General Meeting of Shareholders for the year 2017.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,100,118,384 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes
Voided Ballot 0 votes

Resolution Approved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 27 April 2017 as proposed.

Agenda 2 To acknowledge the report on the Company's operational results for the year 2017

The Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to present the Company's operational results for the year 2017.

Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting that the significant of 2017 operational results, sequences of events and factors which impact to the Company would be summarized as follows:

- In January, the Company commenced to merge with Nirvana Development Co., Ltd by issuing a newly increase of 1,050.6 million shares for purchasing all shares of Nirvana Development Co., Ltd and 2 plots of land (located at Rattanathibet and Bangrakyai MRT Station) owned by Singha Estate Public Company Limited;
- In April, the Annual General Meeting of Shareholders for the year 2017 approved the change of the Company's name from Daii Group Public Company Limited to Nirvana Daii Public Company Limited; and the increase of the Company's registered capital of 225 million shares, all of which would be allocated to private placement in an amount of 200 million shares and to support the issuance of the ESOP-Warrant-1 in an amount of 25 million shares;

- In June, the Company commenced to transfer the business of Nirvana Development Co., Ltd (Entire Business Transfer) to the Company;
- In July, the Company completed the allocation of 200 million shares at the offering price of Baht 5 each via private placement as well as launched 2 new series of single houses, being the first series of Fully-prefabricated single house, which was deem to be the maximizing of DAII's Prefabrication Technology capability;
- During July to September, the Company conducted the soft launch of Banyan Tree Residences Riverside Bangkok Project, being a high-end condominium project located on the banks of Chao Phraya River. The Company also conducted a road show in aboard which had elicited a good response. In September, the Company launched the Sales Gallery of Banyan Tree Residences Riverside Bangkok Project by which the Grand Opening had been conducted in February 2018. The current construction of Banyan Tree Residences Riverside Bangkok Project reached to the 45<sup>th</sup> Floor, being the highest floor of the project. The revenue derived from the presales of such project was expected to be recognised by the Company by the end of 2018;
- In September, the Company entered into a Precast Concrete (beams, columns and footings)
   Manufacturing Service Agreement for provision of manufacturing service and delivery of precast concrete to Crossroads Project located at Maldives;
- In November, the Company was engaged to construct an Internet Center for rural school by which the Company acted as a civil work sub-contractor of a consortium who was the main contractor of such project;
- In December, the Company additionally acquired 70 Rais of land located at New Krungthep Kreetha Road. This acquisition of land was part of the Company's asset management for efficiency optimization. In addition, during 2017, the Company sold certain small plots of such land which were unable to develop into any project but has high value due to they were located on the main road. As a result, by the end of 2017, the Company approximately owned 269 Rais of land in such area (increasing from 237 Rais). (By the end of March 2018, the Company launched a pilot project namely "Nirvana Define" on certain part of such land which had elicited a good response).

For the Company's performance and other factors which impact to the Company, Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting that the Company had a total revenues of Baht 2,558 million, which comprised of revenues from property development of Baht 1,934 million, revenues from construction of Baht 452 million and revenues from sale of construction materials of Baht 173 million, increasing 90% from the previous year. These were as a result of the revenues derived from the sale of new projects which were Nirvana Define Rama IX, @Work Ramintra and @Work Ladprao-Kasetnawamin having been launched by the end of

2016 and transferred to the customers in 2017 and an existing project, Nirvana Beyond Rama II as well as revenues derived from the sale of certain plots of New Krungthep Kreetha Road land.

For the gross profit for 2017 was in an amount of Baht 799 million, increasing 94% from Baht 412 million in the previous year, higher than the growth ratio of the total revenues. These were because most of the new projects of the Company were the hi-end project with high value having gross profit rate higher than those transferred in 2017 as well as all expenses were increased at the ratio less than the revenues. The net profit for 2017 of the Company therefore was in an amount of Baht 214 million, increasing 372% from Baht 45 million in the previous year.

In addition, the Company determined its business strategy to be in line with the Quality of Growth principle which details were as follows:

# Property Development Business (Develop for Sales):

 The Company would conduct the research and development for developing of new products. The Company expected to launch a new series of single house under Nirvana Beyond brand, which would maximizingly utilize DAII's Prefabrication Technology capability by the end of 2018.

#### Recurring Income:

- The Company had a plan to further expand its existing home builder business of DAII by re-launching a
  new home builder brand by May in order to allow this business to be one way of the Company's recurring
  income;
- The Company would emphasize on the resort builder business by taking advantage of the newly engagement of the Company in Maldives project to further expand its business to a fully resort builder. Apart from the Prefab Home Builder, the Company also expected to be a Prefab Resort Builder by the end of 2018. In addition, the Company also sought for any opportunity in using its construction capability to provide its construction service to any industry which would be another way of the Company's recurring income.

#### DAII's Construction Material Business:

- The Company would conduct the development in design to add value and to create more differentiation to the Company's products from those of the Company's competitors;
- The Company had a plan to construct multi-storey car park buildings which would be another way of the Company's recurring income.

## Land Trading for Asset Maximization Purposes:

• The Company would still conduct the land trading if the Company deemed it was a good business opportunity and advantageous to the Company in overall.

Mr. Jiradej Nusthit, the Chief Financial Officer further explained the Meeting regarding the new single house project to be launched at Udon Thani Province that it was a project that the Company had no need to acquire the project land but the Company would jointly develop the project with the land owner. Upon the transfer of the house to each customer, the land owner would receive the income derived from the sale of land and the Company would earn an income from the home builder service. This kind of project development would allow the Company to expand its market to provincial area with lower required capital and risks.

Besides, the construction of a Precast mobile plant at Maldives that it would be a small production line of Precast that would allow the precast resort construction to be made efficiently. Upon the construction completion of Crossroad Project, there might be a possibility for the Company to provide its construction service to other resort owners.

Mr. Jiradej Nusthit, the Chief Financial Officer also added that the Company's business target in 2018 would be summarized as follows:

- The Company would commence to recognize the sale income derived from the Banyan Tree Residences Riverside Bangkok Project by the end of 2018;
- The Company would launch a new low-rise condominium project by the end of 2018;
- The Company commenced a presales of a town house project under "Nirvana Define" brand by the end of March 2018 which had elicited a good response;
- The Company entered into an negotiation with certain foreign partners to establish a joint venture in certain single house projects;
- The Company would launched 2 new single house projects under "Nirvana Beyond" brand by the end of 2018;
- The Company would launch a Home Building Centers for supporting the re-launch of a new home builder brand;
- The Company would complete the construction of Crossroad Project. As for another construction project,
   the Company was negotiating with an employer for a construction project located in Chiang Rai Province;
- The Company expected that 2 multi-storey car park buildings would be launched by the end of 2018.

After Mr. Jiradej Nusthit, the Chief Financial Officer completely reported the 2017 financial performance, then, Miss Thamonwan Woraphongjirakarn, the Company Secretary reported the Meeting the progress regarding the anti-corruption by which in 2017 the Company's Board of Directors approved the anti-corruption guidelines on 13<sup>th</sup> November 2017 which was deem to be part of the Company's Business Code of Conduct.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the Company's operation results for the year 2017.

Mr. Suriyon Jitraphant, a shareholder present in person, inquired about:

- 1. Details of the projection income derived from the sale of property development project within the following 3 years;
- 2. The sale progress of Banyan Tree Project, the project construction timeline and period that the Company could recognize all sale income of the Project; and
- 3. Purpose and return on investment in constructing a precast mobile plant at Maldives due to main expenses of precast business was mold which would be suitable to the mass product but the construction in Maldives was not a kind of mass product.

Mr. Jiradej Nusthit, the Chief Financial Officer replied that the current backlog of the Company was Baht 3,900 million by which Baht 2,900 million was derived from Banyan Tree Residences Riverside Bangkok Project and the Company would commence to recognize such income by the 4<sup>th</sup> quarter of 2018. In addition, the construction of such project had no delay and the construction was expected to be completed by the end of 2018. Another backlog of Baht 1,000 million was derived from property development projects which were Nirvana Beyond Rama II, Nirvana Beyond Srinakarin, Nirvana Define Rama IX and @Work Ladprao-Kasetnawamin.

Mr. Sornsak Somwattana, Chief Executive Officer explained about the Maldives Project that this business was a cooperation between the Company and its majority shareholder and also an opportunity in operating resort builder business in Maldives due to the current resort construction technique in Maldives was not up-to-date and most of construction would be conventional which would take longer time and have shorter lifetime than Precast technique. In addition, currently there were a lot of green field resort projects in Maldives excluding the existing resorts to be renovated. Besides the sale price was higher than in Thailand and the Company would bring in the technical team from Thailand to conduct such works.

Mr. Naris Cheyklin, Chairman of the Executive Committee as the director nominated by Singha Estate Public Company Limited further explained the Meeting that the majority shareholder was of opinion that the Company had a potentiality, capability and expertise in property development projects as well as an updated technology to provide the resort construction service at Phuket, Chiang Rai and Maldives which would be a new business of the Company and create synergy to the Company.

Mr. Monchai Leesirikul, a shareholder present in person, inquired about:

- 1. Development plan of New Krungthep Kreetha Land; and
- 2. Development plan of Bangrakyai MRT station land and Rattanathibet land.

Mr. Sornsak Somwattana, Chief Executive Officer explained as follows:

- 1. <u>Development plan of New Krungthep Kreetha Land</u>: Due to the Company had various kinds of products, this land therefore would developed into a town ship by which the Company would slowly develop this land as the Company deemed fit; and
- 2. <u>Development plan of Bangrakyai MRT station land and Rattanathibet land</u>: both plots of land were for condominium projects. For Bangrakyai MRT station land whose construction permit was issued and the EIA was approved, the Company was studying the market and negotiating with a foreign partner.

There was no further question or comment from the shareholders. The Meeting acknowledged the Company's operational results for the year 2017 as reported.

# Agenda 3 To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2017

The Chairman proposed the Meeting to consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2017, which had been reviewed by the Audit Committee and audited by the certified public accountant. Details are provided in the 2017 Annual Report, which has been delivered to the shareholders together with the Notice of the Meeting.

Thereafter, the Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to present the details of this agenda to the Meeting.

The Chief Financial Officer informed the Meeting that the consolidated and the separate financial statements of the Company ended 31 December 2017 present fairly in accordance with Thai Financial Reporting Standards as followings:

(Unit: MB)

#### Statements of comprehensive income for the period ended 2017 and 2016

	2016	2017	Change of Value
Revenues from sale of real estate	1,044	1,934	85%
Revenues from construction contract	304	452	48%
Revenues from sale of goods	-	173	N/A
Total revenues	1,348	2,558	90%
Costs of real estate	(682)	(1,254)	83%
Costs of construction	(254)	(354)	39%
Costs of goods sold	-	(159)	N/A
Total costs	(936)	(1,758)	88%

(Unit : MB)

(Unit: MB)

	2016	2017	Change of Value
Gross profit	412	799	94%
Other income	86	50	-41%
Selling expenses	(231)	(350)	52%
Administrative expenses	(169)	(219)	29%
Financial costs (interest expenses)	(37)	(17)	-54%
Profit (loss) before income tax	62	264	324%
Income tax	(17)	(50)	197%
Net profit (loss) for the year	45	214	372%
Earnings per share (Baht)	0.176	0.440	150%

# Statements of financial position

	2016	2017
Cash and cash equivalents	92	992
Total current assets	4,574	6,393
Non-current assets		
Land held for development	413	2,107
Property, plant and equipment, net	28	356
Goodwill	-	332
Total non-current assets	845	3,356
Total assets	5,419	9,749
Interest bearing debt	2,876	2,824
Total liabilities	3,809	5,045
Paid-up share capital	879	1,381
Premium on share capital	462	1,251
Premium on business acquisition	-	1,589
Retained earnings	179	402
Total shareholders' equity	1,610	4,704
Total liabilities and shareholders' equity	5,419	9,749

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the Company's balance sheet and profit and loss accounts for the year ended 31 December 2017.

Mr. Suriyon Jitraphant, a shareholder present in person, inquired as follows:

1. Due to the cost of real estate in 2017 was around of Baht 4,000 million, increasing from Baht 3,000 million in the previous year as a result of the increase of public utilities work and the his understanding that all of public utilities of the property development project would not be completed at the one time but it would be developed as per the development phase. He therefore asked the Company to explain the rationale.

2. Whether the land deposit of Baht 200 million was for New Krungthep Kreetha Road land.

Mr. Sornsak Somwattana, Chief Executive Officer explained as follows:

1. Due to all project land of the Company were located on the main road and each project was not large using the land area approximately 20 Rais and was comprised of not exceeding 100 units of houses, the Company was therefore required to complete the development of all public utilities at the same time so that the Company could request for title deeds issuance and transfer of ownership to the customers which was unlike from other developers. The rationales of an increase of such cost was due to certain main projects were developed in 2017; and

2. The land deposit of Baht 200 million was for New Krungthep Kreetha Road land.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes
Voided Ballot 0 votes

Remark: During the consideration of this agenda, there were additional shareholders and proxies

attending the Meeting, representing 2,444,564 shares. Thus, the total number of shares

present in the Meeting was 1,102,562,948 shares.

2017 as proposed.

Agenda 4 To consider and approve the appropriation to legal reserve and dividend payment for the

year 2017

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

The Company Secretary informed the Meeting that in compliance with Section 116 of the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, 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.

The Company proposed the appropriation to legal reserve in an amount of Baht 4,506,908.18 or approximately 5 percent of its annual net profit less accumulated loss brought forward. Subsequent to such appropriation, the Company's legal reserve would equal to Baht 5,876,881.18 or 0.42 percent of the Company's registered capital.

For the dividend payment for the Company's performance during 2017, the Board of Directors had the opinion to propose the dividend payment at the rate of Baht 0.06 per share amounting to Baht 82,835,998.68, representing to 89.07% of the net profit of the Company's separated balance sheet which was in line with the Company's dividend payment policy. The dividends shall be paid on 16 May 2018 and the record date for determining the list of shareholders entitling to receive such dividends shall be on 9 May 2018.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appropriation to legal reserve and dividend payment.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes
Voided Ballot 0 votes

Resolution Approved the appropriation to legal reserve and dividend payment for the year 2017 as proposed

# <u>Agenda 5</u> To consider and approve the re-election of directors who retire by rotation

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

The Company Secretary informed the Meeting that in compliance with 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 as follows:

1. Mr. Naris Cheyklin Position: Director, Chairman of the Executive Committee and

Member of the Nomination and Remuneration Committee;

2. Mr. Sornsak Somwattana Position: Director, Member of the Executive Committee, Member of

the Risk Management Committee and Chief Executive

Officer

3. Mr. Sutthichai Sungkamanee Position: Director, Independent Director, Chairman of the Board,

and Chairman of the Nomination and Remuneration

Committee

(Mr. Sutthichai Sungkamanee has expressed his intention

to resign from the position of Chairman of the Audit

Committee only)

All nominated directors were duly qualified under the Articles of Association, the Public Limited Companies Act B.E. 2535 (1992) and Securities and Exchange relevant laws including having knowledge, competency, expertise, experience and contribute to the Company, shareholders and all stakeholders. The Board of Directors of the Company excluding the nominated directors, had the opinion to propose the shareholders' meeting to re-elect the above three directors namely, Mr. Naris Cheyklin, Mr. Sornsak Somwattana and Mr. Sutthichai Sungkamanee 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 4 of the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the reelection of directors who retire by rotation.

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

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

 Mr. Naris Cheyklin - Director, Chairman of the Executive Committee and Member of the Nomination and Remuneration Committee

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes

 Mr. Sornsak Somwattana - Director, Member of the Executive Committee, Member of the Risk Management Committee and Chief Executive Officer

Approval votes 1,102,512,948 votes or 99.9955%

Disapproval votes 0 votes or 0.0045%

Abstention 0 votes
Voided Ballot 0 votes

3. Mrs. Sutthichai Sungkamanee - Director, Independent Director, Chairman of the Board, and Chairman of the Nomination and Remuneration Committee

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes
Voided Ballot 0 votes

Resolution Approved the re-election of the above three directors to serve as the Company's directors for

another term as proposed.

Agenda 6 To consider and approve the appointment of new directors and fix the total number of

directors on the Board

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

The Company Secretary informed the Meeting that it was appropriate and necessity for the Company's business operation to appoint 2 new additional directors and to determine the total number of directors on the Board shall be changed from 7 directors to 9 directors which details are as follows:

1. Mr. Apimuk Sukprasit Position: Director, Independent Director, Vice Chairman and

Chairman of the Risk Management Committee

(Only the position of Vice Chairman and Chairman of the Risk Management Committee will be appointed in lieu of Mrs. Pojanard Prinyapatpakorn who has expressed her intention to resign from such positions)

2. Mr. Kampanart Lohacharoenvanich Position: Director, Independent Director and Chairman of the Audit Committee

(Only the position of Chairman of the Audit Committee will be appointed in lieu of Mr. Sutthichai Sungkamanee who has expressed his intention to resign from such position)

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appointment of 2 new additional directors and to determine the total number of directors on the Board shall be changed from 7 directors to 9 directors.

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

After due consideration, the meeting with a majority vote as per following number of votes:

Approval votes 1,074,887,048 votes or 97.4899%

Disapproval votes 27,675,900 votes or 2.5101%

Abstention 0 votes
Voided Ballot 0 votes

Resolution Approved the appointment of new directors and fix the total number of directors on the Board

as proposed

# Agenda 7 To consider and approve the remuneration of directors for the year 2018

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

The Company Secretary informed the Meeting that in compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the remuneration of directors for the year 2018 as recommended by the Nomination and Remuneration Committee by taking into account the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment as the following details:

#### 1. Retainer Fee as not exceeding of Baht 8.00 million

Details of Directors' Remuneration	Payment Rate
Remuneration to the Directors of the Board	Monthly Remuneration
	Chairman - Baht 40,000/Person/Month
	Director - Baht 30,000/Person/Month

Details of Directors' Remuneration	Payment Rate
Remuneration to the Sub-Committees	
1.The Audit Committee	Meeting Fee
	Chairman of the Audit Committee – Baht 30,000/Person/Time
	Member of the Audit Committee - Baht 20,000/Person/Time
2. The Nomination and Remuneration Committee	Meeting Fee
	Chairman of the Nomination and Remuneration Committee –
	Baht 30,000/Person/Time
	Member of the Nomination and Remuneration Committee –
	Baht 20,000/Person/Time
3. The Risk Management Committee	Meeting Fee
	Chairman of the Risk Management Committee – Baht
	30,000/Person/Time
	Member of the Risk Management Committee - Baht
	20,000/Person/Time
4. The Executive Committee	Monthly Remuneration
	Chairman of the Executive Committee -Baht 35,000/
	Person/Month
	Member of the Executive Committee – Baht 30,000/
	Person/Month

# 2. Bonus

The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings. Whereby, the Nomination and Remuneration Committee shall be authorized to allocate the bonus to directors.

## 3. Other Remuneration

- None -

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the directors' remuneration.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

100.0000% Approval votes 1,102,562,948 votes or

Disapproval votes 0 votes 0.0000%

Abstention 0.0000% 0 votes or

Voided Ballot 0 votes

Resolution Approved the remuneration of directors for the year 2018 as proposed

Agenda 8 To consider and approve the appointment of the auditors and determination of the audit fee

for the year 2018

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

The Company Secretary informed the Meeting that in compliance with Section 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the appointment of auditors and audit fee are required to be approved by Shareholders at the Annual General Meeting of Shareholders for each year. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the appointment of Mr. Boonrueng Lerdwiseswit, Certified Public Accountant No. 6522 or Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095 to be the Company's auditors for the year 2018 and determine the audit fee for the year 2018 as not exceeding of Baht 2,330,000 as recommended by the Audit Committee, details as shown in the Attachment 7 of the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appointment of the auditors and determination of the audit fee for the year 2018.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes 0.0000% or

Voided Ballot 0 votes

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

2018 as proposed

Agenda 9 To consider and approve the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering)

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

The Company Secretary informed the Meeting that in order to provide readiness and enhance financial strengths of the Company so that the Company had financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to pay down debt, the Company therefore proposed to issue the warrants to purchase the newly issued ordinary shares of Nirvana Daii Public Company Limited (the "NVD-W1 Warrants") in an amount of not exceeding 276,119,995 units, to be allocated to the existing shareholders of the Company proportionately to their respective shareholdings (Rights Offering), at no cost. Details were as shown in Attachment 8 of the Notice of the Meeting.

In addition, it is deemed appropriate for the Meeting to approve the authorization to the Executive Committee or the Chief Executive Officer and/or their designated person(s) by the Executive Committee or the Chief Executive Officer to have the power in connection with the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as follows:

- (1) to determine the conditions and other necessary details regarding to or in connection with the issuance and allocation of NVD-W1 Warrants, e.g. issuance date, details and procedures of allocation of NVD-W1 Warrants, exercise period and expiry date of NVD-W1 Warrants;
- (2) to enter into negotiations, agreement and execution of the relevant applications for permission and other necessary agreements and documents regarding to or in connection with the issuance and allocation of NVD-W1 Warrants, including the coordinating and submission of applications for permission or exemption and other documents to the competent authorities or agencies in connection with the issuance and allocation of NVD-W1 Warrants and the listing of NVD-W1 Warrants on the Stock Exchange of Thailand; and
  - (3) to take any other required actions for the issuance and allocation of the NVD-W1 Warrants.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering).

Mr. Monchai Leesirikul, a shareholder present in person, inquired about

- 1) The necessity of the issuance of NVD-W1 Warrants
- 2) The calculation methods and criteria of NVD-W1 Warrants' exercising price of Baht 8 per share.

Mr. Jiradej Nusthit, the Chief Financial Officer replied as follows:

- 1) The additional capital was required for the Company to develop its property projects on its existing lands and the Company had a plan to expand to other businesses.
- 2) The exercising price was calculated on the Company's 3 years business projection based on the Company's existing assets.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes or 0.0000%

Voided Ballot 0 votes

Resolution

Approved the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as proposed

Agenda 10

To consider and approve the increase of authorised capital of the Company from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973, by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering)

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

The Company Secretary informed the Meeting that due to the Company was required to increase the authorised capital to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering) by which the Board had an opinion to propose to the Meeting the consider and approve the increase of authorised capital from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973 by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering). Details were shown in the Attachment 9 of the Notice of the Meeting.

In addition, it was deemed appropriate for the Meeting 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 authorized capital of the Company.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the increase of authorised capital.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes or 0.0000%

Voided Ballot 0 votes

Resolution

Approved the increase of authorised capital of the Company from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973, by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering) as proposed

Agenda 11

To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: the Registered Capital for conformity with the increase of registered capital of the Company

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

The Company Secretary informed the Meeting that for conformity with the increase of the Company's authorised capital as approved in Agenda 10 above, it was 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.	Authorised capital of	Baht 1,681,719,973	(one thousand six hundred and eighty-one
			million seven hundred and nineteen thousand
			nine hundred and seventy-three Baht)
	divided into	1,681,719,973 shares	(one thousand six hundred and eighty-one
			million seven hundred and nineteen thousand
			nine hundred and seventy-three shares)
	par value per share	Baht 1.00	(one Baht)

ordinary shares 1,681,719,973 shares (one thousand six hundred and eighty-one million seven hundred and nineteen thousand nine hundred and seventy-three shares)

preference shares - shares (-)

The Company Secretary further informed the Meeting that the Board had an opinion to propose to the Meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association for conformity with the capital increase of the Company.

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

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the amendment of the Memorandum of Association.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes 1,102,562,948 votes or 100.0000%

Disapproval votes 0 votes or 0.0000%

Abstention 0 votes or 0.0000%

Voided Ballot 0 votes

Resolution Approved the amendment to Clause 4. of the Memorandum of Association Re: the Registered Capital for conformity with the increase of registered capital of the Company as proposed

Agenda 12 To consider and approve the allocation of the newly issued ordinary shares of the Company for support the exercising of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering)

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

The Company Secretary informed the Meeting that the Company was required to allocate the newly issued ordinary shares in the number of 276,119,995 shares with a par value of Baht 1.00 each, to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering).

In addition, it is appropriate to consider and approve the authorization to the Executive Committee or the Chief Executive Officer and/or their designated person(s) by the Executive Committee or the Chief Executive Officer to have the power in relation to (1) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocation of such newly issued

ordinary shares and (2) execution of application for permission and exemption, any necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such newly issued ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allocation of such newly issued ordinary shares.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the allocation of the newly issued ordinary shares.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

 Approval votes
 1,102,562,948 votes or 100.0000%

 Disapproval votes
 0 votes or 0.0000%

 Abstention
 0 votes or 0.0000%

Voided Ballot 0 votes

Resolution Approved the allocation of the newly issued ordinary shares of the Company for support the exercising of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as proposed

## Agenda 13 To consider and approve the amendment of the Articles of Association

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

The Company Secretary informed the Meeting that due to the Order of the National Council for Peace and Order No. 21/2017 Re: "The Amendment of Certain Laws for Facilitating the Ease of Doing Business" has amended and modified Section 100 of the Public Company Act B.E.1992 with regard to the right of shareholder to request the Board of Director to convent the extra-ordinary general meeting of shareholders, therefore the Company's Articles of Association should be amended accordingly. The Board of Directors had an opinion to propose to the Meeting to consider and approve that the existing Articles of Association shall be repealed and replaced by the new Articles of Association. The purpose of the amendment of the Articles of Association was

for conformity with the amendment to Section 100 of the Public Limited Companies Act B.E .2535) 1992 (as amended and modified by the Order of the Head of the National Council for Peace and Order No .21/2560 )2017( Re: "The Amendment of Certain Laws for Facilitating the Ease of Doing Business". Therefore, the number of articles will be increased from 38 articles to 39 articles. Details were shown in Attachment 10. The significant details of proposed amendment of Articles of Association are as follows:

# The Existing Company's Articles of Association

# Proposing the Amendment to the Company's Articles of Association

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 onetenth 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 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

Article 26. One or more shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time submit their names and request the Board of Directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) date from the date of the receipt of such request from the said shareholders.

In case the board of directors fails to call for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be

The Existing Company's Articles of Association	Proposing the Amendment to the Company's		
	Articles of Association		
	shareholders' meeting called by the board of		
	directors and the Company shall be responsible		
	for necessary expenses as may be incurred in the		
	course of convening such meeting and the		
	Company shall reasonably provide facilitation.		
	In the case where, at the meeting called by the		
	shareholders under paragraph two, the number of		
	the shareholders presented does not constitute		
	quorum as prescribed by Article 29, the		
	shareholders under paragraph two shall jointly		
	compensate the Company for the expenses		
	incurred in arrangements for holding that meeting.		

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the amendment of the Articles of Association.

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

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,102,562,948 votes	or	100.0000%
Disapproval votes	0 votes	or	0.0000%
Abstention	0 votes	or	0.0000%
Voided Ballot	0 votes		

Resolution Approved the amendment of the Articles of Association as proposed

Agenda 14 To consider other business (if any)

- None -

At the end of the Meeting, there were 15 shareholders present in person and 96 shareholders present by proxy. Therefore, there were a total of 111 shareholders present, holding an aggregate of 1,102,562,948 shares, representing 79.8612 percent of total issued shares of the Company.

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

The Meeting adjourned at 11.20 a.m.

Signed <u>-Ms. Thamonwan Woraphongjirakarn-</u> Company Secretary (Ms. Thamonwan Woraphongjirakarn)