



TRANSLATE

Minutes of the Annual General Meeting of Shareholders for Year 2018

of

Pylon Public Company Limited

The Meeting was convened on Thursday, 26th April 2018 at 1.30 p.m., at Boardroom No.4 of Queen Sirikit National Convention Center, 60 New Ratchadapisek Road, Klong Toey, Bangkok. The total number of shareholders was 3,718 holding 374,936,698 shares. There were 210 shareholders holding 256,618,030 shares or 68.4430% of total shares attending the meeting in which 45 shareholders holding 188,550,111 shares or 50.2885% attended in person and 165 shareholders holding 68,067,919 shares or 18.1545 attended by proxy, which constituted the quorum as prescribed in the Company's Articles of Association. Mr. Seri Chintanaseri, Chairman of the Board of Directors, chaired the Meeting.

Before commencement, the Company's staff presented the layout of fire exits to the shareholders for safety purpose.

The Chairman then declared the Meeting open and introduced the directors, the auditor, the legal advisor who were present at the Meeting to the shareholders as follows:

Directors who attended the Meeting

| 1 | Mr. Seri Chintanaseri | Independent Director / Chairman |
|----|----------------------------|---------------------------------|
| т. | IVII. JCII CIIIII(dilascii | independent birectory chairman |

2. Dr. Panja Senadisai Independent Director /

Chairman of the Audit and CG Committee

3. Professor Emeritus Dr. Vinit Chovichien Independent Director /

Chairman of the Nomination and Remuneration Committee /

Member of the Audit and CG Committee

4. Dr. Chanet Sangarayakul Director /

Chairman of the Executive and Risk Management Committee /

President

5. Dr. Chaipat Sahasakul Independent Director /

Member of the Audit and CG Committee /

Member of the Nomination and Remuneration Committee

6. Mr. Suchat Boonbanjerdsri Director

7. Mr. Bordin Sangarayakul Director /

Member of the Executive and Risk Management Co mmittee /

Senior Executive Vice President – Finance & Management

8. Mr. Somsak Viriyapipat Director /

Member of the Executive and Risk Management Committee /

Senior Executive Vice President - Equipment&Facilities



9. Mr. Pisun Sirisuksakulchai

Director /

Member of the Executive and Risk Management Committee /

Senior Executive Vice President - Engineering & Marketing

*Directors attend the meeting in total, 9 people are 90% of all Directors.

Directors absent from the Meeting due to overseas engagements

1. Mr. Vongchai Sangarayakul

Director /

Member of the Nomination and Remuneration Committee

Attendees, observer and vote inspector.

1. Ms. Sansanee Poolsawat

Auditor, Grant Thornton Limited

2. Mrs. Nittaya Kiatserikul

Legal Advisor – Bangkok Attorney Co., Ltd.

(observer and vote inspector)

Prior to commencement of the Meeting, the Chairman informed the voting procedure as described in Enclosure No.7 in the Notification of the Annual General Meeting of Shareholders. In addition, upon detection of any one of the following cases on the ballots, such ballots shall be considered voided ballots and shall not be included in vote counting.

- 1. In the ballot, the vote was cast for a wrong agenda item.
- 2. The voter did not mark any box in the ballot.
- 3. The voter marked more than one boxes in the ballot.
- 4. The ballot was damaged such that it was unable to decide what type of vote cast by the voter.

the Chairman provided time for the shareholders to make any inquiries. After no comments were made by the shareholders, the Chairman commenced the Meeting and proceeded in accordance with the following agendas.

Agenda 1: Matters for acknowledgement reported by the Chairman

Regarding quality assessment of the Annual General Meeting of Shareholders for Year 2017 conducted by Thai Investors Association with the support from SET and SEC, the Company received the score of 98 out of 100. It was noted that the average score of listed companies being surveyed was 91.97.

In addition, according to the Stock Exchange of Thailand (SET)'s evaluation of the listed companies' corporate governance for 2017, the Company received average score of 90 out of 100, which was higher than that of the overall SET-listed companies which was 80, that of the SET100 Index



companies which was 87, and that of the SET50 Index companies which was 90. Also, the Company achieved the score for each category higher than the average score of the overall SET-listed companies. The Company received the CG score of "Excellent", which is the highest rating

Resolution: The Meeting acknowledged these matters.

Agenda 2: To consider and certify the Minutes of the Annual General Meeting of Shareholders for Year 2017

The Chairman proposed to the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for Year 2017 held on 25th April 2017 which were concurred to be accurate as detailed in Enclosure No. 1 in the Notification of the Annual General Meeting of Shareholders.

The Board of Directors deemed it appropriate to propose to the AGM to certify the Minutes of the Annual General Meeting of Shareholders for Year 2017 as accurately recorded.

After that, the Chairman invited questions/recommendations from shareholders. Having no other questions/recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for Year 2017

Resolution: Having considered the Minutes of the Annual General Meeting of Shareholders for Year 2017, the Meeting certified the Minutes of the Annual General Meeting of Shareholders for Year 2017 with the unanimous votes of the shareholders' total votes attending the meeting with the right of vote as follows:

| Approved | 216 | voters | No. of shares | 256,659,130 | votes | Equivalent to | 100% |
|---------------|-----|--------|---------------|-------------|-------|---------------|------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Vioded Ballot | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there were 6 additional shareholders holding 41,100 shares attending the Meeting. Thus, there were a total of 216 shareholders attending the Meeting with a total of 256,659,130 shares accounting for 68.4540% of total shares.)

Agenda 3: To report the operating results of Year 2017

The Chairman delegated Dr. Chanet Sangarayakul, Director / the President, to report the 2017 operating results to the Meeting.



Dr. Chanet Sangarayakul reported to the Meeting that, in 2017, the Company and its subsidiary had total revenues from services in the amount of Baht 715.76 million which decreased by Baht 347.25 million or 32.67 % from the previous year because of the slowdown of the construction industry. For the government sector, the important projects were The Expansion of Suvarnabhumi Airport Project, The Jira – Konkaen Double – Track Railway Project, The New Headquarter of Ministry of Finance Project. The important private projects were Pruksa Holding Public Company Limited's Condominium Projects, AP (Thailand) Public Company Limited's Condominium Projects and Major Development Public Company Limited's Condominium Projects.

In 2017, the Company and its subsidiary's gross profit was Baht 167.10 million or the percentage of gross profit to revenue at 23.35 and net profit was Baht 101.26 million. This translated into the percentage of net profit to revenue at 14.04. The basic earnings per share was Baht 0.27.

As of December 31, 2017, the Company and its subsidiary's total assets were Baht 923.60 million, the total liabilities of Baht 166.10 million and shareholders' equity of Baht 757.50 million. According to consolidated financial statements, the total debt to equity ratio was 0.22 and current ratio was 2.81 and the return on equity was 13.08%.

After that, the Chairman invited questions/recommendations from shareholders. Having no other questions/recommendations raised by shareholders, the Chairman proposed to the Meeting to acknowledge the 2017 operating results as reported.

Resolution : The Meeting considered and had the resolution to acknowledge the 2017 operating results as reported.

Agenda 4: To consider and approve the Company's financial statements for the fiscal year ended December 31, 2017

The Chairman proposed to the Meeting to consider and approve the Company's financial statements ended December 31, 2017 that had been audited and certified by the auditor from Grant Thornton Limited as well as reviewed by the Audit and CG Committee. The financial statements were presented in the Company's annual report attached to the Notification of the Annual General Meeting of Shareholders (Enclosure No.2).

The Board of Directors deemed it appropriate to propose to the AGM to consider and approve the Company's financial statements for the fiscal year ended December 31, 2017.



After that, the Chairman invited questions/recommendations from shareholders. Having no other questions/recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and cast votes on the approval of the financial statements for the fiscal year ended December 31, 2017.

Resolution : Having considered the matter, the Meeting had the resolution to approve the financial statements for the fiscal year ended 31st December 2017 as follows:

| Approved | 217 | voters | No. of shares | 256,681,130 | votes | Equivalent to | 100% |
|----------------|-----|--------|---------------|-------------|-------|---------------|------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there was an additional shareholder holding 22,000 shares attending the Meeting. Thus, there were a total of 217 shareholders attending the Meeting with a total of 256,681,130 shares accounting for 68.4599% of total shares.)

Agenda 5: To consider and approve the profit appropriation and the dividend payment

The Chairman delegated Dr.Chanet Sangarayakul, Director and the President, to report the details regarding the profit appropriation and dividend payment to the Meeting.

Dr. Chanet Sangarayakul reported to the Meeting that Pursuant to Section 116 of the Public Limited Company Act B.E.2535 and Article 48 of the Company's Articles of Association, the Company is required to allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of not less than 10% of the registered capital.

With respect to this, the Company's reserve fund has reached the amount of Baht 37,979,500 which is 10.13% of the registered capital as required by law.

The Company has a policy to pay a dividend at a rate of not less than 40% of net earnings after income tax. However, the Company may pay less than the specified rate if the Company has to use the earnings for business expansion, investment or other purposes, upon approval of the Company's Board of Directors and consideration and approval of the shareholders' meeting.

According to article 47 of the Company's Articles of Association, the Board of Directors may pay interim dividend if the profit is adequate for doing so and shall report that to the shareholders at the next



shareholders' meeting. The Board of Directors of Pylon Public Company Limited at the meeting No.4/2017 held on August 10, 2017 approved the resolution for the payment of interim dividend from the first half of 2017 performance and the Company's retained earnings to shareholders at the rate of Baht 0.15 per share for 374,936,698 ordinary shares, totaling Baht 56,240,504.70. The dividend payment was made on September 8, 2017.

The Company's net profit according to the audited financial statements for the year ended December 31, 2017 was Baht 59,073,128. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the dividend payment in the amount of Baht 74,987,339.60 or 126.94% of the net profit in accordance with the Company's dividend payment policy. The dividend was to be paid from Year 2017 performance and the retained earnings at the rate of Baht 0.20 per share consisting of the interim dividend payment at the rate of Baht 0.15 per share which was paid on September 8, 2017 and the remaining dividend payment at the rate of Baht 0.05 per share. The dividend will be granted to the shareholders whose names appeared on the Record Date, March 19, 2018. The dividend payment shall be made on May 4, 2018.

After that, the Chairman invited questions/ recommendations from shareholders.

Question: Mr. Amorn Kowanichcharoen asked at the Meeting about the Company's dividend payment policy.

Answer: Dr. Chanet Sangarayakul reported to the Meeting that in determining a dividend payment, the Company would take into consideration its operating results according to the consolidated financial statements as well as its liquidity to support business operations and the appropriated portion for investment. To ensure maximum returns for its shareholders, the Company considered a dividend payment at the rate higher than the net profit as shown in the Company's separate financial statements as proposed.

Question: Mr. Amorn Kowanichcharoen additionally asked at the Meeting that according to the operating results as per Agenda Item 3; what was the reason for the decrease in the net profit?

Answer: Dr. Chanet Sangarayakul reported to the Meeting that the Company's operating results were in line with the industry situation. In 2017, the business volume was relatively small with a number of government projects not yet started and a minimal number of private projects launched. Also, the beginning of several projects was postponed. These factors adversely affected the Company's operating results. Throughout the year, the Company informed its shareholders



about the decreased operating results of 2017 on a quarterly basis through the channel "Opportunity Day".

Question: Mr. Amorn Kowanichcharoen additionally asked at the Meeting that in 2018, whether the Company expects an increase in the number of projects won because of a number of government projects gradually launched and a number of emerging private high-rise projects.

Answer: Dr. Chanet Sangarayakul reported to the Meeting that in 2018, there are three MRT projects, Orange Line, Pink Line, and Yellow Line, which were postponed from the previous year. Currently, the Company has partaken in the Yellow Line project by conducting bored piles pilot tests on certain sites. According to an unofficial source of information from the hiring party of the contract, the Company is expected to obtain a Notice to Proceed (NTP) to start its operations at the beginning of May. Thus, if as planned, the bored piling work should be able to commence from near the end of May to the beginning of June. For other MRT projects, a similar situation is expected. In 2018, the Company expects that there should be an improving trend in both government and private projects as compared to the previous year.

After that, the Chairman invited questions/ recommendations from shareholders. Having no other questions/recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and cast votes on the profit appropriation and the dividend payment as described above.

Resolution: Having considered the matter, the Meeting had the resolution to approve the dividend payment from Year 2017 performance and the retained earnings at the rate of Baht 0.20 per share, totaling Baht 74,987,339.60, consisting of the interim dividend payment at the rate of Baht 0.15 per share, totaling Baht 56,240,504.70 which was paid on September 8, 2017 and the remaining dividend payment at the rate of Baht 0.05 per share, totaling Baht 18,746,834.90 for the existing 374,936,698 ordinary shares. The dividend will be granted to the shareholders whose names appeared on the Record Date, March 19, 2018. The dividend payment shall be made on May 4, 2018.

Details of the votes were as follows:

| Approved | 221 | voters | No. of shares | 257,954,278 | votes | Equivalent to | 100% |
|----------------|-----|--------|---------------|-------------|-------|---------------|------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Voided Ballots | _ | voters | No of shares | _ | votes | | |



(Remark: On this agenda, there were 4 additional shareholders holding 1,273,148 shares attending the Meeting. Thus, there were a total of 221 shareholders attending the Meeting with a total of 257,954,278 shares accounting for 68.7994% of total shares.)

Agenda 6: To consider and approve the amendment to the par value and the number of shares.

The Chairman informed to the Meeting that the amendment to the par value and the number of shares is an approach to increase trading liquidity. Shareholding of the Company's stock will be more attractive to minor shareholders as the share price is lowered.

The Board of Directors deemed it appropriate to ask the Meeting to consider and approve changes in the par value and the number of shares as follows:

Before the changes: The par value was Baht 1 per share and the number of shares was 374,936,698.

After the changes: The par value is Baht 0.50 per share and the number of shares is 749,873,396.

After that, the Chairman invited questions/recommendations from shareholders. Having no other question/recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and approve the amendment to the par value and the number of shares.

Resolution: Having considered the matter, the Meeting had the resolution to approve the amendment to the par value and the number of shares. The above matter was approved with the vote of not less than three-fourths of the shareholders' total votes attending the meeting with the right of vote as follows:

Details of the votes were as follows:

| Approved | 225 | voters | No. of shares | 258,852,853 | votes | Equivalent to | 100% |
|----------------|-----|--------|---------------|-------------|-------|---------------|------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there were 4 additional shareholders holding 898,575 shares attending the Meeting. Thus, there were a total of 225 shareholders attending the Meeting with a total of 258,852,853 shares accounting for 69.0391% of total shares.)



Agenda 7 To consider and approve to amend the Company's Memorandum of Association; Clause 4 Registered Capital, to conform with the change in the par value and the number of shares.

The Chairman informed the meeting that in compliance with the change in the par value and the number of shares (details on Agenda 6), the Board of Directors has approved to amend the Company's Memorandum of Association; Clause 4 Registered Capital, by cancelling the current content and replacing with the following text:

"Clause 4

Registered capital : baht 374,936,698 (three hundred seventy four million nine hundred

thirty six thousand six hundred ninety eight baht)

Divided into : 749,873,396 shares (seven hundred forty nine million eight hundred

seventy three thousand three hundred ninety six shares)

Par value per share: baht 0.50 (fifty satang)

Divided into

Ordinary shares : 749,873,396 shares (seven hundred forty nine million eight hundred

seventy three thousand three hundred ninety six shares)

Preferred shares : - share (- share)"

After that, the Chairman invited questions/recommendations from shareholders. Having no other question/ recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and approve to amend the Company's Memorandum of Association; Clause 4 Registered Capital, to conform with the change in the par value and the number of shares.

Resolution : Having considered the matter, the Meeting had the resolution to approve to amend the Company's Memorandum of Association; Clause 4 Registered Capital, to conform with change in the par value and the number of shares. Details are as follows:

"Clause 4

Registered capital : baht 374,936,698 (three hundred seventy four million nine hundred

thirty six thousand six hundred ninety eight baht)

Divided into : 749,873,396 shares (seven hundred forty nine million eight hundred

seventy three thousand three hundred ninety six shares)

Par Value per share: baht 0.50 (fifty satang)

Divided into

Ordinary shares : 749,873,396 shares (seven hundred forty nine million eight hundred

seventy three thousand three hundred ninety six shares)

Preferred shares : - share (- share)"



The above matter was approved with the vote of not less than three-fourths of the shareholders' total votes attending the meeting with the right of vote as follows:

| Approved | 226 | voters | No. of shares | 258,853,753 | votes | Equivalent to | 100% |
|----------------|-----|--------|---------------|-------------|-------|---------------|------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there was an additional shareholder holding 900 shares attending the Meeting. Thus, there were a total of 226 shareholders attending the Meeting with a total of 258,853,753 shares accounting for 69.0393% of total shares.)

Agenda 8: To consider and approve the election of directors to replace those who retired by rotation

The Chairman informed that according to Section 71 of the Public Limited Company Act B.E. 2535 and Article 21 of the Company's Articles of Association, it is stipulated that one-third of the directors shall retire from the office upon the Shareholders' Annual General Meeting. The directors who retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. This year was the thirteenth year of the Company being the public company limited and there were 3 directors to retire by rotation as follow:

1. Dr.Chaipat Sahasakul Independent Director

Mr.Somsak Viriyapipat Director
 Mr.Pisun Sirisuksakulchai Director

In order to promote a good corporate governance and emphasize on importance of the shareholders, the Company allowed for the shareholders to propose names of the candidates to the director position through the Company's website from December 22, 2017 to January 31, 2018. However, none of the shareholders proposed the candidates within the specified deadline. The Nomination and Remuneration Committee therefore deemed it appropriate to elect the 3 directors who retired by rotation as directors of the Company for another term, based on consideration of their qualifications, experiences, expertise and past achievements.

The Chairman invited the 3 retired directors out of the Meeting for transparent appointment procedure.

The Chairman of the Board of Directors informed the Meeting that for this agenda item, the appointment of each individual director would be considered using a prepared ballot. The Company should collect all



ballots for all directors altogether at once. The procedures mentioned above were in line with the practices accepted by SEC. This would help the Company to reduce the length of time used for collecting ballots from the shareholders.

After that, the Chairman invited questions/ recommendations from shareholders.

Question: Ms. Niyada Anukul, a proxy from the Thai Investors Association (TIA), asked at the Meeting that whether the Company has a policy regarding an office term for an independent director who has performed duties for more than 9 consecutive years.

Answer: The Chairman informed the Meeting that the Company has a guideline for rotation and change of directors within an appropriate time frame. Normally, the Company allows its shareholders to nominate candidates for directors. However, for this year's Meeting, no shareholders nominated any candidates for directors during the specified time period. Therefore, the Company considered the appointment of directors as appropriate to ensure its maximum benefit.

After that, the Chairman invited questions/ recommendations from shareholders. Having no other question/ recommendation raised by shareholders and proposed to the Meeting to consider and elect each individual candidate to the director position for another term.

Resolution: Having considered the matter, the Meeting had the resolution to elect 1) Dr.Chaipat Sahasakul as the Company's independent director 2) Mr.Somsak Viriyapipat as the Company's director and 3) Mr.Pisun Sirisuksakulchai as the Company's director for another term with majority votes of the shareholders' total votes attending the meeting with the right of vote as follows:

Dr.Chaipat Sahasakul

| Approved | 223 | voters | No. of shares | 258,571,287 | votes | Equivalent to | 99.8861% |
|----------------|-----|--------|---------------|-------------|-------|---------------|----------|
| Disapproved | 3 | voters | No. of shares | 274,966 | votes | Equivalent to | 0.1062% |
| Abstained | 1 | voters | No. of shares | 20,000 | votes | Equivalent to | 0.0077% |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there was an additional shareholder holding 12,500 shares attending the Meeting. Thus, there were a total of 227 shareholders attending the Meeting with a total of 258,866,253 shares accounting for 69.0427% of total shares.)



Mr. Somsak Viriyapipat

| Approved | 227 | voters | No. of shares | 258,846,469 | votes | Equivalent to | 99.9923% |
|----------------|-----|--------|---------------|-------------|-------|---------------|----------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | 1 | voters | No. of shares | 20,000 | votes | Equivalent to | 0.0077% |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there was an additional shareholder holding 216 shares attending the Meeting. Thus, there were a total of 228 shareholders attending the Meeting with a total of 258,866,469 shares accounting for 69.0427% of total shares.)

Mr. Pisun Sirisuksakulchai

| Approved | 227 | voters | No. of shares | 258,846,469 | votes | Equivalent to | 99.9923% |
|----------------|-----|--------|---------------|-------------|-------|---------------|----------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | 1 | voters | No. of shares | 20,000 | votes | Equivalent to | 0.0077% |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

After that, three directors returned to the Meeting.

Agenda 9: To consider and approve the remuneration of Directors for Year 2018

The Chairman delegated Professor Emeritus Dr.Vinit Chovichien, the Chairman of the Nomination and Remuneration Committee, to report to the meeting.

Professor Emeritus Dr.Vinit Chovichien informed to the Meeting that the Nomination and Remuneration Committee considered and determined the remuneration for directors based on the status of the Company and each director's duties and responsibilities in conformity with the market and industry norm. The Nomination and Remuneration Committee proposed, in accordance with the Board of Directors' opinion, to the Meeting to consider the directors' remuneration for year 2018 which is unchanged from that for year 2017 as follows:

1. Monthly remuneration

| | 2018 |
|--|------------------|
| | (Baht per month) |
| - Chairman of the Board of Directors | 50,000 |
| - Chairman of the Audit and CG Committee | 35,000 |
| - Member of the Audit and CG Committee | 31,000 |
| | |



- Director 21,000

Remark: The executive directors shall not be entitled to receive this monthly remuneration.

2. Meeting allowance

| | 2018 |
|--|--------------------|
| | (Baht per meeting) |
| - Director | 5,000 |
| - Audit and CG Committee member | 5,000 |
| - Nomination and Remuneration Committee member | 5,000 |

3. Bonus: not exceeding Baht 3,000,000, to be allocated by the Board of Directors.

After that, the Chairman invited questions/recommendations from shareholders. Having no other questions/recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and cast votes on the remuneration of directors for year 2018.

Resolution: Having considered the matter, the Meeting had the resolution to approve the remuneration of directors for year 2018 as proposed. The above matter was approved with the vote of not less than two-thirds of the shareholders' total votes attending the meeting with the right of vote as follows:

| Approved | 227 | voters | No. of shares | 258,846,469 | votes | Equivalent to | 99.9923% |
|----------------|-----|--------|---------------|-------------|-------|---------------|----------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | 1 | voters | No. of shares | 20,000 | votes | Equivalent to | 0.0077% |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

Agenda 10: To consider and approve the appointment of the auditor and the audit fee for Year 2018

The Chairman delegated Dr. Panja Senadisai, the Chairman of the Audit and CG Committee, to present the information relating to the appointment of the auditor and the audit fee to the shareholders.

Dr. Panja Senadisai reported to the Meeting that the Board of Directors deemed it appropriate that the Meeting should approve the appointment of Mr. Somkid Tiatragul, CPA license No. 2785 or Mrs.Sumalee Chokdeeanant, CPA license No. 3322 or Ms.Kanyanut Sriratchatchawan, CPA license No. 6549 or Mr.Teerasak Chuasrisakul, CPA license No. 6624 or Ms.Sansanee Poolsawat, CPA license No.6977 or Mr.Narin Churamongkol, CPA license 8593 of Grant Thornton Limited as the Company and its subsidiary' auditors for



year 2018. Ms. Sansanee Poolsawat was the Company and its subsidiary's auditor in 2016 and 2017. Year 2018 will be the third year on her duty. The audit fee for 2018 was proposed not exceeding at Baht 980,000 for the Company and Baht 195,000 for its subsidiary excluding the out-of-pocket expenses such as printing of financial statements, transportation, etc. which would be charged on an actual basis but not exceeding 10% of the audit fee. The above-mentioned auditors have full qualifications, previously performed work in accordance with professional standards, and propose a reasonable audit fee. The auditors did not give other services to the Company and its subsidiary and had no relation and/or conflict of interest with the Company, its subsidiaries, major shareholders or involved persons.

In case those auditors could not perform their duty, Grant Thornton Limited would provide a substituted auditor with approval of the Company's Board of Directors. However, in case Grant Thornton Limited still could not provide the substituted auditor, the Board of Directors would then consider and appoint other auditor in replacement.

After that, the Chairman invited questions/recommendations from shareholders. Having no other questions/ recommendations raised by shareholders, the Chairman proposed to the Meeting to consider and cast votes on the appointment of auditors and the audit fee.

Resolution: Having considered the matter, the Meeting had the resolution to approve the appointment of Mr.Somkid Tiatragul, CPA license No. 2785 or Mrs.Sumalee Chokdeeanant, CPA license No. 3322 or Ms.Kanyanut Sriratchatchawan, CPA license No. 6549 or Mr.Teerasak Chuasrisakul, CPA license No. 6624 or Ms.Sansanee Poolsawat, CPA license No.6977 or Mr.Narin Churamongkol, CPA license 8593 of Grant Thornton Limited as the Company and its subsidiary' auditors for year 2018. In case those auditors could not perform their duty, Grant Thornton Limited shall provide the substituted auditors with approval from the Company's Board of Directors. However, in case Grant Thornton Limited still could not cannot provide the substituted auditors, the Board of Directors shall then consider and appoint other auditor in replacement. The audit fee for the Company and its subsidiary for Year 2018 shall not exceed the amount as indicated below:

| Audit Fee | Year 2018 | | |
|--------------------------------------|-----------|--|--|
| Addit Fee | (Baht) | | |
| Pylon Public Company Limited | 980,000 | | |
| Excelon Company Limited (subsidiary) | 195,000 | | |

The fee excludes out-of-pocket expenses such as printing financial statements, transportation, etc. which will be charged as actual but not exceeding 10% of the audit fee.



The above matter was approved with the unanimous votes of the shareholders' total votes attending the meeting with the right of vote as follows:

| Approved | 230 | voters | No. of shares | 258,876,669 | votes | Equivalent to | 100.00% |
|----------------|-----|--------|---------------|-------------|-------|---------------|---------|
| Disapproved | - | voters | No. of shares | - | votes | Equivalent to | - |
| Abstained | - | voters | No. of shares | - | votes | Equivalent to | - |
| Voided Ballots | - | voters | No. of shares | - | votes | | |

(Remark: On this agenda, there were 2 additional shareholders holding 10,200 shares attending the Meeting. Thus, there were a total of 230 shareholders attending the Meeting with a total of 258,876,669 shares accounting for 69.0454% of total shares.)

Agenda 11: To consider other matters (if any)

There was no other matter raised for consideration. After that, The Chairman invited questions/recommendations from shareholders. The Chairman then thanked all shareholders for attending the meeting before closing the Meeting.

The meeting adjourned at 2.22 p.m.

Signed...Mr. Seri Chintanaseri....Chairman

(Mr. Seri Chintanaseri)

Signed <u>Ms. Thitima Taiwprateep</u> Secretary

(Ms. Thitima Taiwprateep)