



**Notice of the 2017 Annual General Meeting of Shareholders of  
EASY BUY Public Company Limited**

28<sup>th</sup> March 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders of EASY BUY Public Company Limited.

Enclosures: 

1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders dated April 21<sup>st</sup>, 2016
2. The Summary of Financial Result 2016
3. The Annual Report of the Board of Directors
4. The Report of the Audit Committee
5. Copy of Financial Statements for the year ended December 31<sup>st</sup>, 2016 and Independent Auditor's report
6. Proxy form.

According to the resolution of the Board of Directors Meeting No.3/2017 held on March 23<sup>rd</sup>, 2017, the NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of Shareholders ("the Meeting") of **EASY BUY Public Company Limited** ("the Company") will be held on April 20<sup>th</sup> (Thursday), 2017 at 11.00 a.m. at Centaurus Room of the Bangkok Club, 31<sup>st</sup> Floor, 175 Sathorn City Tower Building, South Sathorn Road, Khet Sathorn, Bangkok, Thailand. To consider the agendas as follows:

**Agenda 1**      **To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders dated April 21<sup>st</sup>, 2016**

**Facts and Rationales:** The Company held the 2016 Annual General Meeting of Shareholders on April 21<sup>st</sup>, 2016, and the Minutes of the Meeting were recorded and submitted to the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed on the Company's website. (Enclosure 1)

**Board's opinion:** The Board recommends proposing to the Meeting to adopt the Minutes of the 2016 Annual General Meeting of Shareholders dated April 21<sup>st</sup>, 2016, which the Board deemed it properly recorded.

**Voting required:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.



**Agenda 2**      **To acknowledge the report on the Company's operating results for the year 2016 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 the year 2016 which could see its details in Summary of Financial Result 2016 and the Annual Report of the Board of Directors and the Report of the Audit Committee. (Enclosure 2, 3 and 4)

**Board's opinion:** The Board recommends the Shareholders to acknowledge the report on the Company's operating results in respect of the year 2016 and the Annual Report of the Board of Directors and the Report of the Audit Committee.

**Voting required:** This agenda does not require voting as it is to inform the Meeting for acknowledgement.

**Agenda 3**      **To consider and approve the audited Financial Statements of the Company for the year ended December 31<sup>st</sup>, 2016**

**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 ended 31<sup>st</sup> December 2016 to submit to the Annual General Meeting of Shareholders for approval. (Enclosure 5)

**Board's opinion:** The Board recommends the Shareholders to approve the audited Financial Statements of the Company for the year ended December 31<sup>st</sup>, 2016 which have been audited by the auditor, reviewed by the Audit Committee and endorsed by the Board of Directors.

**Voting required:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

**Agenda 4**      **To consider and approve the distribution of dividend and appropriation of profits derived from the operating results for the year ended December 31<sup>st</sup>, 2016**

**Fact and Rationales:** According to Section 115 of the Public Limited Company Act B.E.2535 ("the PCA"), and Clause 48 and Clause 50 of Articles of Association ("the AOA"), dividends shall be distributed in accordance with the number of shares, which each share being accorded equal distribution, provided that payment of dividends must be upon approval by the shareholders meeting. In addition, the Company may pay dividends, in whole or part, by issuing new ordinary shares to the shareholders, provided that it has received the approval of the shareholders meeting.





For the accounting period ended December 31<sup>st</sup>, 2016, the Company does have a net income in the amount of THB 3,392.7 million derived from its operating results without any accumulated deficit. The legal reserve of the Company has amounted to ten (10) percent of the registered capital in line with the relevant law. Furthermore, there is sufficient cash flow to be paid as year-end dividend payment. As of 31<sup>st</sup> December 2016, the Company had the unappropriated retained earnings of THB 9,656.8 million, which could be distributed partly as dividend to its existing Shareholders.

**Board's opinion:** The Board recommends proposing to the Meeting to consider and approve the dividend payment as per the following details:

Total dividend	:	Baht 2,013.0 million dividing into
		(a) cash dividend of Baht 513.0 million; and
		(b) stock dividend of 150 million ordinary shares (equivalent to Baht 1,500 million)
Cash dividend ratio	:	Baht 1.14 per share
		(Dividend pay-out ratio 15.12%)
Stock dividend ratio	:	5 new shares to 15 existing shares
Withholding tax	:	The payment of dividends shall be subject to withholding tax at the rate prescribed by law
Closing date of share register book	:	11 <sup>th</sup> April 2017 at 12.00 o'clock
Dividend payment date	:	9 <sup>th</sup> May 2017

Provided, however, that the above-mentioned stock dividend (b) shall be distributed under the condition of approval to the Agenda 5 and Agenda 6 by the shareholders meeting. In this case, the Company will appropriate not less than five (5) per cent of the annual net profit for the accounting period ending 31 December 2017 as a legal reserve so as to reach a minimum of ten (10) per cent of the total registered capital as prescribed by the law.

**Voting required:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

#### **Agenda 5**

#### **To consider and approve the increase of the registered capital and amendment to Clause 4 of the Memorandum of Association of the Company**

**Facts and Rationales:** According to Section 31 of the PCA and Clause 3 of the AOA, the Company may amend its Memorandum of Association (the MOA) or AOA upon a resolution being passed at the Meeting by not less than three-fourths of the total votes of the Shareholders who attending the Meeting and having the right to vote.

Section 136 (2) of the PCA and Clause 44 of the AOA require the resolution passed by 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.

**Board's Opinion:** The Board recommends proposing to the meeting to consider and approve the increase of the Company's registered capital through issuance of new shares and the amendment to Clause 4 of the MOA as follows:

" Clause 4	Registered Capital:	Baht 6,000,000,000 (Baht Six Thousand Million)
	Divided into:	600,000,000 Shares (Six Hundred Million shares)
	Par value:	Baht 10 each (Baht ten)
	Consisting of:	- Ordinary shares 600,000,000 Shares (Six Hundred Million shares) -Preferred shares -None-

**Voting required:** The resolution for this agenda requires the votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the Meeting and are entitled to vote.

#### **Agenda 6**      **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 to existing shareholders in proportion to the number of shares held by each shareholder, and shall be in accordance with the resolution passed at the shareholders meeting.

**Board's Opinion:** The Board recommends proposing to the Meeting to consider and approve the allocation of 150 Million New Shares as stock dividends to be distributed to the Company's existing Shareholders on a pro rata basis pursuant to the shareholding ratio.

**Voting required:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

#### **Agenda 7**      **To consider and approve re-appointment of directors retiring by rotation**

**Fact and Rationales:** According to Section 71 of the PCA and Clause 18 of the AOA, at every annual general meeting of shareholders, one-thirds (1/3) of the directors, or if the number of directors is not a multiple of three (3), then the number of directors nearest to





one-thirds (1/3) must retire from office. Such retiring director is the one with the longest tenure in office, provided, however, that the retiring director may be re-elected.

At the Meeting, there are three (3) directors subject to retirement by rotation as follows:

- |                                  |   |
|----------------------------------|---|
| (1) Mr. Witit Sujjapong          | Independent Director, Chairman of the Audit Committee |
| (2) Mr. Takeo Noda               | Director  |
| (3) Mr. Chatchai Lertbuntanawong | Director, Chief Information Officer                   |

As these three (3) directors possess knowledge and experience which will be beneficial to the business operation of the Company, the Company proposed that the shareholders meeting consider and approve the re-appointment of these three (3) directors to hold office as director and/or independent director of the Company for another term.

**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:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

#### **Agenda 8**

#### **To consider and approve the director's remuneration for the year 2017**

**Fact and Rationales:** According to Clause 34 of the AOA, 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 AOA or as approved by the shareholders meeting.

The Company would like to propose the director's remuneration to the Meeting, which remains the same as approved by the 2016 Annual General Meeting of Shareholders as follows;

Unit: (THB) in Gross amount

Year 2017 (May 2017 – April 2018)	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 the Audit Committee	35,000 + (45,000/ meeting <sup>*1)</sup> )	0
Independent Director & Member of the Audit Committee	35,000 + (35,000/ meeting <sup>*1)</sup> )	0

<sup>\*1)</sup> This remuneration will be paid per attendance of Audit Committee Meeting



The Company estimates the 2017 Remuneration of Directors amount to Baht 2,640,000 for Directors and Baht 2,295,000 for Independent Directors respectively.

**Board's opinion:** The Board recommends proposing to the Meeting to consider and approve the proposed directors' remuneration for the year 2017.

**Voting required:** The resolution for this agenda requires the votes of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the Meeting and are entitled to vote.

#### **Agenda 9**

#### **To consider and approve the appointment of auditors and to determine their remuneration for the year 2017**

**Fact and Rationales:** According to Section 120 of the PCA, the appointment of auditors of the Company and the determination of their remuneration shall be approved at every annual general meeting of shareholders.

**Board's opinion:** The Board recommends proposing the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, by following auditors as the auditor(s) of the Company for the year 2017:

- 1) Mr. Chavala Tienpasertkij, License No. 4301; and/or
- 2) Dr. Suphamit Techamontrikul, License No. 3356; and/or
- 3) Ms. Nisakorn Songmanee, License No. 5035

and the remuneration of the auditors for the year 2017 be fixed in the amount of THB 2,600,000.00.

**Voting required:** The resolution for this agenda requires the majority votes of shareholders who attend the Meeting and cast their votes.

#### **Agenda 10**

#### **To consider and approve the Company's plan to issue and offer bonds during May 1<sup>st</sup>, 2017 to April 30<sup>th</sup>, 2018**

**Fact and Rationales:** According to Section 145 of the PCA, the issuance and offering of bonds shall be approved by the shareholders meeting.

**Board's opinion:** The Board recommends proposing to the Meeting to consider and approve the Company's bond issuance plan during the May 1<sup>st</sup>, 2017 to April 30<sup>th</sup>, 2018 with the indicative terms and conditions as follows:





Type	: Secured and/or unsecured bonds
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, 2017 to April 30, 2018
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:** The resolution for this agenda requires the votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the Meeting and are entitled to vote.

**Agenda 11**      **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 11<sup>th</sup>, 2017 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 28<sup>th</sup>, 2017

**EASY BUY Public Company Limited**

(Mr. Hitoshi Yokohama)  
Chairman of the Board

