



Minutes of the Annual General Meeting of Shareholders for the Year 2017
Double A (1991) Public Company Limited (the “Company”)
Held on Thursday, 27th April 2017
At Meeting Room, 9th Floor, Double A Book Tower Building, No. 122, North Sathorn
Road, Silom, Bangrak, Bangkok

The Meeting started at 11.00 A.M.

At the Annual General Meeting of Shareholders for the year 2017 of the Company (the “**Meeting**”), the directors and the executives attending the Meeting were as follows:

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|----|------------------------------|---------------------------------------------------------------------------------------------|
| 1. | Dr. Somchai Richupan | Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee |
| 2. | Mr. Sirichai Sakornratanakul | Director / Independent Director / Audit Committee Member |
| 3. | Mr. Yothin Dumnernchanvanit | Director / Executive Director / Chairman of Risk Management Committee / President |
| 4. | Mr. Kumpon Chayasunthorn | Secretary of the Company |
| 5. | Ms. Wilaiwan Gangamol | Accounting Director |
| 6. | Mr. Prakasit Itharat | Legal Director |
| 7. | Mr. Singh Neammunee | Assistant of Secretary of the Board of Directors |
| 8. | Ms. Supanee Triyanantakul | Representative of Auditor of EY Office Company Limited |

The Chairman of the Board of Directors (Dr. Somchai Richupan) was the Chairman of the Meeting, delivered a welcoming speech to the shareholders and the proxy holders of the shareholders who attended the Meeting (collectively referred herein as the “**Shareholders**”) and requested the Assistant of Secretary of the Board of Directors to inform the details of the Meeting to the Shareholders.

The Assistant of Secretary of the Board of Directors (Mr. Singh Neammunee) informed the Meeting that on Thursday, 6th April 2017, which was the closing date of the Company’s share registration book, the Company had the total registered capital in the amount of 5,029,864,510 Baht and had the total paid-up capital in the amount of 4,053,695,590 Baht divided into 405,369,559 shares with the par value of 10 Baht per share. The total shareholders of the Company were 255 persons. The number of the Shareholders who attended in the Meeting was 32 persons representing 357,727,654 shares or 88.25 percent of the amount of the total paid-up shares. The Meeting had adequate quorum according to the Articles of Association of the Company.

Before the commencement of the Meeting, the Assistant of Secretary of the Board of Directors explained the Shareholders about the procedures of vote casting on each agendum as follows:

1. Each of the Shareholders would have the vote equal to the number of his or her shares (one share one vote).
2. The Meeting would be conducted in accordance with the agenda specified in the Meeting invitation letter along with supporting data for each agendum. The Shareholders would be given an opportunity to raise opinions or questions for topics related to such relevant agenda by raising his or her hand. Upon permission of the Chairman of the Meeting, the Shareholders had to inform his/her name and surname, and notify whether he/she was a shareholder or a proxy holder prior to questioning or giving his/her opinion(s).
3. The vote casting in each relevant agendum would be done publicly. The Shareholders were able to cast the vote of approval, disapproval or abstention in each agendum. As the Chairman of the Meeting would collect all ballots and count the votes of approval, disapproval and abstention, the Shareholders were requested to pass the ballots to the Company's staff for this purpose.
4. During the process of vote counting by the Company's staff, the Meeting would be continued without waiting for a result of such vote counting. Once the votes of each agendum were completely counted, the Chairman of the Meeting would subsequently inform the Meeting and summarize a resolution for such agendum.

The Chairman of the Meeting then opened the Meeting.

Agenda 1 Message from the Chairman of the Meeting

The Chairman of the Meeting invited the Shareholders or the proxy holders to be the voluntary vote counter. There were 2 proxy holders volunteered to be the vote counters as follows;

1. Ms. Saranya Supapburut the proxy holder of LEAMKHAO EUCA TECHNOLOGY COMPANY LIMITED holding 4,664,500 shares of the Company.; and
2. Ms. Surapha Thamwiset the proxy holder of Ms. Nuttarat Ruangkhum holding 25 shares of the Company.

Resolution The Meeting acknowledged this agendum.

Agenda 2 Certification of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017, Held on Monday, 20th March 2017

The Chairman of the Meeting informed in the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017, held on Monday, 20th March 2017 (the “**Minutes**”) had been delivered to the Shareholders together with the Meeting invitation letter. The details were shown in Attachment 1.

The Board of Directors had considered that the Minutes were correctly and completely recorded. Thus, the Board of Directors resolved to propose the Minutes to the shareholders of the Company for certification.

The Chairman of the Meeting asked the Shareholders whether anyone wanted to amend the Minutes.

It appeared that there was no Shareholders wanted to amend the Minutes. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting resolved by unanimity of vote to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017, held on Monday, 20th March 2017.**

The vote counting results were as follows:

Approval	357,727,729	Shares
Disapproval	0	Shares
Abstention	0	Share
No voting slip	0	Shares

Remark: During consideration and vote casting in this agenda, there were 4 shareholders attending the Meeting increasing from the beginning of the Meeting. As a result, there were 36 shareholders attending the Meeting representing in total amount of 357,727,729 shares.

Agenda 3 **Report on Company Performance for the Year 2016**

The Chairman of the Meeting informed in the Meeting that the Company performance for the year 2016 was appeared in the Annual Report and delivered to the Shareholders together with the Meeting invitation letter. The details were shown in Attachment 2.

The Board of Directors had considered and resolved to propose the Shareholders of the Company to acknowledge the Company performance for the year 2016.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting resolved by unanimity of vote to acknowledge the report on the Company performance for the year 2016.**

The vote counting results were as follows:

Approval	357,727,729	Shares
Disapproval	0	Shares
Abstention	0	Share
No voting slip	0	Shares

Agenda 4 **Consideration for Approval of the Balance Sheet and Profit and Loss Statements for the Year 2016**

The Chairman of the Meeting informed in the Meeting that the balance sheet and profit and loss statements for the year 2016, ended 31st December 2016, of the Company and its subsidiaries were audited by the auditor of the Company and reviewed by the Audit Committee. The auditor opined that the balance sheet and profit and loss statements for the year 2016 of the Company and its subsidiaries were correct in material respects and in accordance with Thai Financial Reporting Standards (TFRS) as detailed in the Chapter “Financial Statements” of the Annual Report delivered to the Shareholders together with the invitation letter. The details were shown in Attachment 2.

The Board of Directors had considered and resolved to propose the Shareholders of the Company to approve balance sheet and the profit and loss statements for the year 2016, ended 31st December 2016, which were audited by the auditor.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that, there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Meeting resolved by unanimity of votes to approve the balance sheet and profit and loss statements for the year 2016, ended 31st December 2016, which were audited by the auditors.**

The vote counting results were as follows:

Approval	357,727,729	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 5 **Consideration for Appropriation of Profit and Distribution of Dividend**

The Chairman of the Meeting informed in the Meeting that Article 42 of the Articles of Association of the Company stipulated that “no dividend shall be paid otherwise than out of profits. The remaining profit, after distribution of dividend, shall be allocated to reserves as the Board of Directors deems suitable”, and Article 44 of the Articles of Association of the Company stipulated that “the Company shall appropriate a portion of annual net profit as a reserve fund in the amount of not less than 5 percent of the annual net profit deducted by the accumulated loss brought forward (if any) until the legal reserve fund reaches the amount of not less than 10 percent of the registered capital.”.

The profit and loss statements for the year 2016, ended 31st December 2016, which was audited by the auditor of the Company, show the net loss of Baht 3,078.5 million Baht.

The Board of Directors considered and resolved that it was necessary for the Company to reserve cash flow for operations and investments in the Company's projects. The Board of Directors therefore resolved to propose to the Annual General Shareholders' Meeting to consider to not appropriate profit and not distribute dividend.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that, there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution The Meeting resolved by unanimity of votes to not appropriate profit and not distribute dividend.

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Remark: During consideration and vote casting in this agendum, there were 1 shareholders attending the Meeting increasing from the beginning of the Meeting. As a result, there were 37 shareholders attending the Meeting representing in total amount of 357,727,777 shares.

Agenda 6 Consideration for Appointment of the Auditor(s) for the Year 2017

The Chairman of the Meeting informed in the Meeting that Section 120 of the Public Limited Company Act B.E. 2535 and Article 49 of the Articles of Association of the Company stipulated that "the annual ordinary general meeting of shareholders shall appoint the Company's auditor(s) and determine the audit fee every year. For the purpose of such appointment, the former auditor(s) of the Company may be re-appointed". The details of auditors were shown in Attachment 3.

The Audit Committee meeting held on Wednesday, 15th February 2017, and the Board of Directors meeting held on Thursday, 23rd February 2017, considered the proposal of auditing fee of the Company for the year 2017 in total amount of 6,550,000 Baht as proposed by EY Office Company Limited, also considered scope, responsibility and performance of auditor in latest fiscal year and resolved that EY Office Company Limited was specialized in the Company's business, carried out its profession neutrally, was independent, and was usually able to submit its assignment punctually, thus, the auditing fee was reasonable.

In this regard, the Board of Director unanimously resolved to propose the Shareholders to appoint auditor(s) of EY Office Company Limited, namely, Mr. Narong Puntawong, CPA No. 3315, and/or Ms. Siraporn Ouaanunkun, CPA No. 3844, and/or Ms. Supanee Triyanantakul, CPA No. 4498, and/or Ms.

Waraporn Prapasirikul, CPA No. 4579, to be auditor(s) of the Company for the year 2017 with the total auditing in amount of 6,550,000 Baht. The Board of Directors further considered and resolved to propose the Meeting to acknowledge total auditing fee of the Company's subsidiaries in Thailand (11 companies) for the year 2017 in amount of 2,000,000 Baht which the auditor is EY Office Company Limited, and the total auditing fee of its oversea subsidiaries for the year 2017 in the amount of not exceeding 5,100,000 Baht which the auditors and their details were shown in Attachment 3.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that, there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Meeting resolved by unanimity of votes to appoint auditor(s) of EY Office Company Limited to be auditor(s) of the Company for the year 2017 with total auditing fee in amount of Baht 6,550,000, and acknowledge total auditing fee of the Company's subsidiaries in Thailand (11 companies) for the year 2017 in amount of 2,000,000 Baht, and acknowledge the total auditing fee of its oversea subsidiaries for the year 2017 in the amount of not exceeding 5,100,000 Baht.**

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 7 **Consideration for Election of Directors in Replacement of Those who Retired by Rotation**

The Chairman of the Meeting requested the Assistant of Secretary of the Board of Directors (Mr. Singh Neammunee) to inform the details of the election of directors in replacement of those retired by rotation to the Shareholders.

The Assistant of Secretary of the Board of Directors informed that Article 16 of the Articles of Association of the Company stipulates that "At every ordinary general meeting of shareholders, one-third of the directors shall be retired by rotation. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall be retired by rotation.". This year, the Company had 10 directors and 3 directors of those directors should be retired by rotation, namely;

1. General. Chetta Thanajaro
2. Mr. Kitti Dumnernchanvanit
3. Mr. Charnvit Jarusombathi

The Board of Directors, excluding the directors who were interested persons, considered and resolved to propose the Meeting to re-elect the aforesaid 3 retired directors to be the directors of the Company for another term by voting for each candidate according to the policy of the Stock Exchange of Thailand.

The initial details of the retired directors were in Attachment 4, delivered to the Shareholders together with the Meeting invitation letter.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that, there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Meeting resolved by unanimity of votes to re-elect the directors who were retired by rotation to be directors of the Company for another term. The vote counting results of each candidate were as follows:**

1. General. Chetta Thanajaro

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

2. Mr. Kitti Dumnerchanvanit

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

3. Mr. Charnvit Jarusombathi

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 8 **Consideration of Directors' Remuneration**

The Chairman of the Meeting informed in the Meeting that Section 90 of the Public Limited Companies Act B.E. 2535 stipulated that “the payment of remuneration of directors shall be in accordance with the resolution of the shareholders’ meeting supported by votes not less than two-third of the total voting rights of the shareholders attending the meeting”.

The Board of Directors considered and resolved to propose the Meeting to approve the remuneration for the Board of Directors and sub-committees at the same rate previously approved by Annual General Meeting of Shareholders for

the year 2016 which was in the amount of not exceeding 40 million Baht and also authorize the Board of Directors at their discretion to determine particulars of such remuneration payment. The details of actual directors' remuneration payment for the year 2016 were shown in Attachment 5.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion, and informed that this agendum should be supported by votes not less than two-third of the total voting rights of the Shareholders attending the Meeting.

It appeared that, there was no Shareholders raise any question or suggest any opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Shareholders resolved by two-third of the total voting rights of the Shareholders attending the Meeting to approve the remuneration for the Board of Directors at the same rate previously approved by Annual General Meeting of Shareholders for the year 2016 which was in the amount of not exceeding 40 million Baht and also authorize the Board of Directors at their discretion to determine particulars of such remuneration payment**

The vote counting results were as follows:

Approval	357,727,777	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 9 **Others (if any)**

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that, there was no Shareholders raise any question or suggest any opinion.

The Meeting finished at **12.00** A.M.

- Dr. Somchai Richupan -
Dr. Somchai Richupan
Chairman of the Board of Directors
Acted as the Chairman of the Meeting

- Mr. Kumpon Chayasunthorn -
 Mr. Kumpon Chayasunthorn
Secretary of the Company
Acted as the Secretary of the Meeting