



**Notice of the 2016 Annual General Meeting of Shareholders of
EASY BUY Public Company Limited**

29th March 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of EASY BUY Public Company Limited.

Enclosures: 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.2/2015 dated September 10th, 2015
2. The Summary of Financial Result 2015
3. The Annual Report of the Board of Directors
4. The Report of the Audit Committee
5. Copy of Financial Statements for year ended December 31st, 2015 and Independent Auditor's report
6. Proxy form.

According to the resolution of the Board of Directors Meeting No.3/2016 held on March 24th, 2016, the NOTICE is hereby given that the 2016 Annual General Meeting of Shareholders ("AGM") of **EASY BUY Public Company Limited** ("the Company") will be held on April 21st (Thursday), 2016 at 11.00 a.m. at Sunflower Room of the Bangkok Club, 29th Floor, 175 Sathorn City Tower Building, South Sathorn Road, Khet Sathorn, Bangkok, Thailand. To consider the agendas as follows:

Agenda 1 **To certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2015 dated September 10th, 2015**

Facts and Rationales: The Company arranged the Minutes of the Extraordinary General Meeting of Shareholders No.2/2015 dated September 10th, 2015 (Enclosure 1)

Board's opinion: The Board recommends proposing to the Meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2015 dated September 10th, 2015.

Voting required: 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, certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2015.

Agenda 2 **To review and acknowledge the report on the Company's operating results in respect of the year 2015 and the Annual Report of the Board of Directors and the report of the Audit Committee**

Facts and Rationales: The Shareholders should acknowledge the Company's operating results for year 2015 which could see its details in Summary of Financial Result 2015 and the Annual Report of the Board of Directors and the report of the Audit Committee.



Board's opinion: The Board recommends the Shareholders to review and acknowledge the report on the Company's operating results in respect of the year 2015 and the Annual Report of the Board of Directors and the report of the Audit Committee. (Enclosure 2, 3 and 4)

Voting required: This agenda is for acknowledgement only.

Agenda 3

To certify and approve the audited Financial Statements of the Company for the year ended December 31st, 2015

Facts and Rationales: According to Section 112 of the Public Limited Company Act B.E. 2535, the Company has to prepare the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ending 31st December 2015 to submit to the Annual General Meeting of Shareholders for approval.

Board's opinion: The Board recommends the Shareholders to certify and approve the audited Financial Statements of the Company for the year ended December 31st, 2015 which have been audited by the auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. (Enclosure 5)

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.

Agenda 4

To consider and approve the distribution of dividend and appropriation of profits derived from the operating results for the year ended December 31st, 2015

Fact and Rationales: According to Section 116 of the Public Limited Company Act B.E.2535, the Company is required to appropriate five (5) per cent or more of the annual net profit less the retained loss (if any) as a legal reserve, until the legal reserve reaches a minimum of ten (10) percent of the total registered capital. For the accounting period ended December 31st, 2015, the Company's net profit was THB 2,475.0 million without any accumulated deficit and the Company allocated THB 96.7 million from the annual net profit as a legal reserve. Therefore, the Company has the unappropriated retained earnings of THB 6,648.2 million, which could be distributed as dividends to its existing Shareholders. Nevertheless, the Company shall propose to the Meeting to consider and approve the dividend payment as prescribed in Section 115 of the Public Limited Company Act B.E.2535.

Board's opinion: The Board recommends proposing to the Meeting to consider the appropriation of THB 96.7 million of the annual net profit as the legal reserve and approve the dividend payment in the total of THB 373.5 million which would be paid at rate of THB 0.83 per share to the Shareholders whose name appear in the share register book from April 12th, 2016 at 12.00 o'clock until the Meeting is finished.



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.

Agenda 5 **To consider and approve appointment of directors to replace those retired by rotation**

Fact and Rationales: According to Section 70, 71 of the Public Limited Company Act B.E.2535 and Clause 18 of the Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors, or if the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) must retire from office. In this year, there are three (3) directors to be retired by rotation as follows:

(1) Mr. Hitoshi Yokohama	Director
(2) Mr. Masayuki Nozawa	Director
(3) Mr. Paitoon Taveebhol	Director

Consequently, the Company shall propose to the Meeting to appoint the directors in replacement of those who will be retired by rotation. And the three (3) retired directors are considered to be re-appointed.

Board's opinion: The Board recommends proposing to the Meeting to consider and approve the re-appointment of the directors who would be retired by rotation for another term.

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.

Agenda 6 **To consider and approve the director's remuneration for year 2016**

Fact and Rationales: According to Clause 34 of the Articles of Association, the directors are entitled to remuneration from the Company in the form of award, meeting fee, reward, bonus or any other benefits in accordance with the Articles of Association or as approved by a meeting of shareholders.

The Company would like to propose the director's remuneration to the Meeting, which remains the same as approved by the Annual General Shareholders Meeting Year 2015 as follows;

Unit: (THB) in Gross amount		
Year 2016 (May 2016 – April 2017)	Director's Remuneration (monthly base)	Bonus (yearly base)
Chairman	45,000	0
Vice Chairman	40,000	0
Director	35,000	0



Independent Director & Chairman of Audit Committee	35,000 + (45,000/ meeting ^{*1)})	0
Independent Director & Audit Committee	35,000 + (35,000/ meeting ^{*1)})	0

^{*1)} This remuneration will be paid per attendance of Audit Committee Meeting

Board's opinion: The Board recommends proposing to the Meeting to consider and approve the proposed directors' remuneration for the year 2016.

Voting required: Pursuant to the law, this matter requires affirmative resolution with the vote of not less than two-thirds (2/3) of the total votes of the Shareholders attending the Meeting and having the rights to vote.

Agenda 7

To consider and approve the appointment of auditors and to determine their remuneration for year 2016

Fact and Rationales: According to Section 120 of the Public Limited Company Act B.E.2535, every Annual General Meeting of Shareholders shall approve the appointment of auditors and determine their remuneration.

Board's opinion: The Board recommends selecting Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, as the Company's auditor and the appointment of

- 1) Mr. Chavala Tienpasertkij, License No. 4301 and/or
- 2) Dr. Suphamit Techamontrikul, License No. 3356 and/or
- 3) Mrs. Nisakorn Songmanee, License No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, to be the auditors for year 2016 and their remuneration in amount of THB 2,525,000.00 shall be proposed to the Meeting for approval.

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.

Agenda 8

To consider and approve the Company's plan to issue and offer bonds during May 1st, 2016 to April 30th, 2017

Fact and Rationales: According to Section 145 of the Public Limited Company Act B.E.2535, the issuance and offering of bonds shall be approved by the Meeting

Board's opinion: The Board recommends proposing to the Meeting to consider and approve the Company's bond issuance plan during the May 1st, 2016 to April 30th, 2017 with the indicative terms and conditions as follows:



Type	: Secured and/or unsecured bonds with bondholders' representative
Amount	: Up to THB 6 billion or equivalent (in Baht and/or Foreign currency)
Issuing period	: Bonds can be issued in one or more tranches or series during a period commencing from May 1 st , 2016 to April 30 th , 2017
Tenor	: Up to 10 years from the issue date
Placement basis	: Public offering or private placement (to institutional investors and/or high net-worth investors and/or retail investors in Thailand and/or Foreign Country)
Coupon type	: Fixed and/or floating rate

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 vote.

Agenda 9 **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 the Meeting.

In the meantime, the Company will close the share register book in order to identify the Shareholders of record entitled to exercise a shareholder's rights, starting from April 12th, 2016 at 12.00 o'clock until the Meeting is finished.

THIS NOTICE is issued at the office of the Company in Bangkok, Thailand, on March 29th, 2016

EASY BUY Public Company Limited

(Mr. Hitoshi Yokohama)

Chairman of the Board

