



**Minute of Annual General Meeting of Shareholder of the year 2017
of
Major Cineplex Group Public Company Limited
held on Wednesday day 5 April 2017
at Major Cineplex Group Plc., Ratchayothin, (Theater No.14)
1839, 1839/1-6 Phaholyothin Road, Ladyao, Jatujak, Bangkok**

The directors who were present in the Meeting are as follows:

1. Mr. Somchainuk	Engtrakul	Chairman of the Board and Independent Director
2. Mr. Vicha	Poolvaraluk	Director and Chief Executive Officer
3. Mr. Chai	Jroongtanapibarn	Independent Director & Chairman of Audit Committee
4. Mr. Vallop	Tangtrongchitr	Independent Director & Audit Committee
5. Mr. Kraithip	Krairiksh	Independent Director & Audit Committee
6. Mr. Verawat	Ongvasith	Vice President and Executive Director
7. Mrs. Paradee	Poolvaraluk	Director and Executive Director
8. Mr. Thanakorn	Puriwekin	Director and Executive Director
9. Pol.Sub.Lt. Kriengsak	Lohachala	Independent Director
10. Mr. Satian	Pooprasert	Independent Director
11. Mr. Wichai	Poolvaraluk	Director

The directors who were absent from the Meeting are as follows:

-None-

The executive who was present at the Meeting is as follows:

1. Miss Thitapat	Issarapornpat	Chief Finance Officer and Company Secretary
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The legal consultants who were present at the Meeting are as follows:

1. Mrs. Kulakanit	Kamsirivatchara	Legal Consultant Siam Premier International Law Office Limited, The Secretary of the Meeting
2. Ms. Araya	Sunlakawit	Legal Consultant Siam Premier International Law Office Limited

The auditor who was present at the Meeting is:

1. Mr. Kajornkiet	Aroonpirodkul	PricewaterhouseCooper ABAS
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The Meeting commenced at 10.00 am.

Mr. Somchainuk Engtrakul, the Chairman of the Board as the Chairman of the Meeting, informed the Meeting that; According to the Company's Articles of Association, there must be at least 25 shareholders including the proxies thereof (if any) holding no less than one-third of the total issued shares of the Company present in the Meeting in order to constitute a quorum. The Meeting was attended by 62 shareholders, 750 proxies, totaling 812 attendants with total shareholding of 703,571,586 shares or 78.65% of the total shares issued with voting right, the said number of shareholders holding such number of shares present in this Meeting, the quorum was formed pursuant to the Company's Articles of Association.



The Chairman informed the meeting that, in order to comply with the good governance, the Company invited shareholders to propose any matter considered important and beneficial to the Company as an agenda for the meeting and propose qualified candidate to be nominated as a director of the Company in advance from 31 October 2016 until 31 January 2017 on website www.majorcineplex.com and www.set.or.th. There are no any matters proposed by shareholder. The Chairman will conduct the meeting on the agenda as determined in the invitation letter of the meeting.

Before the meeting had made a discussion on the agenda of the Meeting, the Chairman assigned the Secretary of the Meeting to conduct the meeting and to clarify the voting methods on the agenda as follows.

1. As for voting, according the Company' Article of Association, it has stated that all shareholders shall be given one vote per one share for voting in a meeting.

2. In case of proxies, subject to Power of Attorney Form A and B, the shareholders can authorize only one proxy to attend the meeting and to vote, Power of Attorney Form C being used for custodian, which can vote separately for each agenda. And in case that the votes are not applied in full numbers, their remainder shall be deemed as abstention.

3. If the shareholders have already authorized and voted and the Company has recorded such votes in computer, their proxies attending the meeting shall not vote repeatedly.

4. If any shareholder has question or want any committee or executive to elucidate some issues beyond that as specified in agenda, one shall notify his/her name and question after each or all agendas ended.

When the voting methods on the agenda was clarified, the Chairman commence the meeting on the agenda as follows,

Agenda 1 To consider approving the Minutes of the Annual General Meeting of Shareholders 2016 held on Tuesday 5 April 2016

The Chairman announced that The Company held the Annual General Meeting of Shareholders 2016 held on Tuesday 5 April 2016 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website, www.majorcineplex.com, details of which are shown in Attachment 1. It is considered appropriate for the Meeting of Shareholders to approve the minutes of the Annual General Meeting of Shareholders held on Tuesday 5 April 2016 which the Board of Directors has deemed it properly recorded.

After the Chairman announced the particulars for considering Agenda 1, the Chairman inquired the Meeting for more questions;

There is and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the Minutes of Annual General Meeting 2016

Resolution: By majority vote, the Meeting has considered and resolved to approve the Minutes of Annual General Meeting for the Year 2016 on April 5, 2016, and the voting comprised of;

Approved	706,083,537	votes or	100.0000	percent
Disapproved	0	votes or	0.0000	percent
Abstained	0	votes or	-	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted



Agenda 2 To acknowledge the Company's Operating Performance in the year 2016.

The Chairman assigned Mr. Vicha Poolvaraluk, Director and Chief Executive Officer, to report the Company's operating performance of the year 2016.

Mr. Vicha Poolvaraluk reported the Company's operating performance of the year 2016 which can be found in the Annual Report which was attached together with this invitation.

Mrs. Viyada Kongseree, an individual shareholder, congratulates the Company relating to Thailand Corporate Excellence Awards 2016, and asked the following questions:

1. Does the Digitalized Economic have any effect on the Company business? And, Is there any plan for adjustment for the Company?

Mr. Vicha Poolvaraluk gave the following answer:

1. The Digital Transformation has been changing many Industries which the Theatrical Industry in global has been always focus on. However, the strong point of the Theatrical Industry was the Freshness. Because the Cinematic movie will require at least 3 months before broadcast in other channel, which was the strength of this Industry. Since last year, the Theatrical Industry in global growth at 3-4%. Even though, in United States of America, the online media was arising in many channel. For example, Netflix or YouTube. However, the Theatrical Industry was still growing, due to, you had to come to the Cinema for watching new release. In addition, in the Theatrical Industry has always develop and improve all the time, which the Company was investing in the Premium Screens, Super Luxury Screen or Kid Cinema. According to such improvement of the Cinemas as mentioned, which exploring the new experience to impress our clients which including the Digital improvement, for instance, the laser projector, the more comfortable seats, lounge, the Premium cinema which containing 4DX and IMAX. As mentioned, the Company has to up to date with rapidly changing. Especially, in the Theatrical Industry aspect, the Company have to focus on the Technology that delivered the Movies Teaser directly to the clients. In consequence, the Company could save a lot of budget on the Billboard, Television or Newspaper. At present, the Company can considered Major Cineplex as the most modern in Thailand and Asia, because of the E-Ticket, which purchasing by online. So, the Company focused on developing of the Mobile Ticketing because of the rapidly and the modernized of Mobile Platform. In the nearly future, the clients has not require for cash or M-cash anymore. However, the clients could spend on True Money, Line Pay or the Point issued by the other Commercial Bank, which been able to use in our Platform. Moreover, the Company will not stop to adjust our self to modernize and satisfy the clients. Albeit, Theatrical Industry continually growing. For instance, in the last year in China, there were arising of the 7,000 newly cinema and the other 6,000 cinema will operate soon which showing that the Motion Picture Studio will increasing their income, which causing the gross investment of the movie. Such as, the Disney produced the good film from 3 movies per year and increasing to 5 - 6 movies within 1 year which effecting on the stocks prices was in highly price. However, in every industry will go along with Digitalized with no exception. Meanwhile, the Company has to stay in sharp and negligent. In brief, the Company believe that Theatrical Industry will still continually growing.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The chairman announced that it is considered appropriate to report the operations of year 2016 to the Meeting of Shareholders for its acknowledgement and as this agenda is for information to shareholders, therefore, a vote is not required.



Agenda 3 To consider approving the Statements of Financial Position and the Income Statements for the year ended December 31, 2016

The Chairman assigned Miss Thitapat Issarapornpat, Company Secretary, to report the Statements of Financial Position and the Income Statements for the year ended December 31, 2016.

The Company Secretary reported that the Board of Directors shall arrange for preparation of the Statements of Financial Position and the Income Statements as of the end of the accounting period of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting to consider approving the Statement of Financial Position and the Income Statements for the year ended December 31, 2016, which have been considered by the Audit Committee and audited by the Certified Public Accountant which was attached together with this invitation.

The Chairman inquired the Meeting for more questions;

Mr. Anupoj Panapornsirikul, an individual shareholder and asked the following questions:

1. In the past year, the Company had the highly cost on Management, I would like to know what are the expenses and the controlling of these cost?
2. The main income of the Company came from the ticket vending, because of, the expansion of the branch in many provinces, I would like to know the proportion of income, the returning of the income and the quality of these cinema when comparing with Bangkok branches?

Miss Thitapat Issarapornpat gave the following answers:

1. The highly Management expenses came from some of the one-time expenses which recorded in year 2016, such as, the writing off of the Bad Debt of MPIC's affiliate company, the writing off the Fire Pinklao's asset, the asset impairment of closing of Bowling business, which written off these mentioned extra expenses, the expenses proposition was about 18% when comparing with year 2015, which was 17%, therefore, these expenses was slightly higher than last year.

Mr. Vicha Poolvaraluk gave the following answer:

2. The Company had the policy which relating to more expansion to the upcountry, considered as the same policy in many countries, e.g. China or Malaysia, which not restricted in the capital, moreover, these policy was creating movie industry and the culture to many provinces. Firstly, in each branch expansion, the Company had to study the client segment in each area, which is based on aged 18-35 years old. So, the Company was able to decide the amount of the cinema which based on clients' demand and supply. Secondly, for such expending, the Company had the strong strategy by choosing to operate the newly branches with Hyper-market, e.g. Tesco Lotus and Big C etc. Due to the fact that, the major brand of department store would have the few branches in upcountry. But, if we expanded with these Hypermarket, which was operated almost 200 branches and importantly they operated in the great area. Therefore, this was so-called 'No-way to loss' Plan, because the Company used Revenue Share, which was depended on the revenue of selling, considered as the good business plan. If comparing with the investing cost of the cinema in Bangkok, which was THB 10-12 million, and investing cost in upcountry about THB 7-8 million. In consequence, the Company would gain more returning of investment. Moreover, the coming trend of Thai movie would growth in upcountry branches, which meeting the demand of the upcountry's clients. However, the client segment in Bangkok would like to consume Blockbuster from Hollywood. Nevertheless, the Company would expand both of the client segment.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to approve the Statement of Financial Position and the Income Statements for the year ended December 31, 2016.



Resolution: the Meeting has considered and resolved to approve the Statement of Financial Position and the Income Statements for the year ended December 31, 2016, and the voting comprised of;

Approved	705,353,718	votes or	99.8766	percent
Disapproved	871,000	votes or	0.1233	percent
Abstained	0	votes or	-	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

Agenda 4 To consider the appropriation of profit to pay dividend for the year 2016.

The Chairman assigned the Secretary of the Meeting to report the details of the appropriation of profit to pay dividend for the year 2016.

The Secretary of the Meeting reported that in normal situations where the Company does not require any additional investment or business expansion plan and has enough liquidity, it has a policy to pay dividend at approximately 40% of its net earnings after tax and legally required reserve.

In Year 2016, according to the financial statements, the Company recorded a net profit after tax of Baht 1,188,220,917.00, equivalent to earnings per share of Baht 1.33 per share. As a result, The Board of Directors proposed rate of dividend on ordinary shares for the period from 1 January 2016 to 31 December 2016 at the rate of Baht 1.20 per share or 90.23% of net profit per share, The total amount of dividend for year 2016 is Baht 1,073,324,909 which the Company has paid interim dividend for the period from January 2016 to June 2016 at the rate of Baht 0.60 per share which total amount of Baht 536,604,883.00 and will pay the remaining dividend for the period of July 2016 to December 2016 at the rate of Baht 0.60 per share which total amount of Baht 536,720,026.

The Company has scheduled the record date on April 20, 2017 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on April 21, 2017 to compile the shareholder list. The dividend payment shall be made on 3 May 2017.

The Chairman inquired the Meeting for more questions;

There is no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the appropriation of profit to pay dividend for the year 2016.

Resolution: the Meeting has considered and resolved to approve the appropriation of profit to pay dividend as proposed, and the voting comprised of;

Approved	706,225,318	votes or	100.0000	percent
Disapproved	0	votes or	0.0000	percent
Abstained	0	votes or	-	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

Agenda 5 To consider the election of directors to replace those retiring by rotation

The Chairman committed the Secretary of the Meeting to elucidate the meeting with respect to elect the directors in replacement of those retired by rotation.

The Secretary of the Meeting notified the meeting that at present, there are one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation in 2017; the list of retired directors was the followings;



- | | | |
|-----|----------------------------------|---|
| (1) | Mr. Chai Jroongtanapibarn | Independent Director and
Chairman of Audit Committee |
| (2) | Mr. Kraithip Krairiksh | Independent Director and
Audit Committee |
| (3) | Pol. Sub Lt. Kriengsak Lohachala | Independent Director |
| (4) | Mr. Thanakorn Puriwekin | Director |

For nominating the directors, the Company made an announcement to invite the minor shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's web site. The consequence is none of shareholders propose the name of candidates to the Company.

In selecting and nominating the candidates, the Nomination and Remuneration Committee considered the candidates qualified with competence, experience, good working records, leadership, vision, virtue, ethics, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit. Additionally, the Nomination and Remuneration Committee took into account the candidate's qualifications which are in line with the Board of Directors component and structure of the Company's Business Strategy.

The Board of Directors considered based on the matters proposed by the Nomination and Remuneration Committee, and agreed to propose biography of each director nominated for reelection at the General Meeting of Shareholders, details are as shown in Attachment 3.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to re-elect the directors in replacement of those retired by rotation.

Mr. Chardchai Trivimol , Volunteer on Shareholder Right Protection from Thai Investor Association, asked questions on the following matters:

1. What was the strength of the nominated as the Independent Committee whose fitting for the Managing strategy?
2. By cause of , the Independent Committee who taking the position more than 9 years, is there any independent from the other committee? Or Did the Company has any plan for such period limitation? And, asked for the Independent introduced themselves.

Mr. Verawat Ongvasith, one of the Nomination and Remuneration Committee gave the following answer:

1. According to the relating to SET regulation stated that the Listed Company has to consist the amount of the Independent Committee which considered at least of one third (1/3) of the Board of Director which containing 11 ,so, by the virtue of this regulation, the exact amount should be only 3 Independent Committee, however, the Company was concerning the protection of the Retail Shareholders' beneficial and the freedom of the Independent Committee Board. So, the Company decide to have 6 directors for this Board. So, the all 4 directors who nominated within this agenda had the knowledge and experience for protecting the Retails shareholders' beneficial. Moreover, 3 of them were the Independent Committee, which the Nomination and Remuneration Committee considered from their knowledge and experience relating to their useful opinion on the management, the Company strategy, and the strongly protecting of the Retail Shareholder. Therefore, as the Nomination and Remuneration Committee, considered to re-elect all 4 directors who nominated to take their positions.



Mr. Somchainuk Engtrakul gave the following answer:

2. The Period of the Independent Committee, the Company would consider this issue. Furthermore, suggest the Shareholders to re-elect all 4 directors who nominated to take their positions, so, Mr. Chai Jroongtanapibarn, who was accepted as the expertise of the Management, Theatrical Industry and non-conflict of interest which protecting all the shareholders' beneficial especially the Retail Shareholder. Pol.Sub.Lt. Kriengsak Lohachala, who is the expertise on the Commodity and non-conflict of interest which protecting all the shareholders' beneficial especially the Retail Shareholder. And, Mr. Kraithip Krairiksh, who was former Vice President of TMB which expertise on Financial. Moreover, he was fit for this position.

There is no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to re-elect the directors in replacement of those retired by rotation.

Resolution: the Meeting has considered and resolved to elect four retired directors to be the Company's directors for another term namely;

- (1) Mr. Chai Jroongtanapibarn with the votes as follows:
- | | | | | |
|---------------|-------------|----------|---------|---------|
| Approved | 668,469,298 | votes or | 94.6524 | percent |
| Disapproved | 5,667,173 | votes or | 0.8024 | percent |
| Abstained | 32,098,947 | votes or | 4.5450 | percent |
| Voided Ballot | 0 | votes or | 0.0000 | percent |
- (2) Mr. Kraithip Krairiksh with the votes as follows:
- | | | | | |
|---------------|-------------|----------|---------|---------|
| Approved | 673,983,981 | votes or | 95.4333 | percent |
| Disapproved | 152,490 | votes or | 0.0215 | percent |
| Abstained | 32,098,947 | votes or | 4.5450 | percent |
| Voided Ballot | 0 | votes or | 0.0000 | percent |
- (3) Pol. Sub Lt. Kriengsak Lohachala with the votes as follows:
- | | | | | |
|---------------|-------------|----------|---------|---------|
| Approved | 512,054,242 | votes or | 72.5047 | percent |
| Disapproved | 162,079,229 | votes or | 22.9497 | percent |
| Abstained | 32,101,947 | votes or | 4.5455 | percent |
| Voided Ballot | 0 | votes or | 0.0000 | percent |
- (4) Mr. Thanakorn Puriwekin with the votes as follows:
- | | | | | |
|---------------|-------------|----------|---------|---------|
| Approved | 661,197,988 | votes or | 93.6228 | percent |
| Disapproved | 12,938,483 | votes or | 1.8320 | percent |
| Abstained | 32,098,947 | votes or | 4.5450 | percent |
| Voided Ballot | 0 | votes or | 0.0000 | percent |
- of the total share of the shareholder who attended and voted

Agenda 6 To consider fixing remuneration for directors for 2017

The Chairman assigned Mr. Chai Jroongtanapibarn, the Chairman of the Nomination and Remuneration Committee, to report the details of the fixing remuneration for directors for 2017.

Mr. Chai Jroongtanapibarn reported that the Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2017, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size as stated in Survey on Remuneration of the Listed Companies' Directors by Thai Institute of Directors Association including business expansion and the



performance growth of the Company. The Nomination and Remuneration Committee thus agreed to propose to the remuneration for directors for 2017 not to exceed 13.1 Million Baht. The details are as remuneration 7.2 Million baht and special remuneration 5.9 Million baht. The details are shown in Attachments 4

The Chairman inquired the Meeting for more questions;

One shareholder asked the following questions:

1. Why the Company was fixing special remuneration and what was the standard to determine this fixing remuneration?
2. Why the company would not consider for such remuneration to the Shareholder?

Mr. Chai Jroongtanapibarn gave the following answer:

1. As the Company's policy to fixing remuneration to the director, which dividing into 2 parts; The annual remuneration for Director would be the fixing rate and the special remuneration would depended on the operation of the Company, which fluctuating to the operation of the Company, was the same standard as dividend.
2. When the Operation of the Company was profitable. So, the Shareholder would get dividend which including the price of the share would vary on the operation. Therefore, the special remuneration would as the same proposition of the dividend.

There is no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered the determination of Directors' Remuneration for 2017

Resolution: The Meeting has considered and resolved to approve the payment of the remuneration of the directors of the Company for the year 2017 as proposed, and the voting comprised of;

Approved	691,501,555	votes or	97.9137	percent
Disapproved	14,726,163	votes or	2.0851	percent
Abstained	8,000	votes or	0.0011	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

Agenda 7 To consider appointing an auditor and fix remuneration for 2017

The Chairman committed the Secretary of the Meeting to reported the details of the appointing an auditor and fix remuneration for 2017.

The Secretary of the Meeting notified that the Board of Directors, based on the Audit Committee's opinion, to propose to the General Meeting of Shareholders to appoint PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for year 2017 and to appoint the following auditors from PricewaterhouseCooper ABAS Ltd. as the Company's Auditors

- | | |
|---------------------------------|----------------------|
| 1. Mr. Kajornkiet Aroonpirodkul | CPA License No. 3445 |
| 2. Mr. Paiboon Tunkoon | CPA License No. 4298 |
| 3. Mr. Boonlert Kamolchanokkul | CPA License No. 5339 |
| 4. Mr. Chanchai Chaiprasith | CPA License No. 3760 |

Mr. Kajornkiet Aroonpirodkul had previously been approved by the Board of Directors' Meeting and the Shareholders' Meeting as an auditor of the Company and the Company's subsidiaries for 2006-2010 and 2016; Mr. Chanchai Chaiprasith had previously been nominated by the Board of



Directors' Meeting and the Shareholders' Meeting as an auditor of the Company and the Company's subsidiaries for 2011-2016; and Mr. Paiboon Tunkoon and Mr. Boonlert Kamolchanokkul are nominate by the Board of Directors' Meeting as an auditor of the Company and its subsidiaries for 2016, In addition, none of the above said CPAs has performed their duty (by signing the financial statement of the Company) for a period of 5 consecutive fiscal years.

Moreover, PricewaterhouseCoopers ABAS Ltd., the audit firm of the Company has been approved by the Board of Directors' Meeting and the Shareholders' Meeting as auditors of the Company and the Company's subsidiaries for 11 years.

In the case that the auditor whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work.

PricewaterhouseCooper ABAS Ltd and the four auditors mentioned above are completely independent from the Company and have no relation/interest with the Company/subsidiaries/executives/major shareholders or connected persons.

In addition, The Audit Committee then proposed to fix the total amount of auditing and other examination fees for the fiscal year 2017 at not to exceed Baht 7,540,000. The details are shown in Attachment 5.

The Chairman inquired the Meeting for more questions;

One shareholder asked the following questions

1. What is the standards that PricewaterhouseCoopers ABAS Ltd. consider the increasing of the remuneration?

Mr. Chai Jroongtanapibarn gave the following answer:

1. PricewaterhouseCoopers ABAS Ltd. is consider as follow 1. The changing the Accountant Standard which increasing of the amount of the work. 2. Whether the amount work in each year increasing or not, the Company expanding the substantial branches, so, the audit's remuneration would increasing as such growing.

There is no shareholder proposed any other inquiry. The Chairman proposed the Meeting that based on the Audit Committee' opinion, the Board of Directors agreed to propose the shareholders to appoint an auditor and fix remuneration for 2017.

Resolution: the Meeting has considered and resolved to approve the appointment of PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for year 2017 and to appoint the following auditors from PricewaterhouseCooper ABAS Ltd. as the Company's Auditors

- | | |
|---------------------------------|----------------------|
| 1. Mr. Kajornkiet Aroonpirodkul | CPA License No. 3445 |
| 2. Mr. Paiboon Tunkoon | CPA License No. 4298 |
| 3. Mr. Boonlert Kamolchanokkul | CPA License No. 5339 |
| 4. Mr. Chanchai Chaiprasith | CPA License No. 3760 |

In the case that the auditor whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work and fix the total amount of auditing and other examination fees for the fiscal year 2017 at not to exceed Baht 7,540,000 with the votes as follows:

Approved	661,804,921	votes or	97.2958	percent
Disapproved	18,393,402	votes or	2.7041	percent
Abstained	26,038,145	votes or	-	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

**Agenda 8 To consider approving issuance and offering of Company's Debentures**

The Chairman assigned the Secretary of the Meeting to report the details of the issuance and offering of Company's Debentures.

The Company Secretary reported that The Company would like to prepare a financing source for refinancing and paying principle of the Company's Debenture amount of THB 1,000 million which will be paid on August 2017 and for expand the Company's business. This Debenture will be additional issued from the remaining amount of THB 400 million. The issue and offer Debentures with the value not exceeding THB 1,100 million. The details are as follow:

- Use of Proceeds : For refinancing and paying principle of the Company's Debenture amount of THB 1,000 million which will be paid on August 2017 and for the business expansion plan.
- Type : Debenture which can be characterized as an armortization or bullet payment, secured or unsecured, unsubordinated debenture, with or without Debentureholders' representative, subject to the prevailing market conditions at the time of issue and offering of the relevant Debenture.
- Amount : The principal amount of the Debenture will not exceed Baht 1,100 million or the equivalent amount in other currencies.
- Offering : The Debenture will be offered domestically and/or oversea to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : Not exceeding 5 years.
- Early redemption : Depending on conditions of Debenture issued each time.
- Other Conditions : Additional restrictions and conditions of the Debenture such as the type of the Debenture to be issued each time, face value, offered price per unit, interest rate, appointment of Debentureholders' representative, issuance and offering method, allocation method, details of the offering, early redemption, registration on stock trade center and/or the secondary markets shall be determined and fixed by the Board of Directors and/or the Managing Director and/or person(s) entrusted by the Board of Directors or the Managing Director to be later considered and determined.

In addition, the Chief Executive Officer and/or the person(s) entrusted by the Board of Directors or the Chief Executive Officer shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debenture including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the



Debenture in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s), correction, amendment and approval of documents and/or agreements in relation to appointment of advisors etc.

The Chairman proposed for the Meeting to approve to the Board of Director and/or the Executive Director to proceed as mentioned accordingly to the Term and Condition of issuing and offering of Company's Debenture.

The Chairman inquired the Meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the issuance and offering of Company's Debentures.

Resolution: The Meeting has considered and resolved to approve to approve the issuance and offering of Company's Debentures not more than THB 1,100 million as proposed, and the voting comprised of authorized to the Board of Director and/or the Executive Director proceeded as propose;

Approved	693,895,868	votes or	98.2526	percent
Disapproved	12,332,100	votes or	1.7461	percent
Abstained	8,500	votes or	0.0012	percent
Voided Ballot	0	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

Agenda 9 Other business (if any).

- none -

At the end of Agenda 9, the Chairman inquired the meeting for more questions

An individual shareholder asked the following question:

1. Is there any offering price of the Debenture?

Miss Thitapat Issarapornpat gave the following answer.

1. The Company would not consider for such price.

Mr.Tawan Vitchpun, an individual asked the following question:

1. What is the Business plan and the Investment plan in next 5 and 10 years in advanced?

Mr. Vicha Poolvaraluk gave the following answer:

1. The Company planning such plan to Year 2020, At the present, the Company have the 680 cinemas in approximately in Thailand including Cambodia and Laos. And, the Company planned to operate more than 75 cinemas in domestic and abroad, which operating 1 cinema in Laos and the another 1 in Cambodia. Within the end of this year, the Company is expecting to operate at 760 cinemas which consider as planning in the last 2 years. In 2020, the Company is planning to operate



the other 900 cinemas in Thailand. Furthermore, in CLMV will operate the other 100 cinemas which considered continuing growing in every years.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman declared the meeting closed at 11:05 am.

A handwritten signature in black ink, appearing to read "Somchai Eytaku".

The Chairman of the Meeting