



LT. F 086/2018

December 20, 2018

Subject : Notification of invitation to the 2019 Annual Ordinary General Meeting of Shareholders  
To : Shareholders  
Enclosure : 1. 2018 Annual report (CD-ROM format)  
2. Attached documents for agenda items No. 1, 4, 5, 6, 7, 8, 11, and 13  
3. Articles of Association in compliance with shareholders meeting  
4. Evidences required for attending the meeting  
5. Map of the Venue  
6. Proxy form  
7. Request form for annual report

Whereas the Board of Directors Meeting of TICON Industrial Connection Public Company Limited (“**the Company**”) No.1/2018-19 and No.2/2018-19, held on November 19, 2018 and December 11, 2018 respectively, has unanimously agreed to call the Annual Ordinary General Meeting of Shareholders for the year 2019 on January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, to transact the following agenda:

**1. To certify the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders, held on March 27, 2018**

Objective and rationale : The Minutes of the 2018 Annual Ordinary General Meeting of Shareholders, Attachment 1, need the shareholders to certify the accuracy.

Opinion of the Board : The Board has considered it appropriate for the shareholders at the meeting to certify the said minutes as the minutes were accurately taken and included all resolutions passed by the meeting.

**2. To acknowledge the Company’s performance for the fiscal year starting from 1 January 2018 to 30 September 2018**

Objective and rationale : Management should report the Company’s performance to the shareholders.

Opinion of the Board : The Board agreed to report the Company’s performance for the fiscal year starting from 1 January 2018 to 30 September 2018 to the shareholders.

**3. To consider and approve the audited financial statements of the Company for the fiscal period ended September 30, 2018**

Objective and rationale : According to the Public Limited Companies Act B.E. 2535, the Company is required to propose its financial statements, audited by a Certified Public Accountant, for each fiscal year to the shareholders for approval.

Opinion of the Board : The Board has considered it appropriate for the shareholders at the meeting to approve the audited financial statements of the Company for the fiscal period ended September 30, 2018 which are contained in the Company’s 2018 annual report, as the said financial statements were presented in a complete, true and fair manner, in compliance with generally accepted accounting principles and all governing rules and regulations.



#### **4. To consider and approve allotment for legal reserve and dividend payment in cash**

Objective and rationale : The shareholders should receive returns from investment in the Company. In addition, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered capital, according to the Public Limited Companies Act. B.E. 2535

Opinion of the Board : By taking into consideration the Company's dividend policy, its performance, financial status, and other factors relating to the Company operations, the Board has considered it appropriate for the shareholders at the meeting to approve the allocation of the Company's net profit and retained earnings for dividend payment of Baht 0.27 per share. List of the shareholders to be entitled to the dividend will be determined on December 25, 2018 (Record date). (The XD sign will be posted on December 24, 2018.) Payment will be made on February 7, 2019. Details of the dividend payment appear in Attachment 2.

In addition, the Company had to set aside a legal reserve of 1.38 MB.

#### **5. To consider and approve the election of new Board of Directors' members to replace the directors retiring by rotation**

Objective and reason : According to TICON's Articles of Association, one-third of the directors shall vacate office each year. For this year, three directors comprising Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon and Mr. Chai Vinichbutr, shall retire by rotation.

Opinion of the Board : With reference to the Company's provision of opportunity for the shareholders to nominate qualified candidates as the Company's directors, no candidate was proposed to the Company. The Board, therefore, has considered it appropriate for the shareholders at the meeting to re-elect Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon and Mr. Chai Vinichbutr, to conduct their duties for another term, due to their suitable qualifications. None of these three directors is a director of TICON's competitors. Moreover, Mr. Chatchaval Jiaravanon who is a member of Audit Committee has qualifications in compliance with relevant regulations for independent director. Personal details of these directors are shown in Attachment 3.

#### **6. To consider and approve compensation for the Company directors for the year 2019**

Objective and rationale : In order to encourage the directors to create value for the Company, the directors should be suitably compensated.

Opinion of the Board : The Board has considered it appropriate for the shareholders at the meeting to approve compensation for the directors for the year 2019 of not exceeding Baht 15,000,000 in total, details of which are shown in Attachment 4.

**7. To consider and approve the appointment of the Company's external auditors and determine the audit fee for the year 2019**

Objective and rationale : According to the Public Limited Companies Act B.E. 2535, the Company's auditors shall be appointed and their audit fees shall be determined each year by the Annual Ordinary General Meeting of Shareholders. Moreover, to be in compliance with the principles of good corporate governance, the Company should not use the same auditor's service for more than 5 consecutive years.

Opinion of the Board : The Board has deemed it appropriate for the shareholders to appoint auditor from KPMG Poomchai Audit Limited, namely Ms. Sureerat Thongarunsang or Ms. Nittaya Chetchotiros or Ms. Patamavan Vadhanakul to be the Company's auditor for the year 2019, with the audit fee of not exceeding Baht 1,420,000 in total. Additional details are in Attachment 5.

**8. To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than 35,000 million Baht, increasing from 25,000 million Baht**

Objective and rationale : Proceeds from the debentures issuance will be used for funding operations as well as for repayment of a certain portion of the Company's debts.

Opinion of the Board : The Board has deemed it appropriate for the shareholders to approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than 35,000 million Baht, increasing from 25,000 million Baht, to support business expansion and/or a repay certain portion of the Company's debts, details of which are shown in Attachment 6.

**9. To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital**

Objective and rationale : To be in compliance with the Public Limited Companies Act which provides that a company may increase its registered capital only when all of its shares have been issued and paid-up in full, the Company is required to reduce its registered capital in order for the Company to be able to increase its registered capital under the General Mandate as mentioned in Agenda 10 and Agenda 11.

Opinion of the Board : The Board has deemed it appropriate for the shareholders to approve the reduction of the Company's registered capital in the amount of Baht 917,071,187 from the existing registered capital of Baht 2,751,213,562 to the new registered capital of Baht 1,834,142,375, by cancelling its 917,071,187 authorised but unissued ordinary shares at a par value of Baht 1 per share.

In addition, the Board has deemed it appropriate for the shareholders to approve the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital by cancelling the existing provision and replacing it with the following provision:

“Clause 4.

Registered capital	1,834,142,375	Baht	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five Baht)
Divided into	1,834,142,375	shares	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five shares)
With par value of	1.00	Baht	(One Baht)
Divided into:			
Ordinary shares	1,834,142,375	shares	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five shares)
Preference shares	None	shares	-”

**10. To consider and approve the increase of the Company’s registered capital under the General Mandate and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the registered capital**

Objective and rationale : To be in compliance with the increase of the Company’s registered capital under the General Mandate.

Opinion of the Board : The Board has deemed it appropriate for the shareholders to approve the increase of the Company’s registered capital under the General Mandate in the amount of Baht 1,100,485,424, from the existing registered capital of Baht 1,834,142,375 to the new registered capital of Baht 2,934,627,799, by issuing 1,100,485,424 newly-issued ordinary shares at a par value of Baht 1 per share.

In addition, the Board has deemed it appropriate for the shareholders to approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the registered capital by cancelling the existing provision and replacing it with the following provision:

“Clause 4.

Registered capital	2,934,627,799	Baht	(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine Baht)
Divided into	2,934,627,799	shares	(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine shares)
With par value of	1.00	Baht	(One Baht)



Divided into:

Ordinary shares	2,934,627,799	shares	(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine shares)
Preference shares	None	shares	-"

**11. To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares at a par value of Baht 1 per share**

Objective and rationale : To provide the Company with ability to do equity financing appropriately when the Company requires immediate capital.

Opinion of the Board : Following the proposal by the Board of Directors to the shareholders' meeting of the Company to consider and approve the increase of the Company's registered capital under the General Mandate in Agenda 10 above, the Board has deemed it appropriate for the shareholders to approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares, at a par value of Baht 1 per share, in the following manners:

- (1) not exceeding 550,242,712 shares, representing 30 percent of the Company's paid-up capital, by way of a rights offering;
- (2) not exceeding 366,828,475 shares, representing 20 percent of the Company's paid-up capital, by way of a public offering;
- (3) not exceeding 183,414,237 shares, representing 10 percent of the Company's paid-up capital, by way of a private placement.

In this connection, the Board of Directors deemed it appropriate to propose to the shareholders meeting to authorise the Board of Directors of the Company with full power and authority to do the followings:

- to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offerings. In allocating the newly-issued ordinary shares by any or several methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital, or 550,242,712 shares, as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital, or 366,828,475 shares, as at the date on which the Board of Directors approves the capital increase;
- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that (a) the newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 in relation to the offer for sale of the newly-issued shares to public offering or private placement, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in

accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement (“Market Price” means the weight average of the Company’s ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price.); and

- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive to have the power to undertake such actions.

However, the allocation of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

Additional details in relation to the allocation of newly-issued ordinary shares are set out in the Capital Increase Report Form (F 53-4) (Attachment 7)

**12. To consider and approve the change of the Company’s name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company’s name in order to be in line with the change of the Company’s name**

Objective and rationale : The Company considered it appropriate to propose to the shareholders’ meeting to consider the change of the Company’s name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company’s name in order to be in line with the Company’s strategy plan to support its growth and future expansion of the Company’s business.

Opinion of the Board : The Board has deemed it appropriate for the shareholders’ meeting to approve the change of the Company’s name, trading symbol, and seal, and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company’s name in order to be in line with the change of the Company’s name as follows:

Name written in Thai:	บริษัท เฟรเซอร์ส พร็อพเพอร์ตี้ (ประเทศไทย) จำกัด (มหาชน)
Name written in English:	Frasers Property (Thailand) Public Company Limited
Trading Symbol:	“FPT”

13. To consider and approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended


Objective and rationale : Due to the change of the Company's name and seal according to Agenda Item 12 above, and due to the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) (the "Order No. 21/2560") Re: Amendments to the Laws for the Ease of Doing Business, enforceable on 4 April, 2017 which prescribed to amend Section 100 of the Public Limited Companies Act B.E. 2535 (1992) with regard to the power of the shareholders to call an extraordinary general meeting of shareholders in case that the Board of directors does not convene an extraordinary general meeting of shareholders as requested by the shareholders. As a result, the Company shall proceed to make amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended.

Opinion of the Board : The Board has deemed it appropriate for the shareholders' meeting to approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal, and the Public Limited Companies Act B.E. 2535 (1992) ( as amended) , additional details are in Attachment 8.

**14. Other business (if any)**

Kindly attend the Meeting at the date, time and place mentioned above. Registration will start at 12.00 p.m.

On behalf of the Board of Directors  
TICON Industrial Connection Public Company Limited



(Miss Lalitphant Phiriyaphant)  
Secretary to the Board of Directors

(Translation)

**MINUTES OF THE 2018 ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS**

of

**TICON Industrial Connection Public Company Limited ("TICON" or "Company")****March 27, 2018**

---

**Time and Place**

The meeting was held on March 27, 2018 at 2:00 p.m. at the Grand Ballroom, The Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini, Pathumwan, Bangkok.

Mr. Chainoi Puankosoom, the Chairman of the Board, presided as the Chairman of the meeting. The directors, Management and auditor who attended the meeting were as follows:

**Directors present****8 persons (88.89 of directors attended this meeting)**

Mr. Chainoi Puankosoom	Chairman of the Board of Directors, Independent Director, Member of Audit Committee, Chairman of Compensation Committee, and Chairman of Corporate Governance Committee,
Mr. Threekwan Bunnag	Independent Director, Chairman of Audit Committee, Member of Risk Management Committee, Member of Corporate Governance Committee, and Member of Nomination Committee
Assoc.Prof. Tithiphan Chuerboonchai	Independent Director, Member of Audit Committee, Member of Risk Committee, and Member of Corporate Governance Committee
Mr. Uten Lohachitpitaks	Director, Member of Executive Committee, Member of Risk Management Committee, and Member of Corporate Governance Committee
Mr. Chotiphat Bijananda	Director, Chairman of Risk Committee, and Member of Nomination Committee
Mr. Panote Sirivadhanabhakdi	Director, Chairman of Executive Committee, and Member of Compensation Committee
Mr. Chali Sophonpanich	Director
Mr. Chai Vinichbutr	Director, Member of Executive Committee and Member of Risk Management Committee

**Management present****6 persons**

Mr. Virapan Pulges	Chief Executive Officer
Mr. Sopon Racharaksa	President
Ms. Lalitphant Phiriyaphant	Chief Financial Officer and Company Secretary
Dr. Somsak Chaiyaporn	General Manager
Mrs. Marasri Sophastienphong	Head of Internal Audit
Mr. Samart Rusmeerojwong	Head of Corporate Governance and Risk Management

**Auditor present****1 person**

Ms. Rosaporn Decharkom	Partner, Appointee from EY Office Ltd.
------------------------	----------------------------------------



### Preliminary proceeding

The Chairman expressed his appreciation to shareholders for attending the meeting. The Chairman also informed that the Company scheduled March 5, 2018 as the date for determination of shareholders' entitlement to attend the 2018 annual general meeting of shareholders (record date).

The Company's paid-up capital was Baht 1,834,142,375 with the par value of Baht 1 per share, equivalent to the total of 1,834,142,375 shares with rights to attend the meeting held by 5,124 shareholders. There were 175 shareholders attending the meeting in person holding 33,860,915 shares and 150 shareholders attending the meeting by proxy holding 1,427,868,132 shares. A total of 325 shareholders attending the Meeting in person and by proxy holding an aggregate amount of 1,461,729,047 shares, equivalent to 79.70 percent of total paid-up shares of the Company, constituting a quorum as specified under the Company's Articles of Association. The Chairman hence declared the meeting duly convened.

The Meeting commenced at 2.00 p.m.

The Chairman introduced directors (8 directors attending the meeting, which was equivalent to 88.89 percent of the total number of directors), Management, the auditor who present at the meeting to the shareholders. He also asked for a volunteer from the shareholders attending the meeting to act as a witness in the vote counting. In this regard, Mr. Teerasarn Wongpiyabovorn, a shareholder, volunteered to perform the duty.

The Chairman then informed the meeting that, in the interests of good corporate governance principles and equal treatment to all shareholders, The Company had also provided an opportunity for all shareholders to propose any matter to be included on the agenda of the meeting via the Company's website. However, no shareholders proposed any matter to be included on the meeting agenda.

Thereafter, the Chairman asked Ms. Lalitphant Phiriyaphant, the Company Secretary, to clarify the voting procedures for each agenda item to the meeting. The voting procedures were summarized as follows:

- A shareholder will have the number of votes equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- In voting for each agenda item, the Company shall count the votes cast by the shareholders attending the meeting in person and the shareholders who have appointed a proxy and cast their votes in advance in the Proxy Form submitted at the registration of the meeting.
- Should there be any shareholder who wish to vote for disapproval or abstention, please mark and sign his or her ballot and raise his or her hand to signify for the staff to collect the ballot for vote counting. A shareholder who votes for approval or does not abstain from voting shall be deemed to approve the matter under such agenda item.
- Custodian who wish to split the vote, please specify numbers of shares held.
- Any votes cast in the following manner shall be considered invalid:
  - 1) A ballot that is filled with more than one mark in the spaces provided, except in the case of a custodian;
  - 2) A ballot that casts a vote expressing a conflict of intent, except in the case of a custodian;
  - 3) A ballot with votes that have been crossed out
  - 4) A ballot with no signature; and
  - 5) A ballot that is cast with votes exceeding the number of voting rights to which the shareholder is entitled.

Prior to the voting on each agenda item, the Chairman will give shareholders an opportunity to raise questions and express their opinions concerning agenda items as the Chairman deems appropriate. The shareholders or proxies who wish to raise questions or express their opinions shall declare their full name to the meeting each time before asking any question or expressing any opinion for the purpose of Minutes' recording.

In the case where a shareholder has questions or opinions not concerning the agenda item under discussion, such question shall be asked or such opinion shall be expressed under the agenda items arranged for other matters. The shareholders are requested to concisely ask a question, and not to ask any questions or express opinions which are similar to an opinion or question that has already been expressed,

in order for the other shareholders to have an opportunity to exercise their rights. Furthermore, in order to prevent the meeting from waiting for the results of the vote counting of the agenda item under discussion, it is proposed that the meeting continues discussing the next agenda item without waiting for the result, and after the next agenda item is concluded, the Company will inform the meeting of the voting result of the preceding agenda item.

The Chairman then conducted the meeting in accordance with the agenda items stipulated in the notice, as follows:

**1. To certify the Minutes of the 2017 Annual Ordinary General Meeting of Shareholders held on April 24, 2017**

The Chairman proposed that the meeting consider and certify the minutes of the 2017 annual ordinary general meeting of shareholders, held on April 24, 2017, the details of which are set out in the copy of the minutes sent to all shareholders together with the notice of this meeting.

The Chairman then asked the Meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Mr. Amorn Kowanidcharoen, shareholder, asked for the copy of the minutes of the 2017 annual ordinary general meeting of shareholders as there was the copy of the minutes of extraordinary general meeting of the shareholders no. 1/2018 convened on December 23, 2016 shown in Attachment 1 of the notice of the meeting.

Ms. Lalitphant, the Company Secretary informed that the copy of the minutes of the 2017 annual ordinary general meeting of shareholders was presented in the replacement for attachment 1 of the notice of the meeting sent to the shareholder.

Mr. Basant Kumar Dugar, shareholder, remarked that most of shareholders were unable to remember the content of the previous shareholder meeting as it was long past. Besides listed companies were required to submit the minutes of the meeting to the Stock Exchange of Thailand within 14 days from the meeting date to give shareholders an opportunity to raise any question or give comment to the minutes. He, therefore, proposed the Company to exclude the certification of previous shareholders' minutes from the meeting agenda, as practiced by several listed companies.

The Chairman thanked the shareholder for the advice and accepted to bring this suggestion into the consideration.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed the meeting to certify the minutes of the 2017 annual ordinary general meeting of shareholders, held on April 24, 2017.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

**Resolution:** The meeting resolved to certify the minutes of the 2017 annual ordinary general meeting of shareholders, held on April 24, 2017, as proposed, with a majority vote of the shareholders attending the meeting and casting their votes, as follows:

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & casting their votes	1,462,481,273	100.0000
Approved	1,462,481,272	100.0000
Disapproved	1	0.0000
Abstained	0	-
Void	0	-

## 2. To acknowledge the Company's performance for the year 2017

The Chairman proposed that the meeting acknowledge the Company's performance for the year 2017 and invited the shareholders to view the Company's video presentation. He then invited Mr. Virapan Pulges, Chief Executive Officer, to report the Company's performance for the year 2017 to the meeting.

Mr. Virapan Pulges, Chief Executive Officer, summarized the Company's performance for the year 2017 to the meeting.

- In 2017, total revenue of the company was Baht 2,087 million, 11% increase from 2016, mostly from the increase in the rental and related service income. Profit for the year was Baht 482 million, 73% increase from 2016. Earnings per share was Baht 0.27, 8% increase from previous year.

Regarding statement of financial position, the Company has total asset of Baht 40,799.9 million, increased by 13% from previous year. Total liabilities were Baht 15,865 million decreased by 36% from last year. Shareholders' equity significantly increased to Baht 24,934 Million (118% YoY), mainly from capital injection from new major shareholder (Frasers Property Holding (Thailand) Co., Ltd.). Interest-Bearing Debt-to-Equity Ratio remained low at 0.53 which was considered good for future business expansion.

- In early of 2017, Frasers Property Holding (Thailand) Co., Ltd. has subscribed for TICON's newly issued share in total amount of Baht 13,230 million and has become the Company's new major shareholder. With the support from new major shareholder, the Company's financial status has increasingly strengthened with additional capital to serve future business expansion. The new major shareholder has also brought in knowledge and experience which shall be further leverage and lead to the sustainable growth of the Company in the future.
- Additionally, the Company has combined three property funds - TFUND, TLOGIS and TGROWTH together and converted into TREIT, making the combined asset valued of more than Baht 32 billion. The transfer of fund assets and liabilities was concluded in December 2017, making TREIT become the biggest industrial real estate investment trust (REIT) in Thailand.
- The Company has factory under management totaling 450 factories, or approximately 1.14 million sq.m. Portfolio occupation rate is at 68% with weighted average lease expiry of 1.6 years. Net add was 16,000 sq.m.

The company has warehouse under management totaling 410 warehouses, or approximately 1.56 million sq.m. Portfolio occupation rate is at 70% with weighted average lease expiry of 2.5 years. Net add was 69,000 sq.m.

- On the corporate good governance, the Company received the "Good" level of recognition from the Corporate Governance Report of Thai Listed Companies conducted by the Thai Institute of Directors. The Company has also been officially certified by Committee of Thailand's Private Sector Collective Action against Corruption (CAC) on August 18, 2017.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Mr. Amorn Kowanidcharoen, shareholder, asked about the Company's capital and investment plan.

Mr. Panote Sirivadhanabhakdi, Chairman of Executive Committee, responded that Frasers Property has the confidence in TICON's capability and strong business foundation as well as positive growth in transportation industry and demand for large warehouse in Thailand. By investing in TICON, this shall bring about the strong strategic partner and further business expansion for Frasers Property and TICON itself. One of the business strategies initiated after the company's restructuring is to maximize capital appreciation. He added that, over the past period, the Company has been focusing on doing

the study on the possibility in expanding into new business and implementing human resource development program to uplift the skills and capabilities needed for future business expansion. The development of built-to-suit warehouse to cater client's specific need and maximize current asset utilization is still the Company's area of focus. The Company has also planned to expand the investment in other countries in the region i.e. Indonesia and Vietnam. Such plan is currently under the study.

Ms. Vipa Suvanich, shareholder, inquired about the Company's asset management and conflict of interest policy on client acquisition for TICON and/or TREIT.

Mr. Virapan Pulges, Chief Executive Officer, replied that the Company has adjusted the procedure in managing the Company's asset and fixed cost to increase its efficiency by focusing on increasing occupation rate and upgrading the factories and warehouses to be well-fitted with customer's requirement instead of increasing the leasing space. Regarding conflict of interest policy, our sale team provide details of service of TICON and TREIT to customer without specifying the name of leaser. By doing so, the customers will be able to choose the right service by themselves and the companies will be able to prevent any conflict of interests that may arise.

Mr. Basant Kumar Dugar, shareholder, gave some suggestions to the Company on investment cost management, borrowing cost management, interest rate risk management, accounting entry on depreciation and inventory, cost management, cash flow management. He also praised the Company on efficient risk management.

The Chairman thanked the shareholder for the suggestion and accept for further consideration.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed the meeting to acknowledge the Company's performance for the year 2017.

The Chairman informed the meeting that this agenda item was only for acknowledgement, therefore, no voting was required.

The meeting acknowledged the Company's performance.

### **3. To consider and approve the audited financial statements of the Company for the fiscal period ended December 31, 2017**

The Chairman proposed that the meeting consider and approve the audited financial statements of the Company for the fiscal period ended December 31, 2017 which had been reviewed and certified by the certified public accountant and approved by the Audit Committee and the Board of Directors, the details of which are set out in the statements of financial position and income statements as shown in the Company's annual report delivered to all shareholders together with the notice calling this meeting.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Khun Jinnapak Pornpiboon, shareholder, asked for the Company's plan on managing operation expense that has been increasing, the reason for the decrease in sale of properties and exchange difference shown in statement of comprehensive income.

Mr. Virapan Pulges, Chief Executive Officer, responded that the increase in last year's operating expense was mainly from the human development activities in providing skills employee needed for future business expansion and organization restructure, which is not a recurring expense. Regarding the drop in sale of properties, he explained that it was because TICON has its capital increase last year. Consequently, the Company did not have the necessity to sell its properties to TREIT to reduce the Company's debt. He further added that the Company is currently under the development of asset management strategy in aligning with the Company business plan. On the subject of exchange difference shown in statement of comprehensive income, Ms. Lalitphant Phiriyaphant, the Company

Secretary, clarified that the difference was due to translation of financial statement in foreign currency to consolidate the financial statement of the Company's subsidiaries in foreign countries to the group's financial statement. Mr. Panote Sirivadhanabhakdi, Chairman of Executive Committee, added that the Company places a great importance on foreign currency risk management with closely monitoring and controlling process.

Khun Vipa Suvanich, shareholder, asked about the Company's plan on trade receivables-past due of over 12 months and the reason for the increase of other receivables-related parties.

Mr. Virapan Pulges, Chief Executive Officer, answered that the amount shown in trade receivables - past due of over 12 months was the accumulate amount to which the Company has followed and conduct legal proceed from time to time. Besides, the Company has already set the allowance for doubtful account in full amount. On the subject of other receivables-related parties, Ms. Lalitphant Phiriyaphant, the Company Secretary, explained that such increase was the result from the payment receivable arising from the conversion of three properties funds into TREIT in late 2017 to the unitholder, to which the cash payment was received in early 2018.

Mr. Basant Kumar Dugar, shareholder, provided his advice on the investment in foreign country that the Company should take all related risk factors into the consideration. Other considering factors include the return on asset, market capitalization and business opportunity.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed that the meeting approve the audited financial statements of the Company for the fiscal period ended December 31, 2017.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting resolved to approve the audited financial statements of the Company for the fiscal period ended December 31, 2017, as proposed, with a majority vote of the shareholders attending the meeting and casting their votes, as follows:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Shareholders attending the meeting & casting their votes	1,462,731,150	100.0000
Approved	1,462,731,149	100.0000
Disapproved	1	0.0000
Abstained	0	-
Void	0	-

**4. To consider and approve allotment of 2017 results for legal reserve and dividend payment**

The Chairman proposed that the Meeting consider and approve allotment of 2017 results for legal reserve and dividend payment. The Chairman asked Mr. Virapan Pulges, Chief Executive Officer, to give detailed presentation in respect to this agenda item to the meeting.

Mr. Virapan Pulges, Chief Executive Officer, informed that the Company's net profit attributable to the Company's shareholders for the year 2017 shown in consolidated financial statement was Baht 480 million. The Board of Directors has considered that it was appropriate to propose the shareholders to approve the allocation of the Company's net profit for dividend payment of Baht 0.10 per share. Since the Company was required to allocate no less than five percent of its annual net profits less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent of the registered capital, the Company, therefore must appropriate Baht 147.36 million from the annual net profit amount as legal reserve.

The proposed dividend payment of Baht 0.10 per share was equivalent to a dividend pay-out ratio of 38.21% on a consolidated basis which was at a slightly lower rate than the Company' dividend policy. This was because the Company was required to set aside some fund for future business expansion.

The shareholders whose names are shown in the registration book (record date) as of March 5, 2018 will be entitled to receive the dividend. Dividend payment shall be made on April 12, 2018 and will be paid from profit which was exempt from corporate income tax. The individual shareholders, therefore, were not entitled to apply for a tax credit return.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Khun Jinnapak Pornpiboon, shareholder, stated that the Company should maintain the dividend payout ratio as determine in the Company' dividend policy and should increase the Company operating's efficiency to enhance the shareholders' return.

The Chairman thanked the shareholder for the suggestion and informed that the Company's dividend policy stated that the amount of the dividend to be paid would depend upon the Company's results, financial conditions, and other relevant factors. The Company, however, shall operate the business for the best interest of shareholders.

Mr. Basant Kumar Dugar, shareholder, provided his opinion on dividend, corporate tax and other related practice in Singapore.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed that the meeting approve allotment of 2017 results for legal reserve and dividend payment.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting resolved to approve allotment of the Company's 2017 net profit for dividend payment in cash of Baht 0.10 per share, with a majority vote of the shareholders attending the meeting and casting their votes, as follows:

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & casting their votes	1,462,731,150	100.0000
Approved	1,460,553,424	99.8511
Disapproved	2,177,726	0.1489
Abstained	0	-
Void	0	-

List of the shareholders to be entitled to the dividend was determined on March 5, 2018 (record date) (The Stock Exchange of Thailand posted XD sign on February 28, 2018.). Payment will be made on April 12, 2018. The Baht 0.10 per share dividend will be paid from profit which was exempt from corporate income tax. The Company has set aside a legal reserve of Baht 147.36 million.

**5. To consider and approve the election of new Board of Directors' members to replace the directors retiring by rotation**

The Chairman informed the meeting that in order to comply with the Company's Articles of Association which provides that at every annual general meeting of shareholders, one-third of the directors who have held office the longest shall vacate office in proportion, whereby a director who vacates office under this provision may be re-elected. As such, in this annual ordinary general meeting of shareholders, there were three directors who were due to retire by rotation:

1. Mr. Chotiphat Bijananda (Director)
2. Mr. Uten Lohachitpitaks (Director)
3. Mr. Threekwan Bunnag (Independent Director)

In addition, to be in line with good corporate governance practice regarding the shareholders' right to vote. The Chairman has asked the three directors who were due to retire by rotation to leave the meeting room before the consideration of this agenda item.

The Chairman, then, informed the meeting that after due consideration, the Board of Directors agreed with the proposal made by the Nomination Committee, to propose that the meeting consider and approve the re-election of the three directors who were due to retire by rotation to hold office as directors for another term. The Board of Directors was of the view that all three directors were knowledgeable, competent, and fully qualified as required under the Public Limited Company Act and possessed no prohibited characteristics of a director as required by the Office of the Securities and Exchange Commission, and that Mr. Threekwan Bunnag were qualified to hold office as an independent director, to render opinions which are independent from those of the Management, as well as in compliance with the relevant rules, regulations, and laws. The profiles and relevant details of the nominated persons, including the definitions of an independent director of the Company were set out in the supporting documents for the meeting which were delivered to all shareholders together with the notice of this meeting.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Mr. Teerachai Nopawing, a volunteer from the Thai Investors Association, made an inquiry about the Company's policy on terms of independent directors.

The Chairman informed that the Company has strictly followed rules and regulation set by the Office of the Securities and Exchange Commission. Besides, there was no required regulation regarding term of independent director at present. The Company, nonetheless, has constantly followed and updated the Company's policies to be in agreement with the regulated authorities.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed that the meeting approve the election of new Board of Directors' members to replace the directors retiring by rotation, on a person by person basis in the interest of transparency of the vote casting and compliance with the good corporate governance practices. Profiles of nominated directors were shown in the presentation slides.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting resolved to approve the re-election of the three directors who were due to retire by rotation to hold office as directors for another term, as proposed. The vote casting was conducted on a person by person basis, with voting result as follows;

1. The meeting resolved to approve the re-election of **Mr. Chotiphat Bijananda** to continue their office for another term, with a majority vote of the shareholders attending the meeting and casting their vote

	Number of votes (1 share / 1 vote)	Percentage of required votes
Shareholders attending the meeting & casting their votes	1,454,824,550	100.0000
Approved	1,454,454,325	99.9746
Disapproved	370,225	0.0254
Abstained	7,906,600	-
Void	0	-

2. The meeting resolved to approve the re-election of **Mr. Uten Lohachitpitaks** to continue their office for another term, with a majority vote of the shareholders attending the meeting and casting their vote

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & casting their votes	1,462,711,150	100.0000
Approved	1,462,595,549	99.9921
Disapproved	115,601	0.0079
Abstained	20,000	-
Void	0	-

3. The meeting resolved to approve the re-election of **Mr. Threekwan Bunnag** to continue their office for another term, with a majority vote of the shareholders attending the meeting and casting their vote

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & casting their votes	1,462,711,151	100.0000
Approved	1,462,343,750	99.9749
Disapproved	367,401	0.0251
Abstained	20,000	-
Void	0	-

The Meeting invited the three directors who have been re-elected to return to the meeting room.

## 6. To consider and approve compensation for the Company directors for the year 2018

The Chairman informed the meeting that to encourage the performance of duties of the Board of Directors in adding value to the Company, the Board of Directors, with the recommendation from the Compensation Committee, deemed it appropriate to propose to the shareholders to consider and approve compensation for the Company's directors for the year 2018, of not exceeding Baht 15,000,000 in total, which was the same rate approved by the shareholder last year. In 2017, the Company paid remunerations to the directors in the total of Baht 15,000,000.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Mr. Basant Kumar Dugar, shareholder, stated that the allocation of bonus as part of the director remuneration was considered a good practice as this shall create the link between the directors' remuneration with the Company's performance.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed that the meeting approve compensation for the Company directors for the year 2018.

The Chairman informed the meeting that the resolution on this agenda item shall be passed shall be passed by votes of no less than two-thirds of total votes of the shareholders attending the meeting.

**Resolution:** The meeting resolved to approve compensation for the Company directors for the year 2018 of not exceeding Baht 15,000,000 in total, by votes of no less than two-thirds of total votes of the shareholders attending the meeting, as follows:



	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting	1,462,731,151	100.0000
Approved	1,437,050,361	98.2443
Disapproved	466,570	0.0319
Abstained	25,214,220	1.7238
Void	0	-

## 7. To consider and approve change of accounting fiscal year

The Chairman proposed that the meeting consider and approve change of accounting fiscal year and invited Mr. Threekwan Bunnag, Chairman of Audit Committee, to present details to the meeting.

Mr. Threekwan Bunnag, Chairman of Audit Committee, informed the meeting that in order to increase efficiency in preparing the Company's financial statements and to enhance the auditors' performance, the change of the company's accounting fiscal year was considered. Additionally, the proposed new accounting fiscal year, which is the same as that of other companies in the group, shall help the company to effectively conduct its business plan. The Board of Directors, with recommendation from the Audit Committee, deemed it appropriate to propose shareholders to approve change of accounting fiscal year, from "1<sup>st</sup> January to 31<sup>st</sup> December" of each year to "1<sup>st</sup> October to 30<sup>th</sup> September" of each year. The change shall be effective from 2018 onwards, provided that, the first year after the change would be the fiscal year of 9 months commencing on January 1, 2018 and end on September 30, 2018, and the subsequent fiscal year would be the new fiscal year of a full 12 months commencing on 1<sup>st</sup> October and ending on 30<sup>th</sup> September of every year. In the company's financial statement for the fiscal year commencing on January 1, 2018 and end on September 30, 2018, the comparative information in respect to the financial position for fiscal year end 2017 and the financial position for fiscal year end of September 2017 shall be presented in the company's statement of financial position. The income statement will present the comparative information for the fiscal period of 12 months (from January 2017 to December 2017) to the fiscal period of 9 months (from January 2018 to September 2018). However, in order to be able to make comparison between the information of income statement for the same period of those two years, the comparative information in respect to the fiscal period of 9 months for the year 2018 and the year 2017 (from January 2017 to September 2017) will be disclosed in notes to financial statement of the Company financial statement. Likewise, the income statement for the year 2019 will present the comparative information of a fiscal period of 12 months (from October 2018 to September 2019) to a fiscal period of 9 months (from January 2018 to September 2018). The Company will also prepare the 12 month comparative information of those two years, which is the information for the period of October 2018 to September 2019 comparing to the information for the period of October 2017 to September 2018, and disclose in notes to financial statement of the Company financial statement for the year 2019. Regarding the dividend payment to be paid from the 2018 operating result, the Company will consider the appropriation of profit arising from the operating period of January 2018 to September 2018 as the dividend payment.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Mr. Basant Kumar Dugar, shareholder, stated that most Thai and foreign companies have accounting fiscal year from "1<sup>st</sup> January to 31<sup>st</sup> December". The consideration for the change of the Company's accounting fiscal year should be mainly based on the benefit this change will bring to the Company, not its benefit to the auditors. He, however, added that EY office limited which is the Company's auditor is the credible and qualified auditing firm.

The Chairman thanked shareholder for his suggestion and remarked that the proposed change is to make the Company's accounting fiscal year in line with other companies within the group which will enable the preparation of business plan more effectively.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then proposed that the meeting approve change of accounting fiscal year.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes casted by the shareholders attending the Meeting and eligible to vote.

**Resolution:** The meeting resolved to approve change of accounting fiscal year, from "1<sup>st</sup> January to 31<sup>st</sup> December" of each year to "1<sup>st</sup> October to 30<sup>th</sup> September" of each year, by votes of three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, as follows:

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & eligible to vote	1,462,731,151	100.0000
Approved	1,462,710,650	99.9986
Disapproved	501	0.0000
Abstained	20,000	0.0014
Void	0	-

**8. To consider and approve the appointment of the Company's external auditors and determine the audit fee for the year 2018**

The Chairman proposed that the meeting consider and approve the appointment of the Company's external auditors and determine the audit fee for the year 2018 and invited Mr. Threekwan Bunnag, Chairman of Audit Committee, to present details to the meeting.

Mr. Threekwan Bunnag, Chairman of Audit Committee, informed the meeting that, in considering and nominating the Company's external auditors, the Audit Committee has compared proposals submitted by two audit firms, in respect of the preparedness, scope of services, audit fee, experience, and independence of the auditor, provided that the auditor must have no relationships or any conflicts of interest with the Company, its subsidiaries, executives, major shareholders, or any person related to such persons. The Audit Committee has also opined that, in addition to the above-mentioned qualification to which both audit firms are well-qualified, the Company should as well rotate its audit firm. This is because EY Office Limited has been the Company's auditor for 10 years. He also added that KPMG Poomchai Audit Limited is also among one of the top four audit firms.

The Board of Directors, with recommendation from the Audit Committee, deemed appropriated to propose the shareholders to consider and approve the appointment of auditors from KPMG Poomchai Audit Limited as the Company's auditor for the year 2018. The proposed auditors are namely;

1. Ms. Patamavan Vadhanakul CPA License Number 9832 or
2. Ms. Nittaya Chetchotiros CPA License Number 4439 or
3. Ms. Sureerat Thongarunsang CPA License Number 4409 or
4. Ms. Kanokorn Phooriphanyawanit CPA License Number 10512

Any one of these auditors is authorized to certify the auditor's report.

The four auditors are qualified as required by the Office of the Securities and Exchange Commission, and are employed by a reputable audit firm that is generally accepted.

Since KPMG Poomchai Audit Limited and the 4 proposed auditors do not have any relationships and conflict of interest with the Company, its subsidiaries, executives, major shareholders or their related

persons, therefore, it is independent in auditing and expressing its opinion on the financial statements of the Company and its subsidiaries. In addition, the above-named auditors have never audited the accounts of the Company.

In this regards, Chairman of Audit Committee has proposed the meeting to consider and approve the determination of the audit fee for the period of January 1, 2018 to September 30, 2018 with the audit fee of not exceeding Baht 1,300,000.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then, proposed that the meeting approve the appointment of auditors and the determination of the audit fee for the year 2018, as proposed.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The Meeting resolved to approve the appointment of Ms. Patamavan Vadhanakul or Ms. Nittaya Chetchotiros or Ms. Sureerat Thongarunsang or Ms. Kanokorn Phooriphanyawanit, from KPMG Poomchai Audit Limited, to be the Company's auditor for the period of January 1, 2018 to September 30, 2018, with audit fee of not exceeding Baht 1,300,000, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & casting their votes	1,462,683,026	100.0000
Approved	1,462,430,725	99.9828
Disapproved	252,301	0.0172
Abstained	48,125	-
Void	0	-

**9. To consider and approve amendment to the Articles of Association regarding electronic conference**

The Chairman informed the meeting that to unlock restriction of calling the Board meeting as well as to increase possibilities for directors to attend the Board meeting, The Board of Directors has deemed it appropriate to propose the shareholders to consider and approve the conduct of Board meeting through teleconference. In doing so, the amendment to the Article of Association in Chapter 3 item no. 25, paragraph 4, is required, with details presented in the slide. The Chairman then asked Ms. Lalitphant Phiriyaphant, the Company Secretary, to present details to the meeting.

Ms. Lalitphant Phiriyaphant, the Company Secretary, summarized details of the proposed amendment to the meeting that with the amendment of the Articles of Association, the company can hold meeting by electronic conference call. However, in such meeting, at least one third of the attendees must be in the same location and all attendees should also be physically in Thailand at the time of the meeting. The Company shall keep copies of the letter of invitation and also the related documents from the meeting in an electronic file or by some other means. The minutes of the meeting should be prepared on paper and the entire meeting must also be recorded on VDO or MP3, whichever is convenient for each case, and the electronic records shall be kept as part of the minutes of the meeting.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then, proposed that the meeting approve the amendment to the Articles of Association regarding electronic conference, as proposed.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote.

**Resolution:** The Meeting resolved to approve amendment to the Articles of Association regarding electronic conference in Chapter 3 “Board of Directors”, item No.25, paragraph 4, to be as follows;

*“The Board of Directors may hold a meeting at the Company’s head office or at any other place throughout the Kingdom or may hold a meeting outside Thailand or may hold a meeting by electronic conference call. At least one third of the attendees must be in the same location, but they should also be physically in Thailand at the time of the meeting. The Chairman, or the Chairman’s proxy, should invite the attendees by letter of invitation via electronic or other method, and keep copies of the letter and also the related documents from the meeting in an electronic file or by some other methods. The minutes of the meeting should be prepared on paper and also the entire meeting must be recorded on VDO or MP3, whichever is convenient for each case, and the electronic records shall be kept as part of the minutes of the meeting.”*, by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, as follows:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Shareholders attending the meeting & eligible to vote	1,462,731,151	100.0000
Approved	1,462,710,650	99.9986
Disapproved	501	0.0000
Abstained	20,000	0.0014
Void	0	-

**10. To consider and approve amendment to the Articles of Association regarding change in accounting fiscal year**

The Chairman informed the meeting that in accordance with the shareholders’ approval of the amendment of the fiscal year of the Company, proposed in Agenda item no. 7 of the meeting, the Company was therefore required to amend item no. 34, chapter 5 of the Company’s Articles of Association, to be as follows:

“The Company’s accounting fiscal year shall begin on the first of October and shall end on the thirtieth of September of each year”.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then, proposed that the meeting approve the amendment to the Articles of Association regarding change in accounting fiscal year, as proposed.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote.

**Resolution:** The meeting resolved to approve the amendment to the Articles of Association regarding change in accounting fiscal year in Chapter 5 “Books, Accounts and Audit”, item No.34, to be as follows;

“The Company’s fiscal year shall begin on the first of October and shall end on the thirtieth of September of each year”, by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, as follows:

	<b>Number of votes (1 share / 1 vote)</b>	<b>Percentage of required votes</b>
Shareholders attending the meeting & eligible to vote	1,462,731,151	100.0000
Approved	1,462,710,650	99.9986
Disapproved	501	0.0000
Abstained	20,000	0.0014
Void	0	-

**11. To consider and approve the extension of the period for the allocation of newly issued ordinary shares of the Company under the general mandate**

The Chairman proposed that the meeting consider and approve the extension of the period for the allocation of newly issued ordinary shares of the Company under the general mandate and asked Mr. Virapan Pulges, Chief Executive Officer, to give detailed presentation in respect to this agenda item to the meeting.

Mr. Virapan Pulges, Chief Executive Officer, stated that the 2017 annual ordinary general meeting of shareholders has approved the allotment of 917,071,187 newly-issued ordinary shares under the general mandate. Details are as follows;

- 1) Right offering of not more than 550,242,712 shares (not more than 30 percent of paid-up capital) and/or
- 2) Public offering of not more than 366,828,475 shares (not more than 20 percent of paid-up capital)

Nevertheless, for the allotment of the newly-issued ordinary shares under 1) and 2), the total increase in paid-up capital shall not more than 30 percent of paid-up capital as at the date that the Company’s Board of Directors approved the capital increase, which is not more than 550,242,712 shares. the Board of Directors be authorized to determine whether the share allocation shall be made once or several times and whether the share allocation shall be offered to any group before others or offered to all groups together at the same time and to determine the offering price, date and time of the offering and other details and conditions in connection with the allocation of the newly-issued shares.

As the period to complete the allocation of the newly-issued shares of the Company as mentioned above is about to end, i.e. on the date on which the Company will hold the 2018 annual ordinary general meeting of shareholders, the Board of Directors thus has deemed it appropriate to propose the meeting to approve the extension of the allocation of newly issued ordinary shares of the Company in the amount of 917,071,187 shares under the general mandate, with the allocation conditions being the same as approved by the 2017 annual ordinary general meeting of shareholders. The objective for the proposed extension is to provide the Company with the ability to do equity financing appropriately when the Company requires immediate capital. The Board also proposed the meeting to authorization to the Board of Directors to consider and determine the matters in connection with the allocation of such newly-issued shares. The Company shall complete the allocation of the newly-issued shares within the date that the Company holds the next annual ordinary general meeting of shareholders or the date that the next annual ordinary general meeting of shareholders is required to be set up by law, whichever is the earlier.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Khun Suwannee Shiensirikraivut, shareholder, inquired about the Company’s business objective and the purpose of the capital increase.

Mr. Panote Sirivadhanabhakdi, Chairman of Executive Committee, responded that Frasers Property has the confidence in TICON's capability and strong business foundation. By investing in TICON, this shall bring about the strong strategic partner and further business expansion for Frasers Property and TICON itself. With existing business, we have planned to continue developing on Built-to-Suit project, acquire new customers, grow the long-term business network with the major shareholder's group of companies, add value to existing service and expand business to countries within the region. Presently, the Company is studying the possibility in expanding its business into the new area, i.e. investing in the new asset class in real estate while taking relevant risk and return into the consideration. Such expansion is for long-term business growth. He further added that the capital increase is considered one of the main factors in developing strong business foundation and preparing for the future business opportunity.

The Chairman then asked the meeting whether there were any shareholders who wish to raise any questions or express any opinions.

Since there was no further question and/or suggestion raised by any shareholder, the Chairman then, proposed that the meeting approve the extension of the period for the allocation of newly issued ordinary shares of the Company under the general mandate, as proposed.

The Chairman informed the meeting that the resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote.

**Resolution:** The meeting resolved to approve the extension of the period for the allotment of newly-issued ordinary shares in accordance resolutions of the 2017 annual ordinary general meeting of shareholders, whereby the 2017 annual ordinary general meeting of shareholders approved the allocation of newly-issued ordinary shares of the Company in the amount of 917,071,187 shares under the general mandate, by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, as follows:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Shareholders attending the meeting & eligible to vote	1,462,731,151	100.0000
Approved	1,461,456,760	99.9129
Disapproved	1,002,591	0.0685
Abstained	271,800	0.0186
Void	0	-

With the allocation conditions being the same as approved by the 2017 annual ordinary general meeting of shareholders, as follows;

1. Right offering (RO) not more than 550,242,712 shares (not more than 30 percent of paid-up capital), and/or
2. Public offering (PO) not more than 366,828,475 shares (not more than 20 percent of paid-up capital)

Nevertheless, for the allocation of newly-issued ordinary shares under 1 and 2, the total increase in paid-up capital shall not be more than 30% of paid-up capital as at the date that the Company's Board of Directors approved that capital increase or not exceeding 550,242,712 shares.

Also, the meeting approved the authorization to the Board of Directors to consider and determine whether share allocation shall be made once or several times and whether the share allocation will be offered to any group before others or offered to all groups together at the same time and includes determining the offering price, the date and time of the offering and other details and conditions in connection with the allocation of the newly-issued shares.

The Company shall complete the allocation of the newly-issued shares within the date that the Company holds the next Annual Ordinary General Meeting of Shareholders or within the date that the next Annual Ordinary General Meeting of Shareholders is required to be set up by law, whichever comes earlier.

**12. Other business (if any)**

The Chairman stated that this agenda item was arranged for the shareholders to propose any other matter other than the agenda items specified in the notice of the meeting. The proposal of any matter must be in compliance with the criteria and procedures as required by law. That is the shareholders holding shares amounting of not less than one-third of the total issued shares or not less than 611,380,792 shares may request the Meeting to consider matters other than those stipulated in the notice of the meeting.

The Chairman then asked the meeting whether or not there were any shareholder who wish to raise any questions or express any opinions.

Mr. Basant Kumar Dugar, shareholder, acclaimed that KPMG Poomchai Audit Limited is one of the top four audit firms. He further added that several listed companies still employed the same audit's firm for long period of time. Those companies only changed auditors.

There being no further questions, the Chairman thanked the shareholders for attending and adjourned the meeting at 4.30 p.m.

- Chainoi Puankosoom -

(Mr. Chainoi Puankosoom)  
Chairman of the meeting

### Dividend payment

The Company has a policy of dividend payment of no less than 40 percent of consolidated net profit after taxation. However, whether the Company will pay dividend and the amount thereof will depend upon the Company's performance, financial status, and other relevant factors. At present, there is no dividend payment restriction under any loan agreements between the Company and lenders.

Details of dividend payment from 2017 and 2018 performance are as follows:

(Unit: Baht)

	2017	2018
Dividend per share	0.10	0.27
Total amount of dividend	183,414,018	495,218,441
Net profit for the period/year*	482,401,116	667,664,205
Net profit of equity holders of the Company*	480,006,021	657,349,474
Net profit of non-controlling interests*	2,395,095	10,314,731
Pay-out ratio - % of net profit for the period/year	38.02	74.17
Pay-out ratio - % of net profit of equity holders of the Company	38.21	75.34

\* Consolidated financial statements



## Personal details of directors

<b>Mr. Chali Sophonpanich</b>	<b>Director</b>
Age	: 58
Education	: Master of Business Administration, The University of Chicago, USA
	: Corporate Governance for Capital Market Intermediaries (CGI 7/2015), Thai Institute of Directors Association
	: Director Accreditation Program 2005, Thai Institute of Directors Association
Duration of directorship	: 28 years (end at 2018)
Related experience	: 2017 - Present      Director, TRA Land Development Co., Ltd.
	: 1997 - Present      President, Asia Industrial Estate Co., Ltd.
	: 1987 - Present      President, City Realty Co., Ltd.
Expertise	: Property development business
Criteria and procedure for nomination	: As proposed by the Company's Nomination Committee, the Board of Directors Meeting has approved to propose to the shareholders to appoint Mr. Chali Sophonpanich to be a director for another term. Mr. Chali has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board. He also has excellent knowledge/ competence/experience that would contribute benefits to the Company's business.
Shareholding	: - None - (as at November 30, 2018)
Directorship/management in other businesses	: 2014 - Present      Chairman of the Board, Asia Plus Securities Co., Ltd.
	: 1994 - Present      Chairman of the Board, Executive Director and Member of the Nomination Committee, Asia Plus Group Holdings Plc.
	: 1987 - Present      Director, Asia Sermkij Co., Ltd.
Relationship among directors/management	: - None -
Number of attendance in 2018	: 4/8

<b>Mr. Chatchaval Jiaravanon</b>	<b>Director, Member of Audit Committee, Independent Director and Compensation Committee and Chairman of Nomination Committee</b>	
Age	: 57	
Education	: Bachelor of Business Administration, University of Southern California, USA	
	: Certification for Executive Program (CMA9), Capital Market Academy	
	: Director Accrediation Program 2008, Thai Institute of Directors Association	
Duration of directorship	: 17 years (end at 2018)	
Related experience	: - None -	
Expertise	: Property development business	
Criteria and procedure for nomination	: As proposed by the Company's Nomination Committee, the Board of Directors Meeting has approved to propose to the shareholders to appoint Mr. Chatchaval Jiaravanon to be a director for another term. Mr. Chatchaval has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board. He also has excellent knowledge/ competence/experience in relation to the Company's business. Moreover, Mr. Chatchaval who is qualified and has served as independent director for many years has regularly expressed his opinions independently and in compliance with the relevant regulations.	
Shareholding	: - None - (as at November 30, 2018)	
Directorship/management in other businesses	: 2014 - Present	Director, WP Energy Plc.
	: 2013 - Present	Independent Director and Member of the Audit Committee, SVI Plc.
	: 2007 - Present	Chairman of the Board, Finansia Syrus Securities Plc.
	: 2000 - Present	President and CEO, Telecom Holding Co., Ltd.
	: 2000 - Present	Director, AEON Thana Sinsap (Thailand) Plc.
	: 1993 - Present	Director and Managing Director – Group Investment, True Corporation Plc.
	: 1992 - Present	Chairman of the Board, Thai KODAMA Co., Ltd.
	: 1990 - Present	Director, Metro Machinery Co., Ltd.
Relationship among directors/management	: - None -	
Number of attendance in 2018	: 4/8	

**Mr. Chai Vinichbutr****Director, Member of Executive Committee**

Age	: 45
Education	: Bachelor of Business Administration, Boston University, USA : Director Accreditation Program (DAP 10/2004), Thai Institute of Directors Association : Finance for Non-Finance Directors (FND 10/2004), Thai Institute of Directors Association
Duration of directorship	: 6 years (end at 2018)
Related experience	: 2017 – Present Director, TRA Land Development Co., Ltd. : 2007 – Present Director, Rojana Industrial Park Plc. : 2004 – Present Managing Director, Rojana Property Co., Ltd. : 2015 – 2016 Director, TICON Logistics Park Co., Ltd. : 2015 – 2016 Director, TICON (HK) Limited : 2013 – 2016 Director, TICON Management Co., Ltd. : 2012 – 2016 Director, Eco Industrial Services Co., Ltd.
Expertise	: Property development business
Criteria and procedure for nomination	: As proposed by the Company's Nomination Committee, the Board of Directors Meeting has approved to propose to the shareholders to appoint Mr. Chai Vinichbutr to be a director for another term. Mr. Chai has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board. He also has excellent knowledge/ competence/experience that would contribute benefits to the Company's business.
Shareholding	: - None - (as at November 30, 2018)
Directorship/management in other businesses	: 2011 – Present Director, Bangkok Office 3 Co., Ltd. : 2011 – Present Director, Bangkok Office 4 Co., Ltd. : 2011 – Present Director, Bangkok Office 3 Holding Co.,Ltd. : 2011 – Present Director, Bangkok Office 4 Holding Co.,Ltd. : 2007 – Present Director, Rojana Power Co., Ltd.
Relationship among directors/management	: - None -
Number of attendance in 2018	: 7/8

**Definition of Independent Director of the Company**

TICON has determined the definition of the Audit Committee's members which are Independent Directors, according to the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand. The qualifications of the Company's Independent Director are as follows:

1. Holding shares of not exceeding 1% of total voting shares of the Company\*, including shares held by related parties to such independent director.
2. Not being or have ever been an executive director, employee, staff, corporate advisor receiving a regular salary, or being a controlling person of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director. Such prohibitions exclude government officer or advisor to any government agency who is a major shareholder or controlling person of the Company.
3. Not being a person related by blood line or by law in terms of father, mother, spouse, sibling and child, including spouse of the children of other directors, of management, of major shareholders, of controlling persons, or of persons to be nominated as directors, management or controlling persons of the Company or its subsidiaries.
4. Not being or have had a business relationship with the Company\*, in the manner that may interfere with his/her independent judgement, or is not or has not ever been a significant shareholder or a controlling person of any person having business relationship with the Company\*, unless the foregoing relationship has ended for more than 2 years prior to being appointed as an Independent Director. The term "business relationship" aforementioned includes any normal business transaction, rental or lease of property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The calculation of such indebtedness shall be in accordance with the method of calculating the value of connected transactions in accordance with the Notification of the Capital Market Supervisory Board regarding the criteria for connected transactions mutatis mutandis, inclusive of debt incurred during the 1 year before the date of business relationship with the same person.
5. Not being or have ever been an auditor of the Company\*, and is not a significant shareholder, a controlling person, or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as an Independent Director.
6. Not being or have ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million baht from the Company\*, and is not a significant shareholder, a controlling person, or a partner of the professional advisor unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
7. Not being a director representing Board member of the Company's, its major shareholders, or a shareholder who is related to the Company's major shareholders.
8. Not own/run any business similar to or material competing with the Company or its subsidiaries, or not being a significant partner in any partnership, executive director, employee, staff, advisor receiving regular salary, or holds more than 1% of total voting shares of the company similar to or materially competing with the Company or its subsidiaries.
9. Have no any other characteristics which make him/her incapable of expressing independent opinions regarding the Company's business.

\* including its parent company, subsidiary company, associate company, major shareholder or controlling person.

## Directors compensation

(Unit: Baht)

Compensation	2018	Proposal for 2019
1) Meeting allowance <ul style="list-style-type: none"> <li>• Board of Directors               <ul style="list-style-type: none"> <li>- Chairman of the Board</li> <li>- Board's member</li> </ul> </li> <li>• Sub-Committees               <ul style="list-style-type: none"> <li>- Audit Committee's member</li> <li>- Other Sub-Committee's member*</li> </ul> </li> </ul>	20,000/person/meeting 10,000/person/meeting 10,000/person/meeting -	Same as 2018
2) Bonus	Depending on the Company's performance	
3) ESOP as directors compensation	- None-	
Total compensation for the year	not exceed 15,000,000	not exceed 15,000,000

The compensation has been determined by taking into consideration duties and responsibilities of each director, information of such compensation as practiced among listed companies, the Company's performance and business expansion, as well as the duration that the same amount of the compensation has been in effect. The proposed compensation has already been approved by the Company's Compensation Committee.

\* Other Sub-Committees are comprise of Executive Committee, Nomination Committee, Compensation Committee, Risk Management Committee and Corporate Governance Committee.

**2016 Market Information**  
(The latest information)

**Table 1 : Compensation for directors, classified by business sector**

Unit : Million Baht / Person / Year

Sectors	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Agribusiness	11	0.44	0.04	0.78
Automotive	16	0.38	0.13	1.23
Banking	11	3.18	0.97	5.83
Commerce	22	0.76	0.07	3.31
Construction Materials	19	0.85	0.09	6.99
Construction Services	20	0.85	0.15	5.99
Energy & Utilities	39	0.97	0.08	3.15
Electronic Components	11	0.74	0.08	2.45
Fashion	23	0.41	0.02	1.14
Finance and Securities	31	0.57	0.04	2.13
Foods & Beverages	39	0.71	0.04	3.80
Health Care Services	19	0.82	0.06	5.71
Home & Office Products	11	0.28	0.04	0.79
Information & Communication Technology	26	0.78	0.09	3.46
Industrial Materials & Machinery	11	0.33	0.07	0.90
Insurance	15	0.70	0.06	2.01
Media & Publishing	29	0.43	0.04	1.44
Mining	2	0.28	0.04	0.51
Paper & Printing Materials	1	0.22	0.22	0.22
Personal Products & Pharmaceuticals	7	0.50	0.20	0.88
Petrochemicals & Chemicals	14	0.59	0.06	3.54
Packaging	17	0.35	0.06	0.83
Professional Services	2	0.43	0.34	0.52
<b>Property Development</b>	<b>51</b>	<b>0.72</b>	<b>0.06</b>	<b>3.82</b>
Steel	25	0.28	0.03	1.06
Tourism & Leisure	11	0.34	0.09	0.76
Transportation & Logistics	18	0.87	0.06	3.40
Mai	131	0.25	0.01	0.88
<b>Overall</b>	<b>632</b>	<b>0.60</b>	<b>0.01</b>	<b>6.99</b>

Source: 2016 Directors' and management' compensations for listed companies, the Stock Exchange of Thailand

**Table 2 : Compensation for directors, classified by revenue**

Unit : Million Baht / Person / Year

Revenue	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 500	82	0.26	0.04	2.13
500 - < 1,000	94	0.26	0.01	1.38
1,000 - < 2,000	115	0.34	0.02	1.44
2,000 - < 3,000	69	0.42	0.05	1.61
<b>3,000 - &lt; 5,000</b>	<b>68</b>	<b>0.46</b>	<b>0.04</b>	<b>1.76</b>
5,000 - < 10,000	74	0.61	0.04	2.01
10,000 - < 20,000	62	0.90	0.06	3.82
> 20,000	68	1.93	0.10	6.99
<b>Overall</b>	<b>632</b>	<b>0.60</b>	<b>0.01</b>	<b>6.99</b>

Source: 2016 Directors' and management' compensations for listed companies, the Stock Exchange of Thailand

**Table 3 : Compensation for directors, classified by net profit**

Unit : Million Baht / Person / Year

Net profit	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 0	128	0.38	0.04	5.99
0 - < 50	80	0.26	0.01	1.27
50 - < 100	70	0.33	0.03	1.15
100 - < 200	94	0.37	0.04	2.13
200 - < 300	39	0.41	0.04	1.40
300 - < 500	56	0.51	0.10	1.76
<b>500 - &lt; 1,000</b>	<b>47</b>	<b>0.58</b>	<b>0.06</b>	<b>3.19</b>
1,000 - < 3,000	69	0.99	0.09	3.82
> 3,000	49	2.24	0.10	6.99
<b>Overall</b>	<b>632</b>	<b>0.60</b>	<b>0.01</b>	<b>6.99</b>

Source: 2016 Directors' and management' compensations for listed companies, the Stock Exchange of Thailand

**Details of the Company's auditor and audit fee**

1. The proposed auditors have neither interest in, nor relationship with, the Company/Subsidiaries/management/major shareholders or related persons of the said parties.
2. Among the three proposed auditors, one of them named Ms. Patamavan Vadhanakul has been the Company's auditor during 1 January 2018 – 30 September 2018. Ms. Sureerat Thongarunsang and Ms. Nittaya Chetchotiros have never been the Company's auditor before.
3. The Proposed 2019 audit fees of Baht 1,420,000 is Baht 120,000 higher than that of 9 months of the previous year. There are no other non-audit service fees.
4. The following subsidiaries and associated company in TICON Group use audit service from the auditors who work for the same audit firm as TICON's auditor.
  - Eco Industrial Services Co., Ltd. (the subsidiary established in Thailand)
  - TICON Logistics Park Co., Ltd. (the subsidiary established in Thailand)
  - TICON Management Company Limited (the subsidiary established in Thailand)
  - TICON International Pte. Ltd. (the subsidiary established in Singapore)
  - TICON Freehold and Leasehold Real Estate Investment Trust (the associated company established in Thailand)

Other companies in TICON Group use audit service from other auditors who do not work for the same audit firm as TICON's auditor.

5. To prepare and complete the consolidated financial statements in time, a deadline is set for its subsidiaries and associated companies to submit their financial statements to the Company. Monitoring process is also put in place to ensure punctuality.



### Details of Debentures Issuance

<b>Objectives</b>	To fund operations, business expansion and/or repay a certain portion of the Company's debts
<b>Type</b>	Amortization or bullet payment, secured or unsecured, subordinated or unsubordinated debentures including derivative debentures with or without debenture holder's representative, subject to the prevailing market conditions at the time of issuing and offering
<b>Amount</b>	The total outstanding amount of debentures at any time will not exceed 35,000 million Baht
<b>Maturity</b>	Subject to the prevailing market conditions at the time of issuing and offering
<b>Offering</b>	Offered domestically and/or outside Thailand to the public and/or institutional investors and/or investors in special characteristic in whole or in part which could be single or multiple offerings
<b>Interest</b>	Subject to the prevailing market conditions at the time of issuing and offering
<b>Early redemption</b>	Debenture holders and/or the Company may or may not hold the right to redeem the debentures prior to maturity, depending upon the conditions of each issue of the debentures
<b>Other conditions</b>	To authorize the Board of Directors and/or the Executive Committee and/or persons entrusted by the Delegation of Authority to make decision on all relevant matters in regard to the issuance of the debentures

(F 53-4)

**Capital Increase Report Form**  
**TICON Industrial Connection Public Company Limited**  
**11 December 2018**

TICON Industrial Connection Public Company Limited (the “**Company**”) would like to notify the resolutions of the meeting of the Board of Directors of the Company No. 2/2018-19 held on December 11, 2018 in respect of the capital reduction, the capital increase and share allocation as follows:

**1. Capital reduction and capital increase:**

- 1.1 The Board of Directors meeting has passed a resolution approving the reduction of the Company’s registered capital in the amount of Baht 917,071,187, from the existing registered capital of Baht 2,751,213,562 to the new registered capital of Baht 1,834,142,375 by cancelling its 917,071,187 authorised but unissued ordinary shares, at par value of Baht 1 per share, before the capital increase.
- 1.2 The Board of Directors meeting has passed a resolution approving the increase of the Company’s registered capital from the existing registered capital of Baht 1,834,142,375 to Baht 2,934,627,799 by issuing newly-issued ordinary shares in the amount of 1,100,485,424 shares at par value of Baht 1 per share, totaling Baht 1,100,485,424. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	1,100,485,424	1	1,100,485,424
	Preferred	-	-	-

**2. Allocation of new shares:**

**2.1 If specifying the purpose of utilizing proceeds**

Allocated to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Rights Offering	-	-	-	-	-
Public Offering	-	-	-	-	-
Private Placement	-	-	-	-	-
To accommodate the conversion/ exercising rights of a given instrument	-	-	-	-	-

## 2.2 If under a general mandate

Allocated to	Type of shares	Number of shares	Percentage of paid-up capital <sup>1/</sup>	Note
(1) Rights Offering	Ordinary	Not exceeding 550,242,712	30	-
	Preferred	-	-	-
(2) Public Offering	Ordinary	Not exceeding 366,828,475	20	-
	Preferred	-	-	-
(3) Private Placement	Ordinary	Not exceeding 183,414,237	10	-
	Preferred	-	-	-

<sup>1/</sup>Percentage of paid-up capital on the date on which the Board of Directors resolved to increase the Company's capital under the general mandate.

Remark: In this connection, the Board of Directors be authorised as follows:

- 1) to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offerings. In allocating the newly-issued ordinary shares by any or several methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital or 550,242,712 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 366,828,475 shares as at the date on which the Board of Directors approves the capital increase.
- 2) to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that (a) the newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 in relation to the offer for sale of the newly-issued shares to public offering or private placement, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement ("Market Price" means the weight average of the Company's ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price; and
- 3) to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive to have the power to undertake such actions.

However, the allocation of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

**3. Schedule for a shareholders' meeting to approve the capital increase and share allocation**

The 2019 Annual General Meeting of Shareholders is scheduled to be held on January 25, 2019 at 2:00 p.m. at Queen Sirikit National Convention Center, 60, New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok.

The share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_\_ until the meeting has been duly convened.

Or

The eligible shareholders for the shareholders' meeting shall be recorded on December 25, 2018.

**4. Approval of the capital increase/share allocation by relevant governmental agency and conditions thereto**

4.1 The Company is required to register the capital reduction, the capital increase, the change to the paid-up capital and the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand (the "SET") for the listing of the Company's newly-issued ordinary shares which will be offered by way of a rights offering, a public offering and/or a private placement on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The objectives shall be identified at the time when the capital increase take place.

**6. Benefits which the Company will receive from the capital increase/share allocation:**

The benefits shall be identified at the time when the capital increase take place.

**7. Benefits which shareholders will receive from the capital increase/share allocation:**

The benefits shall be identified at the time when the capital increase take place.

**8. Other details necessary for shareholders to approve the capital increase/share allocation:**

Relevant details shall be identified at the time when the capital increase take place.

**9. Schedule of action if the board of directors passes a resolution approving the capital increase/share allocation:**

No.	Procedures	Date/Month/Year
1	The Board of Directors meeting No. 2/2018-19	11 December 2018
2	The Record Date for the purpose of determining the eligible shareholders to attend the 2019 Annual General Meeting of Shareholders	25 December 2018
3	The 2019 Annual General Meeting of Shareholders	25 January 2019
4	Registering the capital reduction, the capital increase and the amendment to the Memorandum of Association of the Company with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval

The Company hereby certifies that the information contained in this report is true and complete in all respects.



(Miss Lalitphant Phiriyaphant)  
Chief Financial Officer

**Amendment to the Articles of Associations in order to be in line with the change of the  
Company's name and seal**

**Chapter 1**  
**General Provisions**

From

1. These Articles of Association shall be called the Articles of Association of TICON Industrial Connection Public Company Limited.
2. The term "Company" in these Articles of Association shall mean TICON Industrial Connection Public Company Limited
43. The Company's seal shall hereunder be as follows:



To

1. These Articles of Association shall be called the Articles of Association of Frasers Property (Thailand) Public Company Limited.
2. The term "Company" in these Articles of Association shall mean Frasers Property (Thailand) Public Company Limited
43. The Company's seal shall hereunder be as follows:

[-Company's seal-]

(The seal will be presented at the Shareholders meeting.)

**Amendment to the Articles of Associations in order to be in line with the Public Limited Companies Act B.E. 2535 (1992) as amended**

**Chapter 4**  
**Meetings of Shareholders**

From

28. The board of directors shall convene an annual general meeting of shareholders within four months of the last day of fiscal year of the Company.

The shareholders' meetings other than those specified in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when shareholders holding shares in aggregate of not less than one-fifth of the total issued shares or not less than twenty five shareholders holding shares in aggregate of not less than one-tenth of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that reasons for calling such meeting shall be clearly stated in the said notice. In this case, the board of directors shall proceed to call a shareholders' meeting to be held within one month from the date of the receipt of such notice from the shareholders.

To

28. The board of directors shall convene an annual general meeting of shareholders within four months of the last day of fiscal year of the Company.

The shareholders' meetings other than those specified in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may at any time jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty five days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

**TICON's Articles of Association in compliance with shareholders' meeting**

**Chapter 4**  
**Meetings of Shareholders**

28. The Board of Directors shall hold an annual general meeting within 4 months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting". The Board of Directors may hold an extraordinary shareholders' meeting at any time as they may think fit; or shareholders holding an aggregate of at least one-fifth of the total shares issued or at least 25 shareholders holding an aggregate of at least one-tenth of the total shares issued may at any time request in writing that an extraordinary shareholders' meeting be held, by clearly stating the reason for convening such meeting in the written request. In such case, the Board of Directors shall hold a meeting of shareholders within one month after receipt of the request.

29. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be given to each shareholder and the Share Registrar at least 7 days prior to the meeting and shall also be published in a daily newspaper for 3 days consecutively and at least 3 days in advance of the meeting.

A meeting of shareholders may be held at the Company's head office or at any other place throughout the Kingdom.

30. A shareholder may appoint a proxy to attend and vote on his behalf at a meeting of shareholders. An instrument appointing a proxy shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.

The proxy instrument shall be presented to the Chairman of the Board of Directors or the person designated by the Chairman before the proxy attends the meeting.

31. Not less than 25 shareholders and their proxies, if any, or not less than one-half of the total number of shareholders, holding, in either case, an aggregate of not less than one-third of the total shares issued shall constitute a quorum for a meeting of shareholders.

If the shareholders present at any meeting one hour after time specified for the meeting do not constitute a quorum and that meeting is held upon request of the shareholders, the meeting shall be adjourned. If such meeting is not held at the shareholders' request, a meeting shall be re-convened and the notice therefore shall be given to all shareholders at least 7 days in advance. No constitution of a quorum is required at the reconvened meeting.

At the shareholders' meetings, the Chairman of the Board of Directors shall preside. If the Chairman of the Board is not present or is unable to perform his duties at a meeting, the Vice Chairman of the Board, if any, shall preside at that meeting. If there is no such Vice Chairman or if the Vice Chairman is not present or is unable to perform his duties, one of the shareholders present shall be elected chairman of the meeting.

32. In casting votes at a meeting of shareholders, each shareholder shall have one vote for each share held by him.



Voting shall be done in public, except where at least 5 shareholders request secret voting and the meeting resolves to take a ballot. In that case, the method of voting shall be determined by the chairman of the meeting.

A resolution of a general meeting shall be adopted by the following votes:

- (1) In a normal case, a resolution shall require the affirmative vote of a majority of shareholders present and voting at the meeting. In the case of a tie, the chairman of the meeting shall have a second and casting vote; and
- (2) In any of the following cases, a resolution shall require the affirmative vote of at least three-fourths of the shareholders present and voting:
  - (a) Sale or transfer of any part or all of the Company's major businesses to others;
  - (b) Acquisition or take-over of any other public or private company;
  - (c) Execution, amendment or termination of a contract for the lease of any part or all of the Company's major businesses to others, licensing of the operations of the Company's businesses, or amalgamation with another person or juristic person for profit-sharing;
  - (d) Amendment of the Memorandum of Association or the Articles of Association;
  - (e) Increase or decrease of the Company's capital or issuance of debentures; and
  - (f) Merger or dissolution of the Company.

33. Matters to be resolved by an annual general meeting are the following:

- (1) To review the directors' report covering the work done during the previous period;
- (2) To consider and approve the Company's balance sheet and profit and loss account as of the end of the Company's fiscal year;
- (3) To consider and approve the appropriation of profits;
- (4) To elect new directors to replace those retiring on expiration of their terms;
- (5) To fix the directors' emoluments;
- (6) To appoint an auditor and fix his/her remuneration; and
- (7) To consider other businesses, if any.

## **Evidences required for attending the Meeting**

### **1. Individual persons**

#### **1.1 Thai individual person**

- a) Shareholder's valid Identification Card such as personal I.D. card, driver license or identification card of Government officer or identification card of State Enterprise officer
- b) In case of appointing proxy :
  - Copy of the valid Identification Card of Shareholder, certified true and correct by the Shareholder
  - The valid Identification Card or Passport (in case of foreigner) of Proxy

#### **1.2 Foreign individual person**

- a) Shareholder's valid Passport
- b) In case of appointing proxy :
  - Copy of the valid Passport of Shareholder, certified true and correct by the Shareholder
  - The valid Identification Card or Passport (in case of foreigner) of Proxy

### **2. Juristic persons**

#### **2.1 Thai juristic person**

- a) Copy of the Company's Affidavit, issued not more than 6 months, by Department of Business Development, Ministry of Commerce, certified true and correct by the authorized person(s) and affixed with the company's seal (if any)
- b) Copy of valid Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney, certified true and correct by such authorized person(s)
- c) The valid Identification Card or Passport (in case of foreigner) of Proxy

#### **2.2 Foreign juristic person**

- a) Copy of the Company's Affidavit certifying the status of a juristic person issued (not more than 1 year) by the competent authority in a particular country where the juristic person is located, certified true and correct by the authorized person(s) and affixed with the company's seal (if any)
- b) Copy of valid Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney, certified true and correct by such authorized person(s)
- c) The valid Identification Card or Passport (in case of foreigner) of Proxy

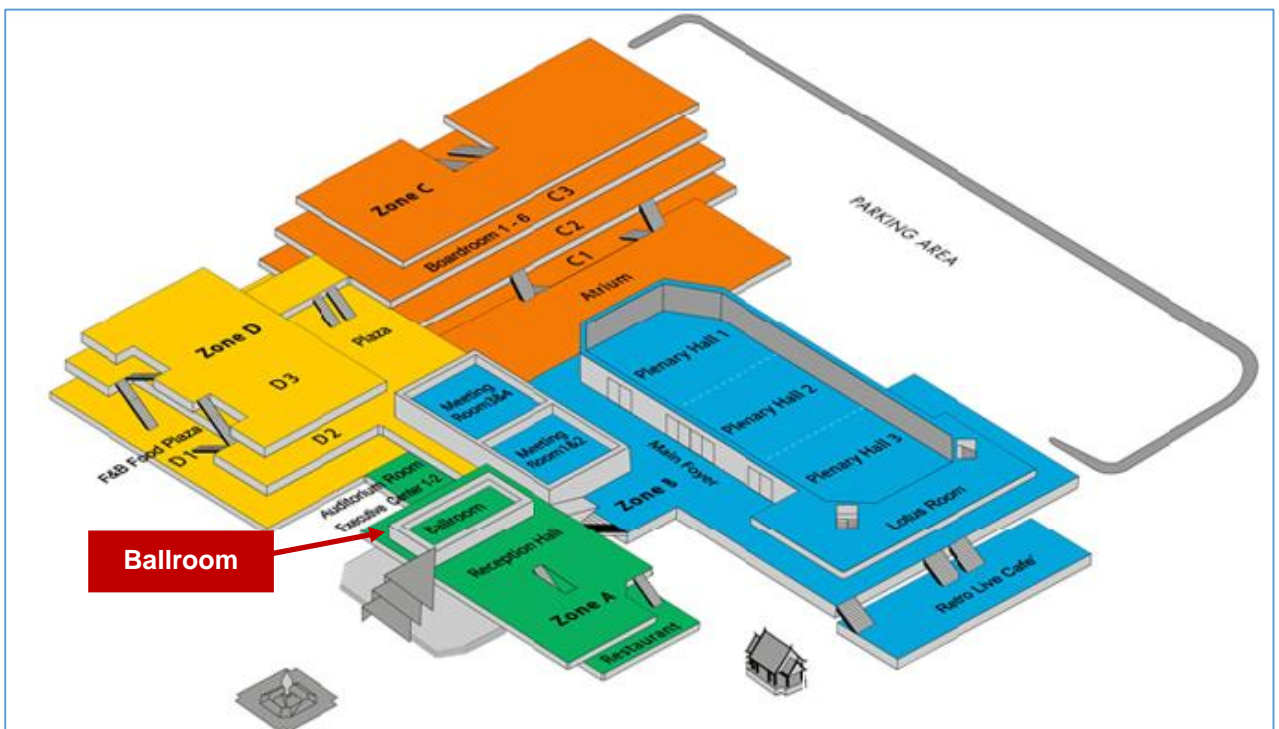
All copied documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

**Note : 1) Shareholders/Proxies are requested to register at the Meeting between 12.00 p.m. and 2.00 p.m. of January 25, 2019.**

**2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before January 25, 2019.**

**Map of the Location  
For the 2019 Annual Ordinary General Meeting of Shareholders  
TICON Industrial Connection Public Company Limited**

On 25 January 2019 at 02:00 p.m.  
At Ballroom (Zone A), Queen Sirikit National Convention Center  
60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District Bangkok.





LT.F 087/2018

December 20, 2018

Subject Appointing a proxy to attend the 2019 Annual Ordinary General Meeting of Shareholders  
To Shareholders

Reference is made to TICON's Notification of the 2019 Annual Ordinary General Meeting of Shareholders to be held on January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok.

In order to constitute a quorum at the Shareholders Meeting as required by the Articles of Association of TICON, the Company would like to request shareholders who are unable to attend the Meeting personally to appoint another person or

Name:	<b>Associate Professor Tithiphan Chuerboonchai</b> Independent Director, Member of the Audit Committee, Member of the Risk Committee and Member of the Corporate Governance Committee
Age:	66 years
Address:	TICON Industrial Connection Public Company Limited Suite 1308, 13 <sup>th</sup> Floor, Sathorn City Tower 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
Interest in Consideration	Agenda 6 To consider and approve compensation for the Company Directors

to attend and vote on the shareholder's behalf by using the attached proxy form A or B.

Foreign shareholders who appoint a custodian in Thailand to act as their Depositor and Trustee should use the proxy form C., which can be downloaded from the Company's website at: <http://ticon.listedcompany.com/meeting.html>

After completing the necessary information in the proxy form, please affix a Baht 20 stamp and return the said form to the Company at least 1 day prior to the date scheduled for the Meeting.

Yours faithfully,

(Miss Lalitphant Phiriyaphant)  
Secretary to the Board of Directors

Duty stamp 20 Baht

Proxy Form A

Written at .....

Date ..... Month ..... B.E. ....

(1) I/We ..... Nationality .....
residing at No. .... Road ..... Sub-District .....
District ..... Province ..... Postal Code .....

(2) being a shareholder of TICON Industrial Connection Public Company Limited
holding the total amount of ..... shares and having the rights to vote equal to ..... votes
as follows: ordinary share ..... shares and having the rights to vote equal to ..... votes

(3) hereby appoint [ ] 1. .... age ..... years
residing at No. .... Road ..... Sub-District .....
District ..... Province ..... Postal Code .....,or

[ ] 2. .... age ..... years
residing at No. .... Road ..... Sub-District .....
District ..... Province ..... Postal Code .....,or

[ ] 3. .... age ..... years
residing at No. .... Road ..... Sub-District .....
District ..... Province ..... Postal Code .....

to be my/our proxy to attend and vote on my/our behalf at the 2019 Annual Ordinary General Meeting of Shareholders on
January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road,
Klongtoey Sub-district, Klongtoey District, Bangkok or at any adjournment thereof.

Any act performed by the proxy at the meeting, except the proxy's voting that is not consistent with my/our voting intention as
specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor
(.....)

Signed \_\_\_\_\_ Proxy
(.....)

Signed \_\_\_\_\_ Proxy
(.....)

Signed \_\_\_\_\_ Proxy
(.....)

Notes:

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 several proxies for splitting votes.

**Proxy Form B**

Written at .....

Date ..... Month ..... B.E. ....

(1) I/We ..... Nationality .....

residing at No. .... Road ..... Sub-District .....

District ..... Province ..... Postal Code .....

(2) being a shareholder of TICON Industrial Connection Public Company Limited  
 holding the total amount of ..... shares and having the rights to vote equal to ..... votes  
 as follows: ordinary share ..... shares and having the rights to vote equal to ..... votes

(3) hereby appoint  1. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....

District ..... Province ..... Postal Code ..... ,or

2. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....

District ..... Province ..... Postal Code ..... ,or

3. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....

District ..... Province ..... Postal Code .....

to be my/our proxy to attend and vote on my/our behalf at the 2019 Annual Ordinary General Meeting of Shareholder on January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok or at any adjournment thereof.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**Agenda 1 To certify the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders, held on March 27, 2018**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 2 To acknowledge the Company's performance for the fiscal year starting from 1 January 2018 to 30 September 2018**

**Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal period ended September 30, 2018**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 4 To consider and approve allotment of 2018 net profit for legal reserve and dividend payment in cash**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 5 To consider and approve the election of new Board of Directors' members to replace the directors retiring by rotation**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Appointment of Mr. Chali Sophonpanich
    - Approve
    - Disapprove
    - Abstain
  - Appointment of Mr. Chatchaval Jiaravanon
    - Approve
    - Disapprove
    - Abstain
  - Appointment of Mr. Chai Vinichbutr
    - Approve
    - Disapprove
    - Abstain

**Agenda 6 To consider and approve compensation for the Company directors for the year 2019**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 7 To consider and approve the appointment of the Company's external auditors and determine the audit fee for the year 2019**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 8 To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than 35,000 million Baht, increasing from 25,000 million Baht**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 9 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 10 To consider and approve the increase of the Company's registered capital under the General Mandate and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve

Disapprove

Abstain

**Agenda 11 To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares at a par value of Baht 1 per share**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve

Disapprove

Abstain

**Agenda 12 To consider and approve the change of the Company's name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company's name in order to be in line with the change of the Company's name**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve

Disapprove

Abstain

**Agenda 13 To consider and approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve

Disapprove

Abstain

**Agenda 14 Other business (if any)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve

Disapprove

Abstain

(5) The proxy's voting for any agenda item which is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as my/our voting as the shareholder.

(6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Notes:

1. The shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. For the agenda item appointing Directors, the whole Board of Directors or certain directors can be appointed.
3. If there is any agenda item in any matters other than those specified above, grantor may make further statements in the attached allonge of proxy form B.



## Proxy Form C

Written at .....

Date ..... Month ..... B.E. ....

- (1) I/We ..... Nationality .....  
 residing at No. .... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code .....

being a custodian of shareholders of TICON Industrial Connection Public Company Limited

holding the total amount of ..... shares and having the rights to vote equal to ..... votes

as follows: ordinary share ..... shares and having the rights to vote equal to ..... votes

- (2) hereby appoint  1. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code ..... ,or

2. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code ..... ,or

3. .... age ..... years  
 residing at No. .... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code .....

to be my/our proxy to attend and vote on my/our behalf at the 2019 Annual Ordinary General Meeting of Shareholders on January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok or at any adjournment thereof.

- (3) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

(a) To grant my/our proxy for the total shares held and entitled to vote

(b) To grant my/our only for a part of the shares held as follows:

ordinary share ..... shares and have the rights to vote equal to ..... votes

- (4) In this Meeting, I/we grant my/our rights to vote on my/our behalf as follows:

**Agenda 1 To certify the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders, held on March 27, 2018**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote in accordance with my/our desire as follows:

Approve ..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 2 To acknowledge the Company's performance for the fiscal year starting from 1 January 2018 to 30 September 2018**

**Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal period ended September 30, 2018**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Approve ..... votes  Disapprove .....votes  Abstain ..... votes

**Agenda 4 To consider and approve allotment of 2018 net profit for legal reserve and dividend payment in cash**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Approve ..... votes  Disapprove .....votes  Abstain ..... votes

**Agenda 5 To consider and approve the election of new Board of Directors' members to replace the directors retiring by rotation**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Appointment of Mr. Chali Sophonpanich
- Approve ..... votes  Disapprove ..... votes  Abstain .....votes
- Appointment of Mr. Chatchaval Jiaravanon
- Approve ..... votes  Disapprove ..... votes  Abstain .....votes
- Appointment of Mr. Chai Vinichbutr
- Approve ..... votes  Disapprove .....votes  Abstain .....votes

**Agenda 6 To consider and approve compensation for the Company directors for the year 2019**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Approve ..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 7 To consider and approve the appointment of the Company's external auditors and determine the audit fee for the year 2019**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Approve ..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 8 To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than 35,000 million Baht, increasing from 25,000 million Baht**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
- Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 9 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 10 To consider and approve the increase of the Company's registered capital under the General Mandate and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 11 To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares at a par value of Baht 1 per share**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 12 To consider and approve the change of the Company's name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company's name in order to be in line with the change of the Company's name**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 13 To consider and approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve..... votes  Disapprove ..... votes  Abstain ..... votes

**Agenda 14 Other business (if any)**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
  - Approve .....votes  Disapprove ..... votes  Abstain ..... votes

(5) The proxy's voting for any agenda item when is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as the shareholder's voting.

- (6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Notes:

1. This Proxy Form C is used only for a shareholder whose name appears in the registration book who is a foreign investor and who has appointed a Custodian in Thailand to act as his/her Depository and Trustee.
2. Documents required to be attached with this proxy form are as follows:
  - (1) The shareholder's Power of Attorney authorizing the Custodian to sign the proxy on his/her behalf
  - (2) Letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
3. 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 several proxies for splitting votes.
4. The Shareholder may grant all of shares specified in Clause (1) or grant only a portion of the shares less than those specified in Clause (1) to the proxy.
5. For the agenda item appointing Directors, the whole Board of Directors or certain directors can be appointed.
6. If there is any agenda item in any matters other than those specified above, the grantor may make further statements in the attached allonge of proxy form C.

**Attachment to Proxy Form (Form C.)**

A proxy is granted by a shareholder of TICON Industrial Connection Public Company Limited

For the 2019 Annual Ordinary General Meeting of Shareholders on January 25, 2019, at 2:00 p.m., at Ballroom (Zone A), Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok or such other date, time and place as the meeting may be held.

Agenda No. .... Re : .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. .... Re : .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. .... Re : .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. .... Re : .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

Agenda No. .... Re : .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

**แบบฟอร์มขอรับรายงานประจำปี**  
**Request Form for Annual Report**

ผู้ถือหุ้นที่มีความประสงค์จะขอรับรายงานประจำปี 2561 ในรูปแบบของเล่มเอกสาร กรุณากรอกแบบฟอร์มด้านล่าง และส่งกลับมายังบริษัท ผ่านทางโทรสารหมายเลข 02 287 3153 หรือทางไปรษณีย์ ที่อยู่บริษัท ชั้น 13 เลขที่ 175 อาคารสารคดีตึกยาวเวอร์ ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120

Please fill in the Request Form if you would like to have the 2018 Annual Report in a printed document and send the completed form to us via fax (no. 02 287 3153) or by post to 13<sup>th</sup> Floor, Sathorn City Tower 175, South Sathorn Road, Bangkok 10120

ชื่อผู้ถือหุ้น Shareholder's name	นาย / นาง / นางสาว / อื่นๆ ..... Mr. / Mrs. / Miss / Other
ที่อยู่สำหรับจัดส่ง Address	
เลขที่....., หมู่....., ถนน....., ซอย....., ตำบล..... No. ...., Moo ....., Road ....., Soi ....., Tambon .....	
อำเภอ....., จังหวัด....., รหัสไปรษณีย์..... Amphur ....., Province ....., Post Code .....	
โทรศัพท์บ้าน..... โทรศัพท์มือถือ..... Tel: Home ....., Mobile Phone .....	
ลายมือชื่อ..... Signature	
วันที่..... /..... /..... Date	