



(Translation)

Notice of the 2018 Annual General Meeting of Shareholders
EASY BUY Public Company Limited

March 28th, 2018

- Subject: Invitation to the 2018 Annual General Meeting of Shareholders
- To: Shareholders of EASY BUY Public Company Limited
- Enclosures:
1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders dated April 20th, 2017,
 2. The Summary of Financial Result 2017,
 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 31st, 2017 and Independent Auditor's report,
 6. Preliminary information of directors retiring by rotation being proposed for re-appointment,
 7. Proxy form,
 8. Details of the independent directors who may be appointed as proxy in the 2018 Annual General Meeting of Shareholders.
 9. Map of the Meeting Venue: The Bangkok Club, Sathorn City Tower Building

Notice is hereby given by the Board of Directors ("the Board") of EASY BUY Public Company Limited ("the Company") that the 2018 Annual General Meeting of Shareholders ("the Meeting") will be held on April 19th (Thursday), 2018 at 11.00 a.m. at Lyra Room of the Bangkok Club, 31st Floor, 175 Sathorn City Tower Building, South Sathorn Road, Khet Sathorn, Bangkok, Thailand. The agenda are as follows:

Agenda 1 **To consider and adopt the Minutes of the 2017 Annual General Meeting of Shareholders dated April 20th, 2017**

Facts and Rationales: The Company held the 2017 Annual General Meeting of Shareholders on April 20th, 2017, and the Minutes of the 2017 Annual General Meeting of Shareholders were recorded and submitted to the Ministry of Commerce within the time-frame 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 2017 Annual General Meeting of Shareholders dated April 20th, 2017, which the Board deemed it properly recorded.

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

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Agenda 2 **To acknowledge the report on the Company's operating results for the year 2017 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 2017 which could see its details in Summary of Financial Result 2017 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 2017 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 31st, 2017**

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 at the end of each fiscal year, which have been audited by an external auditor, and submit to the Meeting for approval. (Enclosure 5)

Board's opinion: The Board recommends the audited Financial Statements of the Company for the year ended December 31st, 2017 which have been audited by the auditor, reviewed by the Audit Committee and endorsed by the Board, be presented to the Meeting for approval.

Voting required: The resolution for this agenda requires the majority votes of the 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 31st, 2017**

Fact and Rationales: According to Section 116 of the Public Limited Company Act B.E. 2535 and Clause 51 of the Articles of Association, the Company shall appropriate five (5) percent or more of the annual net profit less 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, 2017, The Company's net profit was THB 3,979.31 million derived from its operating results without any accumulated deficit. The Company allocated THB 150.0 million from the annual net profit as a legal reserve in order to reach a minimum of ten (10) percent of the total registered capital as prescribed by laws. In addition, there is sufficient cash flow to be paid as dividend payment.



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As of December 31st, 2017, the Company had the unappropriated retained earnings of THB 11,471.31 million, which could be distributed partly as dividends to its existing Shareholders. In compliance with the Public Limited Company Act B.E. 2535, the dividend payment is subject to the Shareholders' approval.

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

Total dividend	: Cash dividend of THB 792.0 million (Dividend pay-out ratio 19.90%)
Cash dividend	: THB 1.32 per share
Withholding tax	: The payment of cash dividends shall be subject to 10% withholding tax based on applicable law.
Closing date of Share register book	: April 11 th , 2018 at 12.00 o'clock
Dividend Payment date	: May 9 th , 2018

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

Agenda 5 To consider and approve re-appointment of directors retiring by rotation

Fact and Rationales: According to Section 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-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. Yoshiro Yamaguchi	Director, Chief Financial Officer
(2) Mr. Masayuki Nozawa	Director
(3) Mr. Yoshiharu Mori	Director

As these three (3) directors possess qualification, knowledge, competency, ethics and experience which will be beneficial to the Company's business operation. (Enclosure 6)

For the 2018 Annual General Meeting, the Company invited the Shareholders to nominate qualified persons to be elected as the Company's director in advance.

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 the Shareholders who attend the Meeting and cast their votes.

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Agenda 6 To consider and approve the director's remuneration for the year 2018

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 the Meeting of Shareholders.

The Company would like to propose the director's remuneration to the Meeting, which remains the same as approved by the 2017 Annual General Meeting of Shareholders as follows;

Unit: (THB) in Gross amount

Year 2018 (May 2018 – April 2019)	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 ^{*1)}	0
Independent Director & Member of the Audit Committee	35,000 + (35,000/ meeting ^{*1)}	0

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

The remuneration budget in 2018 is set at not more than THB 2,640,000 for Directors, and THB 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 2018.

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 the Shareholders who attend the Meeting and are entitled to vote.

Agenda 7 To consider and approve the appointment of auditors and to determine their remuneration for the year 2018

Fact and Rationales: According to Section 120 of the Public Limited Company Act B.E. 2535, 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 2018:

- 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/or
- 4) Mr. Wonlop Vilaivaravit, License No. 6797

and the remuneration of the auditors for the year 2018 be fixed in the amount of THB 2,670,000.00

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

Agenda 8 **To consider and approve the Company's plan to issue and offer bonds during May 1st, 2018 to April 30th, 2019**

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 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 1st, 2018 to April 30th, 2019 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	: The Bonds can be issued in one or more tranches or series during a period commencing from May 1, 2018 to April 30, 2019
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 whether any of these investors are in Thailand and/or Foreign Countries)
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 9 **To consider any other business (if any).**

Fact and Rationales: This agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.



(Translation)

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 in enclosure 7 and return to reach the Company before the Meeting.

Any shareholders who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors namely; Mr. Witit Sujjapong or Mr. Paitoon Taveebhol to attend and vote on his or her behalf. Details of Independent directors can be found in enclosure 8. The Company requests the shareholders' proxy be received by the Company before the Meeting time.

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 11th, 2018 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 28th, 2018

Yours sincerely,
By order of the Board of Directors



(Mr. Hitoshi Yokohama)
Chairman of the Board of Directors
EASY BUY Public Company Limited