



**Notice of the Extraordinary General Meeting of Shareholders No. 02/2015**  
**EASY BUY Public Company Limited**

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 02/2015

To: Shareholders of EASY BUY Public Company Limited

Enclosures: 1. Copy of the Minutes of the 2015 Annual General Meeting of Shareholders dated April 23<sup>rd</sup>, 2015  
2. Proxy Form

**NOTICE** is hereby given that the Extraordinary General Meeting of Shareholders No.02/2015 of **EASY BUY Public Company Limited** will be held on **(Thursday) September 10<sup>th</sup>, 2015 at 14:00 p.m.** at Board Room, 5<sup>th</sup> Floor, Sathorn Square Office Tower, 98 North Sathorn Road, Bangrak, Bangkok, Thailand, to consider the following agendas:

**1. To certify the Minutes of the 2015 Annual General Meeting of Shareholders, dated 23<sup>rd</sup> April 2015**

Facts and Rationales: The Company arranged the 2015 Annual General Meeting of Shareholders (AGM) on April 23<sup>rd</sup>, 2015 and the Minutes of the Meeting was submitted to Ministry of Commerce as required by laws. (Enclosure 1)

Board's Opinion: The Board recommends proposing to the shareholders meeting to certify the Minutes of the 2015 AGM, dated 23<sup>rd</sup> April 2015.

Voting required: This agenda is for certifying only.

**2. To consider and approve an increase of the Company's registered capital and amendment to Clause 4 of the Memorandum of Association of the Company**

Facts and Rationales: Section 136 (2) of the Public Limited Company Act B.E. 2535 (the PCA) and Clause 44 of the Articles of Association (the AOA) require the shareholder's approval by a resolution of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote to increase the registered capital by issuing new shares.

According to Section 31 of the PCA and Clause 3 of the AOA, the Company may alter its Memorandum of Association (the MOA) or AOA upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote. (Enclosure 2)



**Board's Opinion:**

The Board considered the benefit to support business growth to the company, then recommends an increase of the Company's registered capital of Baht 600 million divided into 60 million ordinary shares with a par value of Baht 10 each (the **New Shares**) from Baht 3,900 million be approved

In addition, the Board recommends the amendment to Clause 4 the MOA of the Company as to reflect such capital increase, be approved, as follows:

|            |                     |  |
|------------|---------------------|--|
| " Clause 4 | Registered Capital: | Baht 4,500,000,000<br>(Baht Four Thousand and Five Hundred Million)  |
|            | Divided into:       | 450,000,000 Shares<br>(Four Hundred and Fifty Million shares)  |
|            | Par value:          | Baht 10 each<br>(Baht ten each)  |
|            | Consisting of:      | Ordinary Shares<br>450,000,000 Shares<br>(Four Hundred and Fifty Million shares)<br>Preferred Shares<br>-None- |

**Voting required:**

Pursuant to the law, this matter requires affirmative resolution with the vote of not less than three-fourths (3/4) of the total votes of the Shareholders attending the meeting and having the rights to votes.

**3. To consider and approve the payment of dividends**

**Facts and Rationales:** According to Section 115 of the PCA and Clause 49 of the AOA, the board of directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the board of directors shall report to the shareholders at the next meeting of shareholders.

According to Section 117 of the PCA, in the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders. (Enclosure 3)

From January 2015 to June 2015, the Company has a net income in the amount of Baht 1,251.454 million derived from its operating results without any accumulated deficit. In





addition, there is sufficient cash flow to be paid as interim dividend payment

**Board's Opinion:**

As at 30<sup>th</sup> June 2015, the Company had unappropriated retained earnings of Baht 6,195.075 million which could be distributed as dividends to its existing Shareholders. The Board recommends the declaration and payment of dividends be approved as per the following details:

|                             |   |   |
|-----------------------------|---|---|
| Total dividend              | : | Baht 670.2 million dividing into<br>(a) cash dividend of Baht 70.2 million;<br>and<br>(b) stock dividend of 60 million ordinary shares (equivalent to Baht 600 million) |
| Cash dividend               | : | Baht 0.18 per share   |
| Stock dividend ratio        | : | 2 new shares to 13 existing shares  |
| Withholding tax             | : | The payment of cash and stock dividends shall be subject to 10% withholding tax based on applicable law   |
| Share register closure date | : | 10 September 2015   |
| Payment date                | : | 24 September 2015   |

**Voting required:**

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the total number of votes of the Shareholders attending the meeting and having the rights to vote.

**4. To consider and approve the allocation of New Shares**

**Facts and Rationales:** According to Section 137 of the PCA and Clause 45 of the AOA, the shares intended to be additionally issued may be offered for sale in whole or in part and may first be offered for sale to existing shareholders in proportion to the number of shares held by each shareholder, and shall be in accordance with the resolution of the meeting of shareholders. (Enclosure 4)

**Board's Opinion:**

The Board recommends the allocation of 60 Million New Shares as stock dividends to be distributed to the Company's existing Shareholders be approved.

**Voting required:**

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the total number of votes of the Shareholders attending the meeting and having the rights to vote.



5. **To consider any other business (if any).**

You are therefore invited to attend the meeting at the date, time and place mentioned above. Any shareholder wishes to appoint a proxy to attend and vote on your behalf, please complete the attached proxy form and return to reach the Company before attending the meeting.

THIS NOTICE is issued at the office of the Company in Bangkok, Thailand, on August 26<sup>th</sup>, 2015



By order of the Board of  
Directors

(Mr. Hitoshi Yokohama)  
Chairman of the Board