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**RICHY CS003/2019****March 8, 2019****Subject: Inviting to join the annual general meeting of shareholders NO 1/2019****Dear Shareholder of Richy Place 2002 Public Company Limited****Attachment:**

1. The copy of the report of the annual general meeting of shareholders of the year of 2018 that has the meeting on April 24, 2018.
2. The financial statement of the company for the year ended of December 31, 2018.
3. Capital increase report form
4. The information of independent directors accompanied with the proxy of shareholders.
5. Documents or evidences that has to be brought to appear in joining the annual general meeting of shareholders, the registration and the voting.
6. The manual for the operation in the annual general meeting of shareholders, No. 1/2019.
7. The regulation of the company especially for relating to the annual general meeting of shareholders.
8. The proxy form A and the proxy form B.
9. The map for showing the location of the place of setting the annual general meeting of shareholders.
10. The registration form (This have to bring in the meeting day of shareholders).
11. The history of the person that has received the presentation of the name to be in the position of the director.

With the way that Board of Directors of Richy Place 2002 Public Company Limited has the resolution to set the annual general meeting of shareholders, No. 1/2019 on Thursday, April 25, 2019 at 2.00 PM At Pinklao Room, 3<sup>rd</sup> Floor, SD Avenue Hotel Borommaratchachonnani Road Bangkok (Please, see the map that is appeared in the attachment, No. 9) for considering other topics according to following details;

**Agenda 1: This has to consider to certify the report of the annual general meeting of shareholders of the year of 2018 that has joined the meeting on April 24, 2018.**

The fact and the reason

The company has set the meeting of the annual general meeting of shareholders of the year of 2018 on April 24, 2018 by the meeting has considered for other topics according to the determination of the law. The company has sent the copy of the meeting minutes within the time period that the law has determined (The detail will be appeared in the attachment 1).

Director's opinion

This has viewed as proper to present the meeting minutes of the annual general meeting of shareholders, No. 1/2018 that has joined the meeting on April 24, 2018. The committee has seen that this has the recording of the report correctly already (The detail is appeared in the attachment1) for letting the annual general meeting of shareholders to certify the aforementioned meeting minutes.

The resolution

For this agenda, this have to pass the approved resolution with the majority vote of all votes of shareholders that have joined the meeting and have voted.

**Agenda 2: This will consider to acknowledge of the performance of the year of 2018.**The fact and the reason

The company will conclude the performance of the year of 2018 which is appeared in the annual report in the form of QR Code that has been delivered to shareholders including the invitation letter for the meeting in this time.

Director's opinion

The committee has the resolution to approve to present to the meeting of shareholders to consider to acknowledge the performance of the year of 2018 which the detail is appeared in the annual report of the year of 2018 in the form of QR code that has been delivered to shareholders to know in advance including with this invitation letter for the meeting already.

The resolution

This has no voting.

**Agenda 3: This has considered to approve the financial statement of the company for the accounting period ended on December 31, 2018.**The fact and the reason

The financial statement of the company for the accounting period ended on December 31, 2018 which has passed the auditing from the audit committee of the company and has been audited from the auditor already. By the auditor has shown the opinion on the financial statement of the company that this has the correctness as expected in the important content according to the generally accepted accounting principles (The detail is appeared according to the attachment 2) which can conclude the important content as follows;

| List                              | Year 2016     | Year 2017     | Year 2018     |
|-----------------------------------|---------------|---------------|---------------|
| Total assets                      | 5,570,312,610 | 6,062,540,369 | 5,119,465,830 |
| Total liabilities                 | 4,049,946,587 | 4,195,059,011 | 2,809,447,204 |
| Total income                      | 568,241,402   | 1,327,125,630 | 2,708,649,016 |
| Net profit                        | 9,255,842     | 132,914,997   | 451,022,834   |
| Earnings per share (Baht: shares) | 0.01          | 0.136         | 0.43          |

Director's opinion

This has viewed as proper to present the annual general meeting of shareholders to approve the financial statement of the company for the accounting period ended on December 31, 2018 that has passed the consideration of the audit committee of the company and has been audited by the certified public accountant already (The detail is appeared according to the attachment 2).

The resolution

This agenda must pass the approval with the majority vote of all votes of shareholders that have joined the meeting and have voted.

**Agenda 4: This has to consider to approve the profit allocation, the legal reserve and the dividend payment for the performance of the year of 2018.**

The fact and the reason

The company has the policy to pay the dividend for shareholders not less than 40% of Net Profit after deducting of the corporate income tax for the separated financial statement and after this has deducted other reserves for every category. But in the case that the company has the accumulated net loss, the company can't pay the dividend as it is specified in the regulation of the company, No. 46.

In 2018, the company had a net profit after corporate income tax of 433,790,175 baht (four hundred thirty three million seven hundred ninety one hundred seventy five baht only) deducted according to the law 22,831,062 baht (Twenty two million eight hundred thirty thousand one thousand sixty two baht only) The company considers paying dividends in the amount of not more than 175,536,385 baht (one hundred seventy five million five hundred thirty six thousand three hundred eighty five baht only) or equivalent to 0.168 Baht per share, equivalent to 40.47% of net profit after reserve With details of dividend payment as follows: Divided into cash dividend at the rate of 0.02514 baht per share and paid as a stock dividend at the rate of 7 existing shares per 1 stock dividend, representing 0.14286 baht per share, with a par value of 1 baht per share. In the event that there is a fraction of shares, the dividend will be paid in cash instead at the rate of 0.14286 baht per share.

Which the company determines the list of shareholders or record date for the right to receive dividends on the date May 3, 2019 and the dividend payment will be made on May 24, 2019, with the comparison of the dividend payment rate in the previous year as follows:

| Dividend payment details          | Year 2016   | Year 2017   | Year 2018     |
|-----------------------------------|-------------|-------------|---------------|
| Net profit (Baht)                 | 9,684,994   | 139,394,362 | 456,621,237   |
| Number of paid-up shares (shares) | 785,399,982 | 975,203,604 | 1,044,859,438 |
| Amount of dividend paid           | 37,699,199  | 78,143,063  | 175,536,385   |
| Dividend per share (Baht: share)  | 0.048       | 0.08013     | 0.168         |

### Director's Opinion

This has viewed as proper to present the annual general meeting of shareholders to approve the profit allocation, the legal reserve and the dividend payment for the performance of the year of 2018 according to the detail as follows;

- The company has allocated the legal reserve according to the minimum criteria that the law had determined and according to the regulation of the company already which this has allocated the legal reserve additionally for THB 22,831,062 (Twenty Two Million Eight Hundred Thirty One Thousand Sixty Two Baht Only).
- This has paid the dividend as the cash and the stock dividend from the performance of the year of 2018 that isn't over THB 175,536,385 (One Hundred Seventy Five Million Five Hundred Thirty six Thousand Three Hundred Eighty Five Baht Only) or this can calculate to be THB 0.168 per share which will have the detail as follows;
  - This has paid as the cash in the rate of THB 0.02514 per share.
  - This has paid as the share in the rate of 7 former shares per 1 stock dividend. This can calculate to be the rate of THB 0.14286 per share. The par value will be THB 1. In the case that this has the odd lot, the company will pay as the cash in the rate of THB 0.14286 per share.

By this will determine the list of shareholders or the record date for the right to receive the dividend on May 3, 2019 and this will determine to pay the dividend on May 24, 2019.

In order that, for giving the aforementioned right of the company, this won't have the certainty due to this have to wait for the approval from the annual general meeting of shareholders.

#### The resolution

This agenda will have to pass the resolution with the majority vote of all votes of shareholders that have join the meeting and have voted.

**Agenda 5: This has considered to approve to reduce the registered capital of the company from the previous time that the company had the registered capital at THB 1,381,460,996 to be THB 1,381,459,430.**

#### The fact and the reason

The company has the registered capital that hasn't been brought to distribute and this would like to cancel the number of 1,566 shares that are additional shares that are remained from the allocation for supporting the payment of the stock dividend in the year of 2017. At the same time, this has solved the memorandum of the company to conform with the reduction of the registered capital of the company.

### Director's Opinion

This has viewed as proper to present to the annual general meeting of shareholders to approve the reduction

of the registered capital of the company by the method of cutting registered shares that haven't been distributed and this has considered to change/solve the memorandum of the company, No.4 to conform with the reduction of the registered capital of the company.

|       |                    |               |       |  |
|-------|--------------------|---------------|-------|--|
| No. 4 | Registered capital | 1,381,459,430 | baht  | (One thousand three hundred eighty-one million four hundred fifty nine thousand four hundred thirty baht)    |
|       | Seperated to       | 1,381,459,430 | share | (One thousand three hundred eighty-one million, four hundred fifty nine thousand four hundred thirty shares) |
|       | Par value          | 1.00          | baht  | (One baht)   |
|       | Divided into       |               |       |  |
|       | Common share       | 1,381,459,430 | share | (One thousand three hundred eighty-one million, four hundred fifty nine thousand four hundred thirty shares) |
|       | Preferred shares   | (-)           | share |  |

In order that, this has let the person that Board of Directors have assigned in the registration to solve the memorandum that Department of Business Development has the authority to solve and add the word or operate anything for being according to the order of the registrar.

The resolution

This agenda has approved with the voting that isn't less than 3 in 4 of all votes of shareholder that have joined the meeting and have the right to vote.

**Agenda 6: This has to consider and approve the increasing of the registered capital and the solving of the memorandum, No. 4 of the company for conforming with the increasing of the registered capital of the company.**

Due to the company has the intention to increase the registered capital of the company for the amount of THB 197,355,807. This can separate to be common stocks for the number of 197,355,807 shares. The par value is at THB 1 per share from the former registered capital in the amount of THB 1,381,459,430 to be the registered capital for the amount of THB 1,578,815,237. This can separate to be common stocks for the number of 1,578,815,237 shares. The par value is THB 1 per share.

(1) For supporting the payment of the dividend as the stock for the number of 149,268,619 shares.

(2) For supporting the adjustment of the right in the warrant, RICHY-W1 for the number of 24,043,594 shares.

(3) For supporting the adjustment of the right in the warrant, RICHY-W2 for the number of 24,043,594 shares and this will solve the memorandum, No. 4 of the company for conforming with the increasing of the registered capital of the company as the following detail;

|            |                    |               |      |   |
|------------|--------------------|---------------|------|---|
| Article 4. | Registered capital | 1,578,815,237 | baht | (One thousand five hundred seventy-eight million eight hundred fifteen thousand two hundred thirty-seven baht only) |
|------------|--------------------|---------------|------|---|

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|                  |               |       |  |
|------------------|---------------|-------|--|
| Seperated to     | 1,578,815,237 | share | (One thousand five hundred seventy-eight million eight hundred fifteen thousand two hundred thirty-seven shares) |
| Par value        | 1.00          | baht  | (One baht)   |
| Divided into     |               |       |  |
| Common share     | 1,578,815,237 | share | (One thousand five hundred seventy-eight million eight hundred fifteen thousand two hundred thirty-seven shares) |
| Preferred shares | (-)           | share |  |

In order that, this has let the person that Board of Directors have assigned in the registration to solve the memorandum that Department of Business Development, Ministry of Commerce have the authority to solve and add the word or operate anything for being according to the order of the registrar.

#### Director's Opinion

Board of Directors have considered already and have viewed as proper to present to the annual general meeting of shareholders to consider and approve the increasing of the registered capital of the company for the amount of THB 197,355,807 from the former registered capital in the amount of THB 1,381,459,430 to be the registered capital in the amount of THB 1,578,815,237 by issuing common stocks to increase the capital in the number of 197,355,807 shares. The par value is THB 1 per share and this has approved to solve the memorandum, No. 4 of the company for conforming with the increasing of the registered capital of the company according to the above detail.

#### The resolution

this agenda has used the resolution to approve with the voting that isn't less than 3 in 4 of all votes of shareholders that have joined the meeting and have the right to vote.

### **Agenda 7: This has considered and approved the allocation of common stocks to increase the capital of the company for supporting the payment of the stock dividend and the adjustment of the right of the warrant, RICHY-W1 and RICHY-W2**

#### The fact and the reason

From the way that the company has increased the registered capital in the amount of THB 197,355,807 by issuing common stocks to increase the capital in the amount of 197,355,807 shares. The par value is at THB 1 from the former registered capital in the amount of THB 1,381,459,430 to be the registered capital in the amount of THB 1,578,815,237. The company will operate to allocate common stocks of the aforementioned increasing of the capital which will have the following detail as follows;

- 1) This has allocated common stocks to increase the capital in the amount not over 149,268,619 shares. The par value is at THB 1 per share for supporting the payment of the stock dividend;

- 2) This has allocated common stocks to increase the capital in the number not over 24,043,594 shares. The par value is at THB 1 for supporting the adjustment of the right in the warrant, RICHY-W1.
- 3) This has allocated common stocks to increase the capital in the number not over 24,043,594 shares. The par value is at THB 1 for supporting the adjustment of the right in the warrant, RICHY-W2.

Besides, the meeting of Board of Directors has presented the annual general meeting of shareholders of the year of 2019 for approving to assign to let Board of Directors or Executive Committee or the person that has received the authority from Board of Directors or Executive Committee to have the authority in operating anything that is needed and related to the increasing of the capital including the solving of the word or the message in the document, the meeting minutes of shareholders, the memorandum and/or other requests and/or operate anything for letting to practice to be according to the order of the registrar in submitting to register to increase the registered capital of the company to Department of Business Development and this will bring the information of the evidence document to The Securities and Exchange Commission of The Stock Exchange of Thailand, Ministry of Commerce or other related agencies.

The resolution

This agenda has used the resolution to approve with the voting that isn't less than 3 in 4 of shareholders that have joined the meeting and have the right to vote.

**Agenda 8: This has considered to approve to appoint the committee instead of the committee that have resigned from the position according to the agenda.**

The fact and the reason

According to the regulation of the company, No. 20, this has determined in the annual general meeting of shareholders in every time that the committee will have to resign from the position at least of 1 in 3 of the number of committees in that time. The committee that will have to resign in the first year and the second year after the registration of the company, they will have to draw lots that anyone will have to resign in the part of the last year further. This has to let the committee that is in the position that is in the longest time to be the person who will resign from the position of the committee. That committee may receive the selection to be in the position again. By in the year of 2019, this has the committee that has resigned from the position for 4 persons that are;

1. Mr. Phranai Suwanrath Chairman of the Board
2. Assoc. Prof. Suthat Ratanakuangwan Independent Director and Audit Committee
3. Pol.Gen.Suwit Tansathorn Director
4. Mr. Weerapol Attaboong Director

In recruiting directors The company announced the invitation to the minority shareholders to nominate persons who saw that there was suitable properties To be selected as a director of the company Through the news system of the Stock Exchange of Thailand - Thailand And published on the company website From November 1, 2018 - January 31, 2019, which appeared that there were 1 shareholder nominated independent director, Mrs. Phawanya Krittachart

The company has defined the definition of independent directors. According to the basic requirements of SEC and the Stock Exchange of Thailand And adding some features that the independent director of the company should have, which Assoc. The details are as following detail;

1. They have held shares not over 1% of the number of shares that have the right to vote for all of the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control the company which has counted to include shares that are held by related persons also.

2. They haven't been or have ever been directors that have participated to manage the job, the employee, the staff, the advisor that has the permanent salary or the authorized person to control the company, the big company, the subsidiary company, the multinational company or the subsidiary company in the same sequence, the major shareholder or the person who has the authority to control the company except they will resign from the aforementioned aspect already not less than the former of 2 years before they will be appointed.

3. They aren't persons who have the relationship in the blood relation or they haven't received the registration according to the law in the aspect to be the father, the mother, the spouse, the brother, the sister and the son including the spouse of the son of the executive, the major shareholder, the person who has the authority to control or the person who has received the presentation of the name as the executive or the person who has the authority to control the company or the subsidiary company.

They have no or have ever have the business relationship with the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control the company in the aspect that may be the obstruction of using the independent judgment including this hasn't been or has ever been the shareholder who has the significance of the person who has the authority to control the person who has the business relationship with the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control the company except they will have resign from the aforementioned aspect already not less than 2 years before they will receive the appointment. In order that, the business relationship will include about the transaction according to the declaration of the capital market supervisory board at Thor ทจ.28/2551 in the topic of requesting the permission to present to sell the newly issued share.

5. They haven't been or have ever been the auditor of the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control the company and they haven't been the shareholder who has the significance, the person who has the authority to control or the shareholder of the audit office which will have the auditor of the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control of the

belonging company except they will resign from the aforementioned aspect already not less than 2 years before they have been appointed.

6. They haven't been or have ever been the person who has given the service in any career including giving the service to be the legal advisor or the financial advisor that has received the service fee over than THB 2 Million per year from the company, the big company, the subsidiary company, the multinational company, the major shareholder or the person who has the authority to control the company and they haven't been the shareholder with the significance, the person who has the authority to control or the shareholder of the person who has given the service in the career also except they will resign from the aforementioned aspect already not less than 2 years before they will be appointed.

7. They won't be the committee that has received the appointment to be the representative of the director, the major shareholder or the shareholder who is the related person with the major shareholder of the company.

8. They haven't operated the business that have the same condition and this is the competition with the significance with the business of the company or the subsidiary company or they haven't been the shareholder with the significance in the partnership or being the director who have the participation in managing the job, the employee, the staff, the advisor that has received the permanent salary or they have held the share over 1% of the number of shares that have the right to vote all of other companies that have operated the business with the same condition and this is the competition with the significance with the business of the company or the subsidiary company.

9. They haven't been other any aspect that can make to not be able to have the opinion freely related to the operation of the company.

10. They haven't been the director that have been assigned from the committee to decide in the operation of the business of the company, the big company, the subsidiary company, the multinational company, the subsidiary company in the same sequence, the major shareholder or the person who has the authority to control the company.

11. They haven't been the director of the big company, the subsidiary company or the subsidiary company in the same sequence especially to be the registered company.

#### The opinion of the nomination and remuneration committee

The Nomination and Remuneration Committee agreed that Assoc. Prof. Suthat Ratanagungangwan, Pol.Gen.Suvit Tonsode, Mr. Weerapol Ataboonwongse and Mrs.Phawanya Krittachat to be appointed as directors. Because these people are all knowledgeable, capable, experienced, and good work history and have complete qualifications according to the Act 1992 Public Profile (Brief history of all 4 persons in Attachment 11)

#### Director's Opinion

Not including the directors who have interests in which they did not vote. All 4 persons deemed appropriate to propose to the shareholders' meeting to consider the election of 4 persons, Assoc. Prof. Suthat

Ratanagungkwan, Pol.Gen.Suwit Tonsode, Mr. Weerapol Ataboonwongse and Mrs.Phawanya Krittachart to be directors because such person is knowledgeable and experience which is beneficial to the business of the company and shareholders.

The resolution

This agenda must pass the resolution to approve with the majority vote of all votes of shareholders that have joined the meeting and have voted.

**Agenda 9: This has considered to determine the compensation for the director of the year of 2019.**

The fact and the reason

The act of the public company, the section 90 has determined that, “The payment of the compensation of the director will be according to the resolution of shareholders that are consisted of the voting that isn’t less than 2 in 3 of all number of votes of shareholders that have come to join the meeting”. The nomination and remuneration committee have screened in the detail about the suitability of other things and have compared to refer from the same business type. The meeting have viewed as proper to present to the meeting of shareholders to consider to determine the compensation of the director of the year of 2019 which will have the composition of the compensation as follows;

1. The meeting allowance will have the following detail;

|                        |                      |
|------------------------|----------------------|
| Chairman of the Board  | 25,000 Baht per time |
| Director               | 15,000 Baht per time |
| Sub-Committee Chairman | 15,000 Baht per time |
| Sub-Committee          | 10,000 Baht per time |

2. The pension of the director

In the year of 2018, the company has paid the compensation for the director such as; the meeting allowance and the pension of the director for all amount of THB 9,155,000 and in the year of 2019, the nomination and remuneration committee have considered to screen in the detail about the suitability already, the company will request to present to pay the compensation not over THB 10,000,000.

Director’s Opinion

This has viewed as proper to present to the meeting of shareholders to consider to approve the compensation and the meeting allowance of the director, the audit committee, the executive committee, the nomination and remuneration committee and the risk management committee for the amount of THB 10,000,000. By the committee have screened in the detail about the suitability of other things and they have compared to refer the business in the same category already.

The resolution

This agenda must pass the resolution to approve with the voting that isn’t less than 2 in 3 of all votes of shareholders that have joined the meeting and have voted.

**Agenda 10: This has considered to appoint the auditor and has determined the compensation of the auditor of the year of 2019.**

The fact and the reason

The act of the public company, the section 120 has determined that, “This has to let the annual general meeting of shareholders to appoint the auditor and has determined the money amount of the audit fee of the company in every year. In the appointment of the auditor, this can appoint the former auditor again. “According to the policy of the good corporate governance, this has determined to have the circulation of the auditor for every 5 year for having more stable internal control and have the confidence that the auditor will be able to examine and audit the financial statement of the company freely. By the company has hired Dharmniti Auditing Company Limited to be the auditor for the company in the year of 2019 to be the short period of time for 1 year.

In the year of 2019, the audit committee have considered to screen the auditor of the company to have the opinion to present to the meeting of shareholders to consider to select the auditor for 5 persons from Dharmniti Auditing Company Limited. Such as; Miss Wannisa Ngambuathong, Certified Public Accountant Registration No. 6838 and / or Mr. Peeradej Phongsathiensak Certified Public Accountant Registration No. 4752 and / or Miss Thanyporn Tangthanopajai, Certified Public Accountant Registration No. 9169 and / or Mr. Thanawut Phiboonsawat Certified Public Accountant Registration No. 6699 and Ms. Arisa Chumwisut, Certified Public Accountant Registration No. 9393 The auditor according to the list that has been presented has no relationship and/or the stakeholder between the auditor with the company / the executive / the big shareholder or the related person with the aforementioned person at all. This will have the independence in the audit and this has shown the opinion on the financial statement of the company.

For the compensation of the auditor that will request to approve in this time, Board of Directors by the presentation of the audit committee have viewed as proper to let the meeting of shareholders to consider to approve the audit fee of the financial statement of the company for the year of 2019 to be the money amount of THB 1,670,000 that is higher than the year of 2018 that is the money amount of THB 350,000.

| <b>Auditor remuneration</b> | <b>Year 2017</b> | <b>Year 2018</b> | <b>Year 2019</b>      |
|-----------------------------|------------------|------------------|-----------------------|
| Audit fee of the company    | 900,000          | 1,130,000        | 1,290,000             |
| Audit fees of subsidiaries  | 145,000          | 190,000          | 380,000               |
| ** Other service fees       | 47,285           | 144,746          | Based on actual costs |

\*\* Other service fees in the year of 2018 such as; The paper check fee, the office equipment fee and the travelling expense for the amount of THB 94,746 due to this has changed the auditor at the beginning of the year of 2018 for the amount of THB 50,000 for the year of 2019, the auditor will calculate the fee according to the real event.

#### The audit committee's opinion

The audit committee have considered to select the auditor of the company and have considered the compensation of the auditor including having given the opinion to present to Board of Directors already for requesting to approve for Miss Wannisa Ngambuathong, Certified Public Accountant Registration No. 6 8 3 8 and / or Mr. Peeradej Phongsathiensak Certified Public Accountant Registration No. 4 7 5 2 and / or Miss Thanyaporn Tangthanopajai, Certified Public Accountant Registration No. 9169 and / or Mr. Thanawut Phiboonsawat Certified Public Accountant Registration No. 6 6 9 9 and Ms. Arisa Chumwisut, Certified Public Accountant Registration No. 9 3 9 3 of Dharmniti Auditing Company Limited will be the auditor of the company of the year of 2019 and has approved the compensation of the auditor for the amount of THB 1,670,000.

#### Director's Opinion

The committee have considered already and have viewed as proper to present to let the annual general meeting of shareholders to consider to approve to Appointed Miss Wannisa Ngambuathong, Certified Public Accountant Registration No. 6838 and / or Mr. Peeradej Phongsathiensak Certified Public Accountant Registration No. 4752 and / or Miss Thanyaporn Tangthanopajai, Certified Public Accountant Registration No. 9169 and / or Mr. Thanawut Phiboonsawat Certified Public Accountant Registration No. 6699 and Ms. Arisa Chumwisut, Certified Public Accountant Registration No. 9393 of Dharmniti Auditing Company Limited is the auditor of the company of the year of 2019 which will determine the compensation of the auditor to be the money amount of THB 1,670,000 per year.

#### The resolution

This agenda have to pass the resolution to approve with the majority vote of all votes of shareholders that have joined the meeting and have voted.

### **Agenda 11: This has the resolution to present to the meeting of shareholders to consider to increase the objective in the business affidavit for conforming with the operation.**

#### The fact and the reason

Due to the business affidavit has determined the objective in the operation for 25 numbers, this will request to consider to increase the objective in the business affidavit more for the another 1 number for conforming with the business operation due to the company has the subsidiary company more. This will make to have the collateral for the subsidiary company in requesting the loan for operating that business. This will increase the objective as follows;

1. This will operate the service business for receiving the guarantee of the debt, the liability and the operation according to the contract of other persons including receiving the personal guarantee service for the person that has travelled into the country or has travelled out to the overseas country according to the law of immigrant, the taxation law and other laws.
2. Operate a private hospital, hospital, receive treatment for patients and patients Accepting training and academic training on medicine.

In addition, the current business operation in order for the company to be able to perform any legal acts with other persons, the company would like to add the message in the following objectives:

3. Article 6 Originally entered as a limited liability partnership in the limited partnership Is a shareholder in a limited company Public company Invest in shares in any business No matter how Or invest in other securities or collateral Or join a business or trade with other people or allow other people to join the business or trade with Or being a unit holder in the fund Or mutual funds

New to be a limited liability partner in the limited partnership Is a shareholder in a limited company Public company Invest in shares in any business No matter how Or invest in other securities or collateral Or join a business or trade with other people or allow other people to join the business or trade with Or being a unit holder in the fund Or mutual fund or joint venture, any fund.

4. Article 20

Original operating the room for breakfast Renting real estate, condominium, office building suite

New business to make room for breakfast Renting real estate, condominium, office building suite Shops and services associated

5. 5. Article 22

Original engaged in the auction business to make According to all objectives for individuals, faculty, individuals, entities, government agencies and government organizations

New to conduct auction business or make a bid to buy or sell or hire or hire According to all objectives for individuals, faculty, individuals, entities, government agencies and government organizations.

#### Director's Opinion

Board of Directors have considered already to view as proper to present to the annual general meeting of shareholders, No. 1/2019 to consider to cut the objective in the business affidavit for conforming with the operation as this has presented and has viewed as proper to present to the person who has been assigned from Board of Directors or the committee or Chief Executive Officer in the registration to solve additionally for the objective of the company at Department of Business Development, Ministry of Commerce to have the authority to solve and add the word or operate anything for being according to the order of the registrar.

#### The resolution

This agenda has used the resolution to approve with the voting that isn't less than 3 in 4 of all votes of shareholders who have joined the meeting and have the right to vote.

### **Agenda 12: This has considered other topics (If Any)**

Director's Opinion

This has viewed as proper to contain in this agenda for opening the opportunity for shareholders who have the intention to have the consideration in other topics beside from the way that Board of Directors have determined.

This will invite shareholders to join the annual general meeting of shareholders of the year of 2019 according to the aforementioned date, the time and the place and this is for letting the registration for joining the meeting of shareholders to be convenient and rapid more. This will request to let shareholders and / or the proxy bring the proxy letter (The detail is appeared in the attachment 8) The company has typed the bar code already and has shown to the staff to register in the meeting day also. In the case that any shareholder can't join the meeting by himself and has the intention to appoint other persons or the independent director that has the stakeholder in the presented agenda in the annual general meeting of shareholders of the year of 2019 to be the person to join the meeting and vote instead of you (The detail of the independent director will be according to the attachment 4).

In order that, the company has requested to conserve the right to not to receive the registration in the case that the document isn't completed or corrected or according to the condition and this will operate the meeting according to the regulation of the company and the act of the public company (The detail is appeared according to the attachment 6 and 7). By the company will determine to let March 13, 2018 to be the date to give the right for shareholders (The record date) in joining the annual general meeting of shareholders of the year of 2019.

In addition to, due to The Stock Exchange of Thailand has increased the choice for the registered company to be able to provide the annual report in the form of QR code. Hence, the company will prepare the annual report of the year of 2018 in the form of QR code to deliver to shareholders including concluding the financial information from the annual report of the year of 2018.

Yours sincerely



(Dr. Apa Ataboonwongse)

Chief Executive Officer

Company Secretary

Mrs. Sarunthorn Srisunthorn