



Maybank
Kim Eng



NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS
MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

Thursday, 30 March 2017 at 14.00 hrs
At the Arnoma 2-3 room, Arnoma Hotel
No. 99 Rajadamri Road, Pathumwan, Bangkok

Ref. MBKET 120/2017

February 16, 2017

Subject: Invitation to attend the 2017 Annual General Meeting of Shareholders

**To: Shareholders
Maybank Kim Eng Securities (Thailand) Public Company Limited**

Attachments:

1. A copy of the Minutes of the Annual General Meeting of Shareholders of the year 2016
2. Supporting documents for agenda 5 on Appointment of the director in place of those retiring by rotation
3. Supporting documents for agenda 8 on Amendment of the Articles of Association
4. The Company's Articles of Association regarding Procedures, Process and Vote Casting for the Shareholders' Meeting
5. Location Map of AGM venue (Arnoma Hotel)
6. Proxy Form
7. Profile of the Independent Director proposed by the Company to act as proxy for shareholders
8. A 2016 Annual Report and 2016 Financial Statement (CD)

Notice is hereby given by virtue of the resolution of Board of Directors of Maybank Kim Eng Securities (Thailand) Public Company Limited, at its meeting No.1/2017 held on 10 February 2017 to convene the Annual General Meeting of Shareholders of the year 2017 on Thursday, March 30, 2017 at 14.00 hrs. at the Arnoma 2-3 room, Arnoma Hotel, No.99 Rajadamri Road, Bangkok to consider the following agenda:

Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders Meeting 2016, held on April 4, 2016.

Objective and Reason: The Company held the Annual General Meeting of Shareholders Meeting of the year 2016 on April 4, 2016, the Minutes of which is appeared in the **Attachment 1**.

Board's Opinion: The Board of Directors viewed that the said Minutes was completely and correctly recorded in accordance with the resolutions passed by the shareholders' meeting and the Shareholders is proposed to adopt the Minutes of the Ordinary Shareholders Meeting 2016 on April 4, 2016 and that the said Minutes should be certified as true and correct records of the Company.

Agenda 2. To acknowledge the report on the Company's performance the year 2016.

Objective and Reason: The Chairman will summarize the Company's performance and important factors which had impacted the business and significant matters which had occurred in the year 2016 to the shareholders at the Shareholders' Meeting.

Board's Opinion: The Shareholders' Meeting is proposed to acknowledge the Company's performance and important factors which had impacted the business and significant matters which had occurred in year 2016.

Agenda 3. To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2016.

Objective and Reason: In accordance with the Public Limited Company Act B.E. 2535 (1992) and clause 54 the Company's Article of Association, the Board of Directors is required to arrange for preparation of the Balance Sheet and the Profit and Loss Statement as of the end of the Company's fiscal year and submit them to the annual general meeting of shareholders for adoption. In this regard, the Company has prepared the financial statements for the year ended December 31, 2016 according to generally accepted accounting principles. The financial statements for the year ended 31 December 2016 have been audited by the Certified Public Accountant and reviewed by the Company's Audit Committee as detailed in the **Attachment 8**.

Board's Opinion: The Company's financial statements for the year ended December 31, 2016 demonstrated reasonably accurate financial position and performance in accordance with generally accepted accounting principles. Therefore, the Shareholders' Meeting is proposed to adopt the said financial statements which were already audited by the Certified Public Accountant and reviewed by the Company's Audit Committee. The summary of the Company's performance during the year 2016 is as follows;

The statements of financial position and income statements

Unit : Million Baht

Total assets	16,803
Total liabilities	11,888
Total revenues	3,671
Net profit	974
Earnings per share (THB)	1.71

Details as in the Company's Annual Report for the year 2016.

Agenda 4. To consider and approve the appropriation of retained earnings and the distribution of dividend.

Objective and Reason: In accordance with the Public Limited Company Act B.E. 2535 (1992) and clause 57 of the Company's Articles of Association, the Company has to allocate not less than 5% or its annual net profit, after net-off accumulated amount of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level equal of not less than 10% of registered capital. As of 31 December 2011, the Company has legal reserve at THB 286,125,000 which is equal to 10% of registered capital. Hence, the Company is not required allocate annual net-profit to be a legal reserve.

In this regard, it is the Company's policy to propose dividend payment to the Shareholders' Meeting at least 40% of each year's net profit, except in case the Company needs to set aside a larger budget for business expansion or other significant activities. In addition, the dividend payment is subject to the approval of the Shareholders.

Information on dividend payment

Unit: Million Baht

Fiscal Year	2016	2015	2014
Net Profit (Million Baht)	974.49	1,019.23	1,252.49
Legal Reserve (Million Baht)	-	-	-
Treasury Stocks Reserve (Million Baht)	-	-	-
No. of shares as of December 31 (Net-off treasury stocks)	570,814,500		
Dividend payment per share:			
-Interim dividend (Baht)	0.75	1.00	0.75
-Yearly dividend (Baht)	0.95*	0.79	0.90
Pay-out ratio (% of net profit)	100	100	75
Dividend payment amount (Million Baht)	970.38	1,012.76	941.84

* Dividend payment per share in fiscal year 2016 is subject to the 2017 Annual General Shareholders' Meeting resolution.

Board's Opinion: The Board has recommended for shareholders' approval of the appropriation of retained earnings and the distribution of additional dividend for the year 2016 for another THB 0.95 per share from the Company's performance of the year 2016. The aggregate dividend for the whole year 2016 will be THB 1.70 per share or a total dividend payout ratio of 100% of net profit. The

The Company's Board of Directors had its resolution for an interim dividend payment THB 0.75 per share and interim dividend had been paid previously on September 7, 2016, and the remaining of dividend will be THB 0.95 per share (net retained earnings for the period of January 1 to June 30, 2016 at THB 0.0133 per share, and net profit and net retained earnings for the period of July 1 to December 31, 2016 at THB 0.9367 per share). This is consistent with the Company's dividend payment policy which provides that dividend payment made will not be less than 40% of its net profit after deduction of all reserves. Dividend payment made in each year depends on the Company's investment plan, financial necessity and future expansion plan. However, past dividend payment practice is not a guarantee of future dividend.

The structure of profit appropriation and dividend payment are as follows:

Unit : Million THB	
Details of profit appropriation	2017 (year of proposal)
Legal Reserve	-
Dividend payment in rate of THB1.70 per share	Not more than THB970.38 million

The above dividend will be paid to shareholders entitled to receive the dividend on April 18, 2017. The record date of the shareholders who are entitled to receive the dividend will be on March 2, 2017 and the closing date to collect the names of shareholders according to the Section 225 of Securities and Exchange Act will be on March 3, 2017. However, the dividend payment depends on the resolution of Shareholders' Meeting.

Agenda 5. To consider and appoint directors in place of those retiring by rotation.

Objective and Reason: The Company currently has 5 directors. To conform to the Public Limited Company Act B.E. 2535 (1992) and clause 22 of the Company's Articles of Association which requires that at each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number of director nearest to one-third shall retire from office. A director retiring by rotation is eligible for re-election.

The director who is due to retire by rotation this year is:

Ms. Sopawadee Lertmanaschai

Independent Director

The Company's Board of Directors, exclusive of nominated directors/interested directors, agreed that those retiring director was knowledgeable and capable with strong determination in performing their jobs as the Company's director and during the past period his/her actions were taken in good faith and in the best interests of the Company and the shareholders. Therefore, the Company's Board resolved to propose to the shareholders at the Shareholders' Meeting to re-elect those retiring director to be the Company's Directors for another term.

Board's Opinion: The Company's Board of Directors, exclusive of nominated directors/interested directors, resolved to propose to the shareholders to re-elect those retiring director to be the Company's Directors for another term.

Details of age, percentage of shareholding, educational background, work experiences, and Board of Directors' meeting attendance of the nominated director are provided in **Attachment 2**.

Details of the scope of duty and responsibility of the Board of Directors and of other committees, appear in the 2016 Annual Report under the title "The Board of Directors and Management Structure"

Agenda 6. To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2017.

Objective and Reason: The Board has a policy to determine the remuneration for the directors and sub-committee members in the appropriate rate and conforming to major factors as follows:

- 1) Duty and responsibility of each directors
- 2) Remuneration rate of other companies in the same industry

- 3) Remuneration rate of other listed companies in the Stock Exchange of Thailand (SET)
- 4) Business expansion and growth in company's profit
- 5) Other factors

However, the remuneration of each director and audit committee has to be approved by Compensation Committee before put forward to shareholders for approval.

Board's Opinion: The Shareholders Meeting is proposed to consider and approve the directors remuneration for the year 2017 at the total amount of not exceeding THB11,000,000 (THB eleven million).

The company's Compensation Committee has considered thoughtfully and fixed the remuneration for the directors in compliance with the Company's policy by comparing the said rate with the rate of other companies in the same industry taking into account the duty and responsibility of each director including business expansion and growth in company's profit.

Remuneration for Board members, and other Sub Committee members compared to the previous year is as follows:

Details of remuneration*	2017 (year of proposal)**	2016	2015	Remark
1. Director Monthly allowance (THB)	Not exceeding THB 11,000,000	not exceeding THB 11,000,000	Not exceeding THB 11,000,000	No change of remuneration from the previous year
2. Directors' Annual bonus for the year 2017 (THB)				
- Annual Bonus of Independent directors (THB)	None	None	None	None
- Annual Bonus of other directors (Excluding executive directors) (THB)	None	None	None	None

Remark: * This includes the remuneration for sub-committees.

** The proposed remuneration is subject to the approval of the shareholders at the 2017 Annual General Shareholders' Meeting.

Agenda 7. To consider and appoint the company's auditors and to fix the auditors' fee for the year 2017.

Objective and Reason: In accordance with the Public Limited Company Act B.E.2535 (1992), the Annual General Shareholders' Meeting shall appoint the auditor and fix the annual audit fee.

Further to the proposal by the Audit Committee, the Board has recommended that one the following auditors of EY Office Limited be appointed as the Company's auditor for the year 2017 for the first year of his/her service for the Company. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign any of its auditors to perform the audit and express an opinion on the company's financial statements in his/her place:

Ms. Somjai Khunapasut C.P.A. Registration No. 4499, or
 Ms. Nonglak Pumnoi C.P.A. Registration No. 4172, or
 Mrs. Poonnard Paچارoen C.P.A. Registration No. 5238,
 (never been the auditors who sign on the Company's financial statements)

The audit fee for the Year 2017 shall not exceed THB 2,500,000 (THB two million and five hundred thousand) excluding out of pocket expenses and the other services fee.

Note: The proposed audited fee for year 2017 is increased in the amount of THB 300,000 (THB Three hundred thousand) from the fee approved last year.

The quoted fee is based on the following factors:

1. Knowledge of the auditor on accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice, clarification new accounting standards and update of other information.

Year 2017 is the sixth year of the proposed appointment of EY Office Limited as the Company's auditors.

2. Reputation as auditor and track record of providing audit services to other companies in the same industry.

Auditors of EY Office Limited have been appointed to be auditors of several listed securities company.

3. Appropriate and comparable audit fee rate with other listed securities companies.

EY Office Limited proposed audit fee for the fiscal year 2017 at THB 2,500,000 (THB Two million and five hundred thousand) excluding out of pocket expense and other services fee (The proposed audited fee for year 2017 is increased THB 300,000 (THB three hundred thousand) approved last year).

4. Other business relationship with the Company and controlling person which might lead to conflict of interest concern.

EY Office Limited has not had any other business relationship with the Company and the Company has not used other services from EY Office Limited, except on audit matters.

Board's Opinion: The Board recommended the appointment of the proposed auditors, Ms. Somjai Khunapasut C.P.A. Registration No. 4499, or Ms. Nonglak Pumnoi C.P.A. Registration No. 4172, or Mrs. Poonnard Paocharoen C.P.A. Registration No. 5238, of EY Office Limited as the Company's auditors as the first year of those auditors (never been the auditors who sign on the Company's financial statements). The audit fee for the Year 2017 at the amount not exceeding THB 2,500,000 (THB two million and five hundred thousand), is increased THB 300,000 (THB three hundred thousand approved last year), excluding out of pocket expenses as proposed.

Audit Committee's opinion: The Audit Committee viewed to appoint Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Nonglak Pumnoi C.P.A. Registration No. 4172 or Mrs. Poonnard Paocharoen C.P.A. Registration No. 5238 of EY Office Limited as the Company's auditors at the audit fee for the Year 2017 at the amount not exceeding THB 2,500,000 (THB two million and five hundred thousand), is increased THB 300,000 (THB three hundred thousand approved last year), excluding out of pocket expenses and other services fee as proposed.

Agenda 8. To consider and approve the amendment of the Company's Article of Association.

Objective and Reason : Following the Notification of the National Council for Peace and Order (NCPO) No. 74/2557 which provides that any meeting required by law can be conducted via electronic media, the Department of Business Development (DBD) of the Ministry of Commerce (MOC) has issued the written clarification dated 23 September 2016 on the same which provide that any public limited company wishing to hold a meeting via electronic media shall have the provision on meeting via electronic media in its Articles of Association.

This agenda need resolution not less than three-fourth (3/4) of total votes of meeting.

Details of the NCPO's Notification and the DBD's Clarification are provided in the **Attachment 3**.

Board's Opinion : The Board viewed that it is advisable to provide in the Company's Articles of Association the provision on meeting via electronic media for compliance to the said NCPO's Notification and DBD's clarification where it is necessary to arrange the meeting of the Board of Directors or its sub committees via conference call or video conference and to give legal validity to such meetings. The Shareholders Meeting is therefore proposed to approve the amendment of the Company's Article of Association clause 30 as details set out below:

To add the following paragraph as paragraph 3 of clause 30 of the current Articles of Association:

"The meeting of the Board of Director and its sub-committees may be held via electronic media pursuant to the applicable laws of Thailand"

After the amendment, clause 30 will read as follows:

"30. At a meeting of the Board of Directors, at least one half of the total number of directors presented shall form a quorum. In a case when the Chairman of the Board is not present or cannot perform his or her duty and if there is a vice-chairman, the vice-chairman who is present at the meeting shall be the Chairman of the meeting. If there is no vice-chairman or if the vice-chairman cannot perform his or her duty, the directors presented at the meeting shall elect one of the directors to be Chairman of the meeting. The decision to select the chairman must be made by majority vote.

Each director is entitled to one vote, but a director who has interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote the chairman of the meeting shall have a decisive vote.

"The meeting of the Board of Director and its sub-committees may be held via electronic media pursuant to the applicable laws of Thailand"

Agenda 9. To consider and approve the issuance and offering of debenture in the amount not exceeding thb 5 billion or in the equivalent amount of other currencies.

Objective and Reason: To be an alternative source of funding which could reduce the Company's interest expense from loan facilities with the commercial bank, to support the company's business expansion and operation such as issuing derivative warrants, lending margin loan for stock trading, etc., and to provide for future investment needs and working capital for the company, the Board has proposed for the Shareholders' approval on the issuance and offering of the debentures under the scheme as detailed set out below.

Board's Opinion: The Board proposed that the Shareholders consider and approve the issuance and offering of debentures in the amount of not more than THB 5,000 million or in the equivalent amount of other currencies as follows;

Details of Debentures

Type	:	Specify or not specify the name of debenture holder/ subordinated or unsubordinated/ secured or unsecured debenture with or without Debenture Holder Representative, subject to market condition at each time of issuing and offering the debentures.
Offering Size	:	Up to THB 5,000,000,000 or equivalent amount in other currencies.
Par value	:	THB 1,000 per unit
Term	:	Not exceeding 3 years from the issue date
Offering Type	:	To offer in domestic and/or foreign market to the public and/or specific investors and/or high net worth investors and/or domestic institutional investors and/or foreign institutional investors. The debentures may be offered at once or divided into a series of allotments.
Early redemption	:	The debenture holders have or do not have the right to request the Company for early redemption of the debentures and the Company has or does not have the right to redeem the debentures prior to maturity, as agreed and prescribed in the terms of debentures at each issuance.

a) to determine the details and other conditions in connection with the issuance and offering of debentures such as determination of interest rate, offering method, amount of debentures to be issued and offered on each occasion, type of debentures, security, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method and details on the offering; and

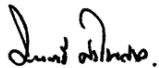
b) to enter into negotiations, agreements and execution of agreements, documents, applications for permission and necessary evidence required in relation to the debentures, as well as to communicate and submit such applications for permission or waiver, documents and evidence to the relevant authorities or agencies concerning the issuance and offering of debentures and the listing of debentures on domestic or overseas secondary market.

Agenda 10. Any other business (if any)

You are invited to attend the meeting on the date, time and venue above mentioned. If you are unable to attend the meeting on the said date, you may appoint your proxy in accordance with the form enclosed herewith and provide the completed proxy form to the secretary of the Board of Directors prior to the meeting. Registration of the Meeting will start 12.30 hrs on the meeting date (March 30, 2017) at the meeting venue.

Sincerely yours,

Maybank Kim Eng Securities (Thailand) Public Company Limited



Mr. Montree Sornpaisarn
Director and Chief Executive Officer

Legal and Corporate Secretary Office

Tel. 662-658-6300 ext 6660, 5166

Remark:

1. Besides the attached proxy form, shareholders can download the form via the company's website at www.maybank-ke.co.th
2. Any shareholders wishing to receive the annual report in hard copy form, please fax your name, last name and address to the Legal and Corporate Secretary Office at 662-658-6301 or email us at cosecthailand@maybank-ke.co.th

Attachment 1.
Attachment Agenda 1 : To adopt the minutes of
The Annual General Meeting 2016

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2016
OF
MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC

Time and Place

The General Meeting of Shareholders was held on April 4, 2016 at 14.00 h. at the Arnoma Hotel's Arnoma 2, 3 Room, on Rajadamri Road, Pathumwan, Bangkok.

Preliminary Proceeding

Mr. Yuth Vorachattarn chaired the meeting with the following directors, management and auditor in attendance:

Name	Position
1. Mr. Yuth Vorachattarn	Chairman of the Board, Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Member of the Nomination Committee
2. Ms. Sopawadee Lertmanaschai	Independent Director, Member of the Audit Committee, Chairman of the Nomination Committee and Member of the Compensation Committee.
3. Mr. Montree Sornpaisarn	Director and Co-Chief Executive Officer
4. Ms. Boonporn Boriboonsongsilp	Director and Co-Chief Executive Officer
5. Mr. Pusit Kaewmongkolsri	Chief Operating Officer/ Acting Chief Financial Officer
6. Ms. Ratana Jala	Certified Public Accountant, EY Office Limited.

The Chairman informed the necessary reason of the absent directors who were unable to attend the meeting as they had prior others engagement outside Thailand.

1. Mr. John Chong Eng Chuan Executive Director
2. Mr. Cheah Teik Seng Independent Director and Chairman of the Audit Committee

The Chairman announced that there were 250 shareholders present in persons and 216 persons present by proxy, representing 482,203,022 shares or 84.48% of total shares of the Company, which satisfied the quorum of the Shareholders' Meeting in accordance with Section 47 of the Articles of Association of the Company.

However, after the Chairman of the Meeting stated that the Meeting was convened, there were some late shareholders who joined the meeting and continued registration. Finally, there were in total 283 shareholders present in persons and 234 persons present by proxy, representing 482,447,934 shares or 84.52% of total shares of the Company.

The Chairman declared the meeting duly convened and explained voting procedures for each agenda which was being conducted according to SET's regulation on shareholders meeting of the listed companies as follows:

- In a case that the shareholders attended the meeting in person, the Chairman would propose to the meeting to consider and vote on each agenda. The Chairman would ask whether any shareholder disagreed with the agenda or had any other opinion or wished to abstain from voting. The company's officer would collect voting slip from shareholders who raised his or her hand to express their wish to cast the votes. Any shareholders who did not raise their hands were considered to agree with the recommendation made to the meeting in order to save time in receiving and counting the voting slips.

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The Annual General Meeting 2016

hands were considered to agree with the recommendation made to the meeting in order to save time in receiving and counting the voting slips.

- In a case of proxy, voting on each agenda would be counted from the votes casted by shareholders in a proxy form which was handed over by proxy holders to the company during registration.

For each agenda, the Chairman would inform the meeting the result of voting on the numbers of "For" "Against" or "Abstention" votes.

- In case any shareholder or proxy attends the meeting after the meeting was convened, they shall have the right to vote only in the agenda currently under consideration or those to be considered.

The Chairman also informed the meeting of the company's compliance to the Good Governance guidelines in the following issues:

- The company allowed shareholders to propose agenda in advance for this shareholders' meeting.
- The company allowed shareholders to submit qualified candidates to the directorship in place of the directors whose tenure is expired this year.

For the two above-mentioned proposals, the shareholders were able to submit them to the company's Board of Directors for consideration between October 16, 2015 to January 15, 2016.

However, none of the shareholders submitted the proposal to the Board.

The Chairman requested shareholders to send their representative to witness vote counting for voting of each agenda. The Chairman informed shareholders that the company wished to have an independent person to witness the vote counting. The meeting of shareholders selected Khun Sompond Vethpanich, the shareholder of the company represented as their representative to witness voting counting.

The Chairman also invited shareholders to raise questions but requested that the questions be related to the agenda under discussion in order to avoid wasting other shareholders' time.

Before proceeding thorough the agenda, the Chairman informed to the meeting that the company has certified as a member of the Collective Action Coalition Against Corruption ("CAC") on January 22, 2016.

The Chairman then proceeded with the following agenda:

Agenda 1. To adopt the minutes of the Ordinary Shareholders Meeting 2015, held on April 2, 2015.

The Chairman informed the meeting that the Board agreed to recommend to the shareholders' meeting to consider and approve the Minutes of the Ordinary Shareholders Meeting 2015 held on April 2, 2015 which had been sent to all shareholders along with the meeting's invitation letter.

After that, the Chairman invited questions from shareholders.
There was no query or suggestion from any shareholder or proxy.

The Meeting considered and resolved with majority votes to approve the Minutes of the Ordinary Shareholders Meeting 2015 held on April 2, 2015 as proposed by the Board of Directors with the following voting results:

Attachment 1.
Attachment Agenda 1 : To adopt the minutes of
The Annual General Meeting 2016

For	482,182,622	votes,	99.9958% of the quorum
Against	-	votes	
Abstention	20,400	Votes,	0.0042 of the quorum

Agenda 2. To acknowledge the performance of the Company for the year 2015.

The Chairman invited Mr. Montree Sornpaisarn, the Chief Executive Officer to report on the company's performance for the year 2015. Details of the performance appeared in 2015 annual report which was sent to all shareholders along with the meeting's invitation letter. In addition, the Chairman reported that in the preceding year, not only the company remained no. 1 in securities business, it is also receive the award from many institutions to be the best brokerage in Thailand for the year 2015 which were set out below:

1. Alpha South East Asia;
2. Finance Asia;
3. The Asset Triple A; and
4. Money & Banking Magazine.

After that, the Chairman invited questions from shareholders.

Mr. Sitichoke Boonwanich, shareholder queried on the investment trend who invested offshore market, especially in Malaysia.

Ms. Boonporn Boriboonsongsilp, Co-CEO explained that the Company had invited Thai investors to invest in offshore market, especially in Malaysia. In the past 3-4 years, a lot of investors were interested in offshore market investment, however comparing an investment structure between Malaysia and Thailand are different. She briefly explained that the key investment structure of Malaysia is Institution. Most of Thai investors focus on oil, palm, hospital and technology products. However, investors are remaining interested in Thai market when compared the return and dividend, found that the return figure of Thai market is not only better but they also can reach information closer. She also summarized that Thai investors invest in Malaysia market not much as the proportion of retail is very high compare to proportion of institution of Malaysia market.

After that, the Chairman invited questions from shareholders.

There was no query or suggestion from any shareholder or proxy.

Thus, the meeting acknowledged the company's performance for 2015 as reported by the CEO and Co-CEO.

Agenda 3 To consider and approve the financial statements and auditor's report for the year ended December 31, 2015.

The Chairman informed the meeting that the company's Articles of Association, clause 54 required the Board of Directors to arrange to have the company's financial statement at the end of accounting period be presented to the shareholders' meeting during the annual general meeting. The Board has already arranged the financial statements for an accounting period ending December 31, 2015 which were approved by the Audit Committee and audited by the auditors. The statements were sent along with the meeting's invitation letter. The Chief Operating Officer was requested to summarize the financial reports to the meeting.

After that, the Chairman invited questions from shareholders.

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There were some questions raised from Khun Sathaporn Koteeranurak, shareholder regarding the derivatives assets and derivatives liabilities in the financial statement page no. 110 in the annual report.

Khun Pusit Kaewmongkolsri, Chief Operating Officer briefly explained to shareholders as follows:

The company entered into the Future Exchange Forward agreement in order to minimize risk from parent company subordinated loan which borrowed in the SGD currency. The company is also able to have its loan from local institute, but it is a reason for the manage risk in terms of NCR.

After that, the Chairman invited questions from shareholders.

Khun Sathaporn Kotteeranurak also questioned on the investments in the financial statement page no. 111 in the annual report.

Khun Pusit Kaewmongkolsri, Chief Operating Officer briefly explained to shareholders as follows:

The company does not have the policy to invest directly in the securities. The investments in securities held for trading appeared in the financial statement are for the hedging purpose of the issuance of Derivative Warrant business and for the hedging of index product.

Khun Sitichoke Boonwanich, shareholder questioned on the Securities and derivatives business receivables, sub-clause no. 9.1 in terms of the company had other receivables with book values totaling THB 260 million from which it has ceased recognizing income.

Khun Pusit Kaewmongkolsri, Chief Operating Officer briefly explained to shareholders as follows:

The other receivable amounted to THB 260 million is the Nitipat Securites Co., Ltd.'s debts which has been ceased recognizing income before the company acquired the business over 10 years. The company has continually followed up the payment from debtors of Nithipat Securities Co., Ltd. from THB 400 million. He also highlighted that referring to Profit and Loss statement in page 93, there is the bad debt and doubtful accounts reversal amount of THB 11 million which was a part of the past debt which has been ceased recognising income.

After that, the Chairman invited questions from shareholders.

There was no query or suggestion from any shareholder or proxy.

The Meeting considered and resolved with majority votes to approve the company's financial statements and the auditors' report as at the end of December 31, 2015 with the following votes:

For	482,328,527	votes,	99.9981% of the quorum
Against	100	votes,	0.0000% of the quorum
Abstention	9,000	votes,	0.0019 of the quorum

Agenda 4 To consider and approve the appropriation of retained earnings and the distribution of dividend.

The Chairman assigned Khun Pusit Kaewmongkolsri the Chief Operating Officer to explain the matter to be considered.

Khun Pusit Kaewmongkolsri, COO presented the result of the company's performance of 2015 which had a net profit of THB 1,019.23 million. The Board of Directors agreed to recommend the shareholders to distribute profit as follows:

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The Annual General Meeting 2016

1. The company has to allocate not less than 5% or its annual net profit, after net-off accumulated amount of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of registered capital. Currently, the company has legal reserve of THB 286,125,000 which is equal 10% of registered capital. Hence, the company has not to allocate annual net-profit to be a legal reserve.

2. A dividend of another THB 0.79 per share for 2015 performance. The Board of Directors had already resolved to pay interim dividend of 1.00 Baht per share on September 9, 2015. Therefore, dividend for the whole year of 2015 performance would be THB 1.79 per share or THB 1,021.76 million, a dividend payout ratio of 100% of net profit which is a higher rate than that stated in the company's dividend payment policy. The company's dividend payment policy is at the rate of no less than 40% of net profit.

The dividend would be paid to shareholders whose names appeared in the registration book on March 4, 2016 and the dividend will be paid on April 18, 2016.

Then, the Chairman asked if any shareholder has questions.

There was no query or suggestion from any shareholder or proxy and the Chairman called for the voting.

The meeting considered and approved unanimously dividend payment and legal reserve as proposed by the Board of Directors with the following voting result:

For	482,447,928	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

Agenda 5 To consider and appoint directors in place of retired directors whose tenure would be expiring.

The Chairman announced that the company's Articles of Association, clause 22 requires that one-third of the company's directors must resign in rotation at the end of the term. The current number of directors now is 6, therefore, 3 directors have to resign. At the end of this term, the directors whose tenure would be expiring were Mr. Cheah Teik Seng, Mr. John Chong Eng Chuan and Ms. Boonporn Boriboonsongsilp.

The Nomination Committee agreed that the three directors have all qualifications as required by Public Company Limited Act and the Securities Act and with knowledge and experiences in securities business. The company's Board of Directors excluding directors whose interest are at stake agreed with a recommendation made by the Nomination Committee to recommend the meeting of shareholders to re-appoint the three resigned directors.

The company's Board of Directors agreed with a recommendation made by the Nomination Committee to recommend the meeting of shareholders to appoint the three directors.

Details about age, percentage of shareholding, educational background, work experiences and Board of Directors' meeting attendance for each director are provided in the invitation letter.

The Chairman asked if any shareholder has questions:

There was no query or suggestion from any shareholder or proxy, the Chairman called for a voting for each individual director.

The meeting considered and resolved with majority votes to re-appoint the three directors whose tenures have been expired as the directors for another term according to the Board of Directors' proposal and the votes were as follow:

**Attachment 1.
Attachment Agenda 1 : To adopt the minutes of
The Annual General Meeting 2016**

1. Mr. Cheah Teik Seng

For	478,602,628	votes,	99.2030% of the quorum
Against	3,836,300	Votes,	0.7952% of the quorum
Abstention	9,000	votes,	0.0019% of the quorum

2. Mr. John Chong Eng Chuan

For	479,358,428	votes,	99.3596% of the quorum
Against	3,080,500	votes,	0.6385% of the quorum
Abstention	9,000	votes,	0.0019% of the quorum

3. Ms. Boonporn Boriboonsongsilp

For	479,367,428	votes,	99.3615% of the quorum
Against	3,080,500	Votes,	0.6385% of the quorum
Abstention	-	votes	

Agenda 6 To consider fixing directors' remuneration.

The Chairman invited Ms. Sopawadee Lertmanaschai the Chairman of the Compensation Committee to explain the matter to be considered and informed the meeting that the Board of Directors agreed with the Compensation Committee's recommendation to pay directors remuneration for the year 2016 at the amount of no more than THB 11,000,000 (THB Eleven million). The company's Board of Directors has carefully considered the compensation for the directors by comparing them with other companies in the same industry as well as factoring in other details including business expansion and growth in company's profit and endorsed the compensation of the directors and audit directors as proposed.

Then, the Chairman asked if any shareholder has questions.

There was no query from shareholders so the Chairman called for the consideration and the vote accordance with Section 42 of the Articles of Association of the Company and the Section 90 of the Public Limited Company Act, this agenda need resolution not less than two-third (2/3) of total votes of meeting.

The meeting considered and unanimously resolved that the director remuneration for the year 2016 as the Board of Directors proposed and the vote was as follow:

For	482,437,428	votes,	99.9978% of the quorum
Against	1,500	votes,	0.0003% of the quorum
Abstention	9,000	votes	0.0019 of the quorum

Agenda 7 To consider and appoint the company's auditors and to fix the auditors' fee.

The Chairman informed the meeting that the company's Articles of Association, clause 58 requires the annual general meeting of shareholders to appoint the company's auditors.

The Audit Committee and the Board of Directors have already considered and agreed to recommend the appointment of Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950, of EY

Attachment 1.
Attachment Agenda 1 : To adopt the minutes of
The Annual General Meeting 2016

Office Limited be appointed as the company's auditor for the year 2016 accounting period. The auditors' fee for 2016 would be no more than THB 2,200,000 (THB two million two hundred thousand), excluding out of pocket expenses which equal to the audit fee of year 2015. (All information for considering was in a document in invitation sent to shareholders.) Then the Chairman requested the meeting to consider.

The proposed auditors have no relationship or stake holding with the company/subsidiary/management/major shareholders or persons related to such person.

The auditors being submitted for consideration this year are different from previous ones to be in accordance with the Accounting Department of major shareholders' company.

The company's existing auditor is Ms.Ratana Jala, Certified Public Accountant No.3734. Ms. Ratana has acted as the Company's auditor since the Year 2012. So far, she has done a great job as the Company's external auditor and conformed to well practice of audit principles.

The Chairman asked if any shareholders have questions.

There is no query from any shareholder or proxy and the Chairman called for a voting.

The meeting considered and approved unanimously to appoint Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950, of EY Office Limited be appointed as the company's auditor for the year 2016 accounting period, any one being authorized to conduct the audit and to express an opinion on the financial statements of the company. In the absence of the above-named auditors, EY Office Limited is authorized to identify one other Certified Public Accountant with EY Office Limited to carry out the work. The auditors' remuneration for 2016 will not be over THB 2,200,000 (THB two million two hundred thousand) excluding expenses as the Chairman proposed. Voting results were as follows:

For	482,071,134	votes,	99.9219% of the quorum
Against	376,800	votes,	0.0781% of the quorum
Abstention	-	votes	

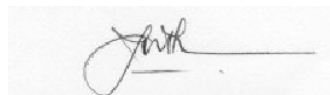
Agenda 8 Other Business (if any)

The Chairman informed that there was no investors issue any topics for the meeting to consider.

The Chairman asked if any shareholders have questions.


Then, the Chairman opened the opportunity for shareholder to ask questions and the CEO answered the general and currant questions being asked until there were no further questions.

The Chairman thanked the meeting and adjourned the meeting at 15.45 h



(Mr. Yuth Vorachattarn)

Chairman

Recorded by: 
(Ms. Chananya Vilamard)

Supporting Documents for Agenda 5 :
To consider and appoint directors in place of those retired by rotation.

Biography of the Person to be proposed for Nomination as Director

Name - Surname	Ms. Sopawadee Lertmanaschai
Age	63
Nationality	Thai
Highest Education	<ul style="list-style-type: none"> • Master of Science (Accounting), Thammasart University • Bachelor of Law, Thammasart University • Bachelor of Science (Accounting), Thammasart University • The Wharton Advanced Management Program, University of Pennsylvania, USA
Participation in the DAP Program	<ul style="list-style-type: none"> • DCP2/2000, ACP27/2009, SFE6/2010
Current Position (The Company)	Chairman of the Audit Committee, Chairman of the Nominating Committee and Independent Director
Appointment Date	5 October 2015
Duration of Directorship	1 Year 6 Months
Shareholding (as of Dec.31, 2016)	None
Work Experiences	<p>Current:</p> <ul style="list-style-type: none"> • Chairman of the Audit Committee and Independent Director, Maybank Kim Eng Securities (Thailand) Plc. • Director, National Savings Fund • Independent Director, Eco Waste Management Co., Ltd. • Director, The Government Pharmaceutical Organization • Independent Director and Audit Committee, Intouch Holdings Plc. • Director, Thai Investors Association • Advisor, Federation of Thai Capital Market Organizations • Director and Secretary, Sangvian Indaravijaya Foundation
Attendance of Board Meeting at 2016 (Total 9 times)	9/9

Biography of the Person to be Proposed for Nomination as Director (Con't)

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Ms. Sopawadee Lertmanaschai	2	Independent Director	6	None

Remark : * Base in Thailand only

**Supporting Documents for Agenda 5 :
To consider and appoint directors in place of those retired by rotation.**

Information for Considering Appointing Person as Independent Director

Characteristic of Conflict of interest	Person to be Proposed for Nomination as Independent Director
	Ms. Sopawadee Lertmanaschai
Have/not have the following interest with the Company, its parent company, its subsidiary (s), its associated company (s) or any juristic person (s) with potential conflict of interest at present or in the last two years.	
1. (Be/not be a controlling director, an employee or an advisor who is given salary or regular compensation)	None
2. Be/not be a professional service provider	None
3. Have/not have business relationship	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Maybank Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Maybank Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Maybank Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Maybank Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

Announcement of the National Council for Peace and Order

No. 74/2557

Subject: Teleconference through Electronic Devices

* * * * *

Modern technology has enabled meeting participants, both in the public and private sector, to conveniently communicate through electronic devices regardless of their different locations. It has proven to be economical in terms of cost and time in arranging and travelling to the meeting venues. Nowadays teleconferences are widely conducted for business purposes. However, the current existing laws do not allow legally binding teleconference. Therefore, a law should be enacted to allow certain meetings required by various laws to be conducted through electronic devices and are legally binding. The National Council for Peace and Order (NCPO) hereby announces that:

1. In this announcement of the NCPO:

“Teleconference through electronic devices” means meetings as required by the law conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting, though in different locations, and are able to consult each other and express their opinions through electronic devices.

“Meeting participants” means members of a committee, members of a subcommittee, secretary, and assistant secretary of such committee or subcommittee.

2. This announcement of the NCPO shall not be applied to

- 1) Meetings of the members of the House of Representatives, the House of Senates, and the Parliament.
- 2) Meeting on the render of the courts' judgment and verdict.
- 3) Meeting on the implementation of procurement process of Government Agencies, Local Authorities, State Enterprises, Public Organizations, and other Government Organizations.
- 4) Other meetings prescribed by the Council of Ministers.

3. In any meeting required by the law, the chairperson can either conduct the meeting as prescribed by each specific law or conduct a teleconference through electronic devices with the same legal status as the meeting prescribed by the said law.

It is prohibited to hold a teleconference on issues with classifications according to the regulation on the National Security and as determined by the Council of Ministers.

4. The conduct of a teleconference must be in accordance with security standards for teleconference meeting which the Ministry of Information and Communication Technology has set and announced in the Royal Thai Government Gazette.

5. Meeting invitation letters and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents which can be kept as electronic data as well.

Attachment 3.
Supporting Documents for Agenda 8
NCPO's Notification and the DBD's Clarification

6. In a teleconference, meeting organizers are required to:

- 1) Arrange for all participants to the teleconference to identify themselves before joining the meeting.
- 2) Produce meeting minutes in document form.
- 3) Make an audio record or both visual and audio record, depending on each specific case, of the whole session of the meeting in the form of electronic data, except in case of confidential meeting, which shall be considered as a part of the meeting minutes.

7. In a teleconference, should there be a case that meeting allowance is to be paid to participants, such allowance shall be paid to meeting participants whose presence in the teleconference are proven.

8. A teleconference arranged in accordance with this announcement of the NCPO shall be considered as legal; electronic data recorded accordingly must not be turned down as legal evidence in any civil or criminal case proceedings merely for the being electronic data.

9. The formulation of security standards of teleconference meeting as referred to in clause 4 above shall be concluded within 30 days from the effective date of this announcement, with due consideration about convenience in arranging teleconference.

This announcement shall take effect immediately.

Announced on 27 June B.E. 2557 (2014)

General Prayut Chan-o-cha

Head of the National Council for Peace and Order

Attachment 3.
Supporting Documents for Agenda 8
NCPO's Notification and the DBD's Clarification

The Department of Business Development of the Ministry of Commerce (MOC) has issued the written explanation dated 23 September 2016 on the Meeting via Electronic Media stating that any public company limited wishing to hold a meeting via electronic media shall have the provision on meeting via electronic media in its Articles of Association as details set out below:

In order for a meeting to qualify as a valid electronic meeting the following criteria must be met:

- The meeting via electronic media may be held by the Chairman of the meeting.
- The provision on meeting by way of electronic media has to be set out in the Company's Articles of Association.
- The invitation letter and attached papers of the meeting may be sent by electronic media meeting in accordance with the requirements under the Articles of Association.
- At least one third of the quorum of the meeting must physically attend the meeting at the same venue.
- All participants in the meeting (whether participating in person or via electronic media) must physically be in Thailand at the time of the meeting.
- The electronic meeting can be conducted through a voice or video conference.
- The electronic meeting must be held in accordance with the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E. 2557 (2017) (which took effective on 5 December 2014). For example, (i) the entire meeting must be voice recorded or videotaped; (ii) measures to prevent tampering with such meeting record must be adopted; and (iii) the computer data transmissions from the meeting must also be recorded.

**The Company's Article of Association
regarding Procedures, Process and Vote Casting in the Shareholders' Meeting**

Chapter VI: Shareholder Meetings

44. The board of directors shall organize a shareholders' meeting, which is an annual ordinary general meeting of shareholders within four months after the last day of the fiscal year of the Company. Shareholders meeting other than the one referred shall be called extraordinary general meeting.

The board of directors may call an extraordinary meeting of shareholders at any time as the board consider expedient to do so, or the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in the request . The board of directors shall proceed to call a meeting of shareholders within one month after receiving such request from the shareholders.

45. In calling a shareholders' meeting, the board of director shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the mentioned matters. The notice shall be delivered to the shareholders and the registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three consecutive days at least three days prior to the date of the meeting.

46. At the shareholders' meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf. The power of attorney must be in writing and signed by authorizer and in a form required by registrar of the public company. The authorizer must give this proxy to Chairman of the meeting or person authorized by the Chairman at the meeting location prior to attending the meeting. The proxy must at least include the following:

- (a) The number of shares held by the authorizer.
- (b) Name of Authorizer.
- (c) No. Of the meeting the person is authorized by the shareholder to attend and vote on his or her behalf.

47. In order to constitute a quorum at the shareholder meeting, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty five persons or not less than one half of the total number of shareholders and shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as stated and the shareholder, such meeting cancelled, requested such a meeting. But if the meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In this subsequent meeting a quorum is not required.

48. Chairman of the Board is Chairman of the shareholders' meeting. In a case when the Chairman is not in the meeting or cannot perform his or her duty and if there is a vice-chairman, the vice-chairman will act as Chairman. If there is no vice-chairman or he or she cannot perform the duty,

Attachment 4.

the attending shareholders shall select one shareholder to be the Chairman of the meeting.

49. The resolution of the shareholder meeting shall comprise the following votes:

49.1 A final decision or resolution at the shareholder meeting shall be made by voting. Regardless of how the vote is cast, there shall be always one share for one vote.

49.2 In an ordinary event, the majority vote shall be considered from the shareholders attending the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a decisive vote

49.3 In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and who have the right to vote is required:

- (a) The sale or transfer of the whole or important parts of the business of the company to other persons;
- (b) The purchase or acceptance of transfer of business of other companies or private companies by the Company;
- (c) The making, amending or terminating of the contracts regarding the granting of a lease in whole or in important parts of the business of the Company, the assignment of the management of the company's business to any other persons or the amalgamation of business with other for the purpose of profit and loss sharing.
- (d) Amending, adding the company's Memorandum of Association and Article of Association.
- (e) Merger or terminating the company.
- (f) Issuance of debenture.

In a case if the shareholder has any special benefit in any issue, such shareholder will not have a right to vote on such issue except when casting vote to elect the directors.

50. The matters to be considered or executed at the ordinary general meeting are at least the followings:

- (a) Acknowledge reports of the board of directors concerning the operation of the company's business for the past year.
- (b) Approve the balance sheet and the statement of profit and loss;
- (c) Approve the allocation of profit
- (d) Elect directors in replacement of the retirement of the directors' term of office;
- (e) Appoint auditors for the company and fix the auditing fee.
- (f) Other issues (if any).

51. The Company shall submit the existing list of shareholders at the date of the annual ordinary general meeting by stating name, nationality, address, number of the holding shares and number of share certificates to the registrar within one (1) month after the date of the meeting.

Required Documents for Shareholders Meeting Attendance

1. Ordinary Person shareholder

If attended by him or herself To show identification card with photo on it which was issued by government agencies and is not yet expired such as personal identification card, driver license or passport.

If attended by Proxy

A) Proxy document as attached with the meeting's invitation letter, already filled in completely with signatures of proxy holder and assignor of authority

B) Copy of identification card with photo of proxy holder which was issued by government agencies and is not yet expired such as personal identification card, driver license or passport. Copy of the document is certified by proxy holder.

C) Original identification card with photo of proxy holder which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport.

2. Juristic Person shareholder

- Proxy document as attached with the meeting's invitation letter, already filled in completely with signatures of juristic person's authorized person (s) as stated in the Juristic Person Registration at the Ministry of Commerce and juristic person's seal (if any).

- Copy of Juristic Person Registration of shareholders certified by juristic person's authorized person(s).

- Copy of photo identification card of juristic person's authorized person(s) which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport. Copy is to be certified by juristic person's authorized person(s).

- Original identification card with photo of juristic person's authorized person(s) which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport.

3. Non-Thai shareholders or juristic person set up under foreign law

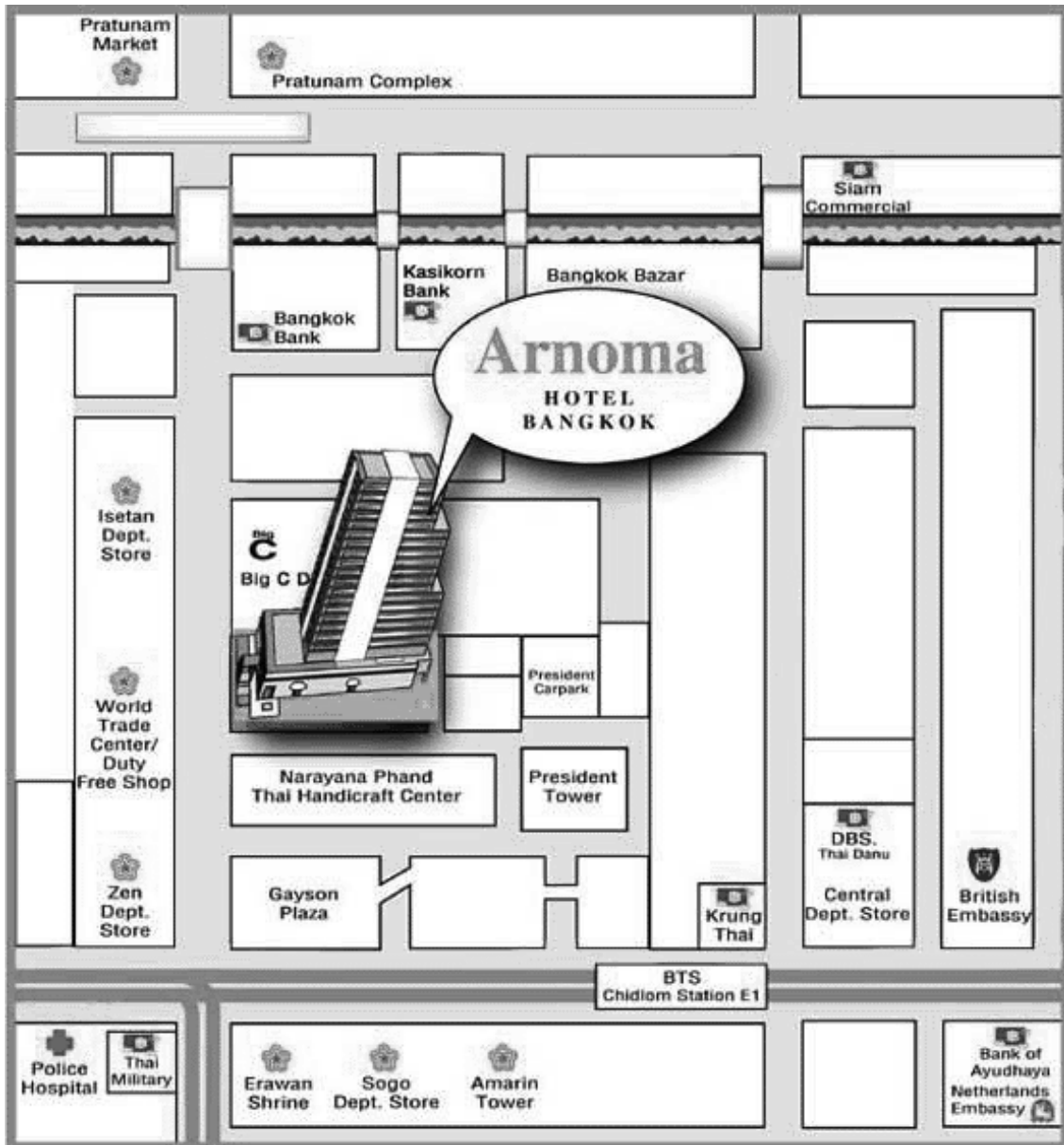
Use document as stated in 1 or 2 depending on cases under the following conditions:

A) Certification of Juristic Person. It may be a document issued either by authority of the country where juristic person is located or by juristic person's official. However, it has to contain details of name of juristic person, authorized persons(s) and condition or limitation of authorization signatories and location of head office.

B) Document without English original must be attached with an English translation which must be certified by representative of juristic person to certify an accuracy of translation.

Location Map

At the Arnoma Hotel's Arnoma 2-3 Room,
No.99 Rajadamri Road, Pathumwan, Bangkok. Tel. (66) 0 2255 3444



Stamp Duty
20 Baht**PROXY FORM**

Made at _____

Date _____

(1) I, _____ Nationality _____ Age _____

Reside at _____

(2) Holder(s) of _____ Share(s) of **MAYBANK KIM ENG SECURITIES (THAILAND) PLC.** Share Certificate No.(s) _____

(3) hereby appoint _____

Nationality _____ Age _____ Reside at _____

_____ or;

 Mr. Yuth Vorachattarn (Independent Director)

Age 68 years, residing at 52/117 Soi Sukhumvit 3, Sukhumvit Road, Klong-toey, Wattana Bangkok 10110

The independent director has no stake in all the agenda.

To act as my/our proxy to attend and vote on my/our behalf at the Ordinary General Meeting of 2017 to be held on March 30, 2017 at 02.00 p.m. at Arnoma 2,3 room, Arnoma Hotel, No.99 Rajadamri Road, Bangkok, or at any adjournment thereof, on the here below agendas:

(4) The total voting which I/we authorize the proxy on my/our behalf is _____ votes.

(5) I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

Agenda 1. To adopt the minutes of the Ordinary Shareholders meeting 2016, held on April 4, 2016. For _____ Against _____ Abstention _____**Agenda 3. To consider and approve the financial statements for the year ended December 31, 2016.** For _____ Against _____ Abstention _____**Agenda 4. To consider and approve the appropriation of retained earnings and the distribution of dividend.** For _____ Against _____ Abstention _____

Attachment 6.

Agenda 5. To consider and appoint directors in place of retired directors whose tenure is expired.

Ms. Sopawadee Lertmanaschai

For _____ Against _____ Abstention _____

Agenda 6. To consider fixing directors' remuneration.

For _____ Against _____ Abstention _____

Agenda 7. To consider and appoint the company's auditors and to fix the auditors' remuneration for the year 2017.

For _____ Against _____ Abstention _____

Agenda 8. To consider and approve amendment of the Company's Article of Association.

For _____ Against _____ Abstention _____

Agenda 9. To consider and approve an issuance and offering of debenture in the amount up to THB 5,000 million or in the equivalent amount of other currencies.

For _____ Against _____ Abstention _____

Agenda 10. Any other business. (if any)

For _____ Against _____ Abstention _____

(5) For any act taken by my / our proxy, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

Appointer _____
(_____)

Proxy _____
(_____)

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
3. For the election of directors, the vote may elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement.

Attachment 7.
 Profile of the Independent Director proposed by the Company
 to act as proxy for shareholders

Name - Surname	Mr. Yuth Vorachattarn
Age	68
Nationality	Thai
Highest Education	<ul style="list-style-type: none"> • Master Degree in Economics, (Good Honor), Thammasat University • Bachelor Degree in Economics (English Program), Thammasat University
Participation in the DAP Program	<ul style="list-style-type: none"> • The Thai Institute of Directors Association: DCP #0 • Corporate Governance Asia Year 2005 • Chartered Director Class Year 2008 • Financial Institutions Governance Program Year 2013
Current Position (The Company)	Chairman and Member of the Audit Committee
Appointment Date	4 October 2002
Duration of Directorship	14 years, 6 months
Shareholding (as of Dec.31, 2016)	None
Work Experiences	Current: <ul style="list-style-type: none"> • Chairman and Member of the Audit Committee, Maybank Kim Eng Securities (Thailand) Plc. • Chairman of the Audit Committee, Taokaenoi Food & Marketing Plc. • Chairman, Grand Prix International Plc. • Chairman, Sahathai Terminal Co., Ltd. • July 2003 – April 2014 : Chairman, Siam Panich Leasing Plc. • July 2004 – June 2015 : Chairman, Preecha Group Plc. • July 2001 – March 2002 : Managing Director, Bangkok Metropolitan Bank
Attendance of Board Meeting at 2016 (Total 9 times)	9/9



Maybank

Kim Eng