

Minutes of the 2018 Annual General Meeting of the Shareholders

Chuo Senko (Thailand) Public Co., Ltd. (the “Company”)

Time and Venue

The Meeting was held on Monday, 30 April 2018 at 10.30 a.m. at Parichart Room, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok

The Meeting Commenced

Mr. Tan Vutithum, the Chairman of the Meeting (the “**Chairman**”) informed the Meeting that there were 33 shareholders and proxies attending the 2018 Annual General Meeting of the Shareholders (the “**Meeting**”), representing 40,030,209 shares or equivalent to 59.3045 percent of the total number of sold shares, i.e. 67,499,426 shares, which completed the quorum according to the law and the Company’s Articles of Association which specifies that there shall be shareholders and proxies present at the meeting in a number not less than 25, holding shares in aggregate not less than one-third of the total number of sold shares or not less than one-half of the total number of shareholders, holding shares in aggregate not less than one-third of the total number of sold shares to constitute a quorum.

The Chairman introduced the directors participating in this Meeting, totaling five out of the total number of directors of five persons, as follows:

Directors attending the Meeting

- | | | |
|----|-------------------------|---|
| 1. | Mr. Tan Vutithum | Chairman of the Board of Directors/ Chief Executive Officer |
| 2. | Mr. Chamnarn Wangtal | Chairman of Audit Committee / Independent Director |
| 3. | Miss Yaowarote Klinboon | Audit Committee/ Independent Director |
| 4. | Mr. Narut Wiwattanakrai | Director |
| 5. | Mr. Ronasit Poomma | Director |

Directors not attending the Meeting

-

Legal Advisors attending the Meeting

- | | | |
|-----------------|---------------|--------------------------------------|
| 1. Ms. Sawita | Peetawan | Hunton & Williams (Thailand) Limited |
| 2. Ms. Phatomol | Phisitbuntoon | Hunton & Williams (Thailand) Limited |
| 3. Ms. Nanthana | Thamtherdthai | Hunton & Williams (Thailand) Limited |

Auditors attending the Meeting

- | | | |
|-----------------|---------------|----------------------------------|
| 1. Ms. Piyanuch | Kasemsupakorn | BPR Audit and Advisory Co., Ltd. |
|-----------------|---------------|----------------------------------|

Ms. Sawita Peetawan, a legal advisor, informed the Meeting of the procedures for voting, vote counting as well as making inquiry and expressing opinions, as follows:

1. In casting votes in the Meeting, each shareholder will have the number of votes equal to the number of shares he/she holds, whereby one share is regarded as one vote.

2. Shareholders present in person and proxies appointed in accordance with the forms prescribed by law, shall cast their votes in accordance with the following procedures:

- Before the casting of the vote in each agenda item, the shareholders shall sign their names on the ballot for the purpose of self-verification and transparency in voting.
- In casting votes for each agenda, if no shareholders disagree or abstain from voting, it shall be deemed that the shareholders approve or agree on the presented topic according to the voting number of the shareholders. Shareholders who disagree or abstain from voting shall mark in their ballot cards provided by the Company and raise their hands for the staff to come to pick up their ballots. Except for agenda item 5, regarding the consideration and approval of the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors.
- In counting the votes, the Company will deduct the disagreeing and abstaining votes from the total votes and the remaining votes will be deemed votes of approval. Shareholders who vote to approve this agenda item shall keep their ballot cards and return them to the Company's staff after the Meeting. The voting in this Meeting shall be conducted openly, not by the method of secret ballot, but all ballot cards will be collected from all participants for transparency purposes.
- Any votes cast in the following manners shall be considered invalid:
 - 1) A ballot card that is filled with more than one mark in the space provided;
 - 2) A ballot card that casts a vote expressing a conflict of intent;

- 3) A ballot card with a vote that has been crossed out with no signature;
- 4) A ballot card that casts a vote exceeding the number of voting right to which the shareholder is entitled.

A shareholder who wishes to correct his/her vote should cross out the exiting vote on the voting ballot and affix his/her signature thereto.

3. In the case that a shareholder exercises his/her rights through Proxy Form B and Form C to assign other persons to attend the Meeting or grants a proxy to a director or independent director to vote on his/her behalf and specifies the proxy to vote in accordance the intention of such shareholder or the proxy, the proxy shall cast the vote in accordance with the intention of the shareholder or the proxy.

The shareholders who are foreign shareholders who appointed a custodian in Thailand to be a share depository and keeper and exercise the right through Proxy Form C can cast their vote, approving, disapproving or abstain from voting, for each agenda item by separating a vote equal to the total amount of share held by such shareholder.

4. For the cast of a vote in agenda item 5 to consider and approve the reappointment of directors who were due to retire by rotation and the appointment of new director, the Company will propose the appointment of director on individual basis. All the ballot cards will be collected by the Company's staff. The disagreeing and abstaining votes will be collected first and then followed by the collection of the approval ballot cards.

5. Pursuant to Article 33 of the Public Limited Companies Act B.E. 2535 and Clause 36 of the Company's Articles of Association, in the voting of agenda items with interested parties, such interested shareholder is not entitled to cast the vote in such agenda item, except for a cast of the vote on the appointment of directors.

An ordinary resolution of the Meeting will be required the majority votes of the shareholders who attend the meeting and cast their votes. In the case of equal votes, the chairman of the meeting will be given a casting vote to reach the decision.

Therefore, the majority votes of shareholders whether the shareholders agreeing on each agenda item will be counted merely from the 'agreeing' or 'approving' votes of the shareholders who attend the meeting and cast their votes. Disagreeing or abstaining votes cast by shareholders will not be a base for a counting of votes.

6. A shareholder who wishes to leave the Meeting before the Meeting is adjourned or who is not present in the meeting room during any agenda item, can exercise his/her rights by submitting the voting ballot to the staff in advance before he/she leaves the meeting room.

7. The total number of shareholders and votes the shareholders cast on each agenda item may not be consistent on account of the entering of the meeting room of shareholders and proxies from time to time. Therefore, the number of persons attending the Meeting for each agenda item may vary.

8. In this counting of votes, the representative from Hunton & Williams (Thailand) Limited will be a witness of the Company in the counting of votes. The Company asked for one volunteer as a shareholders' representative to witness the vote counting. However, no shareholders volunteer to witness the vote counting in this Meeting.

9. Before votes are cast on each agenda item, the Chairman will allow the persons attending the Meeting to raise questions relevant to such agenda item as appropriate. The shareholders or proxies who wish to raise questions are requested to state their names and surnames before raising questions or expressing opinions on each occasion.

In the case that shareholders have any questions or comments other than the agenda being considered, the shareholders are requested to raise such question or comment in the agenda regarding other matters at the end of the Meeting. Also, shareholders are requested to provide opinions or questions concisely and refrain from questioning or commenting on the same issues to allow other shareholders to exercise their rights. Thus, shareholders are requested to give the cooperation to ensure the Meeting conducting well and to manage the Meeting in due time.

The Chairman welcomed the shareholders who attended this Meeting, declared the Meeting open and conducted the Meeting according to the agenda items specified in the invitation letter, as follows:

Agenda 1 To consider and affirm the minutes of the 2017 Annual General Meeting of the Shareholders

The Chairman proposed the Meeting consider and affirm the minutes of the 2017 Annual General Meeting of the Shareholders, held on 28 April 2017, the details of which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

The Board of Directors viewed that the minutes of the 2017 Annual General Meeting of the Shareholders, held on 28 April 2017 was recorded correctly and completely. Therefore, the Board of Directors sees that it is appropriate to propose the shareholders' meeting affirms the minutes of such meeting.

The Chairman opened the floor to questions from shareholders. A shareholder had the following question or provided the following opinion:

Mr. Jitt Sawaittkul The shareholder's right protection volunteer From Thai Investors Association	Mr. Jitt referred to the minutes of the Extraordinary Meeting of the Shareholders No. 3/2016 which is one part of the agenda affirmed by the 2017 Annual General Meeting of the Shareholders that the details regarding the change of director were not accurate and asked the directors of the Company to examine.
Miss Yaowarote Klinboon Audit Committee/ Independent Director	Miss Yaowarote informed that the Board of Directors and the Audit Committee will examine the minutes of the Extraordinary Meeting of the Shareholders No. 3/2016 and correct such information ¹ .

Since there were no further questions from shareholders, the Chairman then proposed the Meeting resolve the agenda regarding the consideration and affirmation of the minutes of the 2017 Annual General Meeting of the Shareholders.

Resolution

After considering, the Meeting resolved to affirm the minutes of the of the 2017 Annual General Meeting of the Shareholders, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	39,185,586	96.8585
Disapproved	1,270,923	3.1415
Abstain	900	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

¹ The Shareholder already discussed with the legal advisors and the Shareholders received the thus understood such matter.

- Remark:
1. A resolution of this agenda is affirmed by a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 votes.

Agenda 2 To consider and acknowledge the operational results of the Company for the year 2016

Mr. Narut Wiwattanakrai (“**Mr.Narut**”) informed the Meeting by referring to the 2017 Annual General Meeting of the Shareholders, held on 28 April 2017, that the operational results of the Company for the 2016 in relation to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not yet finished; hence, the Company was not able to report the operational results of the Company for the year 2016 to the 2017 Annual General Meeting of Shareholders. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will convene the meeting of shareholders to inform the operational results of the Company for the year 2016 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company.

At this present, as the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are completed and audited and certified by the auditor of the Company. Therefore, in order to be in accordance with the law and Articles of Association of the Company in respect of the matters required to be presented to the Annual General Meeting, the Board of Director of the Company proposed to inform the Meeting for acknowledgement on the operational results of the Company for the year 2016 during the period of 1 January 2016 to 31 December 2016.

However, with respect to the operational results of the Company for the year 2017, as the information relating to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are on the process of auditing and have not yet finished; hence, the Company is not able to report the said part of the operational results of the Company for the year 2017 to this Annual General Meeting of Shareholders. The Company will convene the meeting of shareholders to inform the operational results of the Company for the year 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

Mr. Narut reported to the Meeting a summary of the Company's 2016 operating results as follows:

The Company's operating result as at 31 December 2016; the net loss of major shareholders of the Company and subsidiaries is 230.14 million Baht, increasing 99.09 million Baht or 76 percent from 131.05 million Baht net loss in the previous year. For income in 2016, the income the Company received from commission and service fees was 208.52 million Baht, decreasing 45.78 million Baht or 18 percent from 254.30 million Baht in the previous year. In the meantime, service's cost of fund of the Company was 137.73 million Baht, decreasing 43.65 million Baht or 24 percent from 181.38 million Baht in the previous year. The administrative cost and expenditure was 289.12 million Baht, increasing 79.02 million Baht or 38 percent from 210.10 million Baht in the previous year due to the increase of staff's expensed and consulting fee for the restructuring of the Company. Moreover, the Company and subsidiaries experienced losses from the reserve for the impairment of investing money and the allowance for doubtful accounts in the amount of 221.79 million Baht in 2016. The details of which are in the Company's annual report for the year 2016 submitted to the shareholders in advance together with the invitation letter of this Meeting.

The Board of Directors of the Company viewed that it was appropriate to report the operating results of the Company for the year 2016 to the Meeting for acknowledgement.

Mr. Narut opened the floor to questions from shareholders. A shareholder had the following question:

Mr. Jitt Sawaittkul	Where the report of Management Discussion and Analysis for the year 2016 is publicized.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	clarified that the Company already disclosed such information in the channel provided by the Stock Exchange of Thailand (the "SET"). If the shareholders have further inquiry, please contact and ask the Company's directors for further clarification.

Since there were no further questions or opinions from shareholders, it is deemed that the Meeting acknowledged the annual report of the operating results of the Company for the year 2016 as proposed.

Resolution

The Meeting acknowledged the Company's operating results for the year 2016.

Remark: This agenda item is for acknowledgement, therefore no votes are cast.



Agenda 3 To consider and approve the statement of financial positions and the comprehensive income statement of the Company for the fiscal year ended 31 December 2016

Mr. Narut informed the Meeting that in order to be in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association which require the Company to prepare the statement of financial positions and comprehensive income statement at the fiscal year ended of the Company which have been audited by licensed auditor for the Annual General Meeting of Shareholders to consider and approve and due to the fact that in the 2017 Annual General Meeting of Shareholders, held on 28 April 2017, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not finished as the Company has just appointed the auditor for the year 2016; hence, the Company was unable to propose the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 for the 2017 Annual General Meeting of Shareholders to consider and approve. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will hold another meeting of shareholders to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company. The details of which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

However, with respect to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017, as of today the Company has not appointed any auditor to conduct the audit of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017. The Company has already proceeded in recruiting the auditor and the appointment of auditors and determination of the auditor fee for the year 2017 will be presented in Agenda 7. The Company therefore is unable to propose the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 to this Annual General Meeting of Shareholders to consider and approve. The Company will hold another meeting of shareholders to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

Mr. Narut presented the summary of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 to the Meeting as follows:

The statement of the financial positions of the Company and subsidiaries as at 31 December 2016, total assets of the Company and subsidiaries were 104.76 million Baht, which were current assets of 40.03 million Baht and fixed assets of 64.73 million Baht. The total assets decreased 420.48 million Baht or 80 percent comparing to 2015.

Total liabilities at the end of 2016 were 101.35 million Baht, which were current liabilities of 96.37 million Baht and non- current liabilities of 4.98 million Baht. The total liabilities decreased 207.99 million Baht or 67 percent comparing to 2015.

Shareholders' equity at the end of 2016 was 3.41 million Baht, decreasing 100.77 million Baht, totaling to 13.78 percent comparing to 2015. The net loss of the Company was 266.94 million Baht, increasing 130.88 million Baht or 96 percent from net loss of 136.06 million Baht in the previous year.

The financial ratio of the Company is as follows; net profit ratio is of -110.36 percent; liquidity ratio is of 0.42 million Baht and D/E ratio is of 26.69 million Baht.

The Board of Directors of the Company viewed that it was appropriate for the Meeting to consider and approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 which are completely audited and certified by licensed auditor.

Mr. Narut opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	With regard to the annual report in the part of the certification of auditor, why the auditor disclaimed the worthiness of the Company's 2016 financial statement.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	clarified that the previous Board of Directors did not provide sufficient information required by the auditor thus the auditor did not give the worthiness to the financial statement. The current Board of Directors already clarified this matter and provided required information to the auditor in the soonest manner.
Mr. Narongchai Simarojana Shareholder	Referred to the consequence after the auditor did not give worthiness to the financial statement, causing the SP (Suspension of trading) mark to the Company's shares and asked the solution of the Company for such matter.
The Chairman	clarified to the Meeting that if the Company corrects such matter and completely provides the information to the auditor so that the auditor

	will certify and express unqualified opinion on the quarterly financial statements of the Company for two quarters consecutively, the Company will be able to proceed with the SET to remove the SP mark and restore the trading according to the rules of the SET.
--	---

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 as presented.

Resolution

After considering, the Meeting has resolved to approve the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,033,772	98.9548
Disapproved	422,837	1.0452
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

- Remark:**
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 votes.



Agenda 4 To consider and approve the suspension of the allocation of the profit to be a reserve fund as prescribed by law and the suspension of the dividend payment

Mr. Narut informed the Meeting that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association which requires the Company to allocate a reserve fund at least 5 percent of its annual net profit less than the accumulated loss brought toward (if any) until such reserve fund is no less than 10 percent of the registered capital. The Company has the dividend policy to pay the shareholder with dividend at rate of at least 50 percent of net profit of the separate financial statement. Nonetheless, as the consideration for the payment of dividend depends on the operational results of the Company, structure and financial status including the economic condition and the future business operation project of the Company and according to the 2017 Annual General Meeting of Shareholders, held on 28 April 2017, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 were not yet finished, the Company therefore was unable to consider the allocation of profit to be a reserve fund as required by the law and the dividend payment. The Company informed the 2017 Annual General Meeting of Shareholders that the Company will convene another shareholders' meeting to consider and approve the allocation of profit to be a reserve fund as required by the law and the dividend payment from the operational results of the Company for the year 2016 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and are completely audited and certified by the auditor of the Company.

At this present, the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016 are finished and according to the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2016, the Company is in losses from its operation for the fiscal year ended 31 December 2016. The Board of Directors considered and viewed to propose the Meeting consider as follows:

1. suspend the allocation profit to be a reserve fund as required by the law since the Company was in the losses from its operation in 2016, and;
2. suspend the dividend payment from the operational results of the Company for the year 2016 as the Company was in the losses from its operation in 2016 and as it was necessary for the Company to use its working capital for payment of expenses for operation of the Company.

Nevertheless, since the Company is in the preparation of the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017, the Company is therefore unable to consider matters relating to the dividend payment and allocation of profit to be a reserve fund as required by the law for the year 2017. The Company will convene the

meeting of shareholders to consider and approve the allocation of profit to be a reserve fund as required by the law and the dividend payment from operational results for the year 2017 after the statement of financial positions and the comprehensive income statement for the fiscal year ended 31 December 2017 are finished and are completely audited and certified by the auditor of the Company.

The Board of Directors of the Company viewed that the Meeting should consider and approve the suspension of the allocation profit to be a reserve fund as required by the law and suspension of the dividend payment from the operational results of the Company for the year 2016.

Mr. Narut opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the suspension of the allocation profit to be a reserve fund as required by the law and suspension of the dividend payment from the operational results of the Company for the year 2016.

Resolution

After considering, the Meeting resolved to approve the suspension of the allocation profit to be a reserve fund as required by the law and suspension of the dividend payment, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,333,772	100.0000
Disapproved	0	0.0000
Abstain	123,637	-
Void ballots	0	-
Total shareholders eligible to vote of 35 persons	40,457,409	-

Remark: 1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 427,200 shares, totaling

to 427,200 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,457,409 votes.

Agenda 5 To consider and approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors

In this agenda item, the Chairman assigned Mr. Ronasit Poomma (“**Mr. Ronasit**”) to proceed with the meeting. Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Company B.E. 2535 and the Articles of Association of the Company which require that at every annual general meeting of shareholders, one third of the directors must retire by rotation. If the number of directors cannot be divided into three, the closest number to one-third shall retire.

There are 3 directors who are due to retire by rotation at the 2018 Annual General Meeting of Shareholders, namely:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors’ meeting attendance in 2017	Number of subcommittee meeting attendance in 2017	Term of directorship
1.	Mr. Tan Vutithum	Director and Chief Executive Officer	4	-	8 months
2.	Mr. Narut Wiwattanakrai	Director	1	-	5 months
3.	Ms. Yaowarote Klinboon	Independent Director/Audit Committee	1	-	5 months

In this regard, the Board of Directors had considered the qualifications of the directors who will retire by rotation as detailed in the document submitted to shareholders in advance together with the invitation letter of this Meeting and had an opinion that the 3 directors are knowledgeable, experienced and skillful which will benefit the Company’s operations. In addition, they qualify and do not have any prohibited characteristics for being as the directors of the Company as required under the Public Company Limited Act B.E. 2535 and the Securities and Stock Exchanges Act B.E. 2535 including any relevant notifications.

In respect of the independent director, such person is capable of delivering independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations of the Securities and Exchange Commission (the “**SEC**”) and suitable as independent

director. The Board of Directors deemed appropriate to propose the Meeting consider and approve the reappointment of 3 directors who are due to retire by rotation.

Mr. Ronasit additionally clarified to the Meeting that as Mr. Pornthep Anantasa, Director and Mr. Shojiro Nada, the Independent Director and Audit Committee, had submitted the resignation letters with effective date on 27 April 2018, the Board of Director deemed appropriate to propose the Meeting to consider and approve the following persons to be directors of the Company, replacing those resigned directors:

1. Mr. Khan Prachuabmoh, in replacement of Mr. Shojiro Nada, Independent Director and Audit Committee. In this regard, Mr. Khan Prachuabmoh shall have the position of Independent Director and chairman of the Board of Directors.

2. Mr. Sirutt Ratanapaitoon, in replacement of Mr. Pornthep Anantas, Director. In this regard, Mr. Sirutt Ratanapaitoon shall have the position of Independent Director and Audit Committee.

The Board of Directors of the Company had considered the qualifications of both nominated persons as detailed in the document submitted to shareholders in advance together with the invitation letter of this Meeting and was of the opinion that both persons are knowledgeable, experienced and skillful which will benefit the Company's operations. In addition, they qualify and do not have any prohibited characteristics for being as the directors of the Company as required under the Public Company Limited Act B.E. 2535 and the Securities and Stock Exchanges Act B.E. 2535 including any relevant notifications. In respect of independent director, such person is able to deliver independent view in accordance with related regulated and qualified as an independent director pursuant to the regulations of the SEC and suitable to be in position of director of the Company.

In this regard, the Board of Directors of the Company viewed that the Meeting should re-appoint 3 directors who are due to retire by rotation being (i) Mr. Tan Vutithum, Director and Chief Executive Officer (ii) Mr. Narut Wiwattanakrai, Director and (iii) Miss Yaowarote Klinboon, Independent Director/Audit Committee are knowledgeable, experienced and skillful which will benefit the Company's operations for another term, and to propose the Meeting appoint 1. Mr. Khan Prachuabmoh and 2. Mr. Sirutt Ratanapaitoon who are knowledgeable, experienced and skillful which will benefit the Company's operations. Mr. Khan Prachuabmoh will be an Independent Director and chairman of the Board of Directors and Mr. Sirutt Ratanapaitoon will be an Independent Director and Audit Committee as detailed above and after the Meeting passes a resolution as per the details above, the list of the Board of Directors the Company would be as follows:

- | | | |
|----|----------------------|---|
| 1. | Mr. Khan Prachuabmoh | Independent Director/Chairman of the Board of Directors |
|----|----------------------|---|



2. Mr. Tan Vutithum Director/Chief Executive Officer
3. Mr. Narut Wiwattanakrai Director
4. Mr. Ronasit Poomma Director
5. Mr. Chamnarn Wangtal Independent Director/Chairman of Audit Committee
6. Mr. Sirutt Ratanapaitoon Independent Director /Audit Committee
7. Miss Yaowarote Klinboon Independent Director /Audit Committee

Mr. Ronasit opened the floor to questions and opinions from shareholders.

Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	Asked the directors who were due to retire by rotation and nominated for the reappointment whether they had any goals or plans to help or develop the Company.
Mr. Ronasit Poomma	clarified that every director gave importance to the Company's businesses especially the fact that the Company's shares trading is under suspension. Therefore, the first goal of the Board of Directors of the Company is to remove SP mark from the Company's shares in order to resume trading.
Ms. Yaowarote Klinboon	clarified her qualifications to the Meeting that at this present she works as a legal advisor and she had experiences since she worked as a SET and SEC officer in the past. In working as one of the Board of Directors, she will inspect and check whether the Company's operations comply with law and relevant regulations, co-ordinate with other organizations and check suspicious situations. She will work <i>bona fide</i> and the misconduct will result in legal liability. In this regard, she viewed that the first mission of the Company is to remove SP mark from the Company's shares in order to resume normal trading.
Mr. Kittipon Soonthornpanit Shareholder	Asked the Company to provide information with regard to: <ol style="list-style-type: none"> 1. Shareholding proportion of the directors who were due to retire by rotation 2. Operation and results for the past 4 months of the current Board of Directors
Mr. Ronasit Poomma	Provided the information with regard to the first issue that at the Record Date (30 March 2018), Mr. Tan Vutithum held 7.41 percent of the Company's shares and Mr. Ronasit Poomma held 2.96 percent of the Company's shares. The information detailed in the invitation letter to

	<p>this Meeting that Mr. Tan Vutithum and Mr. Ronasit Poomma were not shareholders of the Company was the information as at 31 December 2017 at which both of the directors had not held any shares yet. Ms. Yaowarote Klinboon was not a shareholder of the Company. For the second issue, it would be detailed in Agenda 12 of this Meeting.</p>
Mr. Jitt Sawaittkul	<p>Asked about the qualifications and suitability of other two directors, Mr. Mr. Khan Prachuabmoh and Mr. Sirutt Ratanapaitoon, who were nominated to replace the resigned directors. Mr. Jitt suggested that the invitation letter to the meeting of the Company should specify listed companies and other companies that such nominated directors perform duties or have position in.</p>
Mr. Ronasit Poomma	<p>Clarified to the Meeting that Mr. Khan Prachuabmoh has experienced in administrating and executing numerous listed companies in the SET and Mr. Sirutt Ratanapaitoon is a financial expert, experiencing as a financial advisor, who will have a position of Audit Committee together with Ms. Yaowarote, who is a legal expert. Mr. Sirutt and Ms. Yaowarote are not shareholders of the Company.</p>
Ms. Mookda Thienhiran	<p>Asked whether the directors who are the Company's shareholders are considered persons vesting interest in this Agenda.</p>
Ms. Sawita	<p>Clarified to the Meeting that the directors who are the Company's shareholders are not considered the persons vesting interest in this Agenda.</p>

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors as detailed above. Ms. Sawita also invited the directors who were due to retire by rotation to leave the Meeting venue for the purpose of transparency in voting.

Resolution

After considering, the Meeting has resolved to approve the election of the directors to replace the directors who will retire by rotation and the appointment of the new directors, with the following votes:

Agenda 5.1 **Mr. Tan Vutithum** has been appointed as Director and Chief Executive Officer with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,692	100.0000
Disapproved	0	0.0000
Abstain	123,637	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.2 Mr. Narut Wiwattanakrai has been appointed as Director with the following votes;

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,516,529	100.0000
Disapproved	0	0.0000
Abstain	15,800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.3 Ms. Yaowarote Klinboon has been appointed as Independent Director and Audit Committee with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.4 Mr. Khan Prachuabmoh has been appointed as Independent Director and chairman of the Board of Directors with the following votes;

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Agenda 5.5 Mr. Sirutt Ratanapaitoon has been appointed as Independent Director and Audit Committee with the following votes;



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,692	99.6969
Disapproved	122,837	0.3031
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 6 To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2018

Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Company Act B.E. 2535 and the Articles of Association of the Company which requires that shareholders' meeting considers the remuneration of directors, the Board of Directors has considered and deemed appropriate to propose the Meeting consider and approve the 2018 remuneration of directors and sub-committee of the Company as follows:

Position	Annual Remuneration	Meeting Allowance of the directors/attendance
Chairman of the Board of Directors	Baht 240,000 per person/year	Baht 40,000 per person/attendance (Should there be more than 1 meeting per month, each board member



		will receive meeting allowance of Baht 60,000)
Director	Baht 0 per person/year	Baht 10,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)
Chairman of the Audit Committee	Baht 140,000 per person/year	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 30,000)
Member of the Audit Committee	Baht 60,000 per person/year	Baht 10,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)

The information regarding the comparison of the remuneration of the directors and the sub-committee of the Company for the year 2018 and the year 2017 is detailed as follows:

Remuneration	2018 (Proposed)	2017
Remuneration of the Directors		
<u>Annual Remuneration</u>		
- Chairman of the Board of Directors	Baht 240,000 per person/year	-
- Director	Baht 0 per person/year	-
<u>Meeting Allowance</u>		
- Chairman of the Board of Directors	Baht 40,000 per person/attendance (Should there be more than 1 meeting per month, each board member will	-

Remuneration	2018 (Proposed)	2017
- Director	receive meeting allowance of Baht 60,000 Baht 10,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)	-
Remuneration of the Audit Committee		
<u>Annual Remuneration</u>		
- Chairman of the Audit Committee	Baht 140,000 per person/year	Baht 250,000 per person/year
- Member of the Audit Committee	Baht 60,000 per person/year	Baht 200,000 per person/year
<u>Meeting Allowance</u>		
- Chairman of the Audit Committee	Baht 20,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 30,000)	-
- Member of the Audit Committee	Baht 10,000 per person/attendance (Should there be more than 1 meeting per month, each board member will receive meeting allowance of Baht 15,000)	-
Remuneration of the Independent Directors		
<u>Annual Remuneration</u>		
Member of the Audit Committee	-	Baht 165,000 per person/year
<u>Meeting Allowance</u>		
Member of the Audit Committee	-	Baht 200,000 per person/attendance

In addition, the Board of Directors of the Company considered and deemed appropriate to propose the Meeting consider and authorize the Board of Directors as an allocator for such amount to each individual director and sub-committee within the amount approved by the Meeting.

The Board of Directors viewed that the Meeting should approve the remuneration of the directors and sub-committee of the Company for the year 2018 specified and proposed above.

Mr. Ronasit opened the floor to questions and opinions from shareholders. A shareholder had the following question or provided the following opinion:

Mr. Narongchai Simarojana	Suggested for the next Meeting that there should include the maximum amount of overall remuneration of the directors and sub-committee of the Company.
The Chairman	Acknowledged such suggestion and will take into consideration.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the remuneration of the directors and sub-committee of the Company for the year 2018 as detailed above.

Resolution

After considering, the Meeting resolved to approve the remuneration of the directors and sub-committee of the Company for the year 2018, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,231,410	99.2576
Disapproved	300,119	0.7404
Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Remark: 1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling

to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 7 To consider and approve the appointment of auditor and determination of the auditor fee for the year 2017

Mr. Ronasit informed the Meeting that in order to be in accordance with the Public Limited Companies Act B.E. 2535 and the Article of Associate of the Company which require that the annual general meeting of shareholder to appoint Company's auditors and determines their remuneration every year. As the Company is in the process of preparing the financial statement to meet the current accounting period and the previous auditor of Company does not wish to continue auditing for the Company's account during fiscal year ended 31 December 2017, the Audit Committee had considered to select an auditor for the fiscal year ended 31 December 2017. After the negotiation and consultation with a number of auditors, one of the auditor proposed the auditor fee proposal to the Company i.e. BPR Audit and Advisory Co., Ltd.. After considering the qualification of such auditor, the executive proposed to the meeting of the Board of Directors to consider and the Board of Directors deems appropriate to propose the Meeting that BPR Audit and Advisory Co., Ltd. shall be appointed as the auditor of the Company for fiscal year ended 31 December 2017. Any of the following auditors shall be the auditor and provide opinion on the financial statement of the Company.

- | | | |
|-----|-----------------------------|---------------------------------------|
| (1) | Mr. Boonlert Kaewphanpurk | Certified Public Account No. 4165 or; |
| (2) | Miss Piyanch Kasemsupakorn | Certified Public Account No. 6303 or; |
| (3) | Miss Rungtawan Bunsakchalem | Certified Public Account No. 6031 |

In the case the aforementioned auditors are unable to perform their duties, BPR Audit and Advisory Co., Ltd. shall appoint other auditor of BPR Audit and Advisory Co., Ltd. with suitable qualification to audit for the Company in replacement of the original auditor of the Company.

In addition, the Board of Directors deems appropriate to propose the Meeting to consider and approve the auditor fee for the year 2017 in the amount of Baht 4,690,000. The auditor fee for the year 2017 has increased approximately 21 percent from the previous fiscal year which was specified at Baht 3,877,040 since BPR Audit and Advisory Co., Ltd. will have to start conducting a study and verification of all information of the Company. The transactions of the Company are complicated and various; therefore, the auditor will have to spend more time in auditing. In addition, the current auditor will have to communicate with the previous auditors so that the auditor can audit and provide opinion on the financial statements correctly as appropriate in the significant matters in accordance with the standard for financial reporting, which leads to the increase in the auditor fee for the year 2017. Details of which are as follows;

No.	Auditor Renumeration	2017 (proposed year)	2016
1.	Auditor fee of the Company	4,000,000	1,700,000
2.	Auditor fee for the subsidiaries i.e. Digital Dream Company Limited and Foresee Company Limited	690,000	287,600
3.	Auditor fee for other subsidiaries and associated companies	-	1,787,400 ²
4.	Non-Audit Services	-	102,040
Total (Baht)		4,690,000	3,877,040

The appointment of the auditor of the Company and the determination of the auditor fee for the year 2017 above were approved by the Audit Committee. The Audit Committee considered the qualification and the experience of each auditor and has an opinion that BPR Audit and Advisory Co., Ltd. is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The 3 aforementioned auditors do not have any relationship nor any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties.

Nevertheless, for the appointment of auditor and determination of the auditor fee for the year 2018, the Company shall recruit the auditor and will convene shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor fee for the year 2018 later.

Mr. Ronasit opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Jitt Sawaittkul	<p>Asked the following questions:</p> <ol style="list-style-type: none"> 1. Since the Company has a number of subsidiaries and associated companies, what criteria the Company used for selecting 2 subsidiaries; i.e. Digital Dream Co., Ltd. and Foresee Company Limited to be audited. 2. The reason why there is considerably increase in auditor fee comparing to 2017 and why auditor fee for the subsidiaries is high even though the incomes of those two subsidiaries are not that high.
Mr. Ronasit Poomma	Clarified the following;

² The auditor fee for other subsidiaries and associated companies comprises 9 companies as follows: 1) Wonder Asia Co., Ltd., 2) RDSS Co., Ltd., 3) Digital DNA Co., Ltd., 4) Tangram Associates Co., Ltd., 5) Chuo Business Venture Co., Ltd., 6) Chuo Senko Advertising (Thailand) Co., Ltd., 7) Ad-Asia Company Limited, 8) Chuo Senko International (Thailand) Co., Ltd., and 9) Geo Brain (Thailand) Company Limited.



	<ol style="list-style-type: none"> 1. The reason why the Company is required to conduct the audit of such subsidiaries is that the Company holds 100 percent shares in those two subsidiaries thus it is required to be calculated into the Consolidated Financial Statement according to audit criteria. Other companies are merely associated companies or companies that the Company already disposed of investment. 2. The foremost responsibility of the Company at this moment is to submit the financial statement of the Company in the period specified by the SEC Office in order to resume share trading (remove SP mark). The Company had contacted a number of accounting offices but due to complication to comply with relevant regulations, legal issue which is needed to be examined and urgent timeframe, the audit fee increases. However, the Company viewed that it was necessary so as to be able to further business operating.
<p>Mr. Kittipon Soonthornpanit Shareholder</p>	<p>Asked whether the Company is able to anticipate the timeframe for the auditing process to be complete.</p>
<p>Mr. Ronasit Poomma</p>	<p>Clarified to the Meeting that the timeframe for auditing process depends on the auditor. The Company is not able to specify the finishing period but can merely specify the timeframe to comply with the SEC Office. Nonetheless, the auditor will efficiently conduct the audit in a quick manner. Currently, 2016 financial statement is already finished and in the process of approval and submission to the Department of Business Development, Ministry of Commerce.</p>

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the appointment of auditor and determination of the auditor fee for the year 2017 as detailed above.

Resolution

After considering, the Meeting resolved to approve the appointment of auditor and determination of the auditor fee for the year 2017, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the
-------------------	---	--



		Meeting and Casting Their Votes
Approved	40,408,692	99.6969
Disapproved	122,837	0.3031
Abstain	800	-
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

Remark:

1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 8 To consider and approve the decrease in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital

Ms. Sawita informed the Meeting that according that the Company will proceed with the increase of the registered capital of the Company to accommodate (1) the allocation of newly issued ordinary shares to existing shareholders proportionate to their respective shareholdings (Rights Offering) and (2) the issuance and offer for sale of newly issued ordinary shares under the general mandate basis of which the details will be presented to the Meeting in Agenda 9 and 10,

Section 136 of the Public Limited Companies Act B.E. 2535 specifies that the Company may increase the amount of its registered capital by issuing new shares only after all shares have been sold and paid up, or, if the shares still remain unsold, the unsold shares shall be the shares issued for the exercise of rights under convertible debentures or shares warrant in order for the Company to be able to increase its registered capital as specified by law.

Therefore, the Company is required to decrease the registered capital of the Company Baht 2,870 from its registered capital of Baht 337,500,000 to Baht 337,497,130 by eliminating the registered ordinary share which have not been sold in the amount of 574 shares with the par value of Baht 5 per share.

Furthermore, the Company must amend Clause 4 of the Memorandum of Association of the Company to be in line with such decrease of the Company's registered capital. Clause 4 of the Memorandum of Association of the Company shall be amended with the following text:

“Clause 4.	Registered capital	337,497,130 Baht	(Three Hundred Thirty-Seven Million Four Hundred Ninety-Seven Thousand One Hundred Thirty Baht)
	Divided into	67,499,426 Shares	(Sixty-Seven Million Four Hundred Ninety-Nine Thousand Four Hundred Twenty-Six Shares)
	Value per share	5 Baht	(Five Baht)
	Categorized into:		
	Ordinary shares	67,499,426 Shares	(Sixty-Seven Million Four Hundred Ninety-Nine Thousand Four Hundred Twenty-Six Shares)
	Preference shares	- Shares	(-)”

In this regard, the Meeting was requested to approve that a person designated by the Board of Directors to proceed the registration of the amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the registrar.

Ms. Sawita opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve

the agenda regarding the consideration and approval of the decrease in the registered capital of the Company and the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital.

Resolution

After considering, the Meeting resolved to approve the decrease in the registered capital of the Company in amount of Baht 2,870 from its registered capital of Baht 337,500,000 to Baht 337,497,130 by eliminating the registered ordinary share which have not been sold in the amount of 574 shares with the par value of Baht 5 per share and approve the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0
Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:**
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 9 To consider and approve the increase in the registered capital of the Company and to consider and approve the amendments to Clause 4 of the Memorandum of

Association of the Company to be in line with the increase of the Company's registered capital

Ms. Sawita informed the Meeting that the Company intended to increase the registered capital of the Company in the amount of Baht 776,243,395 from its original registered capital of Baht 337,497,130, to the new registered capital of Baht 1,113,740,525 by issuing newly-issued ordinary shares in amount of 155,248,679 shares with par value of Baht 5 to (1) accommodate the allocation of newly issued ordinary shares to existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of Baht 674,994,260 and (2) to accommodate the issuance and offer for sale of newly-issued ordinary shares under the general mandate basis in total amount of Baht 101,249,135, together in the total of Baht 776,243,395.

Furthermore, the Company is required to amend Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital. Clause 4 shall be

“Clause 4. Registered capital amended as the	1,113,740,525 Baht	(One Thousand One Hundred Thirteen Million Seven Hundred Forty Thousand Five Hundred Twenty-Five Baht)
Divided into	222,748,105 Shares	(Two Hundred Twenty-Two Million Seven Hundred Forty-Eight Thousand One Hundred Five Shares)
Value per share	5 Baht	(Five Baht)
Categorized into:		
Ordinary shares	222,748,105 Shares	(Two Hundred Twenty-Two Million Seven Hundred Forty-Eight Thousand One Hundred Five Shares)
Preference shares	-	Shares (-)”

following text:

In this regard, the Meeting was requested to approve that a person designated by the Board of Directors to proceed the registration of the amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the registrar.

Ms. Sawita opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Narongchai Simarojana And Mr. Pakorn Ponleesangsuwan Shareholders	Asked the information regarding top 10 major shareholders and asked the Company to specify such information in the next annual report.
The Chairman of the Meeting	Acknowledged such suggestion and will provide such information in the next annual report and presented the information of top 10 major shareholders of the Company in the screen.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the increase in the registered capital of the Company and the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as detailed above.

Resolution

After considering, the Meeting resolved to approve the increase of the registered capital of the Company in the amount of Baht 776,243,395 from its original registered capital of Baht 337,497,130, to the new registered capital of Baht 1,113,740,525 by issuing newly-issued ordinary shares in amount of 155,248,679 shares with par value of Baht 5 per share and approve the amendments to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,408,592	99.6947
Disapproved	100	0.0002
Abstain	123,637	0.3050
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 10 To consider and approve the allocation of the newly-issued ordinary shares

Mr. Narut clarified to the Meeting that this Agenda is the matter related to the detail in Agenda 9, the Company thus proposed the Meeting consider and approve the allocation of 155,248,679 newly-issued ordinary shares with the par value of Baht 5 each as follows:

1. The allocation of not exceeding 134,998,852 newly-issued ordinary shares at the par value of Baht 5 per share in the type of specifying the purpose of utilizing proceeds to existing shareholders proportionate to their respective shareholdings (Rights Offering). In this regard, the Company determined the allocation ratio as 1 existing share to 2 newly-issued ordinary shares (the total numbers of shares for the Rights Offering are 134,998,852 shares) with the offering price at Baht 0.20 per share and the subscription period of the offering newly-issued ordinary shares is approximately in late May 2018 which would be further notified to the SET by the Company. In this regard, the Company has approved the date for determining shareholders who are entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 9 May 2018. In the allotment of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, if there are newly-issued ordinary shares remaining after the first allotment to the existing shareholders proportionate to their respective shareholdings, the remaining shares shall be allotted to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. If there are remaining shares after such allotment, the Company shall again allot the remaining shares to shareholders until there is no share remaining or until there is no shareholder expresses their intention to subscribe the newly-issued ordinary shares. If there are ordinary shares remaining after the capital increase in this time, the Company will deduct such shares in the next meeting of the shareholders and will not allocate such shares to specific investors (Private Placement).



2. The allocation of 20,249,827 newly issued ordinary shares at the par value of 5 Baht, which is 30 percent of the paid-up capital of the Company for the existing shareholders (Right Offering) under a General Mandate basis. The Company may either entirely or partially issue and offer the newly issued ordinary shares, whether in single or sequential allocation. However, in any cases, the aggregate number of newly issued ordinary shares to be offered to the existing shareholders (Right Offering) under the General Mandate basis shall not exceed 20,249,827 shares or 30 percent of the paid-up capital of the Company as at the date the Board of Directors resolves to approve the increase of capital under the General Mandate basis

In this regard, the Meeting is requested to authorize the Board of Directors of the Company to take any action relating to the allocation of the newly issued ordinary shares as follows:

- 1) To consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of the offering of the newly issued ordinary shares, whether single or sequential offering, period of the offering, payment of share subscription price, other conditions and details in connection with the allocation of such newly issued ordinary shares;
- 2) entering into negotiation, agreement and execution in relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- 3) execution in applications for permission and waiver, and necessary evidences in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, and listing such newly issued ordinary shares on the SET and being authorized to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

The Company needs to increase capital in order to make repayment to creditors of the Company and financial institutions and to be operating expenses for the Company to resume the potential in developing competition competence between the Company and other competitors in the industry which will result in ameliorated income, operating results and financial position. Those will provide long-termed benefits in the return of investment to shareholders. This plan to increase of the Company's registered capital will be sufficient to such spending schemes.

1. Benefits the Company will receive from the increase of registered capital/ the allocation of newly-issued shares

The issuance and offering of newly-issued ordinary shares will be essential part of the capital the Company spends for the repayment of loans to creditors of the Company and financial institutions and will be operating expenses for the Company to resume the potential in developing competition competence between the Company and other competitors in the industry which will result in better incomes and operating results thus provide long-termed benefits to shareholders.

2. Benefits shareholders will receive from the increase of registered capital/ the allocation of newly-issued shares

- 2.1 Dividend payment policy

The dividend payment policy of the Company is that the Company will pay 50 percent of net profit according to the Consolidated Financial Statement of the Company after deducting corporate income tax and setting aside legal reserve fund annually and provided that such dividend payment does not affect ordinary course of business and ordinary operation of the Company in significant manner.

- 2.2 Newly-issued share subscribers will start being entitled to receive dividend from the operation of the Company after they are registered as the Company's shareholders.

In this regard, additional details are provided in the Capital Increase Report Form (F5 3 - 4) and Information Memorandum regarding the allocation of newly-issued ordinary shares offering to the existing shareholders which are submitted to the shareholders in advance together with the invitation letter of this Meeting.

Mr. Narut opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the allocation of the newly-issued ordinary shares.

Resolution

After considering, the Meeting resolved to approve the allocation of the newly-issued ordinary shares, with the following votes:



Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	100.0000
Disapproved	0	0.0000
Abstain	800	0.0000
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 11 To consider and approve the amendments to the Articles of Association

Ms. Sawita informed the Meeting that the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing specifies that meetings may be held via electronic media which shall have the same effect as the meetings proceeded according to the procedures required by law, provided that such meetings shall comply with the security policy and standards of the meetings via electronic media prescribed by the Ministry of Communication and Information Technology by publishing in the Government Gazette and for the administration of the business to be conducted transparently. In addition, Section 100 of the Public Limited Company Act, B.E. 2535 has been amended by the Order of the Leader of the National Council for Peace and Order No. 21/2560 (2017) Re: Amendment of Laws to Facilitate Business Operations in relation to Shareholders' Meetings. Therefore, it is deemed appropriate to propose the Meeting consider and approve the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association to be in line with the above law amendments, as follows:

1. Amending Article 23 of the Articles of Association:



From:

“Article 23: A meeting of the company’s board of directors shall be convened at least once every three months in the locality in which the head office of the company is situated or other places as deems appropriate.

Meeting of the board of directors shall be summoned by the chairman of the board when he sees appropriate. Two or more directors may request the chairman of the board of directors to call a board of directors’ meeting. In case two or more directors request for a meeting, the chairman of the board of directors shall determine the date of the meeting within 14 days of the date of receipt of such request.

In calling a meeting of the board of directors, the chairman or a person assigned by him or her shall send out a notice of meeting to the directors not less than 7 days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, in which case the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.”

To:

“Article 23: A meeting of the company’s board of directors shall be convened at least once every three months in the locality in which the head office of the company is situated or in a nearby province or at other localities and the date, time, and place shall be specified as per the chairman’s discretion.

Meeting of the board of directors shall be summoned by the chairman of the board when he sees appropriate. Two or more directors may request the chairman of the board of directors to call a board of directors’ meeting. In case two or more directors request for a meeting, the chairman of the board of directors shall determine the date of the meeting within 14 days of the date of receipt of such request.

In calling a meeting of the board of directors, the chairman or a person assigned by him or her shall send out a notice of meeting to the directors not less than 7 days



in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, in which case the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.

In the case of electronic conference of the board of directors, all directors participating in the conference must physically be in the Kingdom of Thailand, whereby at least one-third (1/3) of the quorum shall physically attend the conference at the same conference venue. Such electronic conference must be held via a controlled system applying IT security measures by voice and/or video recording (as the case may be) of all attendants throughout the conference period, including computer traffic data from such voice or video record. Such controlled system must contain fundamental components according to the Notification of the Ministry of Communication and Information Technology Re: Security Policy and Standards of the Meetings via Electronic Media, B.E. 2557 (2014) (including the amendments thereof)”

2. Amending Article 28 of the Articles of Association:

From:

“Article 28: The authority of the directors to act on behalf of the Company and bind the Company is one of the directors, excluding the Independent Director, sign and affix the Company’s seal shall bind the Company.

The board of directors are authorized to determine or amend the list of the authorized directors”

To:

“Article 28: The authorized directors are two directors jointly sign together with the Company’s seal affixed.

The board of directors has the authority to determine and make amendments to the names of the authorized directors.”

3. Amending Article 29 of the Articles of Association:

From:

“Article 29: The board of directors must convene an annual ordinary meeting of shareholders within four months from the date on which the accounting year of the company ends, and other meetings of shareholders than the one above shall be called extraordinary meetings.

The board of directors may summon an extraordinary meeting whenever it deems appropriate.

A shareholder or shareholders, holding the total shares of not less than one-fifth of the total number of sold shares, or not less than 25 persons who together holding not less than one-tenth of the total number of sold shares, may subscribe their names in a letter requesting for the board of directors to call for an extraordinary meeting of shareholders at any time, but the reason of the calling for the meeting must be clearly specified in the letter. In such case, the board of directors must hold the meeting, as requested by the shareholder(s), within 1 month from the date of receiving the letter from the shareholder(s).”

To:

“Article 29: The board of directors shall hold an annual general meeting of shareholders within four months from the date ending the account period of the company. Other meetings of shareholders in addition to the above-mentioned meeting shall be called extraordinary general meetings.

The board of directors may convene an extraordinary general meeting of shareholders any time it deems expedient.

A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may subscribe their names to a notice requesting the board of directors to convene an extraordinary general meeting of shareholders at any time but they shall also clearly specify matters and reasons for such request in the notice. In such case, the board of directors must arrange for a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.



If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who have subscribed their names or other shareholders, holding shares in aggregate in the number as required, may convene such meeting within forty-five (45) days from the completion of the period of time under paragraph one. This meeting shall be considered to have been called by the board of directors. The company shall be responsible for necessary expenses arising from convening such meeting and shall provide facilities as appropriate.

If it appears that the quorum is not met in the shareholders' meeting convened by the request of the shareholders under paragraph four, as required in Article 33 of these Articles of Association, the shareholders under paragraph four shall be jointly responsible for expenses arising from convening such meeting for the company.”

The Board of Directors sees that it is appropriate to propose the shareholders' meeting consider and approve the amendments to the Company's Articles of Association regarding the Company's name and provided that a person designated by the Board of Directors to proceed the registration of the amendments to the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of, an addition to wordings and carry out any necessary acts in order to comply with the order of the registrar and duly effect the registration.

Ms. Sawita opened the floor to questions and opinions from shareholders. Since there were neither questions nor opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and approval of the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association.

Resolution

After considering, the Meeting resolved to approve the amendments to Article 23, Article 28 and Article 29 of the Company's Articles of Association, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0.0000



Abstain	800	0.0020
Void ballots	0	-
Total shareholders eligible to vote of 37 persons	40,532,329	-

- Remark:
1. A resolution of this agenda must be passed by the vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 12 To consider and affirm the operating results of the Board of Directors of the Company for the year 2017

Mr. Ronasit informed the Meeting that in late 2017, there were changes in the Company regarding new groups of shareholders and the appointment of new directors replacing the previous set of directors who had resigned, the performance of the duty of the new executives and new board of directors (the “**Current Executives and Board of Directors**”) focus on following up with the issues disclaimed by the auditors of the Company by hiring (1) legal advisors, both local and international, to oversee legal matters, including compliance with regulations, rules, and laws in relation to being a public limited company and a company listed in the SET, reviewing of the entering into transactions in the past that are questionable to the auditors of the Company, including following up, requesting, and bring lawsuits against the counter parties of the Company in accordance with the Company’s rights in the contracts, and (2) independent financial advisor to assess the investments value of the Company in the past to be used for improving and amending the financial statement of the Company to be accurate and to be in accordance with the relevant accounting standard, for the submission to the Office of Securities and Exchange Commission (the “SEC”) and the SET. From such changes, the Current Executives and Board of Directors have come to operate and manage the Company, including solving issues that had occurred in the past, as follows:

1. Coordinate with the auditors of the Company for the preparation of 2016 financial statement: the Current Executives and Board of Directors have coordinated with the auditors of the Company for the preparation of 2016 financial statement by submitting 2016 financial statements and 56-1 form on 12 March 2018 as disclosed through the SET system by the Company. In the

coordination with the auditors of the Company, the Current Executives and Board of Directors have tried to clarify the issues disclaimed by the auditors in the financial statement of the third quarter of year 2016, especially regarding the worthiness of the decision, the approval for the disposal of the deposit payment, and the internal control of the subsidiaries, respectively, as per the SEC letter no. 11/2018 dated 1 February 2018. The Current Executives and Board of Directors have coordinated in providing information to the auditors of the Company and appointing the independent financial advisor and legal advisors to solve issues that had occurred in the past from the previous set of executives for these to be done promptly and completely. Currently, the independent financial advisor and legal advisors have completed the tasks assigned, including the assessment of the investments value or review of the legal status of the investments of the Company by the previous executives. In this regard, the Company is in the process of the preparation of the letter to the SEC and the SET to explain such matters.

Furthermore, as for the solving of issues disclaimed by the auditors in the financial statement of the third quarter of the year 2016, especially regarding the worthiness of the decision, the approval for the disposal of the deposit payment, and the internal control of the subsidiaries, the Current Executives and Board of Directors have considered the writing off of some items after receiving the assessment of the investments or the review of the legal status of the investments of the Company by the previous executives as follows:

- 1) The investment in the associated company, Sam's Sport Retails Co., Ltd. in the total amount of Baht 21,500,000.00.
- 2) The investment in convertible debentures of Chuo Senko India in the total amount of Baht 18,930,000.00.
- 3) The advance payment for the shares of Digital Dreams Co., Ltd. in the total amount of Baht 9,000,000.00.
- 4) The advance payment for the shares of JRA Fiji Consultants in the total amount of Baht 21,230,000.00.

2. The recruitment of new auditors of the Company to audit and prepare opinion to the statement of financial positions and the comprehensive income statement of the Company for the accounting period ending on 31 March 2017, 30 June 2017, 30 September 2017, and 31 December 2017, in replacing of the previous auditors of the Company, who do not wish to continue auditing the Company's account of the fiscal year ending on 31 December 2017.

3. With regard to the business operation of the Company, the current set of executives is in the course of negotiation with the customers to provide service of the Exclusive Airtime

Sponsorship Agent to various producers of variety shows, by using the customer base and the resources that the Company has. If the agreements have been achieved, this would create substantial income for the Company and the Company would be able to regain the potential to generate profit within a short period of time, including being able to generate income from the new businesses to the SET, especially those emerged from the technology and online media business, which are crucial parts of the income base of the stock markets all over the world in the generation that changes happen rapidly as a result of the technology (Technology Disruption). The Company believes that the Company and the executives have the potential to improve the Company to be within the required standard, especially the submission of the financial statement and the accuracy of the financial statement, including, at the same time, developing the business to able to generate profit by relying on low investment, including reasonably reducing the expenses in management and others, with the consideration of the benefit and equality of the shareholders and all stakeholders as the first priority.

The Current Executives and Board of Directors would like to inform that from the effort made to solve and improve the operation and the business of the Company, the Current Executives and Board of Directors expect the operating result and the business operation of the Company to be in the upward trend, and would like to ensure that Current Executives and Board of Directors are putting the best effort in every aspect to bring the Company back to the status and standard that is appropriate for the removal of any possible cause for delisting as soon as possible.

The Board of Directors of the Company was of the opinion that the Meeting should consider and affirm the operating results of the Board of Directors of the Company for the year 2017 as detailed above.

Mr. Ronasit opened the floor to questions and opinions from shareholders. Shareholders had the following questions or provided the following opinions:

Mr. Kittipon Soonthornpanit Shareholder	Asked how much the net loss of the Company and the Share Premium the Company has.
Mr. Narut Wiwattanakrai	Clarified that the net loss of the Company as at 31 December 2016 is Baht 315,525,712.74 as detailed in the annual report and the Share Premium is Baht 3,414,007.19.
The shareholder who would not like to declare the name	Asked as follows; <ol style="list-style-type: none"> 1. The methods and guidelines of the Company to dispose the SP condition and resume trading as the shareholder concerned that if the Company's shares are under the SP condition for a long time, the Company is under the risk of delisting.

	2. Whether the rumor regarding the repurchasing of the Company's share is true.
Mr. Ronasit Poomma	Clarified to the Meeting as follows; 1. The Company intended to dispose the SP condition by appointing new board of directors of the Company who are experienced, knowledgeable and skillful and the Board of Directors of the Company are confident that it will be successful thus accepted the position. In the recent 5 months since being in the position, the current Board of Directors have finished the making of all the past 5 financial statements. 2. The rumor is untrue.
Mr. Chamnarn Wangtal Chairman of Audit Committee / Independent Director	Provided further clarification that in addition to the complete of making the past financial statements within the timeframe specified by the SEC Office, the Board of Directors has adjusted internal control such as increasing the authorized directors from 1 director to 2 directors.

Since there were no further questions or opinions from shareholders, Ms. Sawita then proposed the Meeting resolve the agenda regarding the consideration and affirmation of the operating results of the Board of Directors of the Company for the year 2017 as detailed above.

Resolution

After considering, the Meeting has resolved to affirm the operating results of the Board of Directors of the Company for the year 2017, with the following votes:

Resolution	No. of Votes Cast (1 share = 1 vote)	Percentage of All Votes from Shareholders Attending the Meeting and Casting Their Votes
Approved	40,531,529	99.9980
Disapproved	0	0.0000
Abstain	800	0.0020
Void ballots	0	-

Total shareholders eligible to vote of 37 persons	40,532,329	-
---	------------	---

Remark: 1. A resolution of this agenda is affirmed by a majority vote of the shareholders attending the Meeting and casting their votes.

2. In this agenda item, the number of shareholders and proxies attending the Meeting increased from the beginning of the meeting 502,120 shares, totaling to 502,120 votes. Therefore, the votes of the shareholders and proxies attending the meeting are 40,532,329 votes.

Agenda 13 To consider other matters (if any)


The Chairman opened the floor to additional questions from shareholders. Shareholders had the questions which can be summarized as follows;

Mr. Kittipon Soonthornpanit	Asked about the aims of each director of the Company in restoring the Company and the timeframe and possibility to achieve such aims.
Mr. Ronasit Poomma	Clarified that the Board of Directors used the rules of the SEC Office as the timeframe. Therefore, the aim of this Board of Directors is to complete the making of financial statements and submit them within the timeframe specified in the rules of the SEC Office by proceeding with the making of financial statement for the year 2017 first and trying to submit the financial statement for the year 2018 within the timeframe. The Board of Directors will be able to provide a clear answer when the financial statement for the year 2017 is complete.
Mr. Narongchai Simarrojana	Asked about the business schemes and investment trend of the Company and whether the Company will invest in other businesses besides the main business i.e. advertising business or not.
The Chairman of the Meeting	Clarified that original business of the Company is publication and advertising business.
Mr. Ronasit Poomma	Provided further clarification that the Company focuses on the business that the Company is expert in, which is advertising business. The Company will develop and modernize it to become more digital- like and be a digital agency providing advertising service. The Company has no plan to further other businesses which had been proceeded by the Company such as shoes selling.



Mr. Narongchai Simarojana	Asked whether the Company has a plan to be a power producer.
The Chairman of the Meeting	Clarified that the Company does not have a plan to be a power producer.
Mr. Kittipon Soonthornpanit	Asked how top 10 major shareholders support the business of the Company.
Mr. Ronasit Poomma	Clarified that 2 major shareholders who are the Company's directors i.e. Mr. Tan Vutithum and Mr. Narut Wiwattanakrai will utilize their knowledge, skills and competences to manage the Company. Mr.Tan Vutithum is skillful and competent in administration and management while Mr. Narut Wiwattanakrai is skillful and competent in finance as well as having ability and business relationship to find more customers to the Company. Other major shareholders are not parts of the Board of Directors thus the director cannot provide answer with regard to their support to the Company.

Since no shareholders presented other matters or had any additional question, the Chairman expressed his regard to the shareholders for attending the Meeting and closed the Meeting at 1.15 p.m.

Signed by  Chairman of the Meeting
(Mr. Tan Vutithum)