

No. CK-19-0000-PO-L-0010

April 5, 2019

Subject: Invitation to attend the 2019 Annual Ordinary General Meeting of Shareholders

To: Shareholders of CH. Karnchang Public Company Limited

- Attachments:
1. A Copy of the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders
  2. The Annual Report and Sustainable Development Report 2018
  3. Details of the Allocation of Profit
  4. Profiles of the Nominated Directors to Replace Those Due to Retire by Rotation
  5. Details of Determination of Remuneration for Directors
  6. Names of Auditors and Details of the Auditing Fee
  7. Details of Increase in an Amount Limit for Issuance and Offering of Debentures
  8. Details of Amendment of the Articles of Association
  9. Profile of Independent Director as Proxy
  10. Proxy Form (Form B.)
  11. List of Documents or Evidence Indicating Status as a Shareholder or Shareholder's Representative Entitled to Attend the Meeting
  12. Procedures for Participation in the 2019 Annual Ordinary General Meeting of Shareholders
  13. Articles of Association of the Company Regarding the Meeting of Shareholders
  14. Map of the Meeting Place

Whereas the Board of Directors of CH. Karnchang Public Company Limited passed a resolution to summon the 2019 Annual Ordinary General Meeting of Shareholders on Tuesday, April 30, 2019 at 9:30 a.m. at Supunnika Room on 4<sup>th</sup> Floor, Head Office, No. 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, to consider the matters as per the following agenda:

**Item 1                                      To consider and approve the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders**

Facts and Reasons:                      The 2018 Annual Ordinary General Meeting of Shareholders was held on April 27, 2018. The Company completed the preparation of the Minutes of the Meeting which were posted on the Company's website: [www.ch-karnchang.co.th](http://www.ch-karnchang.co.th) since May 10, 2018. Additionally, the Company publicized the digital recording of the Meeting for each agenda item so that shareholders may have access to the information via the Company's website, without any shareholder's proposal for amendment of the Minutes of the Meeting.

Opinion of the Board:                      Having considered the matter, the Board of Directors was of the opinion that the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders were correctly, completely and clearly recorded, and thus deemed it appropriate to propose that the Meeting of Shareholders approve such Minutes of the Meeting. (per details in Attachment 1)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

**Item 2 To acknowledge the Company's operational results for 2018**

Facts and Reasons: The report on the Company's operational results for 2018 was shown in the Annual Report and Sustainable Development Report 2018 distributed to the shareholders together with the Invitation Letter of this Meeting, and publicized through the Company's website at least 30 days prior to the Ordinary General Meeting of Shareholders.

Opinion of the Board: Having considered the matter, the Board of Directors deemed appropriate to report the Company's operational results for 2018 to the Meeting of Shareholders for acknowledgment without passing any resolution. (per details in Attachment 2)

Resolution: This item is a report for shareholders' acknowledgment and thus requires no resolution.

**Item 3 To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2018**

Facts and Reasons: The statement of financial position and the statement of comprehensive income for the year ended December 31, 2018 as shown in the Annual Report 2018 were reviewed by the Audit Committee and the Board of Directors, and audited by the auditor of EY Office Limited.

Opinion of the Board: Having considered the matter, the Board of Directors deemed appropriate to propose that the Ordinary General Meeting of Shareholders approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2018 which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor. (per details in Attachment 2)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

**Item 4 To consider and approve the allocation of profit**

Facts and Reasons: The Company derived a net profit for 2018 in the amount of Baht 625,297,012, without accumulated loss. The Company could therefore consider making dividend payment to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 51 of the Articles of Association which prohibits the dividend payment from any money other than profit, and also prohibits the dividend payment should the Company still have accumulated loss, whereby dividends shall be equally distributed according to the number of shares and subject to the approval of the shareholders' meeting.

Furthermore, according to Article 52 of the Articles of Association, the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent of the registered capital of the Company. In this regard, the Company's reserve fund already reached an amount of 10 percent of its registered capital.

**Opinion of the Board:** Having considered the financial statements of the Company, the Board of Directors was of the opinion that in 2018, the Company had profit and thus deemed it appropriate to propose that the Ordinary General Meeting of Shareholders approve the allocation of profit by making dividend payment for the second half of 2018 at the rate of Baht 0.30 per share, totaling Baht 508,169,061.60. Such dividend would be paid from the Company's net profit and retained earnings. Upon combination with the interim dividend payment for the first half of 2018 at the rate of Baht 0.20 per share, the dividend for 2018 would then be at the rate of Baht 0.50 per share, totaling not exceeding Baht 846,948,436. (per details in Attachment 3)

**Item 5                      To consider the election of directors to replace those due to retire by rotation**

In this 2019 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Mr. Vitoon Tejtassanasoontorn, Mr. Pavich Tongroach, Mr. Plew Trivisvavet and Mr. Narong Sangsuriva.

**Opinion of the Board:** Having considered the matter, the Board of Directors, excluding the nominated directors, deemed appropriate to propose that the Meeting of Shareholders consider the re-election of such four directors, namely, Mr. Vitoon Tejatussanasoontorn, Mr. Pavich Tongroach, Mr. Plew Trivisvavet and Mr. Narong Sangsuriya, directors due to retire by rotation, to return to their office for another term, as proposed by the Nomination and Remuneration Committee. (per details in Attachment 4)

**Item 6                      To consider the determination of remuneration for directors**

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As for 2019, the Nomination and Remuneration Committee's Meeting No. 1/2019 on February 28, 2019 deemed it appropriate to determine the bonus for directors for 2018 in the amount not exceeding Baht 11,000,000 and the remuneration for directors for 2019 at the same rate as that of 2018 in the amount not exceeding Baht 8,625,000. In this regard, the Nomination and Remuneration Committee did survey remuneration for directors for 2019 based on responsibilities and performance of directors, in comparison with other companies in the same industry of a similar size and nature, including results of director remuneration survey of the Thai Institute of Directors, and find that the remuneration paid to directors was at the similar rate to market's overall average remuneration.

**Resolution:** This item requires not less than two-thirds of all votes of the shareholders who attend the Meeting.

**Facts and Reasons:** Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders.

It was proposed that the Board of Directors consider nominating to the Ordinary General Meeting of Shareholders either Miss Siraporn Ouayanunkun or Mr. Chatchai Kasemsrithanawat or Miss Chonlaros Suntiasvaraporn of EY Office Limited for appointment as the auditor for 2019, with the remuneration not exceeding Baht 3,733,000.

**Resolution:** This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 8	To consider and approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million
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**Facts and Reasons:** The Company needs to raise funds for accommodating the business expansion of the Company and for use as working capital within the Company and/or for debt repayment, the management deemed appropriate to increase the amount limit for issuance and offering of debentures to be an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million, as one option for such fund-raising.

**Opinion of the Board:** Having considered the matter, the Board of Directors deemed appropriate to propose that the Ordinary General Meeting of Shareholders consider approving the increase in the amount limit for issuance and offering of debentures to be an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million. (per details in Attachment 7)

Resolution: This item requires not less than three-fourths of all votes of the shareholders who attend the Meeting and have the voting rights.

**Item 9                      To consider and approve the amendment of the Articles of Association**

<u>Facts and Reasons:</u>	<p>To ensure consistency with the Public Limited Companies Act (No. 2) B.E. 2544 (2001) as amended that public limited companies may purchase or hold its own shares or gain benefits from a debt-to-equity conversion to make their administration suitable and in line with changes in economic conditions, including consistency with the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing, the Company should consider amending its Articles of Association, Articles, 5, 11, 24, 25 and 40 accordingly.</p>
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**Opinion of the Board:** Having considered the matter, the Board of Directors deemed appropriate to propose that the Ordinary General Meeting of Shareholders consider approving, as proposed by the Board of Directors, the amendment of the Articles of Association, Articles 5, 11, 24, 25 and 40 to ensure consistency with the Public Limited Companies Act (No. 2) B.E. 2544 (2001) in respect of buyback of shares and/or debt-to equity conversion, and consistency with the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing. (per details in Attachment 8)

**Resolution:** This item requires not less than three-fourths of all votes of the shareholders who attend the Meeting and have the voting rights.

**Item 10** **To consider other matters (if any)**

You are cordially invited to attend the Meeting on the date, and at the time and place as mentioned above. Should you be unable to attend the Meeting in person, you may appoint Mr. Thawansak Sukhawun, the Audit Committee Member who is an independent director, with Profile of Independent Director as detailed in Attachment 9 or any other person as your proxy to attend and vote at the Meeting on your behalf.

Furthermore, the Company has enclosed herewith a Proxy Form for this Meeting (Attachment 10). Please fill in and sign the Proxy Form and kindly return the same to the Company at least one day prior to the date of the Meeting to ensure the orderly arrangements for the Meeting, or submit it to the Registration desk prior to attending the Meeting. It is recommended that all shareholders or proxy holders bring all documents

and evidence according to Attachment 11 for the Meeting registration. The Company will conduct the Meeting in accordance with the procedures in Attachment 12 and in accordance with the Company's Articles of Association in Attachment 13.

By resolution of the Board of Directors

(Mr. Aswin Kongsiri)  
Chairman of the Board of Directors

- Remarks:
1. Shareholders or proxy holders attending the Meeting are kindly requested to bring and present the registration form to the Registration Counters on the Meeting date so as to ensure more convenience and rapidity in the shareholders' registration for attendance to the Meeting.
  2. You may download Proxy Form A or Form B or Form C (Form C is used only for a foreign investor appointing a share custodian in Thailand) from the Company's website [http://ck-th.listedcompany.com/shareholder\\_meeting.html](http://ck-th.listedcompany.com/shareholder_meeting.html). (To clearly specify voting, Proxy Form B is recommended.)
  3. Shareholders may view the Invitation Letter of the Ordinary General Meeting of Shareholders and its supporting documents on the Company's website [http://ck-th.listedcompany.com/shareholder\\_meeting.html](http://ck-th.listedcompany.com/shareholder_meeting.html) from March 29, 2019 onwards.
  4. In the Ordinary General Meeting of Shareholders, the Company would like to suspend the distribution of souvenirs in compliance with the Principles of Good Corporate Governance of the Stock Exchange of Thailand.
  5. Shareholders may inquire of the information concerning the Meeting on each agenda item or submit questions or suggestions in advance prior to the Meeting date at:

Mr. Nattavut Trivisvavet

Company Secretary of CH. Karnchang Public Company Limited

E-mail address : [company\\_secretary@ch-karnchang.co.th](mailto:company_secretary@ch-karnchang.co.th)

Telephone : 02 2750026 Ext. 2315

Facsimile : 02 2753659

<p>The 2019 Annual Ordinary General Meeting of Shareholders will be conducted in the Thai language. Foreign shareholders may bring along their personal interpreter for their correct and complete understanding.</p>
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**Supporting Document for Item 1: To consider and approve the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders**

**Minutes of the 2018 Annual Ordinary General Meeting of Shareholders**  
**of**  
**CH. Karnchang Public Company Limited**

**Time and Place:**

The Meeting was held on	Friday, April 27, 2018 at 9:30 a.m.
At	Supunnika Room on 4 <sup>th</sup> Floor, Head Office, No. 587 Viriyathavorn Building, Sutthisarnvinitchai Road, Dindaeng Subdistrict Dindaeng District, Bangkok

**Preliminary Proceedings at 9:30 a.m.**

Mr. Nattavut Trivisvavet, in his capacity as Company Secretary, clarified that to ensure the good corporate governance and the recognition of the shareholders' rights, the Company gave the opportunity for the shareholders to propose additional agenda items of the Meeting and to nominate the qualified persons for appointment of directors prior to the Company's delivery of the Notice of the Meeting which was publicized on the Company's website at [www.ch-karnchang.co.th](http://www.ch-karnchang.co.th) since September 1, 2017, including report on such information via the Stock Exchange's news system. In this Meeting, there was no shareholder proposing any additional agenda items or nominations for election of directors to replace those who would retire by rotation. In addition, the Company publicized the relevant documents on the Shareholders' Meeting on the Company's website since March 27, 2018, in order to allow the shareholders to study the information prior to the Meeting.

In addition, the Company Secretary clarified to the Meeting procedures and the voting method on various agenda items as follows:

1. In casting a vote, one share would have one vote, whereby resolutions would be passed as follows:
  - Resolutions for Agenda Items 1, 3, 4, 5 and 7 would be passed by the majority of votes of the shareholders attending the Meeting and casting their votes.
  - Agenda Item 2 was for acknowledgement and would require no resolution.

- Resolution for Agenda Item 6: Consideration and Determination of Remuneration for Directors would be passed by not less than two-thirds of the total votes of the shareholders attending the Meeting.
- Resolution for Agenda Item 8: Consideration and Approval of Amendment of Article 34 of the Articles of Association would be passed by not less than three-fourths of the total votes of the shareholders attending the Meeting and having the voting rights.

2. As for the shareholders attending the Meeting in person, the Company had provided the voting cards to the shareholders in case such shareholders disagree or abstain from voting on any particular agenda item. The Chairman of the Meeting would ask whether there be any shareholders disagreeing or abstaining from voting, and if so, such shareholders would raise their hands for the officers to collect the voting cards. The disagreement votes or abstentions would be deducted from the total votes of the shareholders attending the Meeting to conclude the resultant votes for approval on such agenda item.

As for the agenda item for director election, the officers would collect the voting cards from all shareholders so as to check all votes of agreement, disagreement and abstention, and to conclude the results of the director election on an individual basis, except for proxies who would not be required to vote again.

3. In case of the shareholders who had appointed their proxies and voted on various matters, in respect of which the Company collected and recorded such votes in the computer, the proxies would not be required to vote again.

4. The Company used the barcode system, and appointed The Legists Group as the Company's legal advisor to examine the vote casting to ensure the transparency and compliance with the laws and the Articles of Association of the Company. Additionally, two representatives of the shareholders would be invited to witness the counting of votes. Miss Khwanjai Thonglairuam and Mr. Prasert Tongkittikul, the shareholders' representatives, volunteered to witness the counting of votes in association with the legal advisor.

5. Shareholders wishing to make inquiries or request the Board of Directors or the Management to make further clarification on any issues shall inform their full names for the record in the Minutes of Meeting and make inquiries at the end of the presentation of each respective agenda item or upon completion of the consideration of all agenda items.

The Company Secretary then introduced the Board of Directors, executives, auditor, and legal advisor as follows:

**1) Directors attending the Meeting:**

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|----|----------------------|---|
| 1. | Mr. Aswin Kongsiri   | Chairman of the Board of Directors<br>(Independent Director)                                |
| 2. | Mr. Plew Trivisvavet | Director<br>Chairman of the Executive Board<br>Nomination and Remuneration Committee Member |



		Corporate Governance and Risk Management Committee Member
3.	Mr. Vitoon Tejatussanasoontorn	Director (Independent Director) Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee Chairman of the Corporate Governance and Risk Management Committee
4.	Mr. Thawansak Sukhawun	Director (Independent Director) Audit Committee Member Nomination and Remuneration Committee Member Corporate Governance and Risk Management Committee Member
5.	Dr. Pavich Tongroach	Director (Independent Director) Audit Committee Member Chairman of the Corporate Social and Environmental Responsibility Committee
6.	Mr. Narong Sangsuriya	Director Executive Director Nomination and Remuneration Committee Member Corporate Governance and Risk Management Committee Member
7.	Mr. Prasert Marittanaporn	Director Executive Director Corporate Social and Environmental Responsibility Committee Member
8.	Mr. Ratn Santaannop	Director Executive Director
9.	Dr. Anukool Tuntimas	Director Executive Director Corporate Social and Environmental Responsibility Committee Member Executive Vice President: Human Resource and General Administration

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|-----|-------------------------|---|
| 10. | Dr. Supamas Trivisvavet | Director<br>Executive Director<br>President |
|-----|-------------------------|---|

The Board of Directors comprised a total of 10 directors, all of which attended this Annual Ordinary General Meeting of Shareholders, as named above, representing 100 percent of all directors' attendance to the Meeting.

**2) Executives attending the Meeting:**

- |    |                               |  |
|----|-------------------------------|--|
| 1. | Mr. Sittidej Trivisvavet      | Senior Executive Vice President:<br>Administration Group |
| 2. | Mr. Thammanoon Surarat        | Executive Vice President: Construction 4                 |
| 3. | Mr. Watchara Sanghattawattana | Executive Vice President: Engineering                    |
| 4. | Mrs. Rinrada Tangtrongkid     | Executive Vice President: Accounting and<br>Finance      |
| 5. | Mr. Wiboon Ungapipathanachai  | Executive Vice President: Internal Audit<br>Office       |

**3) Auditors**

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|-------------------------------|-------------------|
| Miss Siraporn Ouuanunkun      | EY Office Limited |
| Mr. Chatchai Kasemsrithanawat | EY Office Limited |

**4) Legal Advisors**

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|---------------------------|--|
| Mr. Nopadol Intralib      | The Legists Group                              |
| Miss Sawitree Treenawarut | The Legists Group (Examiner of voting results) |

**5) Representative of Shareholders' Right Protection Volunteer from Thai Investors Association**

- Mrs. Sunisa Somapha

Mr. Aswin Kongsiri, the Chairman of the Board of Directors, as the Chairman of the Meeting, thanked the shareholders for attending the 2018 Annual Ordinary General Meeting of Shareholders, and stated to the shareholders attending the Meeting prior to proceeding in accordance with the agenda of the Meeting that as at March 14, 2018 which was the record date for the right to attend the Ordinary General Meeting of Shareholders, there were 32,591 shareholders, with a total of 1,693,896,872 shares sold. In the 2018 Annual Ordinary General Meeting of Shareholders, which commenced at 9:30 a.m., there were a total of 1,203

shareholders attending the Meeting, holding among them a total of 846,298,845 shares or 49.9617 percent of the total number of shares sold, comprising:

319 shareholders attending the Meeting in person, holding among them a total of 28,580,766 shares; and

884 shareholders attending the Meeting by proxy, holding among them a total of 817,718,079 shares.

The quorum was present in accordance with the Articles of Association of the Company, which stipulates that there shall be not less than 25 shareholders holding in aggregate not less than one-third of the total number of shares sold to attend the Meeting. In this regard, there were 815 shareholders, holding among them 183,099,125 shares, authorizing Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, to act as their proxy to attend the Meeting.

Thereafter, the Chairman proceeded with the Meeting in accordance with the following agenda:

**Item 1**                    **Consideration and Approval of the Minutes of the 2017 Annual Ordinary General Meeting of Shareholders**

The Chairman informed the Meeting that the Minutes of the 2017 Annual General Meeting of Shareholders, which would be approved in this agenda item, referred to the Minutes of the Meeting held on April 28, 2017. The said Meeting had considered and approved various matters in accordance with the law and the Minutes of the said Meeting were completed within 14 days from the date of the Ordinary General Meeting of Shareholders, submitted to the Stock Exchange of Thailand and disseminated on the Company's website since May 11, 2017, at which time, there was no any shareholder proposing any amendment, as per the details in the copy of the Company's Minutes of the 2017 Annual Ordinary General Meeting of Shareholders, as delivered to all shareholders as per Attachment 1. The Board of Directors considered and was of the view that the Minutes of the Meeting were correctly and completely recorded, and such Minutes of the 2017 Annual Ordinary General Meeting of Shareholders should be approved.

The Chairman allowed shareholders to make inquiries and provide opinions.

No shareholders made any inquiries or provided any opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

852,596,223 votes attending the Meeting in this agenda item as follows:

852,581,223 favorable votes, representing 100.0000 percent

0 unfavorable vote, representing 0.0000 percent

15,000 abstaining votes

0 vote for voided card

**Having considered such Minutes of the Meeting, the Meeting thus resolved unanimously to approve the Minutes of the 2017 Annual Ordinary General Meeting of Shareholders, as proposed.**

**Item 2**                      **Consideration and Acknowledgement of the Company's Operational Results for 2017**

The Chairman clarified to the Meeting that pursuant to Article 45 of the Articles of the Association of the Company, the Board of Directors shall submit its annual report to shareholders, together with notice of the Annual Ordinary General Meeting of Shareholders, and requested the Meeting to acknowledge the Company's operational results for 2017 as shown in the Annual Report 2017 under the Financial Position and Operational Results, as delivered to all shareholders and publicized via the Company's website in advance since March 27, 2018, and requested Dr. Supamas Trivisvavet, President, to further clarify to the Meeting.

The President clarified to the Meeting on summary of the Company's operational results for 2017, including various factors, which had positive and negative impacts on the Company, for the shareholders' acknowledgement, whereby the Company proceeded with various matters per the following details:

**1. Operational Results**

The Company's operational results were steady as follows:

Item	2015	2016	2017
Total revenues (Million Baht)	38,028	47,020	37,731
Net profit (loss) (Million Baht)	2,193	2,002	1,810
Dividend per share (Baht)	0.65	0.50	0.50
Credit Rating	A- /Stable	A- /Stable	A- /Stable
Cost of Debt	4.66	3.50	3.20

**2. Significant Events in 2017**

1. The Company signed the agreements for six projects in 2017, with the value of Baht 48,506 Million:
  - The MRT Orange Line Project (Thailand Cultural Centre - Min Buri Section) under the name CKST Joint Venture (with the Company's investment ratio at 60 percent), totaling Baht 43,898 Million, comprising three contracts, as follows:
    - \* Contract 1: Underground Civil Works (Thailand Cultural Centre - Ram Khamhaeng 12 Section) totaling Baht 19,283 Million (Baht 11,570 Million of which shall be for CH. Karnchang);
    - \* Contract 2: Underground Civil Works (Ram Khamhaeng 12 - Hua Mak Section) totaling Baht 20,100 Million (Baht 12,060 Million of which shall be for CH. Karnchang);

\* Contract 5: Depot and Park & Ride Facilities totaling Baht 4,515 Million (Baht 2,709 Million of which shall be for CH. Karnchang).

- The Construction Project of Intercity Motorway, Bangpa-in - Nakhon Ratchasima Section, for a distance of approximately 8.4 kilometers, with the value worth approximately Baht 1,852 Million.
- The Project Management, Supply, Installation, and Test Run and Commissioning of the M&E Systems for the MRT Blue Line Extension Project, with the value worth Baht 19,643 Million.
- The Construction Project of the Connection between the Si Rat - Outer Ring Road Expressway and the Si Rat Expressway in the north (heading to Chaeng Watthana), with the value worth Baht 275 Million.
- The Care of Works Agreement for the MRT Blue Line Extension Project, Contract 2, with the value worth Baht 94 Million.
- The EPC Contract for Modification Works of Booster Pump Stations to be Water Distribution Stations with TTW Public Company Limited, with the value worth Baht 303 Million.

2. The Company received various awards from the public and private organizations:

- ASEAN Outstanding Engineering Achievement Project Award by ASEAN Federation of Engineering Organizations (AFEO);
- ARE-QP Awards for 2017 by Asian Network for Quality (ANQ);
- Environmental Social and Governance 100 (ESG) Award by Thaipat Institute (for three years in a row);
- Outstanding IR Awards by the Stock Exchange of Thailand;
- Popular Stock Awards 2017 by Kaohoon Newspaper (for five years in a row).

### 3. Construction Projects

- The Company's backlog as at December 31, 2017 was as follows:

- Total value	Baht 231,297 Million
- Deferred income	Baht 72,233 Million

### 4. Progress of Current Projects

- Details of progress of the Company's current projects as at December 31, 2017 could be summarized as follows:

<b>Current Main Projects (as at December 31, 2017)</b>	<b>Period</b>	<b>Project Value (Million Baht)</b>	<b>Progress</b>
1. MRT Blue Line Extension Project (Hua Lamphong - Bang Khae and Bang Sue - Tha Phra Sections) - Contract 6: Project Management, Supply, Installation, and Test Run and Commissioning of the M&E Systems	2017-2020	20,200	27.00%
2. MRT Orange Line Project, Thailand Cultural Centre - Minburi Section (with the total value of Baht 26,339 Million (60% of the total value of Baht 43,898 Million)) - Contract 1: Underground Civil Works (Thailand Cultural Centre - Ram Khamhaeng 12 Section) - Contract 2: Underground Civil Works (Ram Khamhaeng 12 - Hua Mak Section) - Contract 5: Depot and Park & Ride Facilities	2017-2022 2017-2022 2017-2022	11,570 12,060 2,709	4.20% 2.30% 3.60%
3. Double Track Railroad Construction Project, Chira Junction - Khon Kaen Section	2015-2018	15,329	49.00%
4. Motorway Project, Pattaya - Map Ta Phut, Contract 5	2016-2019	727	74.60%
5. Motorway Project, Bang Pa-in - Nakhon Ratchasima, Contract 3	2017-2020	1,852	11.00%
6. Motorway Project, Bang Pa-in - Nakhon Ratchasima, Contract 6	2016-2019	1,818	36.80%
7. Xayaburi Hydroelectric Power Project, the Lao People's Democratic Republic	2012-2019	94,622	85.30%
8. 230/500 kV Nabong Substation Construction Project	2015-2018	2,665	82.00%
9. Mae Fah Luang University Medical Center Building and Facilities Project	2015-2018	1,381	98.50%
10. Construction Project of Diagnosis and Treatment Building and Facilities, Mae Fah Luang University	2015-2018	1,168	78.20%
<b>Total</b>		<b>166,101</b>	

#### 5. Future Projects of the Government Sector

- 51 urgent projects of the government sector to be invested in 2018 with the value of Baht 2.39 Trillion could be summarized as follows

Projects as Approved by the PPP Committee/ the Council of Ministers	Already Bid/Under Construction/ Ready for Service Projects
<p><b>Mass Rapid Transit Authority of Thailand: Mass Rapid Transit System Projects</b></p> <ul style="list-style-type: none"> <li>- MRT Orange Line (Bang Sue - Hua Mak/Bang Sue - Hua Lamphong)</li> <li>- MRT Purple Line (Tao Poon - Rat Burana)</li> <li>- MRT Dark Green Line (Samut Prakan - Bang Pu)</li> <li>- MRT Dark Green Line (Khu Kot - Lam Lukka)</li> <li>- Light Rail Projects, Phuket, Chiang Mai, Nakhon Ratchasima, Khon Kaen</li> </ul> <p><b>Department of Highways: Motorways and Expressways</b></p> <ul style="list-style-type: none"> <li>- Nakhon Pathom - Cha-am Motorway</li> <li>- Hat Yai - Padang Besar Motorway</li> <li>- Bangkok - Mahachai Motorway</li> <li>- Kathu - Patong Highway</li> <li>- Uttaraphimuk Elevated Tollway, Rangsit - Bang Pa-in</li> </ul> <p><b>Other Projects, such as:</b></p> <ul style="list-style-type: none"> <li>- Bangkok - Chiang Mai Hi-Speed Project</li> <li>- Bangkok - Hua Hin Hi-Speed Project</li> <li>- Bangkok - Rayong Hi-Speed Project</li> <li>- Nakhon Phanom Border Transportation Center Project</li> <li>- Border Transportation Station Project</li> <li>- Main-City Transportation Station Project</li> <li>- Electric Passenger Bus Purchase Project</li> <li>- Long-Term Ferry Port Project</li> <li>- Laem Chabang Port Project, Phase 3</li> <li>- Dry Port Business Development Project</li> <li>- Airport / Maintenance Facility Project</li> </ul>	<p><b>Mass Rapid Transit Authority of Thailand: Mass Rapid Transit System Projects</b></p> <ul style="list-style-type: none"> <li>- MRT Blue Line (Bang Khae - Phutthamonthon Sai 4)</li> <li>- MRT Orange Line (Bang Khun Non - Thailand Cultural Centre)</li> </ul> <p><b>Department of Highways: Motorway and Expressway</b></p> <ul style="list-style-type: none"> <li>- Rama 3 - Dao Khanong - Western Outer Ring Road Expressway</li> <li>- The Third Stage Expressway, Northern route, N2 Section and E-W Corridor</li> </ul> <p><b>State Railway of Thailand: Double Track Projects</b></p> <ul style="list-style-type: none"> <li>- Prachuap Khiri Khan - Chumphon Section</li> <li>- Hua Hin - Prachuap Khiri Khan Section</li> <li>- Nakhon Pathom - Hua Hin Section</li> <li>- Chumphon - Surat Thani Section</li> <li>- Surat Thani - Hat Yai - Songkhla Section</li> <li>- Hat Yai - Padang Besar Section</li> <li>- Pak Nam Pho - Den Chai Section</li> <li>- Lop Buri - Pak Nam Pho Section</li> <li>- Den Chai - Chiang Mai Section</li> <li>- Den Chai - Chiang Rai - Chiang Khong Section</li> <li>- Khon Kaen - Nong Khai Section</li> <li>- Chira Junction - Ubon Ratchathani Section</li> <li>- Map Kabao Junction - Chira Junction Section</li> <li>- Ban Phai - Mukdahan - Nakhon Phanom Section</li> </ul>
	<p><b>State Railway of Thailand: Suburban Railway Projects</b></p> <ul style="list-style-type: none"> <li>- SRT Dark Red Line, Rangsit - Thammasat University Rangsit Campus Section</li> <li>- SRT Light Red Line Extension, Taling Chan - Siriraj Section and Taling Chan - Salaya Section</li> </ul>

<b>Projects as Approved by the PPP Committee/ the Council of Ministers</b>	<b>Already Bid/Under Construction/ Ready for Service Projects</b>
	<b>Other Projects, such as:</b> - Buri Ram/Khon Kaen Truck Rest Area Project - Bangkok - Nakhon Ratchasima Hi-Speed Project - Phaya Thai - Bang Sue - Don Mueang Airport Rail Link Project - Krabi International Airport Development Project - Khon Kaen Airport Development Project - Air Navigation Service System Project - Common Ticketing Project

- Projects of the government sector to be invested in EEC for the first five years with the value of Baht 1.5 Trillion could be summarized as follows:

<b>Projects</b>	<b>Project Value (Million Baht)</b>
- U-Tapao International Airport Project	200,000
- Map Ta Phut Port Project	10,150
- Laem Chabang Port Project	88,000
- Hi-Speed Rail Project	158,000
- Double Track Project	64,300
- Motorway Project	35,300
- Target Industry Project	500,000
- Tourism Project	200,000
- New Smart City Development Project	400,000

## **6. Infrastructure Investment Business**

<b>Information as at December 31, 2017</b>	<b>Bangkok Expressway and Metro Public Company Limited</b>	<b>TTW Public Company Limited</b>	<b>CK Power Public Company Limited</b>
Shareholding percentage (%)	29.98%	19.40%	27.41%
Establishment year	2015	2000	2011
Registered capital (Million Baht)	15,285	3,990	9,240
Revenue (Million Baht)	15,393	5,747	6,930
Profit (Million Baht)	3,123	2,663	159
Dividend (Baht) from the Operational Results of 2017	0.13	0.60	0.0225



## **7. Responsibilities for Business Operations, Society and Environment**

The Company conducted construction and management of the projects with its commitment to social safety and eco-friendly business by implementing each project under various proper measures to take care of the society and environment to the best of its ability by providing for security system and pre-use inspection of machinery, water quality inspection, construction site clean-up, dust-proof car cover service, installation of sound level measuring machine, installation of vibration measuring machine, to ensure that they did not exceed standard levels, including traffic management and taking care of the communities affected by construction, etc.

Moreover, the Company realized the significance of and continued the corporate social and environment responsibility activities (CSR), both inside and outside the organization, for example:

- “Every Drop Is Life, CH. Karnchang Gives Birth to New Life”
- “DVE Career Choices”
- “Literature for Childhood Life Development”
- “Participation in Volunteer for the Royal Cremation Ceremony of His Majesty the late King Bhumibol Adulyadej”
- “Shred2Share”
- Sponsoring various activities, etc.

With respect to anti-corruption policy, the Company always operated its business by adhering to integrity and ethics and opposition to corruption and bribery of any kinds. The Company was committed to professionalism and fair dealings in its business operations, and adhered to justice. The Company clearly adopted the anti-corruption policy and measures as part of its corporate governance policy, as published in the Annual Report.

In this regard, CH. Karnchang Public Company Limited Group placed importance on anti-fraud and anti-corruption while supporting and encouraging its personnel at all levels to be aware of opposing fraud and corruption in all forms. The Board of Directors then formulated the anti-corruption and anti-bribery policy and the practical guidelines in order for its personnel at all levels, including employees, representatives, affiliated companies or persons acting for or on behalf of the legal entity, whether having authority to do so or not, to adhere thereto as the norm in their operations. The Company deemed any action in violation of corruption laws illegitimate and contrary to its corporate government policy. For that reason, all of its staff at any level would have to oppose and refrain from committing any such violation. Moreover, the Company did communicate and provide training to its staff in relation to the anti-corruption policy and practices, as well as monitoring to ensure all staff’s compliance with such policy and the Board of Directors’ review of such policy at least once a year.

In July 2017, the Anti-Corruption Organization of Thailand and the Thai Contractors Association under H.M. the King's Patronage signed the Memorandum of Understanding regarding Anti-Corruption to encourage the active cooperation in prevention of and opposition to any corruption in accordance with the National Anti-Corruption Strategy; and to ensure the cross-organizational collaboration in supporting various anti-corruption measures. There shall be rules and guidelines for the promotion, support, knowledge, expertise exchange, together with laws and regulations applicable to anti-corruption, including the integration of collaborative working to make it efficiently; promotion and mutual creation of the anti-corruption network by the public sector, private sector, civil society and academic institutions which shall serve as united front to inspect, monitor, proceed, improve and develop the prevention and combating of anti-corruption. However, the Thai Contractors Association had not yet formulated rules and guidelines therefor for its members.

In this regard, the Board of Directors authorized the management to follow up, participate in studies on practical guidelines for the signing to manifest the intention not to involve with any corruption by means of participation in the Thailand's Private Sector Collective Action Coalition against Corruption, which had a lot of applicable details. Moreover, it was in the process of discussion with the Thai Contractors Association and companies in the construction industry to ensure that they would participate in the signing of manifestation of their intention in favor of the Thailand's Private Sector Collective Action Coalition against Corruption together with Company in a proper manner. Currently, the Thai Contractors Association was acquainting its members in various regions with the anti-corruption to ensure the clarity and was further improving relevant requirements to make it appropriate, including rules, regulations and procedures.

The Chairman allowed shareholders to make inquiries and provide opinions.

Miss Naruechon Chongrungrueng, shareholder, inquired whether or not materials used in the Company's construction projects as purchased by the Company from various suppliers as its traders were taken by means of destruction of environment of Thailand; and whether or not the Company's traders played a part in helping preserving environment of Thailand, and if so, to what extent?

Dr. Supamas Trivisvavet, President, clarified that the key materials used in the Company's construction were currently comprised of concrete of approximately 50 percent; steel of approximately 10 percent; oil of approximately 10 percent and the rest was lime. The Company purchased these materials from many Thailand's large suppliers, most of which were widely acceptable in Thailand. For that reason, the Company was then certain that these suppliers would give top priority to the environmental care. That was, when these suppliers were granted their own concessions for production of materials, they were required to maximize the environmental and social impacts while giving back to the society. On the part of the Company, the Company would consider purchasing the materials from the suppliers which upheld the corporate social responsibility. Moreover, the suppliers from which the Company purchased the materials were the country's leading large companies, the Company could then rest assured that such suppliers had adhered to the corporate governance and greatly had the corporate social responsibility.

Mrs. Sasithorn Tantrachot, shareholder, inquired how many revenue which would be able to recognized in 2018; and whether or not it would be possible for the Company to make more dividend payment.

Dr. Supamas Trivisvavet, President, clarified that in 2018, the Company set its revenue target of approximately Baht 30,000 - 35,000 Million, which the Company was somewhat certain that it would be able to meet such target. In respect of dividend payment, it would depend on profit as at the end of the year, whereby the Company was obligated and determined to make an effort to get more new projects. As for its projects in hand, the Company would carry out cost and project management to make a good profit. And once as at the end of the year, there was a good profit, the Board of Directors and shareholders would be then requested to consider once again how many dividend would be paid, which was expected to be at a higher rate.

Mrs. Sumontha Wattanasin, shareholder, inquired as follows: in bidding for the government's projects, whether or not the contractors was required to pay the relevant government agencies which owned such projects at the rate of 30 percent or even less or more than that, to make it granted the project concessions.

Mr. Plew Trivisvavet, Chairman of the Executive Board, clarified that no payment in such manner was absolutely made; and also, according to the work operation pictures in the video presentation showed by the President, it could be seen that all of the projects constructed by the Company were of good quality; the Company never lowered the quality in any work and project, not to mention the fact that if there was any part of inferior quality, the Company would improve and enhance its quality to ensure the long-term stable service life to achieve the project owner's objective. Therefore, if there was payment of 30 percent, either less or more than that, as mentioned by the shareholder, it was not possible for the Company to remarkably attain the good quality of the projects until the present.

Miss Siriporn Siriphaibun, shareholder, inquired why the Company's revenue in 2017 reduced from that of 2016.

Dr. Supamas Trivisvavet, President, clarified that the reason why the Company's revenue in 2017 reduced from that of 2016 was that the Company executed a special transaction in 2016, the year in which the Company was able to reach an agreement regarding variation order or additional work for the Xayaburi Hydroelectric Power Project, with the transaction value worth almost Baht 10,000 Million, which was recognized in 2016, thereby causing an increase in revenue in 2016 to be approximately Baht 45,705 Million. Nevertheless, in 2017, the Company's revenue would return to be at a normal level in the amount of approximately Baht 36,000 Million, as planned by the Company.

Miss Siriporn Siriphaibun, shareholder, further inquired whether or not the item on revenue from such additional work in the Xayaburi Hydroelectric Power Project was recorded separately as a special case under the accounting principles or whether or not there must be any further note thereto.

Mr. Prasert Marittanaporn, Director, clarified that it was in a normal way for work in construction projects, whether it would be owned by the public or private sector which engaged the Company to serve as a contractor, that was, once there was any additional work in each such project, the employer would be able to engage the Company to perform such additional work. In respect of the Xayaburi Hydroelectric Power Project, the Company was engaged to carry out a lot of additional work, all of which were construction work other than the former one, with the rising value by approximately Baht Ten Thousand Million. Based on such reason, the additional work constructed by the Company on each occasion thus was construction work. Therefore, revenue so derived was revenue from construction. In the Annual Report 2017, on page 169, the consolidated financial statements for 2016, the Company had revenue from construction services to be approximately Baht 45,705 Million and, for 2017, to be approximately Baht 36,000 Million, the difference of which was resulted from the additional work of construction as further carried out by the Company. As a result, when it was relevant to construction work, it must be then recorded as revenue from construction services as usual; it would not be separated as a special item.

Mr. Arthorn Atsawachintheppakul, shareholder, inquired which the Company's construction projects sustained loss; and how many gross profit margin of each of such projects in percentage terms was; and why the total assets in 2017 decreased; and why the shareholders' equity increased every year.

Dr. Supamas Trivisvavet, President, clarified that each project's gross profit margin was varied, that was, if it was relevant to work requiring high engineering competency, there was not much competition; the Company's gross profit margin was somewhat high, in a range of 8 percent; but as for the projects which the Company had to face a lot of competition, which small companies were able to fight off, the gross profit margin would decline. However, overall, the Company's gross profit margin as at the end of 2017 was approximately 7.9 percent, which was within the range as targeted by the Company, namely, 8 percent, which was deemed good profit for the large-scale construction work with the investment fund of up to Baht One Hundred Thousand Million. Therefore, the gross profit margin at such rate was considered good. In 2016, gross profit margin reduced to be approximately 7 percent due to the additional work of the Xayaburi Hydroelectric Power Project, as profit from such additional work was not too much high. At this point, the Company did try to make the project progressed and completed. In 2017, gross profit margin returned to be approximately 7.9 percent. In 2018, the Company would conduct management in its effort to ensure that it was close to 8 percent as the previous year. With respect to net profit margin in 2017, it was approximately 4.80 percent, which was deemed good at the satisfactory level for the construction business.

The reason for a decrease in the assets was that the Company transferred the liability of the MRT Purple Line Project to Bangkok Expressway and Metro Public Company (BEM). Initially, the Company took care of finance of this project for Bangkok Metro Public Company Limited; but when Bangkok Metro Public Company completely amalgamated with Bangkok Expressway Public Company Limited, the Company had to transfer such liability to BEM. After the transfer of the liability, the assets and liabilities decreased

accordingly. Therefore, it was the assets transferred out by the Company; it was not the case that the assets were lost. Instead, it was a debtor transferred by the Company to BEM who owned the project.

As for an increase in the shareholder's equity, it was due to the fact that the Company's operational results were improved; and that the group companies invested by the Company, comprising Bangkok Expressway and Metro Public Company Limited (BEM), TTW Public Company Limited (TTW) and CKP Power Public Company Limited (CKP), had their respective operational results which were gradually good, with the dividend payment to the Company at the good rate. Based on these information mentioned above, it reflected a continued increase in shareholders' equity of the Company. In this year, the shareholders' equity increased by approximately Baht 2,000 Million.

No shareholders made any further inquiries or provided any further opinions, the Chairman then informed that Meeting that no voting was required for this agenda item which represented a report on the operational results to the Meeting for acknowledgement.

**The Meeting acknowledged the Company's operational results for 2017.**

**Item 3                      Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the Year Ended December 31, 2017**

The Chairman requested Dr. Supamas Trivisvavet, President, to clarify the details of this matter to the Meeting.

The President clarified to the Meeting that by Article 44 of the Articles of Association, the Board of Directors shall submit a balance sheet and profit and loss account as at the end of the fiscal year of the Company, which have been audited by the auditor, to the annual ordinary general meeting of shareholders for consideration and approval. In addition, by Article 45 of the Articles of Association, the Board of Directors shall send the copies of the balance sheet and profit and loss account which have been audited by the auditor, and the report of the auditor, to the shareholders, together with the notice of the annual ordinary general meeting of shareholders.

The Board of Directors' Meeting No. 1/2018, which was held on February 28, 2018, resolved to propose this matter to the 2018 Annual Ordinary General Meeting of Shareholders for consideration and approval of the statement of financial position and the statement of comprehensive income for the year ended December 31, 2017 which had been reviewed by the Audit Committee and the Board of Directors and audited by the auditor, as per the details in the Annual Report, as delivered to all shareholders in advance, together with the Notice of the Meeting.

**Summary of Financial Information of CH. Karnchang Public Company Limited**  
**(Separate Financial Statements)**

**Unit: Million Baht**

<b>Items</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Total assets	76,055.49	89,873.25	86,272.06
Total liabilities	52,303.80	67,096.39	63,520.13
Shareholders' equity	23,751.69	22,776.86	22,751.93
Total revenues	21,498.90	22,335.52	27,315.82
Gross profit (loss)	1,418.97	1,436.24	1,930.24
Net profit (loss)	779.23	983.58	2,067.48
Earnings (loss) per share	0.46	0.58	1.22

**Summary of Financial Information of CH. Karnchang Public Company Limited**  
**(Consolidated Financial Statements)**

**Unit: Million Baht**

<b>Items</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Total assets	79,274.46	94,928.37	93,065.90
Total liabilities	55,401.38	73,074.05	72,210.23
Shareholders' equity	23,873.08	21,854.32	20,855.67
Total revenues	37,730.68	47,019.54	38,027.75
Gross profit (loss)	2,834.74	3,238.23	2,861.15
Net profit (loss)	1,810.01	2,002.40	2,192.64
Earnings (loss) per share	1.07	1.18	1.29

The Chairman allowed shareholders to make inquiries and provide opinions.

Miss Nuchchanart Youngchana, shareholder, inquired as follows: in the Annual Report 2017, on page 169, in the statement of comprehensive income, the unrealized gain (loss) from cash flow hedges, net of income tax, amounted to Baht 196 Million, representing an increase, whether or not such increased amount showed a loss, and if so, why?

Mrs. Rinrada Tangtrongkid, Executive Vice President: Accounting and Finance, clarified that the item on unrealized gain (loss) from cash flow hedges, net of income tax, showed a deficit in the amount of Baht 196 Million, due to the fact that the Company made a forward rate agreement because the Company's revenues and expenses were in a foreign currency, as a result, there was an change in exchange rate as at the end of the period. Yet, such amount was not recognized.

Miss Nuchchanart Youngchana, shareholder, inquired as follows: in the Annual Report 2017, on page 167, in the statement of financial position, current investments in excess of Baht 2,200 Million and cash and cash equivalents in excess of Baht 6,600 Million, upon consideration, they were found considerable high, and at the same time, the Company had a burden of debentures, whether or not the Company kept such cash for investment in other projects or for bidding for other projects.

Mr. Prasert Marittanaporn, Director, clarified that cash and cash equivalents of more than Baht 6,600 Million were the consolidated financial statements, which included those of the Company's subsidiaries. In such amount, there would be approximately Baht 4,000 Million which belonged to the Company. The amount of Baht 4,000 Million would occur only at the end of the year, and in mid-year, there would be an inflow of money; but in the following month, the Company incurred various expenses, such as, materials, equipment, labor costs, etc. As a result, during this period of time, such amount would decrease but the Company would have to keep such amount at such rate for use in case of any emergency.

No shareholders made any further inquiries or provided any further opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

854,436,690 votes attending the Meeting in this agenda item as follows:

853,736,465 favorable votes, representing 99.9198 percent

684,425 unfavorable votes, representing 0.0801 percent

15,800 abstaining votes

0 vote of voided card

**Having considered the statement of financial position and the statement of comprehensive income for the year ended December 31, 2017, the Meeting resolved, by a majority vote of the shareholders attending the Meeting and casting their votes, to approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2017, which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor.**

**Item 4                      Consideration and Approval of the Allocation of Profit**

The Chairman requested Dr. Supamas Trivisvavet, President, to clarify the details of this matter to the Meeting.

Dr. Supamas Trivisvavet, President, clarified to the Meeting that under Article 51 of the Articles of Association, the payment of dividends from money other than profit would not be allowed. In the case where the Company still had accumulated losses, payment of dividends would be prohibited. The payment

of dividends would require the approval of a shareholders' meeting. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors would find that the Company had sufficient profit and a report thereof would be made to the next shareholders' meeting. Under Article 52 of the Articles of Association, the Company must appropriate to a reserve fund, from the annual net profit at least 5 percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund would reach an amount not less than 10 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval by the shareholders' meeting.

The Board of Directors' Meeting No. 5/2017, which was held on September 14, 2017, considered that the Company had profit sufficient to make interim dividend payment, thereby passing the resolution to approve the interim dividend payment for the first half of 2017 at the rate of Baht 0.25 per share, which was paid on October 12, 2017.

In 2017, the Company had the unallocated accumulated profit as follows:

	(Baht)
Unallocated accumulated profit (loss) brought forward - opening balance	8,096,915,851
Net profit (loss) for 2017	530,547,996
Actuarial loss - net of income tax	(5,662,662)
Accumulated profit (loss) prior to allocation	8,621,801,184
Allocation of profit	
- as legal reserve	-
- dividend payable	(846,623,406)
Unallocated accumulated profit (loss) carried forward - closing balance	7,775,177,778

The Company had a policy to pay dividend at the rate of not less than 40 percent of net profit by taking into account the operational results, financial structure, investment and continuity of dividend payment to the shareholders.

Comparison of Dividend Payment	2017	2016	2015
1. Net profit (loss) (Baht)	530,547,996	897,406,473.09	2,481,327,633.45
2. Number of shares (shares)	1,693,896,872	1,693,896,872	1,693,896,872
3. Dividend per share (Baht)	0.50	0.50	0.65
4. Dividend payable (Baht)	846,948,436	846,948,436.00	1,101,032,966.80

Having considered the financial statements of the Company, the Board of Directors' Meeting No. 1/2018 on February 28, 2018 was of the opinion that in 2017, the Company had profit and thus deemed it appropriate to propose that the Ordinary General Meeting of Shareholders grant approval to the



allocation of profit and the dividend payment for the second half of 2017 at the rate of Baht 0.25 per share, totaling Baht 423,474,218, provided that such dividend would be paid out of the Company's net profit and accumulated profit. Upon combination with the interim dividend payment for the first half of 2017 at the rate of Baht 0.25 per share, the dividend for 2017 would then be at the rate of Baht 0.50 per share, totaling not exceeding Baht 846,948,436, representing not less than 40 percent of net profit under the Company's separate financial statements only, which was in accordance with the specified policy on dividend payment. The record date for the right to receive dividend for the second half of 2017 was scheduled to be May 7, 2018 (XD would be posted on May 4, 2018), whereby the dividend payment for the second half of 2017 was scheduled to be made on May 22, 2018 in case the 2018 Annual Ordinary General Meeting of Shareholders approved the dividend payment.

**Remark:** Dividend for the second half of 2017 at the rate of Baht 0.25 per share in the amount of Baht 423,474,218, paid out of profit subject to corporate income tax at the rate of 20 percent, in respect of which, individual shareholder would be entitled to dividend tax credit pursuant to Section 47 bis of the Revenue Code.

The Chairman allowed shareholders to make inquiries and provide opinions.

Miss Siriporn Siriphaibun, shareholder, inquired what percentage of the Company's separate financial statements the Company made the dividend payment; and inquired about the cause of the decrease in unallocated accumulated profit under the Company's separated financial statements for 2017 as to whether or not it was due to the Company's utilization of such accumulated profit for allocation as dividend, but if not so, what the real cause of that was.

Dr. Supamas Trivisvavet, President, clarified that the reason for the decrease in the unallocated accumulated profit under the Company's separated financial statements for 2017 was that such accumulated profit was allocated for dividend payment and due to the fact that the Company's dividend payment was made out of the net profit and partially out of the accumulated profit, as a result, the dividend payment was at the rate of approximately 150 percent.

Mr. Thawisak Chanapamokkho, shareholder, inquired as follows, according to the details in the Notice of the Meeting, on page 34, regarding allocation of profit, indicating the net profit for 2017 in the amount of approximately Baht 530 Million, which item of the financial statements such amount was indicated in, since, upon comparison with the consolidated financial statements, they were different; and also suggested making clarification and providing details to ensure more clarity to avoid any confusion and misunderstanding caused to the shareholders or investors.

Dr. Supamas Trivisvavet, President, thanked the shareholder for such suggestion and would take such suggestion into consideration to make descriptions in the documents more clear; and also clarified that this was due to enforcement of new accounting standard, the financial statements as shown in the Company's Annual Report would comprise the respective financial statements of the Company and the Joint

Venture and the consolidated financial statements, totaling three types of the financial statements, each type which was used for reference in different cases. As for the Company's separate financial statements, they were not indicated in the Annual Report; in doing so, it was to ensure compliance with the new accounting standard. Therefore, the amount of the net profit for 2017 in the amount of approximately Baht 530 Million was shown in the Company's separate financial statements only.

Mrs. Rinrada Tangtrongkid, Executive Vice President: Accounting and Finance, added that in the Annual Report for 2017, on page 203, the amount of the profit of Baht 530 Million was indicated in the Company's separate financial statements; it was the Company's only; while in respect of the joint arrangements, it was that of Joint Venture. For that reason, the financial statements as compared in the statement of income on the financial statements' page then represented the Company's financial statements and the Joint Venture's financial statements.

No shareholders made any further inquiries or provided any further opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

854,531,584 votes attending the Meeting in this agenda item as follows:

854,510,584 favorable votes, representing 100.0000 percent

0 unfavorable vote, representing 0.0000 percent

21,000 abstaining votes

0 vote of voided card

**Having considered the matter, the Meeting unanimously resolved to approve the allocation of profit and the dividend payment for the second half of 2017 at the rate of Baht 0.25 per share, totaling Baht 423,474,218, provided that such dividend would be paid out of the Company's net profit and accumulated profit. Upon combination with the interim dividend payment for the first half of 2017 at the rate of Baht 0.25 per share, the dividend for 2017 would then be at the rate of Baht 0.50 per share, totaling not exceeding Baht 846,948,436, and the payment was scheduled to be made on May 22, 2018.**

**Item 5                      Consideration of the Election of Directors to Replace Those Due to Retire by Rotation**

Prior to proceeding with this agenda item, the Chairman requested Mr. Plew Trivisvavet, Member of the Nomination and Remuneration Committee, to conduct the Meeting.

Mr. Plew Trivisvavet, Member of the Nomination and Remuneration Committee, clarified to the Meeting that to comply with the Good Corporate Governance Principles, directors who were due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders, namely, Mr. Aswin Kongsiri, Miss

Supamas Trivisvavet, Mr. Prasert Marittanaporn, and Mr. Anukool Tuntimas, were requested to leave the Meeting room, since they were related persons.

According to Article 19 of the Articles of Association, one third or the closest number to one third of the directors shall vacate their office at every annual ordinary general meeting. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.

Therefore, four directors who were due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders would be as follows:

1. Mr. Aswin Kongsiri (Independent Director)
2. Miss Supamas Trivisvavet, (Executive Director)
3. Mr. Prasert Marittanaporn (Executive Director)
4. Mr. Anukool Tuntimas (Executive Director)

#### **Nomination Rules and Procedures**

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the Securities and Exchange Commission and rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability and experience in various professional fields beneficial to the Company's business operations.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity and full time contribution, etc.
4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full time contribution will also be taken into account.
5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills for the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

Given the fact that the Company allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance during September 1, 2017 until December 31, 2017, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on [www.ch-karnchang.co.th](http://www.ch-karnchang.co.th), no shareholders nominated any persons for consideration by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee's Meeting No. 1/2018 on February 28, 2018 considered the matter and therefore deemed it appropriate to propose that such four directors should be re-elected as directors for another term since they had knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, played active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to the management.

The Board of Directors' Meeting No. 1/2018 on February 28, 2018, except those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider electing such four persons as listed above as directors for another term. In this regard, the persons nominated on this occasion had been screened by the Board of Directors that they possessed the qualifications suitable for the Company's business operations, and the person nominated as an independent director would be able to independently provide opinions in accordance with the relevant rules.

The Member of the Nomination and Remuneration Committee requested Mr. Nattavut Trivisvavet, Company Secretary, to clarify the details to the Meeting.

The Company Secretary clarified to the Meeting that the Board of Directors prepared and distributed profiles of such four nominated directors to the shareholders as per Attachment 4 in the Notice of the Meeting, and to comply with the Good Corporate Governance Principles, the shareholders were thus requested to vote on election of directors on an individual basis according to the rules and procedures under Article 16 of the Articles of Association, as follows:

- (1) One shareholder shall have one vote for every one share held by that shareholder.
- (2) In the election of directors, each shareholder shall exercise all of his or her votes to elect all directors to be elected on such occasion, or in case the Shareholders' Meeting deems it appropriate, the directors may be voted on an individual basis. In this regard, in casting votes, whether in the election of directors on an individual basis or the election of all directors, each person voted by a shareholder shall receive votes from the shareholder as per the number of all shares held by such shareholder under (1), provided that no shareholder can allot his or her votes to any person in any number.
- (3) In case of the election of directors on an individual basis, persons receiving the highest votes would be elected to be directors, in descending order, to the number of directors to be elected on

such occasion. If there is a tie for the last to be elected and this exceeds the said number of directors, the election shall be drawn by lots.

As for the agenda item for director election, the officers would collect the voting cards from all shareholders so as to check all votes of agreement, disagreement and abstention, and to conclude the results of the director election on an individual basis, except for proxies who would not be required to vote again.

The Member of the Nomination and Remuneration Committee allowed shareholders to make inquiries and provide opinions.

No shareholders made any further inquiries or provided any further opinions, the Chairman of the Nomination and Remuneration Committee then requested the Meeting to consider this matter and vote on an individual basis, and invited such directors who were due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders to return to attend the Meeting, and requested the Chairman to proceed with the Meeting.

The Meeting considered and voted on this matter. The Chairman then announced the voting results on an individual basis as follows:

1. Mr. Aswin Kongsiri

854,786,159 votes attending the Meeting in this agenda item as follows:

828,353,204 favorable votes, representing 96.9099 percent

26,412,268 unfavorable votes, representing 3.0900 percent

20,687 abstaining votes

0 vote of voided card

2. Miss Supamas Trivisvavet

854,786,159 votes attending the Meeting in this agenda item as follows:

851,522,537 favorable votes, representing 99.8177 percent

1,555,035 unfavorable votes, representing 0.1822 percent

1,708,587 abstaining votes

0 vote of voided card

3. Mr. Prasert Marittanaporn

854,786,159 votes attending the Meeting in this agenda item as follows:

853,212,487 favorable votes, representing 99.8180 percent

1,555,035 unfavorable votes, representing 0.1819 percent

18,637 abstaining votes

0 vote of voided card

4. Mr. Anukool Tuntimas

854,786,159 votes attending the Meeting in this agenda item as follows:

841,320,287 favorable votes, representing 98.4256 percent

13,457,285 unfavorable votes, representing 1.5743 percent

8,587 abstaining votes

0 vote of voided card

**Having considered the matter, the Meeting resolved, by a majority vote of the shareholders attending the Meeting and casting their votes, to approve the appointment of the directors retiring by rotation, namely, Mr. Aswin Kongsiri, Miss Supamas Trivisvavet, Mr. Prasert Marittanaporn, and Mr. Anukool Tuntimas, to return to their office as directors for another term.**

**Item 6                      Consideration and Determination of Remuneration for Directors**

The Chairman requested Mr. Vitoon Tejatussanasoontorn, Chairman of the Nomination and Remuneration Committee, to clarify this matter to the Meeting.

Mr. Vitoon Tejatussanasoontorn, Chairman of the Nomination and Remuneration Committee, clarified to the Meeting that by Article 17 of the Articles of Association, directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the meeting of shareholders.

1) In the preceding year, the 2017 Annual Ordinary General Meeting of Shareholders approved the determination of remuneration for the Company's directors, namely, bonus for directors for 2016 shall be paid in the amount not exceeding Baht 11,000,000, and remuneration for directors for 2017 shall be paid in the amount not exceeding Baht 8,625,000.

2) The Nomination and Remuneration Committee's Meeting No. 1/2018 on February 28, 2018 determined the criteria for consideration of remuneration for the Company's directors suitable for each director's position, duties and responsibilities. Furthermore, the Nomination and Remuneration Committee considered the amount of work responsible in each position either as Chairman or members within each subcommittee of the Company by allocating the remuneration into two main categories as follows:

1. Bonus for directors: an annual honorarium for directors at an amount that is contingent on the Company's earnings performance and the directors' performance in the past year.
2. Remuneration for directors: an annual remuneration for performing the duty as directors, comprising:

2.1 Remuneration and office remuneration

Based on position, duties, and responsibilities as directors and members of subcommittees in which the remuneration amount was in accordance to the period of time served in that position, and was determined to be the fixed amount per year, and to be paid semiannually.

2.2 Meeting allowances

Based on the members' attendance in the Board of Directors' Meetings or subcommittees' meetings in which the amount was determined to be paid in every meeting.

3) As for the bonus for directors for 2017 and remuneration for directors for 2018, the Board of Directors' Meeting No. 1/2018 on February 28, 2018 resolved to present to the 2018 Annual Ordinary General Meeting of Shareholders the remuneration rate of directors, for approval as proposed by the Nomination and Remuneration Committee, as follows:

(1) Bonus for directors for 2017 in the amount not exceeding Baht 11,000,000, based on position, duties, and responsibilities, as follows:

Position	Number of Person(s)	Amount (Baht)
1. Chairman of the Board of Directors	1	1,270,124
2. Chairman of the Executive Board	1	1,270,124
3. Chairman of the Audit Committee	1	1,270,124
4. Directors and Executive Directors	5	5,285,730
5. Directors and Audit Committee Members	2	1,903,896
Total	10	10,999,998

(2) Remuneration for directors for 2018 in the amount not exceeding Baht 8,625,000, as follows:

1. Remuneration and Office Remuneration

1.1 Remuneration for Directors

Remuneration for Directors	Baht 200,000	per year per person
Remuneration for Audit Committee Members	Baht 200,000	per year per person
Remuneration for Executive Directors	Baht 100,000	per year per person

## 1.2 Office Remuneration

Chairman of the Board of Directors	Baht 550,000	per year
Chairman of the Executive Board	Baht 300,000	per year
Chairman of the Audit Committee	Baht 200,000	per year
Chairman of the Nomination and Remuneration Committee	Baht 100,000	per year
Chairman of the Corporate Governance and Risk Management Committee	Baht 100,000	per year
Chairman of the Corporate Social and Environmental Responsibility Committee	Baht 100,000	per year

2. Meeting allowances shall be paid based on the number of attendances to the Board of Directors' Meetings or subcommittees' meetings. The meeting allowances for the Board of Directors' Meeting and the Executive Board's Meeting shall be Baht 20,000 per meeting per person; and Baht 10,000 per meeting per person for all subcommittees.

In this regard, the Company did not give any other benefits to directors than such remuneration.

In this agenda item on consideration of remuneration for directors, there were four directors, holding in aggregate 16,000,247 shares in the Company and having interest in this agenda item, thereby having no voting right in this agenda item, namely, Mr. Plew Trivisvavet, Mr. Vitoon Tejatussanasoontorn, Miss Supamas Trivisvavet, and Mr. Narong Sangsuriya.

The Chairman allowed shareholders to make inquiries and provide opinions.

No shareholders made any inquiries or provided any opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

854,820,259 votes attending the Meeting in this agenda item as follows:

836,124,107	favorable votes, representing 97.8128 percent
2,672,318	unfavorable votes, representing 0.3126 percent
23,587	abstaining votes, representing 0.0027 percent
16,100,247	votes without the voting right, representing 1.8717 percent
0	vote of voided card, representing 0.0000 percent



**Having considered the matter, the Meeting resolved, by not less than two-thirds of the total votes of the shareholders attending the Meeting, to approve the remuneration for directors as proposed by the Nomination and Remuneration Committee, namely,**

**1. Bonus for directors for 2017 in the amount not exceeding Baht 11,000,000; and**

**2. Remuneration for directors for 2018 in the amount not exceeding Baht 8,625,000.**

**Item 7                      Consideration and Appointment of Auditor and Determination of Remuneration for 2018**

The Chairman requested Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, to clarify to the Meeting the details of the appointment of the auditor and determination of remuneration.

Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, clarified to the Meeting that Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders, and the Notification of the Stock Exchange of Thailand stipulates that the Audit Committee shall have the duty to consider selecting and nominating independent persons to perform duty as the Company's auditor and propose remuneration for the Company's auditor.

In 2017, the Ordinary General Meeting of Shareholders resolved to appoint either Miss Siraporn Ouuanunkun or Mr. Supachai Phanyawattano or Miss Supanee Triyanantakul of EY Office Limited as the Company's auditor, with the remuneration not exceeding Baht 3,450,000.

Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Works of the Audit Committee B.E. 2008 specifies that the Audit Committee shall have the duty to consider, select and nominate an independent person to be the Company's auditor, and to propose remuneration of the Company's auditor.

The Audit Committee, in its Meeting No. 1/2018 on February 28, 2018, considered the proposal for provision of audit services of the existing auditor, namely, EY Office Limited, and also considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements. Therefore, it was deemed appropriate to propose that the Board of Directors consider proposing this matter to the 2018 Annual Ordinary General Meeting of Shareholders to appoint the auditor and determine remuneration for 2018.

The Board of Directors' Meeting No. 1/2018 on February 28, 2018 resolved to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider appointing the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) Appoint the auditors of EY Office Limited as listed below as the Company's auditor, namely, either:

	<u>Name</u>	<u>License No.</u>	<u>Years of Audit Service for the Company</u>
1.	Miss Siraporn Ouuanunkun	3844	2 years (2016-2017)
2.	Mr. Chatchai Kasemsrithanawat	5813	-
3.	Miss Chonlaros Suntiasvaraporn	4523	-

Either of the auditors shall be authorized to conduct the audit and sign for certification of the Company's financial statements for 2018.

Additionally, the auditors as named above shall also serve as the subsidiaries' auditor. Furthermore, the auditors as per the proposed list have neither relationship nor interest with the Company, subsidiaries, executives, major shareholders or any persons related to such persons.

- 2) Determine the remuneration in the total amount not exceeding Baht 3,588,000, comprising:

				<u>Unit: Baht</u>	
	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>Increase</u>	
1.	Fee for auditing the annual financial statements	1,518,000	1,410,000	1,370,000	108,000
2.	Fee for reviewing the financial statements for three quarters	2,070,000	2,040,000	1,980,000	30,000
	Total	<u>3,588,000</u>	<u>3,450,000</u>	<u>3,350,000</u>	<u>138,000</u>

The remuneration increased from that of 2017 by Baht 138,000, representing 4 percent, due to increased audit expense resulting from additional work volume as a result of enforcement of certain new financial reporting standards and review of the Company's Annual Report. However, as compared to the average audit fee of other listed companies in the same industry, the Company's audit fee stayed at a similar level.

In the preceding accounting year, the Company and its subsidiaries did not incur any non-audit service fee of EY Office Limited or any businesses relating to the auditor and EY Office Limited.

The Chairman allowed shareholders to make inquiries and provide opinions.

Miss Nuchchanart Youngchana, shareholder, inquired how many years of service EY Office Limited served as the Company's auditor; and whether or not it also served as an auditor of BEM and CKP.

Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, clarified that EY Office Limited had served as the Company's auditor for around 19 years and also served as an auditor of BEM and CKP.

Miss Nuchchanart Youngchana, shareholder, inquired as to standards on which an increase in remuneration from that of 2017 to be Baht 138,000 Million or representing 4 percent was based; and also inquired as to issues which, in the auditor's opinion, entailed risk in auditing the Company.

Mr. Chatchai Kasemsrithanawat, Auditor from EY Office Limited, clarified that the standards so applied had been promulgated every year to meet the international financial reporting standards. In 2018, there were certain standards so applicable; therefore, there must be meetings for further discussion with the management and the accounting department as to how such applicable standards had an impact. Thus, there would have more service hours. As for the major issue in auditing CH. Karnchang Group, it was recognition of revenue from construction services, which was the same matter as that of the previous year, this was because it was important for the business, due to the fact that the Company recognized revenue from construction services based on milestones of construction work which would have to require estimations in terms of accounting and engineering. This issue was then considered a main point in auditing of the financial statements for 2017.

Miss Nuchchanart Youngchana, shareholder, inquired whether or not the auditor selected only some projects out of many construction projects of the Company; and which projects the auditor selected in 2017.

Mr. Chatchai Kasemsrithanawat, Auditor from EY Office Limited, clarified that the auditor would select major projects as important to the financial statements for auditing. In 2017, the large-scale projects, such as, metro, motorway projects, were selected; most of which were given priority by the management for auditing for the year.

Miss Nuchchanart Youngchana, shareholder, inquired as to the Company's computer system as so adopted.

Mr. Chatchai Kasemsrithanawat, Auditor from EY Office Limited, clarified that the Company adopted the computer system for auditing. In respect of the auditor's working, there would be assessment of the computer system to see to what extent the company system had a connection with the internal control and auditing, whereby there would be the initial assessment, but in performing work, it would consider selecting either IT control or manual control currently available to the Company which would be applied and then making a final decision to select the one with more efficiency in auditing.

Miss Nuchchanart Youngchana, shareholder, inquired whether or not the auditor fixed a percentage of the auditing fee; and what the meaning of the word IT control in the auditor's opinion was.

Mr. Chatchai Kasemsrithanawat, Auditor from EY Office Limited, clarified that this case depended on each business type, namely, some companies which really needed IT system, for instance, online

business, there would be online purchase orders via IT system into the accounting system, therefore, there must be assessment in which there must be an increase in working hours. As for the Company, there was such assessment to a certain degree, but not much. As such, there must be assessment first prior to selection of the auditing method. And if percentage calculation was required to be made, it depended on each business type.

No shareholders made any further inquiries or provided any further opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

859,051,559 votes attending the Meeting in this agenda item as follows:

858,794,172	favorable votes, representing 99.9710 percent
248,800	unfavorable votes, representing 0.0289 percent
8,587	abstaining votes
0	vote of voided card

**Having considered the matter, the Meeting resolved, by the majority of the total votes of the shareholders attending the Meeting and casting their votes, to approve the appointment of either Miss Siraporn Ouannunkun and/or Mr. Chatchai Kasemsrithanawat and/or Miss Chonlaros Suntiasvaraporn of EY Office Limited, as the auditor for 2018, with the remuneration not exceeding Baht 3,588,000 as proposed.**

**Item 8                      Consideration and Approval of the Amendment of Article 34 of the Articles of Association**

The Chairman requested Miss Supamas Trivisvavet, President, to clarify to the Meeting the details regarding the amendment of the Article 34 of the Articles of Association to the Meeting.

Miss Supamas Trivisvavet, President, clarified to the Meeting as follows:

1.            Given the fact that Section 31 of the Public Limited Companies Act B.E. 1992 prescribes that subject to Section 19 paragraph two, the company may amend the memorandum of association or the articles of association of the company only when the meeting of shareholders has passed a resolution therefor by not less than three-fourths of the total votes of shareholders present and qualified to vote.

Regarding the amendment of the memorandum of association or the articles of association of the company, the amendment and registration shall be performed within 14 days from the date on which the resolution was passed at the meeting.

2.            Given the fact that Clause 9 of the Order of the Head of the National Council for Peace and Order No. 21/2017 on Amendments of Laws to Facilitate the Ease of Doing Business on April 4,

2017 (the “NCPO’s Order No. 21/2017”) stipulates that Section 100 of the Public Limited Companies Act B.E. 1992 shall be repealed.

3. Since the NCPO’s Order No. 21/2017 had an influence on the shareholders’ right in calling a shareholders’ meeting under Article 34 of the Company’s Articles of Association, as stipulated in accordance with Section 100 of the Public Limited Companies Act B.E. 1992, having considered the matter, the Board of Directors’ Meeting No. 1/2018 which was held on February 28, 2018, then deemed it appropriate to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider amending Article 34 of the Company’s Articles of Association in consistency with the NCPO’s Order No. 21/2017, as follows:

Existing

“Article 34. A general meeting of shareholders shall be convened at least once a year. Such meeting shall be called the “ordinary general meeting”. The said annual ordinary general meeting shall be convened within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called “extraordinary general meetings”.

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or not less than twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they shall clearly give the reasons for such request in said letter. In this case, the Board of Directors shall call a shareholders’ meeting within one (1) month from the date of receipt of such letter from the shareholders.”

Amended to read as follows:

“Article 34. A general meeting of shareholders shall be convened at least once a year. Such meeting shall be called the “ordinary general meeting”. The said annual ordinary general meeting shall be convened within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called “extraordinary general meetings”.

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe

his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the event that the Board of Directors fails to convene the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting."

The Chairman allowed shareholders to make inquiries and provide opinions.

No shareholders made any further inquiries or provided any further opinions, the Chairman then requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman then announced the voting results as follows:

859,051,559 votes attending the Meeting in this agenda item as follows:

859,042,972 favorable votes, representing 99.9990 percent

0 unfavorable vote, representing 0.0000 percent

8,587 abstaining votes

0 vote of voided card

**Having considered the matter, the Meeting resolved by not less than three-fourths of the total votes of the shareholders attending the Meeting and casting their votes, to approve the amendment of Article 34 of the Articles of Association as proposed.**

**Item 9****Consideration of Other Matters (if any)**

The Chairman allowed shareholders to make further inquiries and provide further opinions.

Miss Nuchchanart Youngchana, shareholder, inquired how the increased wages would affect the Company's operational results; and what strategies the Company would formulate in management of workers and wages in the future, because the wages were tending to increase every year.

Dr. Supamas Trivisvavet, President, clarified that the increased minimum wages had a relatively small impact on the Company, as the Company paid wages to its workers in the reasonable amount more than the minimum wages, because the Company did intend to attract skilled and competent workers to join the Company. In this regard, the Company would select work in the projects which required not many workers, by selecting the construction project considerably requiring the high technology on construction, such as, the railway system projects requiring the state-of-the-art machinery; the expressway projects, which the Company would use precast concrete in installation, requiring a great number of construction machinery and equipment, as well as technology, and as a result, the Company needed a relatively small number of non-skilled labor.

However, with respect to the proportion of cost of expenses for the Company's construction, wages would range between 10 - 15 percent, which was not too much, depending on the requirements of each project. Therefore, it could be summarized that the increase of the minimum wages had a relatively small impact on the Company, as the Company paid wages in the amount higher than the minimum wages, in conjunction with the fact that the labor wage ratio for the Company's projects was considered somewhat low since the Company tried to use complicated technology, innovation and equipment, as well as abilities in terms of engineering to manage cost and enhance its competitiveness, and in the future, the wage issue would not cause any problem or pressure towards the Company's management of expenses.

Miss Nuchchanart Youngchana, shareholder, inquired as follows: as President Donald Trump formulated the anti-dumping measure, whether such measure would cause any problem on the steel price which might increase in the future or not; and how it would affect the Company's financial statements.

Dr. Supamas Trivisvavet, President, clarified that as for the steel issue inquired by the shareholder whether the President Donald Trump's anti-dumping measure for import of steel of the United States of America would have any effect on the price of steel to be used by the Company as one of the main materials in construction or not, the answer was that such measure had little or no effect on it, or should any effect arise, it would be an indirect effect which would be in a positive way. Therefore, a certain portion of steel which could not be imported to the United States of America due to such trade barriers would be traded to other countries without any trade barrier policy, and moreover, the volume of steel would increase in our region. On the other hand, given the increased volume of steel, the price of steel would decrease accordingly. However, it was expected that such event would not cause any material change, since Thailand also had the law

on anti-dumping which did not allow import of an enormous amount of materials for dumping and discounting in Thailand. Generally, the effect would be considered slightly, whereby it was considered an indirect and positive effect.

Miss Nuchchanart Youngchana, shareholder, inquired as to the proportion of the Company's foreign labors and Thai labors.

Dr. Supamas Trivisvavet, President, clarified that in case of projects in Thailand, there was a small number of foreign labors in the Company's payroll system and would be labors in specialist category, such as, engineers, specific experts, who were Filipinos, Germans, Japanese, etc. The overseas project which required a rather large number of foreign labors was the Xayaburi Hydroelectric Power Project, which was in accordance with the law of the Lao PDR, requiring the employment of local labors for work with the Company which did not require too many skills.

Mrs. Sumontha Watthanasin, shareholder, inquired why the Company's share price decreased; what the cause of the decreased revenue; and how many earnings per share the Company had.

Dr. Supamas Trivisvavet, President, clarified that over the past ten years, the Company's share price in 2008 was at approximately Baht 7 or a little bit more, but in this year, the share price was approximately more than Baht 20, in which case, it was considered a growth and value added to the shareholders at a good level. The fluctuation in the price would mainly depend on the market condition, politics, economy and news, but in the long run, in the market overview, it could be seen which company could really generate good revenues or operate good projects. As for the profit in 2017 which decreased from that of 2016, there was recognition of the special transaction from the Xayaburi Hydroelectric Power Project, and as a result, there was a large number of revenues and profits, but in 2017, it was considered a normal operating year which the Company could generate revenues as per its target at approximately Baht 30,000 - 35,000 Million.

Mrs. Sumontha Watthanasin, shareholder, inquired what percentage of the Company's growth target in this year and next year would be.

Dr. Supamas Trivisvavet, President, clarified that it was quite difficult to specify the growth target, as the construction business was not similar to other businesses which were in a position to forecast the market demand as to the volume of production or the increased volume of production which was in demand. The business structure of such nature was not in favor of the construction business. However, the Company's business was construction, most of which were the construction projects of the government sector; it was thus difficult to specify the growth rate in percentage terms. That was, should it be expected to grow by 5 or 10 percent, but in reality, it would depend on the fact whether such project of the government sector was actively supported and opened for bidding or not. Nevertheless, the Company could only say that the Company was confident that the government's projects would be launched, as urgent projects at the value of Trillion Baht. In this regard, the Company was of the view that the value of the projects to be launched would be at least Baht



400,000 Million, which would be likely to be gradually launched for bidding in this year, whether it be various expressway, MRT line extension or double track projects, etc. These projects were in process and were periodically launched for bidding, in which the Company was rather confident that such Baht 400,000 Million projects would be launched this year. Based on the Company's bid history, the Company had a chance to win the projects by around 20 -25 percent of the projects as jointly bid by the Company. It could then be roughly calculated as an increased amount of the Company's potential backlog to be accomplished by the Company, deemed it as additional work. As for the Company's revenue target of this year, it would be in the range between Baht 30,000 - 35,000 Million.

Miss Nuchchanart Youngchana, shareholder, inquired when the opening for bidding for the government's projects, namely, the expressways, the MRT Orange Line Project, the MRT Purple Line Extension Project, the Dual Railway Project, was expected to take place.

Dr. Supamas Trivisvavet, President, clarified that it was expected that the MRT Purple Line Extension Project would be opened for bidding in the second half of the year, and for the MRT Orange Line Extension Project in 2019. As for the Dual Railway Project, it was expected to be opened for bidding this year.

Miss Nuchchanart Youngchana, shareholder, inquired whether the government sector launched various projects quite late or not, in the Company's opinion, upon comparison with that in the past ten years.

Dr. Supamas Trivisvavet, President, clarified that last year, the Government Procurement and Supplies Management Act was enacted for enforcement, the government sector therefore must take time to newly examine and review conditions and agreements in contracts, as well as operating procedures, thereby resulting in a delay to some degree. But it was thought that at present, everything began falling into place and the bidding would start as normal. When looked back over the past ten years, the government pushed forward a great number of the mega projects as compared with that during the past ten years. In the past period, it took a long time to successfully launch each MRT line, but under this government's management, many MRT projects had been launched, i.e., the MRT Green Line Project, the MRT Blue Line Extension Project, the MRT Purple Line Project, the MRT Orange Line Project, the MRT Pink Line Project, the MRT Yellow Line Project, etc. They became concretely evident that the government actually pushed forward such projects, but due to the fact that they were mega projects with complexity, it must take time in consideration to ensure that the projects would become truly beneficial and meet the people's needs, and the procedures must also be transparent and auditable.

Miss Nuchchanart Youngchana, shareholder, inquired what strategies for joint venture arrangement the Company had; and stated that the nature of joint venture was that one partner might have expertise in certain fields as compared to the Company, which could reduce costs in such part.

Dr. Supamas Trivisvavet, President, clarified that the Company's strategy for joint arrangement with any company depended on benefits from the participation in the joint venture and the

competitiveness of each company which would join in any such project. As for the Company, it had readiness and potential in terms of fund, personnel, and technology required for all types of construction, with its good record of performance and work experience in all kinds of work. However, in selecting to operate in a form of joint venture, it would depend on the fact that upon being the joint venture, what the potential field the Company would gain from its partner. For example, the MRT Orange Line Construction Project, after forming the joint venture, the Company was able to better manage its costs, and as a result, overall, it was able to maintain the project's profit, as it was the underground tunnel drilling which required a considerable amount of investment funds; the Company, as the joint venture, was able to accept two underground projects at the same time, which enabled the Company to control and manage costs well. Therefore, this was the reason that the Company selected to operate the projects in a form of joint venture. However, it was not necessary to always operate the projects in a form of joint venture, since the Company was able to operate the projects on its own, but if the Company's joining in a joint venture would enhance the potential in competition and benefits in various aspects. In doing so, the Company was able to select the way for the optimum benefit of all parties.

As for the project operation in a form of joint venture, there were many cases which might be relevant to expertise. When the Company commenced the construction of the first MRT Line Project ten years ago, the Company had joined Germany and Japan, as at such time, the Company had never carried out construction or used technology in tunnel drilling. The Company accepted that the operations of the project in a form of joint venture was intended to bring out the best in terms of engineering of those companies and to make technology transfer to the Company's personnel to allow them to study guidelines and methods. However, to date, all of the Company's personnel in all sections had potential to carry out such work on their own. Therefore, at present, there must be consideration as to whether the project operation in a form of joint venture would create more financial strength and minimize costs in various aspects, which it depended on each project.

Mrs. Sunisa Somapha, Representative of Shareholders' Right Protection Volunteer from the Thai Investors Association, inquired as follows: under the good corporate governance principles regarding the term of office of an independent director, which the Company had provided the answer to some extent last year, whether there would be any further development of such issue; and whether the Company had any strategies, targets or action plans to foresee the Company's overall image in the future.

Mr. Aswin Kongsiri, Chairman of the Board of Directors, clarified that as for the term of office of the independent director, the Company had tried to nominate additional independent directors who were qualified to understand and have knowledge on the construction business, but it was rather difficult to find ones. However, all existing independent directors had experience and helped provide the Company with useful suggestions/guidelines on management. Yet, the Company still took into consideration the good corporate governance principles regarding such issue.

Dr. Supamas Trivisvavet, President, added that as for the strategies and targets in the business operations in the future, as in the previous year, the Company had engaged the world-class consultant to review and anticipate which direction the Company would go in, to enable the Company to have more potential in its competition and to seize the opportunity in investments in infrastructure and construction

projects with continuity and sustainability. According to the study results, it came out in the way as the Company was confident that construction and public utility market in Thailand tended to continue growing substantially, whether it be creating the city to be more livable, construction of new mass rapid transit system network for the people living in the urban area and surrounding provinces, including other provinces, all of which became gradually existing. It could be seen that it got started to have metro systems, high-speed trains, airports available, which would lead to the growth of many provinces in each region, and which would then result in various construction projects in Thailand. This case was relevant to the domestic market which would exist in the next 5 - 10 years. The Company was then certain that there would be a volume of work in the country to accommodate the Company's growth.

In addition, the consultant was inquired as follows: once Thailand could reach the highest growth and development, which direction the Company would go in. The consultant had conducted a study and found that the AEC, our neighboring countries, was the most fast-growing area in the world, whereby the GDP growth of the AEC was very high; in some countries, the GDP was more than 10 percent, and the overall GDP was approximately 8 - 10 percent. Upon comparison with other countries all over the world, it was considered that the AEC had been rapidly growing. Therefore, this was to say that the Lao PDR, Vietnam, Cambodia and Myanmar needed infrastructure projects, which the Company was able to efficiently operate them, as evidenced by its more than 40-year experience in Thailand that the Company was capable of using its know-how and teams for acceptance of a great volume of future work in this region. These would be market and in demand in the next 10 - 30 years. The Company was confident that there would have construction work and infrastructure development work in Thailand and in the region which would be continuously available to exist.

However, most importantly, it was how to make the Company to have the potential to successfully get each of such work. According to the consultant's study, by getting familiar with workmen at the site, it was found that the Company's personnel who were Thais in all sections had potential and could fully perform work, and although if it was in such manner, there must be further development. Therefore, the consultant was requested to help consider which part could be further improved. Certain businesses might not be lucky like the Company in the way which its market did not grow, yet having obstacles in the business operations, such as, the rapid growth of technology, etc. The Company was asked whether there was any case similar thereto which rendered the Company's business to be suspended. However, the Company had a good opportunity to choose its business operations which were basic needs of life, as the people had to travel, needed residence, building, water supply, power energy, all of which were in CH. Karnchang Group' businesses which were related to public utilities for everyone's needs; those public utilities were absolutely not replaceable.

With respect to a new opportunity, should the Company get things right, conduct precise analysis and adoption, these would greatly create good opportunity for the Company. Therefore, the Company set its goal last year, as the Company became aware that "where there is market there will be demand", that it must develop itself to ensure more strength. In this year, the Company would consider which points to start development to promote efficiency in staff's performance, introduction of technologies and innovations, thereby rendering the Company to work with good cost management and improved potential in profitability to

ensure more profits and more dividend payment to the shareholders, and as a result, the share price would increase accordingly. All of these were what the Company had been always making an effort to attain.

In the next step, the Company would improve all staff to be capable of performing work to reach their full potential and skills, all of which were the Company's resolutions to be made this year. The Company was also confident that the Company's resolutions to be made would definitely promote the Company's growth and sustainability in the long run.

Mr. Phaisan Sincharoen, shareholder, inquired whether the Company could compete with China, Japan, and Korea which were far developed, in construction industry; and also asked for clarification on details relating to revenue again.

Dr. Supamas Trivisvavet, President, clarified that as for the competition, should it be fair competition, the Company's teams were second to none; our Thai engineers were unbeatable. At present, it was very less to find that various countries would enter Thailand and agree to cut off expenses and sustain loss, or there were a large number of projects providing financial support, as everyone wanted to be in the fair competition more; everyone did desire to generate profits as well.

As for the revenue which the Company set its target at Baht 30,000 - 35,000 Million, the Company would make a considerate effort to meet such target or even better, and such amount of revenue had not yet included other revenues, namely, the Company still had revenue from dividend from its subsidiaries. It was hoped that upon its subsidiaries' growth with improved operational results, the Company would be paid more dividend. As for the total revenues, the Company did not set a target that it had to rapidly grow, but the Company would maintain and generate more profits. The Company's strong commitment in its working was the Company shall produce work of good quality, deliver work in a timely manner or ahead of schedule; the Company would not accept a lot of works to generate a great number of revenue, but choose to gain revenue in the range which the Company could manage and the Company would turn to focus on better profitability.

Miss Nuchchanart Youngchana, shareholder, inquired as follows: in the fourth quarter which the government sector had enacted the Government Procurement and Supplies Management Act, how the Company adjusted itself to that; and what the provision for doubtful debts as recognized in the amount of approximately Baht 283 Million was.

Dr. Supamas Trivisvavet, President, clarified that the Government Procurement and Supplies Management Act would not be likely to have any impact on the Company, but it might cause a delay in the government sector's projects as recently opened for bidding, as various agencies were required to review and prepare new set of documents to be in line with the criteria of such Act. At present, all agencies started to be more familiar with the processes and procedures; therefore, the delay issue might not exist. As for the Company, upon the government sector's bidding opening, the Company was able to fully comply with the specified procedures.

With respect to the provision for doubtful debts as recognized in the amount of approximately Baht 283 Million, it incurred in the fourth quarter which was relevant to the tax issue of Joint

Venture BBCD, which the project had been terminated for a long time, the Company then arranged for the provision in such amount in case that it would have not been paid. Such provision therefor covered all items, and then, there would be no longer expenses in connection with this issue. As for the case encountered by Joint Venture BBCD, it was subject to the legal proceedings. The Company was in the process of study as to whether there would be any way to take further actions, but in accounting aspect, the Company had arranged for the provision in full as the last expenses in the amount of Baht 283 Million.

Mr. Suraya Suphanwanit, shareholder, inquired as follows: upon consideration of pages 153 - 154 of the Annual Report 2017, it was found that the selling and administrative expenses increased while the revenue recognition decreased, it was not sure whether it was normal or this was due to the Company's preparation for a new projects or its problem-solving of the existing projects; and whether the Company had any policy on control of such risk or not.

As for the increased financial costs, despite the decreased outstanding debts, what was the Company's plan to accommodate this issue in the future?

As for the provision for doubtful debts as shown on page 227 of the Annual Report 2017, there was the issue on expenses in tax exemption, which project were they related to?, and were such expenses continuously exempted?

Dr. Supamas Trivisvavet, President, clarified that as for the increased selling and administrative expenses, it did not continuously increase, but it was partially increased by the provision for expenses in case of Joint Venture BBCD, and certain portion of which incurred in the fourth quarter, which several projects gradually ended; those projects' staff were then transferred back to the head office, therefore, there was an increase in expenses relating to staff. It could be said that various events simultaneously occurred in such quarter, as a result, the selling and administrative expenses increased.

As for the financial costs, the Company's average financial costs continued to decrease from 4 percent to 3.5 percent, and to 3.2 percent this year. Upon consideration, it seemed that the financial costs would increase, this was due to the fact that in the past, the Company arranged for the provision for deferred interests of a project of its subsidiary, which was currently not deferred, it then returned to a normal rate. However, if speaking of the average rate, the Company's financial costs continued to decrease.

Mrs. Rinrada Tangtrongkid, Executive Vice President: Accounting and Finance, added that the expenses in tax exemption belonged to the construction project in the Lao PDR; such project would be completed next year, and such item would no longer exist in the following years.

No shareholders made any further inquiries or provided any further opinions.

The Chairman thanked the representatives of shareholders who witnessed the counting of votes, and clarified the details of preparation of the Minutes of the Meeting that to ensure compliance with the best practices in the AGM Checklist, after the Meeting, the Company would notify the resolutions of the Shareholders' Meeting via the Stock Exchange's news system within the following business day and would complete the preparation of the Minutes of the Meeting within 14 days from the Meeting date for submission to

the Stock Exchange through the information dissemination system of the Stock Exchange and on the Company's website at [www.ch-karnchang.co.th](http://www.ch-karnchang.co.th), for the shareholders to acknowledge the results of the Meeting and verify the correctness.

The Chairman informed that the Company already completed the proceeding of the 2018 Annual Ordinary General Meeting of Shareholders and presented all agenda items to the Shareholders' Meeting, including resolutions of the Shareholders' Meeting on all agenda items, the Chairman therefore thanked all the shareholders for attending the Meeting as well as providing useful suggestions. There was no other matter for consideration. The Chairman adjourned the Meeting at 12:00 p.m.

(Mr. Aswin Kongsiri)

Chairman of the Meeting

Signed:.....Recorder

(Mr. Nattavut Trivisvavet)

Company Secretary

**Supporting Document for Item 4 : To consider and approve the allocation of profit**

1. Article 51 of the Company's Articles of Association prohibits the dividend payment from any money other than profit, in the case where the Company still has accumulated losses, payment of dividends is prohibited, subject to the approval of the shareholders' meeting. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders meeting. Furthermore, Article 52 of the Articles of Association specifies that the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company.

2. The Board of Directors' Meeting No. 4/2018, which was held on August 14, 2018, considered that the Company had profit sufficient to make interim dividend payment, and then passed the resolution to approve the Company's interim dividend payment for the first half of 2018 at the rate of Baht 0.20 per share, which was paid on September 10, 2018.

3. In 2018, the Company had the unallocated accumulated profit as follow:

	(Baht)
Unallocated accumulated profit (loss) brought forward - opening balance	7,775,177,779
Net profit (loss) for 2018	625,297,012
Actuarial gains (loss) - net of income tax	-
Accumulated profit (loss) prior to allocation	8,400,474,791
Allocation of profit - as legal reserve	-
- Dividend payable	(761,994,506)
Unallocated accumulated profit (loss) carried forward - closing balance	7,638,480,285

4. The Company has a policy to pay dividend at the rate of not less than 40 percent of net profit by taking into account the operational results, financial structure, investment and continuity of dividend payment to the shareholders.

Comparison of Dividend Payment	2018	2017	2016
1. Net profit (loss) (Baht)	625,297,012	530,547,996	897,406,473
2. Number of shares (shares)	1,693,896,872	1,693,896,872	1,693,896,872
3. Dividend per share (Baht)	0.50	0.50	0.50
4. Dividend payable (Baht)	846,948,436	846,948,436	846,948,436

5. Having considered the financial statements of the Company, the Board of Directors' Meeting No. 1/2019 on February 28, 2019 was of the opinion that in 2018, the Company had profit and thus deemed it appropriate to propose that the Ordinary General Meeting of Shareholders grant approval to the allocation of profit by making dividend payment for the second half of 2018 at the rate of Baht 0.30 per share, totaling Baht 508,169,061.60. Such dividend would be paid from the Company's net profit and retained earnings. Upon combination with the interim dividend payment for the first half of 2018 at the rate of Baht 0.20 per share, the dividend for 2018 would then be at the rate of Baht 0.50 per share, totaling not exceeding Baht 846,948,436, which represented the dividend payment at the rate not lower than 40 percent of the net profit under the separate financial statements, which was in accordance with the specified policy on dividend payment. The record date for the right to receive dividend for the second half of 2018 is scheduled to be May 9, 2019 (XD will be posted on May 8, 2019). In addition, the dividend payment for the second half of 2018 is scheduled to be made on May 24, 2019 in case the 2019 Annual Ordinary General Meeting of Shareholders approves the dividend payment.

Remark: Dividend for the second half of 2018 at the rate of Baht 0.30 per share in the amount of Baht 508,169,061.60, paid out of profit subject to corporate income tax at the rate of 30 percent, in respect of which, individual shareholder will be entitled to dividend tax credit pursuant to Section 47 *bis* of the Revenue Code.



**Supporting Document for Item 5 : To consider and elect directors to replace those due to retire by rotation**
**1. Criteria for Consideration of Directors who are due to retire by rotation**

Article 19 of the Company's Articles of Association stipulates that at every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

**2. Nomination Rules and Procedures**

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the Securities and Exchange Commission and rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability and experience in various professional fields beneficial to the Company's business operations.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity and full time contribution, etc.
4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full time contribution will also be taken into account.
5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills for the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

**3. Four directors who are due to retire by rotation in the 2019 Annual Ordinary General Meeting of Shareholders are:**

1. Mr. Vitoon Tejatussanasoontorn (Independent Director)
2. Mr. Pavich Tongroach (Independent Director)
3. Mr. Plew Trivisvavet (Executive Director)
4. Mr. Narong Sangsuriya (Executive Director)

#### **4. Shareholders are allowed to nominate persons for consideration and appointment as directors**

Given the fact that the Company allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance during September 3, 2018 to December 31, 2018, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website: [www.ch-karnchang.co.th](http://www.ch-karnchang.co.th), no shareholders nominated any persons to the Nomination and Remuneration Committee for consideration.

#### **5. The Board's Opinion**

The Nomination and Remuneration Committee's Meeting No. 1/2019 which was held on February 28, 2019 considered the matter and therefore deemed it appropriate to propose that such four directors be re-elected as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to the management.

The Board of Directors' Meeting No. 1/2019 on February 28, 2019, except those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that the 2019 Annual Ordinary General Meeting of Shareholders re-elect such four persons listed above as directors for another term. In this regard, those persons nominated on this occasion have been already scrutinized by the Board of Directors that they have qualifications suitable for the Company's business operations; and a person nominated as independent director would be able to independently provide opinions in accordance with the relevant regulations.

### Person Nominated as Director (Independent Director)



NAME : Mr. Vitoon Tejatussanasoonorn  
 AGE : 78 years  
 NATIONALITY : Thai

EDUCATION : - B.A. in Commerce, Thammasat University

TRAINING HISTORY : - Director Certification Program (DCP 2/2000)  
 Thai Institute of Directors Association  
 - IOD Chartered Directors, Thai Institute of Directors Association, Class 1/2007  
 - Audit Committee Program (ACP 27/2009)  
 Thai Institute of Directors Association  
 - Advanced Audit Committee Program (AACP 3/2010)  
 Thai Institute of Directors Association  
 - Role of Compensation Committee (RCC 12/2011)  
 Thai Institute of Directors Association  
 - New Auditor's Report: What's in it for you?  
 Thai Institute of Directors Association, in association with Federation of  
 Accounting Professions under the Royal Patronage of His Majesty the King  
 - Directors Compensation Survey 2016  
 Thai Institute of Directors Association  
 - Nomination Director Event 1/2017 on Nomination Committee Best Practice  
 Guideline  
 Thai Institute of Directors Association

PRESENT POSITIONS : 2016 - Present Chairman of the Audit Committee  
 Bangkok Expressway and Metro Plc.  
 2015 - Present Director and Nomination and Remuneration Committee  
 Member  
 Bangkok Expressway and Metro Plc.  
 2015 - Present Director and Chairman of the Audit Committee  
 Thaisri Insurance Plc.  
 2014 - Present Chairman of the Nomination and Remuneration  
 CH. Karnchang Plc.  
 2007 - Present Chairman of the Corporate Governance and Risk  
 Management Committee  
 CH. Karnchang Plc.  
 2004 - Present Director  
 Asahi Glass Foundation of Thailand  
 1999 - Present Director and Chairman of the Audit Committee  
 CH. Karnchang Plc.  
 1991 - Present Deputy Senior Managing Director  
 AGC Flat Glass (Thailand) Plc.  
 1988 - Present Director and Executive Director  
 Pattaya Estate Co., Ltd.

	1988 - Present	Director and Executive Director Kiarti Thanee Country Club
	1987 - Present	Director Diachrome Chemicals Limited
EXPERIENCE	: 2005 - 2015	Director, Audit Committee Member, and Nomination and Remuneration Committee Member Bangkok Metro Plc.
PERIOD OF HOLDING OFFICE AS DIRECTOR	: 20 years	
NOMINATION RULES AND PROCEDURES	:	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
SHAREHOLDING IN THE COMPANY	:	156,250 shares (representing 0.009 percent of the total number of shares having voting rights)
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	- Chairman of the Audit Committee Bangkok Expressway and Metro Plc. - Director and Nomination and Remuneration Committee Member Bangkok Expressway and Metro Plc.
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	:	6 companies
HOLDING OFFICE AS DIRECTOR IN BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	:	- None -
ATTENDANCE AT MEETINGS IN YEAR 2018 (Number of Attendance at Meetings / All Meetings)	:	7/7 Board of Directors' Meetings (100 percent) 4/4 Audit Committee's Meetings (100 percent) 2/2 Nomination and Remuneration Committee's Meetings (100 percent) 4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)
DIRECTOR APPOINTMENT DATE	:	April 30, 1999
PERFORAMNCE DURING DIRECTORSHIP	:	1. Performing the duties as the Chairman of the Audit Committee in reviewing the reliability of the Company's financial reports prior to submission of the same to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of connected transactions to ensure the accuracy and completeness. 2. Performing the duties as the Chairman of the Nomination and Remuneration Committee with the responsibilities in considering nomination criteria and

REASON/NECESSITY FOR NOMINATION OF THE  
PERSON AS INDEPENDENT DIRECTOR, WHOSE  
TERM OF OFFICE EXCEEDS NINE CONSECUTIVE  
YEARS

procedures for qualified persons to hold the position of the Company's directors and considering determining criteria on consideration of remuneration for directors and President.

3. Performing the duties as the Chairman of Corporate Governance and Risk Management Committee in providing suggestions, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the Company's overall risk management, strategies for risk management.
- : The director who has held the office for many consecutive years would have extensive knowledge and experience in the Company's business operations and greatly create business value for shareholders.

### Person Nominated as Director (Independent Director)



NAME	:	Mr. Pavich Tongroach
AGE	:	72 years
NATIONALITY	:	Thai
EDUCATION	:	<div><div><div>- Doctor of Philosophy (Ph.D.) in Brain Pharmacology The University of London, U.K.</div><div>- Post-doctoral Research on brain function at Faculty of Medicine University of Tokyo, Japan</div><div>- Master of Science (M.Sc.) in Brain Biology, The University of London, U.K.</div><div>- Bachelor of Pharmacy, Chulalongkorn University</div></div></div>
TRAINING HISTORY	:	<div><div><div>- Director Certification Program (DCP 131/2010) Thai Institute of Directors Association</div><div>- National Defence Course (Class 4212) National Defence College</div><div>- Financial Statements for Directors (FSD 26/2014) Thai Institute of Directors Association</div></div></div>
PRESENT POSITIONS	:	<div><div><div>2014 - Present</div><div>Audit Committee Member CH. Karnchang Plc.</div></div><div><div>2014 - Present</div><div>Chairman of the Corporate Social and Environmental Responsibility Committee CH. Karnchang Plc.</div></div><div><div>2007 - Present</div><div>Director CH. Karnchang Plc.</div></div><div><div>Present</div><div>Executive Board Member National Research Council of Thailand</div></div><div><div>Present</div><div>Chairman of the Chemical and Pharmaceutical Science Committee National Research Council of Thailand</div></div><div><div>Present</div><div>Member and Vice Chairman Higher Education Commission</div></div><div><div>Present</div><div>Chairman of the Nakhon Phanom University Council Nakhon Phanom University</div></div><div><div>Present</div><div>Adjunct Professor Naresuan University</div></div><div><div>Present</div><div>Distinguished Scholar Chulalongkorn University</div></div></div>
EXPERIENCE	:	<div><div><div>2008 - 2014</div><div>Chairman of the Kalasin Rajabhat University Council</div></div><div><div>2007 - 2010</div><div>President The Pharmacy Council</div></div><div><div>2007</div><div>Director and Chairman of the Nomination and Remuneration Committee and Chairman of the Audit Committee Thailand Post Co., Ltd.</div></div><div><div>2005 - 2006</div><div>Director MCOT Plc.</div></div><div><div>2005 - 2006</div><div>President and Vice Chairman of the University Council Nakhon Phanom University</div></div></div>

2005	President and Vice Chairman of the University Council Princess of Narathiwat University
2005	(Acting) President King Mongkut's Institute of Technology Ladkrabang
PERIOD OF HOLDING OFFICE AS DIRECTOR	: 12 years
NOMINATION RULES AND PROCEDURES	: Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
SHAREHOLDING IN THE COMPANY	: - None -
HOLDING OFFICE IN OTHER LISTED COMPANIES	: - None -
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	: 6 companies
HOLDING OFFICE AS DIRECTOR IN BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	: - None -
ATTENDANCE AT MEETINGS IN YEAR 2018 (Number of Attendance at Meetings / All Meetings)	: 7/7 Board of Directors' Meetings (100 percent) 4/4 Audit Committee's Meetings (100 percent) 2/2 Corporate Social and Environmental Responsibility Committee's Meetings (100 percent)
DIRECTOR APPOINTMENT DATE	: October 12, 2007
PERFORAMNCE DURING DIRECTORSHIP	: 1. Performing the duties as Audit Committee Member in reviewing reliability of the financial statements of the Company prior to submission of the same to the Stock Exchange of Thailand, auditing the internal control system, as well as considering information disclosure of connected transactions to ensure the accuracy and completeness. 2. Providing useful suggestions to management, especially in respect of good corporate governance.
REASON/NECESSITY FOR NOMINATION OF THE PERSON AS INDEPENDENT DIRECTOR, WHOSE TERM OF OFFICE EXCEEDS NINE CONSECUTIVE YEARS	: The director who has held the office for many consecutive years would have extensive knowledge and experience in the Company's business operations and greatly create business value for shareholders.

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the total number of shares with voting rights.

#### Qualifications of Independent Directors

1. Holding shares of not exceeding 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, including shares held by any related persons;
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment, provided that such prohibited characteristics shall not apply to the independent director who has been a public servant or an advisor to a government authority which is the Company's major shareholder or controller;
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary;
4. Not having or having had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment. The aforesaid business relationship shall include any transaction which is an ordinary course of business for the business operation of lease taking or lease out of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated in accordance with the calculation method for value of the connected transaction under the Notification of the Capital Market Supervisory Board governing Rules on Connected Transactions, *mutatis mutandis*. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to the date on which the business relationship with the same person occurs;
5. Not being or having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;
6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;



7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder;
8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of voting shares of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary;
9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.

**Other Information of Nominated Independent Directors**

<b>Nature of Relationship</b>	<b>Mr. Vitoon Tejatussanasoontorn</b>	<b>Mr. Pavich Tongroach</b>
1. Shareholding in the Company (as at December 31, 2018) <ul style="list-style-type: none"> <li>- Number of shares (shares)</li> <li>- Percentage of the total number of shares having voting rights</li> </ul>	156,250 0.009%	No
2. Being a close relative with any executive or major shareholder of the Company or its subsidiaries	No	No
3. Having any of the following relationships with the Company/its parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interests at present or during the past two years: <ul style="list-style-type: none"> <li>3.1 Being an executive director, staff, employee or advisor receiving regular salary;</li> <li>3.2 Being a professional service provider (such as auditor or legal advisor);</li> <li>3.3 Having a business relationship (such as purchase/sale of raw materials/goods/services, lending or borrowing of money).</li> </ul>	No No No	No No No

## Person Nominated as Director (Executive Director)



NAME : Mr. Plew Trivisvavet  
 AGE : 73 years  
 NATIONALITY : Thai

EDUCATION : - Honorary Doctorate (Civil Engineering), Rajamangala University of Technology Isan  
 - Honorary Doctorate (Civil Engineering), Nakhon Phanom University  
 - Honorary Doctorate (Civil Engineering), Kasetsart University  
 - Honorary Doctorate of Sciences (Engineering), Thai-Nichi Institute of Technology  
 - M.Sc. (Electrical Engineering), Osaka University, Japan  
 - B.A. (Electrical Engineering), Osaka University, Japan

TRAINING HISTORY : - Director Accreditation Program (DAP 18/2004), Thai Institute of Directors Association  
 - Director Certification Program (DCP 50/2004), Thai Institute of Directors Association  
 - Finance for Non-Finance Directors (FND 13/2004), Thai Institute of Directors Association  
 - Capital Market Academy Leadership Program, Capital Market Academy (CMA 4/2007)  
 - National Defence Course (Class 366), National Defence College  
 - Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery, Office of the National Anti-Corruption Commission (NACC)  
 - Thailand Energy Academy Course for Management, Class 10/2017, Thailand Energy Academy (TEA)

PRESENT POSITIONS : 2016 - Present Director and Chairman of the Executive Board Bangkok Expressway and Metro Plc.  
 2011 - Present Director and Chairman of the Executive Committee CK Power Plc.  
 2010 - Present Director and Chairman of the Executive Committee Xayaburi Power Co., Ltd.  
 2007 - Present Corporate Governance and Risk Management Committee Member CH. Karnchang Plc.  
 2006 - Present Director TTW Plc.  
 2006 - Present Director and Chairman of the Executive Committee Nam Ngum 2 Power Co., Ltd.  
 2004 - Present Director and Chairman of the Executive Committee SouthEast Asia Energy Limited  
 2003 - Present Nomination and Remuneration Committee Member CH. Karnchang Plc.

	1996 - Present	Chairman of the Board of Directors and Chairman of the Executive Committee Northern Bangkok Expressway Co., Ltd.
	1994 - Present	Chairman of the Executive Board CH. Karnchang Plc.
	1991 - Present	Chairman of the Board of Directors CH. Karnchang Real Estate Co., Ltd.
	1981 - Present	Chairman of the Board of Directors CH. Karnchang-Tokyu Construction Co., Ltd.
EXPERIENCE	: 1998 - 2015	Chairman of the Board of Directors and Chairman of the Executive Committee Bangkok Metro Plc.
	1998 - 2015	Director and Chairman of the Executive Board Bangkok Expressway Plc.
	1994 - 2015	Chief Executive Officer CH. Karnchang Plc.
PERIOD OF HOLDING OFFICE AS DIRECTOR	: 25 years	
NOMINATION RULES AND PROCEDURES	: Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.	
SHAREHOLDING IN THE COMPANY	: 19,692,639 shares (representing 1.16 percent of the total number of shares having voting rights)	
HOLDING OFFICE IN OTHER LISTED COMPANIES	: - Director and Chairman of the Executive Board Bangkok Expressway and Metro Plc. - Director and Chairman of the Executive Committee CK Power Plc. - Director TTW Plc.	
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	: 20 companies	
HOLDING OFFICE AS DIRECTOR IN BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	: - None -	
ATTENDANCE AT MEETINGS IN YEAR 2018 (Number of Attendance at Meetings / All Meetings)	: 7/7 Board of Directors' Meetings (100 percent) 12/12 Executive Board's Meetings (100 percent) 2/2 Nomination and Remuneration Committee's Meetings (100 percent) 4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)	
DIRECTOR APPOINTMENT DATE	: October 10, 1994	

## PERFORMANCE DURING DIRECTORSHIP

- :
1. Performing the duties as Chairman of the Executive Board which plays the key role in supervising performance of management to ensure compliance with the policies of the Board of Directors.
  2. Providing useful and important advice and suggestions and considering scrutinizing works proposed to the Board of Directors.
  3. Performing the duties as Nomination and Remuneration Committee Member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and President.
  4. Performing the duties as Corporate Governance and Risk Management Committee Member in providing suggestions, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the Company's overall risk management and strategies for risk management.

## Person Nominated as Director (Executive Director)



NAME	:	Mr. Narong Sangsuriya
AGE	:	74 years
NATIONALITY	:	Thai
EDUCATION	:	- Bachelor of Engineering (Civil), Chulalongkorn University
TRAINING HISTORY	:	- Director Certification Program (DCP 54/2005), Thai Institute of Directors Association
		- Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery, Office of the National Anti-Corruption Commission (NACC)
PRESENT POSITIONS	:	2016 - Present Director Expert Transport Co., Ltd.
		2012 - Present Corporate Governance and Risk Management Committee Member CH. Karnchang Plc.
		2011 - Present Director CK Power Plc.
		2007 - Present Nomination and Remuneration Committee Member CH. Karnchang Plc.
		2006 - Present Director Nam Ngum 2 Power Co., Ltd.
		2004 - Present Director SouthEast Asia Energy Limited
		1994 - Present Director and Executive Director CH. Karnchang Plc.
		1991 - Present Director Royal Rayong Real Estate International Co., Ltd.
		1990 - Present Director CH. Karnchang-Tokyu Construction Co., Ltd.
EXPERIENCE	:	2009 - 2015 Director Bangpa-in Cogeneration Limited
		2001 - 2015 Senior Executive Vice President CH. Karnchang Plc.
		2000 - 2015 Director TTW Plc.
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	25 years
NOMINATION RULES AND PROCEDURES	:	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.

SHAREHOLDING IN THE COMPANY	: 512,500 shares (representing 0.03 percent of the total number of shares having voting rights)
HOLDING OFFICE IN OTHER LISTED COMPANIES	: Director CK Power Plc.
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	: 5 companies
HOLDING OFFICE AS DIRECTOR IN BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	: - None -
ATTENDANCE AT MEETINGS IN YEAR 2018 (Number of Attendance at Meetings / All Meetings)	: 7/7 Board of Directors' Meetings (100 percent) 12/12 Executive Board's Meetings (100 percent) 2/2 Nomination and Remuneration Committee's Meetings (100 percent) 4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)
DIRECTOR APPOINTMENT DATE	: October 10, 1994
PERFORMANCE DURING DIRECTORSHIP	: 1. Providing useful suggestions and advice in the Board of Directors' Meetings. 2. Providing useful suggestions and advice to management and considering scrutinizing works proposed to the Board of Directors. 3. Performing the duties as Nomination and Remuneration Committee Member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and President. 4. Performing the duties as Corporate Governance and Risk Management Committee Member in providing suggestions, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the Company's overall risk management and strategies for risk management.

**Supporting Document for Item 6 : To consider and determine remuneration for directors**

1) In the preceding year, the 2018 Annual Ordinary General Meeting of Shareholders resolved to approve determination of remuneration for the Company's directors, namely, bonus for directors for 2017 shall be paid in the amount not exceeding Baht 11,000,000, and remuneration for directors for 2018 in the amount not exceeding Baht 8,625,000.

2) The Nomination and Remuneration Committee's Meeting No. 1/2019 on February 28, 2019 determined the criteria for consideration of remuneration for the Company's directors suitable for each director's duties and responsibilities. Furthermore, the Nomination and Remuneration Committee considered the amount of work responsible in each position either as chairpersons or members of each subcommittee of the Company, by allocating the remuneration into two main categories, as follows:

1. Bonus for Directors: an annual honorarium for directors at an amount that is contingent on the Company's operational results and the directors' performance in the past year.
2. Remuneration for Directors: an annual remuneration for performing the duty as directors, comprising:

2.1 Remuneration and Office Remuneration

Based on position, duties and responsibilities as directors and members of subcommittees.

Remuneration for directors will be in accordance with the period of time served in that position, and fixed per annum and paid in every half year.

2.2 Meeting Allowances

Based on the members' attendance in the Board of Directors' Meetings or Subcommittees' Meetings in which the amount was determined to be paid in every meeting.

3) As for the bonus for directors for 2018 and remuneration for directors for 2019, the Board of Directors' Meeting No. 1/2019 on February 28, 2019 resolved to present to the 2019 Annual Ordinary General Meeting of Shareholders the remuneration of directors, for approval as proposed by the Nomination and Remuneration Committee, as follows:

- (1) Bonus for directors for 2018 in the amount not exceeding Baht 11,000,000, based on position, duties and responsibilities, as follows:

Position	Number of Persons	Amount (Baht)
1. Chairman of the Board of Directors	1	1,270,124
2. Chairman of the Executive Board	1	1,270,124
3. Chairman of the Audit Committee	1	1,270,124
4. Directors and Executive Directors	5	5,285,730
5. Directors and Audit Committee Members	2	1,903,896
Total	10	10,999,998

- (2) Remuneration for directors for 2019 in the amount not exceeding Baht 8,625,000, as follows:

1. Remuneration and Office Remuneration

1.1 Remuneration for Directors

Remuneration for Directors	Baht	200,000	per year per person
Remuneration for Audit Committee Members	Baht	200,000	per year per person
Remuneration for Executive Directors	Baht	100,000	per year per person

1.2 Office Remuneration

Chairman of the Board of Directors	Baht	550,000	per year
Chairman of the Executive Board	Baht	300,000	per year
Chairman of the Audit Committee	Baht	200,000	per year
Chairman of the Nomination and Remuneration Committee	Baht	100,000	per year
Chairman of the Corporate Governance and Risk Management Committee	Baht	100,000	per year
Chairman of the Corporate Social and Environmental Responsibility Committee	Baht	100,000	per year

2. Meeting allowances will be paid based on the members' attendance in the Board of Directors' Meetings or Subcommittees' Meetings in which the amount of meeting allowances paid for each Board of Directors' Meeting and Executive Board's Meeting attended is Baht 20,000 per person and the amount of meeting allowances paid for each Subcommittee's Meeting attended is Baht 10,000 per person.

The Company does not grant any benefits to the directors other than such remuneration.



**Supporting Document for Item 7 : To consider and appoint the auditor and determine remuneration for 2019**

1. Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders and the Notification of the Stock Exchange of Thailand stipulates that the Audit Committee shall have the duty to consider selecting and nominating independent persons to perform duty as the Company's auditor and propose remuneration for the Company's auditor.

2. In 2018, the Ordinary General Meeting of Shareholders resolved to appoint either Miss Siraporn Ouuanunkun or Mr. Chatchai Kasemsrithanawat or Miss Chonlaros Suntiasvaraporn of EY Office Limited as the Company's auditor, with the remuneration not exceeding Baht 3,588,000.

Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Works of the Audit Committee B.E. 2551 (2008) specifies that the Audit Committee shall have the duty to consider, select and nominate an independent person to be the Company's auditor, and to propose remuneration of the Company's auditor.

The Audit Committee's Meeting No. 1/2019 on February 28, 2019 considered the proposal for provision of audit services of the existing auditor, namely, EY Office Limited, and also considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements, and therefore, resolved to propose that the Board of Directors consider submitting this matter to the 2019 Annual Ordinary General Meeting of Shareholders to appoint the auditor and determine remuneration for 2019.

3. The Board of Directors' Meeting No. 1/2019, which was held on February 28, 2019, resolved to propose that the 2019 Annual Ordinary General Meeting of Shareholders appoint the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) To appoint the auditor of EY Office Limited as listed below as the Company's auditor, namely, either:

<u>Name</u>	<u>License No.</u>	<u>Years of Audit Service for the Company</u>
1. Miss Siraporn Ouuanunkun	3844	2 years (2016 - 2017)
2. Mr. Chatchai Kasemsrithanawat	5813	1 year (2018)
3. Miss Chonlaros Suntiasvaraporn	4523	-

Either of the auditors shall be authorized to conduct the audit and sign for certification of the Company's financial statements for 2019. Additionally, the auditors as named above also serve as the subsidiaries' auditor. Furthermore, the auditors as per the proposed list have neither relationship nor interest with the Company or subsidiaries, executives, major shareholders or any persons related to such persons.

- 2) To determine the remuneration in the total amount not exceeding Baht 3,733,000, comprising:

	<u>Unit: Baht</u>			
	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>Increase</u>
1. Fee for auditing the annual financial statements	1,582,000	1,518,000	1,410,000	64,000
2. Fee for reviewing the financial statements for a total of three quarters	2,151,000	2,070,000	2,040,000	81,000
Total	<u>3,733,000</u>	<u>3,588,000</u>	<u>3,450,000</u>	<u>145,000</u>

The remuneration increased from that of 2018 by Baht 145,000, representing 4.04 percent, due to increased audit expenses resulting from additional work volume owing to applying new certain financial reporting standards and required review of the Company's Annual Report. However, as compared to the average audit fee of other listed companies in the same industry, the Company's audit fee stays at a similar level.

In the preceding accounting year, the Company and its subsidiaries did not incur any non-audit service fee of EY Office Limited or any businesses relating to the auditor and EY Office Limited.

**Supporting Document for Item 8 : To consider and approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million**

The Company needs to raise funds for accommodating the business expansion of the Company and for serving as source of capital for the Company's business operations and/or for debt repayment, the management deemed appropriate to increase the amount limit for issuance and offering of debentures to be an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million, as one option for such fund-raising, per the following details:

Purpose	:	To accommodate the Company's business expansion and to serve as source of capital for the Company's business operations and/or for debt repayment.
Issuer of debentures	:	CH. Karnchang Public Company Limited
Type of debentures	:	Debentures of all types, including secured and unsecured, and unsubordinated and subordinated debentures, and with or without a debenture holder representative, as appropriate to the market conditions at the time of offering for sale of the debentures.
Currency	:	Baht and/or equivalent in any other foreign currencies
Total value of debentures	:	The total amount and the outstanding value of the principal of the debentures shall not exceed Baht 45,000 Million and/or equivalent in any other foreign currencies, whereby the debentures would be issued and offered for sale in one or several series on a single or several occasions.

In case of early redemption or repurchase of the debentures or upon completion of the maturity date, the Company may issue and offer for sale new series of debentures, provided that, the total amount, upon combination between the principal of new series of the debentures and the outstanding principal of the existing debentures which have not yet been redeemed or repurchased or matured, shall not exceed Baht

45,000 Million and/or equivalent in any other foreign currencies.

Maturity	:	Depending on the market conditions at the time of each issuance and offering for sale of the debentures and other related factors.
Early redemption	:	The debenture holders may have or have no the right to request the Company to redeem the debentures prior to the maturity date and/or the Company may have or have no the right to redeem the debentures prior to the maturity date, and in any case, subject to the terms and conditions of the debentures to be issued on each occasion.
Interest rate	:	A rate to be specified must be appropriate depending on the market conditions at the time of each issuance and offering for sale of the debentures.
Offering	:	To be offered to general investors, namely, the offering may be made, in whole on one and/or several occasions, locally and/or internationally, by way of public offering and/or private placement and/or to high net worth investors and/or institutional investors and/or any persons and investors, pursuant to the notifications of the Capital Market Supervisory Board or the notifications of the Securities and Exchange Commission or the notifications of the Office of the Securities and Exchange Commission or pursuant to any other relevant notifications, ministerial regulations, rules, regulations and laws as applicable at the time of issuance and offering for sale of the debentures. In this regard, the debentures may be issued and offered for sale to replace the previous debentures as issued and offered, as necessary when the Company needs to use the proceeds.
Debenture Registration	:	The Company may register the debentures with the Thai Bond Market Association or any other agencies as appropriate and in accordance with regulations specified in the relevant laws and notifications.

The Executive Board and/or the President and/or delegate(s) of the Executive Board and/or the President shall have the authority to set out the details of issuance and offering for sale of the debentures, for instance, debenture name, type, collateral, amount, maturity, par value, offering price, interest rate, redemption right, principal repayment installment, offering method, issuance and offering period, together with other relevant details, as the circumstances may allow, and under the period deemed appropriate, whereby the issuance and offering of debentures may be made by

various methods, in whole on one or several occasions; and shall have the authority to appoint debenture holder representative and/or registrar and/or underwriter and/or broker and/or advisor and other relevant persons, including the authority to execute, amend, negotiate contracts and/or any other documents with the relevant persons, prepare, liaise, give information and submit documents and evidence to the Office of the Securities and Exchange Commission, secondary market for debt instruments, the credit rating agency, register the debentures with the Thai Bond Market Association and/or any other agencies relating to such issuance and offering of the debentures, as well as to set out the relevant criteria, conditions and details and make any relevant arrangements to accomplish such purpose, subject to the requirements in the applicable notifications, regulations, criteria and laws, and take any related actions as appropriate.

Having considered the matter, the Board of Directors' Meeting No. 1/2019 which was held on February 28, 2019 resolved to propose that the Meeting of Shareholders consider approving the increase in the amount limit for issuance and offering of debentures to be an outstanding amount not exceeding Baht 45,000 Million from the existing amount not exceeding Baht 35,000 Million. In this regard, the Executive Board and/or the President and/or a person(s) delegated by the Executive Board and/or the President, shall be authorized to proceed as proposed.

**Supporting Document for Item 9 : To consider and approve the amendment of the Articles of Association**

1. Section 31 of the Public Limited Companies Act B.E. 2535 (1992) prescribes that subject to Section 19 paragraph two, the company may amend the memorandum of association or the articles of association of the company only when the meeting of shareholders has passed a resolution therefor by not less than three-fourths of the total votes of shareholders present and qualified to vote.

Regarding the amendment of the memorandum of association or the articles of association of the company, the amendment registration shall be performed within fourteen days from the date on which the resolution was passed at the meeting.

2. As a result of the amendment to the Public Limited Companies Act (No. 2) B.E. 2544 (2001) to effect that public limited companies may purchase or hold its own shares or gain benefits from a debt-to-equity conversion to make their administration suitable and in line with changes in economic conditions for the purpose of the companies' administration, including promulgation of the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing, which stipulates that other than a meeting as required by law to be convened in accordance with the procedures prescribed by such law, such meeting may be held through electronic media.
3. Having considered the matter, the Board of Directors' Meeting No. 1/2019 which was held on February 28, 2019 resolved to propose that the 2019 Annual Ordinary General Meeting of Shareholders consider approving the amendment of the Articles of Association, Articles 5, 11, 24, 25 and 40, to ensure consistency with the Public Limited Companies Act (No. 2) B.E. 2544 (2001) and the Announcement of the National Council for Peace and Order No. 74/2557 (2014) Re: Electronic Conferencing, as follows:

From the existing

- Article 5. All shares in the Company shall consist solely of ordinary shares entered in name certificates and shall be fully paid-up in one lump sum in cash. However, the Company has the right to issue preferred shares, debentures, convertible debentures, and any other securities, as permitted by the laws. The Company may convert convertible debentures or preferred shares which shall be subject to the provisions of the laws.

In making share payment, subscribers or purchasers of shares are not allowed to set off their share payment with the Company.

All share certificates of the Company shall bear the signature or printed signature of at least one director. However, the Company may delegate the share registrar in accordance with the laws on securities and exchange to sign or print a signature instead. Such a signature or print shall be in accordance with the laws on securities and exchange.

Amended to read

Article 5. All shares in the Company shall consist of ordinary shares of equal value, entered in name certificates and shall be fully paid-up in one lump sum in cash.

However, the Company may issue and offer ordinary shares, preferred shares, debentures, convertible debentures, warrants and any other securities, to the public as permitted by the laws on securities and exchange. The Company may convert convertible debentures or any other convertible securities into ordinary shares or preferred shares, or may convert preferred shares into ordinary shares, subject to the provisions of the laws on securities and exchange and laws on public limited companies.

The Company may offer to sell shares at a price higher than the registered value, provided that the Company shall allocate all proceeds in excess of the value of all shares as share premium reserve, separately from the Company's reserve fund.

In making share payment, subscribers of shares are not allowed to set off their share payment with the Company, except in the case where the Company undergoes debt restructuring by way of issuance of new shares to repay debts to its creditors under a debt to equity conversion program approved by the shareholders meeting with not less than three-quarters (3/4) of all votes of the shareholders attending and having the right to vote at the meeting.

Such issuance of shares for debt repayment and the debt to equity conversion program under the preceding paragraph shall be subject to the rules and procedures prescribed by the Ministerial Regulations on such issue.

All share certificates of the Company shall bear the signature or printed signature of at least one director. However, the Company may delegate the share registrar in accordance with the laws on securities and exchange to sign or print a signature instead. Such a signature or print shall be in accordance with the laws on securities and exchange.

From the existing

Article 11. The Company shall neither own nor accept its own shares for pledge.

Amended to read

Article 11. The Company shall neither hold nor accept its own shares for pledge, except for the following:

- (1) The Company may buy back shares from a shareholder who votes against such resolution of the shareholders meeting to amend the Articles of Association regarding the rights to vote and to receive dividend payment, which is unfair in the view of such shareholder;
- (2) The Company may buy back shares for the purpose of financial administration in the case that the Company has retained earnings and excess liquidity, provided that such buyback of shares shall in no way give rise to any financial difficulty to the Company.

In this regard, the buyback of shares by the Company shall be subject to prior approval from the shareholders meeting, except for any buyback of shares representing no more than ten (10) percent of its paid-up capital, which shall be within the scope of power of the Board of Directors to approve such buyback of shares.

Such shares held by the Company will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments. The Company must dispose of such shares as bought back by the Company as per the preceding paragraph within the period specified by the laws.

Should the Company fail or be unable to dispose of all of those shares bought back by the Company within the period specified by the laws, the Company shall decrease its paid-up capital by way of canceling the listed shares which cannot be disposed of.

The buyback of shares, the disposal of the shares bought back, including the determination of number, offering price for buyback of shares or offering price for sale of shares bought back or in any other cases relating to such share buyback, and the cancellation of the shares bought back, shall be in accordance with the rules and procedures prescribed by the laws.



From the existing

Article 24. The Chairman of the Board of Directors shall convene a Board of Directors meeting. In the event that the position of the Chairman of the Board of Directors is vacant or the Chairman is unable to perform his or her duties, the Vice-Chairman, if available, shall convene the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his or her duties, the Managing Director shall convene the meeting. In the absence of the Managing Director or if the Managing Director is unable to perform his or her duties, the director in order of seniority as stipulated by the Board of Directors shall convene the Board of Directors meeting.

In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or a person entrusted by the Chairman shall send notice thereof to the directors not less than seven days prior to the date of the meeting. However, in case of necessity or urgency in order to maintain the rights or interests of the Company, summoning of a meeting may be made by other methods and the meeting may be scheduled to be held sooner.

In the event the Board of Directors meeting is requested by two or more directors, the Chairman of the Board of Directors shall schedule the date of the meeting to be held within fourteen days from the date of receipt of such request.

Amended to read

Article 24. The Chairman of the Board of Directors shall convene a Board of Directors meeting. In the event that the position of the Chairman of the Board of Directors is vacant or the Chairman is unable to perform his or her duties, the Vice-Chairman, if available, shall convene the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his or her duties, the Managing Director shall convene the meeting. In the absence of the Managing Director or if the Managing Director is unable to perform his or her duties, the director in order of seniority as stipulated by the Board of Directors shall convene the Board of Directors meeting.

In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or a person entrusted by the Chairman shall send notice thereof to the directors not less than seven days prior to the date of the meeting. However, in case of necessity or urgency in order to maintain the rights or interests of the Company, summoning of a meeting may be made by other methods and the meeting may be scheduled to be held sooner.

A notice of a meeting of the Board of Directors, including supporting documents of the meeting of the Board of Directors, may be delivered via electronic mail. In this connection,

any persons who have a duty to convene the meeting shall collect copies of the notice of the meeting and the supporting documents as evidence, whereby they may be collected in a form of electronic file.

In the event the Board of Directors meeting is requested by two or more directors, the Chairman of the Board of Directors shall schedule the date of the meeting to be held within fourteen days from the date of receipt of such request.

From the existing

Article 25. A quorum of the Board of Directors meeting shall consist of not less than one half of the total number of directors.

In the event that the Chairman of the Board of Directors is absent or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his or her duties, the directors present at the meeting shall elect one from among themselves to be the Chairman of the meeting.

Amended to read

Article 25. A quorum of the Board of Directors meeting shall consist of not less than one half of the total number of directors.

In the event that the Chairman of the Board of Directors is absent or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his or her duties, the directors present at the meeting shall elect one from among themselves to be the Chairman of the meeting.

In each meeting of the Board of Directors, the Chairman of the meeting may require that directors of the Company attend such meeting and make any arrangements in such meeting through electronic devices, provided that a quorum shall consist of at least one-third (1/3) of the directors attending the meeting at the same place and all directors attending the meeting shall be in Thailand at the time of such meeting.

As for the electronic conferencing as per paragraph three, there shall be the information security process, namely, audio recording shall be required or both audio and visual recording, as the case may be, of all directors presenting in the meeting throughout the

period of the meeting, including traffic data produced from such recording, and there shall be the meeting control system in accordance with the applicable laws.

The directors attending the meeting of the Board of Directors via electronic devices under the abovementioned methods and conditions shall be deemed to constitute a quorum, and such meeting of the Board of Directors via electronic devices shall be also deemed to become effective in the same manner as the meeting held under the methods specified in the laws and these Articles of Association.

From the existing

Article 40. In the shareholders meeting, a shareholder shall have one vote for each share held by such shareholder.

In the event that a director has a personal interest in any matter, such director shall have no right to vote on such matter, except voting for director election.

In casting votes for passing any resolution or approval for any act in the general meeting, a majority of votes of shareholders who attend the meeting and have the right to vote is needed.

Except in the following cases, a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- A. The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- B. The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- C. The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing.

Amended to read

Article 40. In the shareholders meeting, a shareholder shall have one vote for each share held by such shareholder.

In the event that a director has a personal interest in any matter, such director shall have no right to vote on such matter, except voting for director election.

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- B. The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- C. The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing.

The casting vote as per paragraph one which it is deemed that one share shall have one vote shall not be applied to the case where the Company issues preferred shares which are required to have the right to vote less than that of ordinary shares.

**Profile of Independent Director**

(Proxy of Shareholders)



NAME : Mr. Thawansak Sukhawun  
 POSITION : Audit Committee Member  
                     Nomination and Remuneration Committee Member  
                     Corporate Governance and Risk Management Committee Member  
                     Independent Director  
 AGE : 81 years  
 NATIONALITY : Thai  
 ADDRESS : 9 Soi Sirindhorn 1, Sirindhorn Road, Bangbamru Subdistrict, Bangplad District,  
                     Bangkok 10700  
 EDUCATION : - M.A. in Political Science with the Certificate in International Affairs  
                     University of North Carolina at Chapel Hill, N.C., U.S.A.  
                     - Bachelor of Arts  
                     Chulalongkorn University  
                     - Certificate of Modern Management  
                     National Defence College (NDC)  
 TRAINING HISTORY : - Director Certification Program (DCP 61/2005)  
                     Thai Institute of Directors Association  
                     - Finance for Non-Finance Directors (FND 19/2005)  
                     Thai Institute of Directors Association  
                     - Fraud and Corruption Risk in Economic Downturn  
                     Thai Institute of Directors Association  
                     - National Defence Course (Class 366), National Defence College  
                     - Advanced Audit Committee Programs (AACP 3/2010)  
                     Thai Institute of Directors Association  
                     - Advanced Security Management Program (ASMP 3/2012)  
                     National Defence College Association of Thailand  
 WORK EXPERIENCE : 2014 - Present      Nomination and Remuneration Committee Member  
   CH. Karnchang Plc.  
                     2007 - Present      Corporate Governance and Risk Management Committee Member  
   CH. Karnchang Plc.  
                     2000 - Present      Director and Audit Committee Member  
   CH. Karnchang Plc.  
                     1989 - 1998      Director  
   Thai News Agency  
   Deputy Director-General  
   Mass Communication Organization of Thailand (M.C.O.T.)  
 SHAREHOLDING IN THE COMPANY : - None -  
 DIRECT AND INDIRECT INTEREST IN ANY BUSINESS TO WHICH THE COMPANY OR ITS SUBSIDIARY IS  
 A PARTY AND INTEREST IN THE CONSIDERED ITEM : Have interest in Item 6 To consider and determine  
   remuneration for directors

**Document or Evidence Indicating Status as a Shareholder or Shareholder's Representative  
Entitled to Attend the Meeting**

Type	Thai Shareholders	Foreign Shareholders
<b>1. Natural Person</b>  - In Person  - By Proxy	- Identification Card  - Identification Card of Proxy Holder  - Certified Copy of Identification Card of Grantor  - Proxy Form (Affix Baht 20 Duty Stamp)	- Passport  - Identification Card or Passport of Proxy Holder (as the case may be)  - Certified Copy of Passport of Grantor  - Proxy Form (Affix Baht 20 Duty Stamp)
<b>2. Juristic Person</b>	- Identification Card of Proxy Holder  - Certified Copies of Company Affidavit and Identification Card of Authorized Director(s)  - Proxy Form (Affix Baht 20 Duty Stamp)	- Identification Card or Passport of Proxy Holder (as the case may be)  - Certified Copies of Company Affidavit and Identification Card or Passport of Authorized Director(s) (as the case may be)  - Proxy Form (Affix Baht 20 Duty Stamp)

**Procedures for Appointment of Proxy**

According to the Notification of the Department of Business Development, Ministry of Commerce, Re: Determination of Proxy Form (No. 5) B.E. 2550 (2007), there are three Proxy Forms as follows:

- Form A is a general simple proxy form;
- Form B is a proxy form with specific details for granting proxy;
- Form C is a form used only in case of shareholders who are foreign investors and appoint a custodian in Thailand.

The Company has provided the Proxy Form B for shareholders as per the form set out by the Department of Business Development. Should the shareholder who is a foreign investor and appoints a custodian in Thailand wish to use Proxy Form C, it can be downloaded from the Company's website at [http://ck-th.listedcompany.com/shareholder\\_meeting.html](http://ck-th.listedcompany.com/shareholder_meeting.html).

Shareholders who are unable to attend the Meeting of Shareholders in person may appoint their proxies by the following procedures:

1. General shareholders shall use only either Proxy Form A or Form B.
2. Shareholders whose names are shown in the register as foreign investors and appointing a custodian in Thailand may use either one of three Proxy Forms (Form A or Form B or Form C).
3. Proxy may be granted to any person as the shareholder desires or any Independent Director of the Company, namely, Mr. Thawansak Sukhawun, by specifying the name as well as details of such person to be appointed as proxy. In this regard, information of the independent director appears in Attachment 9.
4. Baht 20 duty stamp shall be affixed, crossed out and dated the date of execution of such Proxy for validation and legal binding effect, in respect of which the Company provides assistance in affixing duty stamps for the Proxy holders during the registration to attend the Meeting.
5. For convenience in attending the Meeting, please submit the Proxy Form and evidence to the Company for review at least one day prior to the Meeting date.

In this respect, the shareholder cannot split the number of shares for granting proxy to several proxy holders in order to split votes and the shareholder shall grant proxy equivalent to the number of shares held. The shareholder cannot grant proxy merely a certain portion less than the total number of shares held, except the custodian appointed by a shareholder who is a foreign investor as per Proxy Form C.

#### **Registration to Attend the Meeting**

The Company shall commence the registration to attend the Meeting of Shareholders approximately two hours prior to the Preliminary Proceedings or from 7:30 a.m. onwards, on Tuesday, April 30, 2019, at the Supunnika Room on the 4<sup>th</sup> Floor, Head office, No. 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, as per the Map of the Meeting Place attached hereto (Attachment 14). The Company uses the barcode system in the registration, therefore, to ensure convenience and rapidity in the registration, shareholders and/or proxy holders are requested to bring and present the registration form with barcode, which has been delivered together with the Notice of the Meeting, to registration officers on the Meeting date.

#### **Vote casting in the Shareholders' Meeting**

Pursuant to Article 40 of the Articles of Association, in casting a vote, one share shall have one vote, whereby the vote casting shall be in accordance with the criteria as follows:

1. General Agenda

- 1.1 Casting of votes on each agenda item shall be made in the voting cards only by the shareholders wishing to vote against or abstain. In the absence of any vote against or abstention from any shareholder, the shareholders shall be deemed to have voted for such resolutions as proposed. Any shareholders wishing to vote against or abstain shall raise their hand for the officers to collect the voting cards. In casting a vote, one share shall have one vote, whereby the shareholders or their proxies shall either vote against or abstain. The allocation of voting is not allowed.

## 1.2 Proxy

- A. A proxy shall only vote in accordance with the vote specified by the grantor in the Proxy Form. The proxy's vote in any agenda item, which is not in accordance with the intention as specified in the Proxy Form, shall be deemed invalid and shall not be treated as the shareholder's vote.
- B. In case the grantor does not specify the vote in any agenda item or the vote is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified in the Proxy Form, including where there is any amendment or addition to any fact, the proxy shall have the right to consider voting as appropriate.

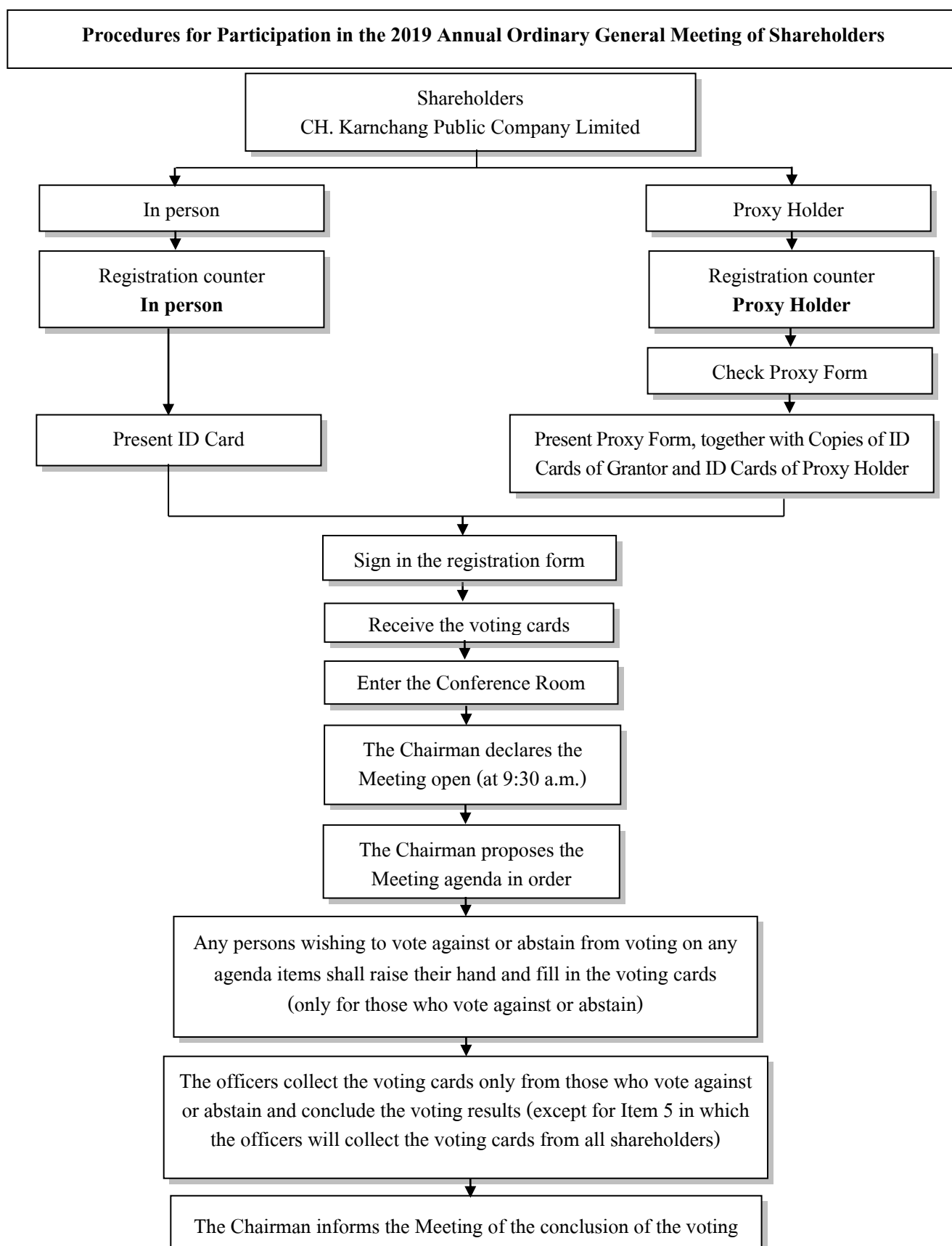
## 2. Agenda for Election of Directors

As for the agenda item for election of directors under Article 16 of the Articles of Association, a shareholder shall have a vote equal to one share per one vote and the voting method shall be as follows:

- (1) One shareholder shall have one vote per one share;
- (2) Each shareholder may use all his/her votes as specified in (1) to elect one or several candidates as director(s) and no shareholder shall apportion a partial vote to any specific candidate.
- (3) The candidates with the highest number of votes in descending order shall be elected as directors up to the number of directors to be elected or vacancies at that time. If more than one candidate has equal votes for the final vacancy, the appointment shall be made by drawing of lots.

All shareholders (except where the grantor has already voted in the Proxy Form, the proxy is not required to vote again) shall be provided voting cards for casting votes for each nominated director and the officers shall collect the voting cards of the shareholders wishing to vote against or abstain. In the absence of any vote against or abstention from any shareholder, the shareholders shall be deemed to have voted for such resolutions as proposed. Any shareholders wishing to vote against or abstain shall raise their hand for the officers to collect the voting cards, whereby the Company shall notify the voting results of election of directors on an individual basis in the meeting room.





\*Please return the voting cards of every item to the Company's officers upon completion of the Meeting.

**Articles of Association of the Company Regarding the Meeting of Shareholders**
**Shareholders' Meeting**

Article 33. General meetings of the Company shall be convened at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Board of Directors.

Article 34. A general meeting of shareholders shall be convened at least once a year. Such meeting shall be called the "ordinary general meeting". The said annual ordinary general meeting shall be convened within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called "extraordinary general meetings".

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the event that the Board of Directors fails to convene the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

Article 35. In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the public limited company registrar for information not less than seven (7) days prior to the meeting.

Publication of notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.

Article 36. To constitute a quorum in a shareholders' meeting, there shall be not less than twenty-five (25) shareholders present in person or by proxy (if any) or not less than one half of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total number of shares sold, unless otherwise stipulated by the laws.

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

Article 39. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present in the meeting or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over the meeting.

**Appointment of Proxy for Participation in Meeting of Shareholders and Shareholders' Right to Vote**

Article 37. A shareholder may appoint another person as his or her proxy to attend a shareholders' meeting and vote on his or her behalf.

The appointment of proxy shall be made in writing and signed by the shareholder giving proxy and shall be in the form as prescribed by the public limited company registrar and shall contain at least the following particulars:

- A. The number of shares held by the shareholder;
- B. Name of proxy;
- C. The number of such meeting for which proxy is appointed to attend and vote.

The said instrument shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors prior to the attendance of the meeting by such proxy.

Article 40. In the shareholders' meeting, a shareholder shall have one vote for each share held by such shareholder.

In the event that a director has a personal interest in any matter, such director shall have no right to vote on such matter, except voting for director election.

In casting votes for passing any resolution or approval for any act in the general meeting, a majority of votes of shareholders who attend the meeting and have the right to vote is needed.

Except in the following cases, a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- A. The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;

- B. The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- C. The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing.

#### **Qualifications of Directors, Election Method and Retirement by Rotation**

Article 15. The Company has one Board of Directors which shall consist of at least five (5) directors, as elected by the general meeting of shareholders. The Board of Directors shall elect one director to be the Chairman of the Board of Directors, and may elect one or several directors as Vice-Chairmen, and may elect one of the directors as the Managing Director and other positions as it deems appropriate. Not less than one half of all directors shall reside in the Kingdom of Thailand.

Article 16. The shareholders' meeting shall elect directors in accordance with the following conditions and procedures:

1) One shareholder shall have one vote for every one share held by that shareholder.

2) When electing directors, the casting of votes shall be made at one time for a group of persons up to the full number of all directors to be elected at that time or, if the shareholders' meeting deems appropriate, the casting of votes shall be made to elect directors on an individual basis. However, in the casting of votes in either case, each such person elected by the shareholders shall receive votes from shareholders according to the total number of shares held by each shareholder under (1) and no shareholder can allot his or her votes to any person in any number.

3) When electing directors on an individual basis, persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie for the last to be elected and this exceeds the said number of directors, the election shall be drawn by lots.

Article 19. At every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire.

A retiring director is eligible for re-election.

#### **Payment of Remuneration and Bonus for Directors**

Article 17. Consideration and remuneration for directors shall be stipulated by the shareholders' meeting.

Directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the shareholders' meeting, which may be a fixed amount or in accordance with the rules, and may be periodically fixed or permanently fixed until changed. Directors may receive per diem, welfares and expense reimbursement according to the Company's regulations.

The provisions of the preceding paragraph hereof shall not affect the rights of the Company's officers or employees, who have been elected as director(s), to receive remuneration and benefits in the capacity as officers or employees of the Company.

#### **Payment of Dividends**

Article 51. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders' meeting.

Where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has the approval of a shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders' meeting.

The payment of dividends shall be made within one month from the date the resolution was passed by the shareholders' meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall be sent to the shareholders and publication of the notice of the payment of dividends shall be made in a newspaper. No interest can be charged against the Company if such dividend payment is made within the time specified by the laws.

Article 52. The Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval by the shareholders' meeting.

#### **Other Matters**

Article 54. The Company shall comply with the laws on securities and exchange. In the event that the Company's securities are listed on the Stock Exchange of Thailand, the Company shall comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand, as well as the provisions relating to disclosure of information of the execution of connected transactions and any acquisition or disposition of significant assets of the Company or its subsidiaries.



Remark: In order to facilitate the travel for shareholders, CH. Karnchang Public Company Limited has provided shuttle van service from the MRT Sutthisarn Station to the Company, from 8:00 - 9.30 hours. The pick up point is inside the Sutthisarn Metropolitan Police Station.

