



PO.101/2017

20 October 2017

Subject : Resolutions of the Extraordinary General Meeting of Shareholders No.1/ 2017

To: President
The Stock Exchange of Thailand,

As the International Engineering Public Company Limited had held the Extraordinary General Meeting of Shareholders No.1/ 2017 on 20 October 2017 at 13.30 hrs. at the Ratchathevi Grand Ballroom Floor 3 Asia Hotel, Bangkok, 296 Phayathai road, Phetchaburi subdistrict, Ratchathevi district, Bangkok

While the chairman of the meeting was in the process of opening the meeting at 13.59 hrs., there were 2,345 shareholders and proxies presented with the total number of shares 76,622,161,779 units which were accounted for 37.6352 percent of the total subscribed shares of 203,591,502,350 units with the shareholders' meeting resolutions as followed:

1. Approved the Minutes of the Annual General Meeting of Shareholders 2017 (re-scheduled) on 22 May 2017 with the majority votes of the shareholders attending the meeting and casting their votes according to Section 107 (1) Public Limited Companies Act, B.E.2535 with the following votes.

- Approved	104,811,919,805 Votes	accounted for 99.0612 %
- Disapproved	993,339,210 Votes	accounted for 0.9388 %
Total	105,805,259,015 Votes	accounted for 100 %
- Abstained	320,529,166 Votes	accounted for -
- Invalid	0 Votes	accounted for -

of the total votes of shareholders attending the meeting and casting their votes.

2. Approved the decrease of the Company's registered capital from 2,440,745,055 Baht to 2,440,661,250.76 Baht by cancelling 8,380,424 unsubscribed ordinary shares at the par value of 0.01 Baht per unit with the votes of not less than three-fourths of the total votes of the shareholders



attending the meeting and having the right to vote according to Section 139 of the Public Limited Companies Act B.E.2535 with the following votes.

- Approved	115,215,345,462	Votes	accounted for 99.6381 %
- Disapproved	114,066,786	Votes	accounted for 0.0986 %
- Abstained	304,383,830	Votes	accounted for 0.2632 %
total	115,633,796,078	Votes	accounted for 100 %
- Invalid	0	Votes	accounted for -

of the total votes of shareholders attending the meeting and casting their votes.

3. Approved the amendment of Clause 4 of the Company's Memorandum of Association (Registered Capital) in order to be in line with the decrease of the registered capital by cancelling the unsubscribed shares with the votes of no less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote according to Section 31 of the Public Limited Companies Act B.E.2535 with the following votes.

- Approved	102,660,395,974	Votes	accounted for 85.5711 %
- Disapproved	16,971,677,754	Votes	accounted for 14.1465 %
- Abstained	338,829,399	Votes	accounted for 0.2824 %
total	119,970,903,127	Votes	accounted for 100 %
- Invalid	0	Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

4. Approved the increase of the Company's registered capital by 2,035,915,023.50 Baht from the original registered capital of 2,440,661,250.76 Baht to the increased registered capital of 4,476,576,274.26 Baht by issuing new ordinary shares 203,591,502,350 units at a par value of 0.01 Baht (One Satang) each with the votes of no less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote according to Section 136 (2) Public Limited Company Act B.E.2535 with the following votes.

- Approved	105,796,588,004	Votes	accounted for 88.1609 %
- Disapproved	13,867,665,723	Votes	accounted for 11.5560 %
- Abstained	339,689,399	Votes	accounted for 0.2831 %
total	120,003,943,126	Votes	accounted for 100 %
- Invalid	0	Votes	accounted for -



of the total votes of the shareholders attending the meeting and having the right to vote,

5. Approved the amendment of Clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the increase of the registered capital of the Company with the votes of no less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote according to Section 31 of the Public Limited Companies Act B.E.2535 with the following votes.

- Approved	107,414,896,831 Votes	accounted for 86.8677 %
- Disapproved	15,898,819,401 Votes	accounted for 12.8576%
- Abstained	339,689,399 Votes	accounted for 0.2747%
total	123,653,405,631 Votes	accounted for 100 %
- Invalid	24,039,549 Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

6. Approved the allotment and offering of new ordinary shares of the Company of 203,591,502,350 units at the par value of 0.01 Baht (One Satang) each by allotment and right offering to the existing share holders with the ratio of 1 existing share to 1 new share at the offering price of 0.0125/ new share (Zero point zero one two five Baht / share) with the majority votes of the shareholders attending the meeting and casting their votes according to Section 107 (1) Public Limited Companies Act, B.E.2535 resulting in the following votes.

- Approved	107,946,454,826 Votes	accounted for 87.1265 %
- Disapproved	15,949,733,932 Votes	accounted for 12.8735 %
total	123,896,188,758 Votes	accounted for 100 %
- Abstained	1,195,271,348 Votes	accounted for - %
- Invalid	277,441,194 Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

7. Approved of the appointment of 6 additional directors with the candidates who received the majority of votes of the shareholders attending the meeting and casting their votes and the persons receiving the highest number of votes in descending order were 6 persons from the total of 12 candidates to be appointed as the additional directors.



Each of the 12 candidates received the votes as followed

(1) Mr. Komol Jungrunruangkit

- Approved	114,910,218,489 Votes	accounted for	89.1852%
- Disapproved	13,934,330,871 Votes	accounted for	10.8148 %
Total	128,844,549,360 Votes	accounted for	100 %
- Abstained	359,914,740 Votes	accounted for	- %
- Invalid	11,250,000 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(2) Mr. Dumrong Putiput

- Approved	112,333,996,203 Votes	accounted for	87.3392 %
- Disapproved	16,284,121,739 Votes	accounted for	12.6608 %
Total	128,618,117,942 Votes	accounted for	100 %
- Abstained	584,196,158 Votes	accounted for	- %
- Invalid	13,400,000 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(3) Mr. Sakda Sinives

- Approved	110,044,976,623 Votes	accounted for	85.5557 %
- Disapproved	18,578,790,851 Votes	accounted for	14.4443 %
Total	128,623,767,474 Votes	accounted for	100 %
- Abstained	583,925,376 Votes	accounted for	- %
- Invalid	8,021,250 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(4) Mr. Pornthep Itsoponpun

- Approved	112,391,980,966 Votes	accounted for	87.5269 %
- Disapproved	16,016,518,688 Votes	accounted for	12.4731 %
Total	128,408,499,654 Votes	accounted for	100 %
- Abstained	790,964,446 Votes	accounted for	- %
- Invalid	16,250,000 Votes	accounted for	- %



of the total votes of shareholders attending the meeting and casting their votes.

(5) Mr. Chatchawan Hasuwannakit

- Approved	113,400,963,677 Votes	accounted for	88.7440 %
- Disapproved	14,383,347,333 Votes	accounted for	11.2560 %
Total	127,784,311,010 Votes	accounted for	100 %
- Abstained	1,431,403,090 Votes	accounted for	- %
- Invalid	0 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(6) Mr. Apichet Paiboonpan

- Approved	110,748,018,783 Votes	accounted for	87.2342 %
- Disapproved	16,206,777,749 Votes	accounted for	12.7658 %
Total	126,954,796,532 Votes	accounted for	100 %
- Abstained	2,259,317,568 Votes	accounted for	- %
- Invalid	1,600,000 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(7) Mr. Tischuan Nanavaratorn

- Approved	45,929,939,638 Votes	accounted for	36.1653 %
- Disapproved	81,070,102,472 Votes	accounted for	63.8347 %
Total	127,000,043,110 Votes	accounted for	100 %
- Abstained	1,389,191,188 Votes	accounted for	- %
- Invalid	826,479,802 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

(8) Mr. Kornchanan Thananpong

- Approved	38,801,182,826 Votes	accounted for	32.9689 %
- Disapproved	78,889,106,502 Votes	accounted for	67.0311 %
Total	117,690,289,328 Votes	accounted for	100 %
- Abstained	1,575,037,542 Votes	accounted for	- %
- Invalid	9,950,387,230 Votes	accounted for	- %



of the total votes of shareholders attending the meeting and casting their votes.

(9) Mr. Sunchai Chogpingpithak

- Approved	39,139,807,111 Votes	accounted for 31.0317 %
- Disapproved	86,988,584,468 Votes	accounted for 68.9683 %
Total	126,128,391,579 Votes	accounted for 100 %
- Abstained	2,102,588,524 Votes	accounted for - %
- Invalid	984,733,997 Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

(10) Mr. Pongsakorn Boonworamete

- Approved	45,032,855,747 Votes	accounted for 35.2985 %
- Disapproved	82,544,299,116 Votes	accounted for 64.7015 %
Total	127,577,154,863 Votes	accounted for 100 %
- Abstained	850,615,674 Votes	accounted for - %
- Invalid	787,943,563 Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

(11) Mr. Uracha Channgom

- Approved	40,545,073,591 Votes	accounted for 31.9264 %
- Disapproved	86,450,338,646 Votes	accounted for 68.0736 %
Total	126,995,412,237 Votes	accounted for 100 %
- Abstained	2,029,064,071 Votes	accounted for - %
- Invalid	191,237,792 Votes	accounted for - %

of the total votes of shareholders attending the meeting and casting their votes.

(12) Mr. Worrarat Tantisewekul

- Approved	37,445,521,178 Votes	accounted for 29.6082 %
- Disapproved	89,024,539,937 Votes	accounted for 70.3918 %
Total	126,470,061,115 Votes	accounted for 100 %
- Abstained	2,057,691,826 Votes	accounted for - %
- Invalid	687,961,159 Votes	accounted for - %



of the total votes of shareholders attending the meeting and casting their votes.

Conclusion of the resolution The persons appointed as the 6 additional directors (ranking from the first 6 persons receiving the highest majority votes of shareholders attending the meeting and casting their votes.) are

- | | | |
|----|-----------------------------|----------------|
| 1. | Mr. Komol Jungrungruangkit | with 89.1852 % |
| 2. | Mr. Chatchawan Hasuwannakit | with 88.7440 % |
| 3. | Mr. Pornthep Itsoponpun | with 87.5269 % |
| 4. | Mr. Dumrong Putiput | with 87.3392 % |
| 5. | Mr. Apichet Paiboonpan | with 87.2342 % |
| 6. | Mr. Sakda Sinives Sinives | with 85.5557 % |

Therefore, after this Extraordinary General Meeting of Shareholders No.1/ 2017, there will be, in total, 11 directors in the company with the names as followed,

- | | | |
|-----|--------------------------------|--------------------------------------|
| 1. | Mr. Pongkawin Jungrungruangkit | Chairman and Chief Executive Officer |
| 2. | Mr. Santichai Teowsomboonkij | Vice Chairman |
| 3. | Mr. Metha Thamviharn | Director / Audit Committee |
| 4. | Mr. Poorich Nanawaratorn | Director |
| 5. | Lt. Gen. Wattana Petchmongkol | Director |
| 6. | Mr. Komol Jungrungruangkit | Director |
| 7. | Mr. Chatchawal Hasuwannakit | Director |
| 8. | Mr. Pornthep Itsoponpun | Director |
| 9. | Mr. Dumrong Putiput | Director |
| 10. | Mr. Apichet Paiboonpan | Director |
| 11. | Mr. Sakda Sinives | Director |

8. When the shareholders' meeting had proceeded and the matters, following the order as stated in the notice of the meeting, had been considered, the Company then asked the Meeting to consider an additional agenda, the appointment of the auditors and the remuneration of the auditors of the group companies for the Meeting to approve within the meeting under Section 105 paragraph two of the Public Limited Companies Act B.E.2535 with the shareholders whose the accumulated number of shares



is no less than one-third of the total number of subscribed shares. (The total number of subscribed shares is 203,591,502,350 units.)

Remarks : On 18 October 2017, the Company had already disclosed the information about the appointment of the auditors and the remuneration of the auditors for the shareholders and the general investors to be aware of such information through the communication channels of the Stock Exchange of Thailand (ELCID), referring to the Company's letter No. PO 099/2560; Subject : The appointment of the auditors and the remuneration of the auditors. issued on 18 October 2016.

The Meeting has resolved to approve the additional agenda of the appointment of the auditors and the remuneration of the auditors of the group companies for the year 2016 into the agenda of the Extraordinary General Meeting of Shareholders No. 1/2560 to be approved in the next meeting with the approval of shareholders' votes of no less than one-third of the total sold shares of the Company under Section 105 paragraph two of the Public Limited Companies Act B.E.2535 with the following votes;

- Approved	126,506,274,687 Votes	accounted for	62.1373 %
- Disapproved	1,453,323,732 Votes	accounted for	0.7138 %
- Abstained	880,091,259 Votes	accounted for	0.4323 %
- Invalid	376,024,422 Votes	accounted for	0.1847 %
Total	129,215,714,100 Votes	accounted for	63.4681 %

The amount of subscribed shares is 203,591,502,350 units accounted for 100 %.

9. Approved the appointment of the auditors and the remuneration of the auditors of the group companies for the year 2016 by appointing auditors of Grant Thornton company to be the auditors for the year 2016 with the audit fees of no more than 7,500,000 Baht (seven millions and five hundred thousands Baht). The list of certified public accountants is as followed

Name	Certified Public Accountant Number
Mr. Somkid Tiattrakul	2785
Ms. Kanyanut Sriratchatchawal	6549
Mr. Theerasak Chuasrisakul	6624
Ms. Sansanee Poolsawas	6977
Mr. Narin Joramongkol	8593



For this, the resolution was passed by a majority vote of the shareholders attending the meeting and casting their votes, according to Section 107 (1) Public Limited Companies Act, B.E.2535 with the following votes.

- Approved	128,257,050,490 Votes	accounted for	99.4942 %
- Disapproved	652,031,341 Votes	accounted for	0.5058 %
total	128,909,081,831 Votes	accounted for	100 %
- Abstained	306,632,269 Votes	accounted for	- %
- Invalid	0 Votes	accounted for	- %

of the total votes of shareholders attending the meeting and casting their votes.

Remarks : *** During the meeting, there were additional shareholders coming to the venue, resulting number of attending shares in various agenda to exceed the numbers when the meeting was opened.

As a result, the total number of shareholders and proxies are 4,088 persons, accounted for 129,215,714,100 shares or 63.4681 % of total subscribed shares.

The Chairman declared the meeting adjourned at 23.39 hrs.

Please be informed accordingly.

Yours sincerely,

(Mr. Pongkawin Jungrungruangkit)

Chairman and Chief Executive Officer