



PO No. 056/2017

23rd May 2017

Re: AGM 2017 (Re-scheduled) Resolutions

To: President

The Stock Exchange of Thailand,

The Annual General Meeting 2017 (Re-scheduled) of The International Engineering Public Company Limited held on 22th May 2017, 14.00 hours, at Plenary Hall 1, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey District, Bangkok, was convened. According to the Section 103 Clause 2 of the Public Limited Company Act B.E. 2535 and Clause 33 of the company's Articles of Association, this meeting lawfully did not require a quorum.

Chairman of the meeting declared AGM 2017 open at 14.10 a.m. There were 739 shareholders and proxies in attendance, amounting 65,399,551,338 shares, or 32.1451 % of the total 203,451,239,651 subscribed shares. Resolutions to each agenda are as follow:

1. Review and approve the minutes of the 2016 AGM, dated 25th April 2016 with a majority vote from shareholders in presence with vote. Voting results are as follow:

- Approve	61,252,294,420	Votes	or	89.1646 %
- Disapprove	7,443,439,223	Votes	or	10.8354 %
- Total	68,695,733.643	Votes	or	100 %
- Abstain	4,699,319,667	Votes	or	-
- Voided	146,137,045	Votes	or	-

of the total votes of shareholders in presence with vote

2. The general meeting acknowledged operating results of the company in 2016
3. Approve omission of dividend for the operating year of 2016 with a majority vote from shareholders in presence with vote. Voting results are as follow:

- Approve	64,178,647,646	Votes	or	87.7398 %
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- Disapprove	8,967,875,302	Votes	or	12.2602 %
- Total	73,146,522,948	Votes	or	100 %
- Abstain	560,533,473	Votes	or	-
- Voided	246,627,153	Votes	or	-

of the total votes of shareholders in presence with vote

While proceeding to the Agenda 4 regarding the election to replace directors with expiring tenure in 2017 AGM, totally three persons, namely (1) Lt. Somsak Yamasamit, (2) Mrs. Sunjutha Witchawut and (3) Lt Dr. Suphornchai Siriwoharn, at the beginning of the meeting opening session, the Chairman of the Board acting as Chairman of the meeting addressed the meeting that Mrs. Sunjutha Witchawut informed him her wish to withdraw from the election of director for another term due to personal reason. Therefore, there were 2 remaining directors with expiring tenure eligible for consideration for re-election for another term, namely (1) Lt. Somsak Yamasmit and (2) Lt Dr. Suphornchai Siriwoharn.

While discussing on Agenda 4, some group of shareholders informed the Chairman to nominate persons they deemed capable and knowledgeable to the meeting for consideration and election to replace the directors with expiring tenure in addition to the 2 directors nominated by the Company. The meeting has a widespread discussion on the topic and came to a conclusion that will ensure transparency, legitimacy and the rights of the shareholder equally.

The meeting agreed to have the shareholders attending the meeting to express their opinion whether there should be additional nominations of persons for consideration and election to replace the directors with expiring tenure in addition to the 2 directors nominated by the Company. The Company's management proposed that the meeting the prepared use ad hoc voting cards to vote in regards to the topic. If a shareholder agrees to the additional nomination, they should mark "Approve". If they do not agree that there should be any additional nomination, they should mark "Disapprove". The decision will be judged based on majority vote of the shareholders in presence with votes.

The voting result is that the majority of the meeting agreed to the additional nominations of persons for consideration and election to replace the directors with expiring tenure. The voting results are as follow:

- Approve	61,666,743,130	Votes	or	90.7186%
- Disapprove	6,309,089,009	Votes	or	9.2814 %
- Total	67,975,832,139	Votes	or	100 %



- Abstain	110,303,543	Votes	or	-
- Voided	976,186,988	Votes	or	-
- Unsubmitted	4,974,610,904	Votes	or	-

of the total votes of shareholders in presence with vote.

Therefore in the Agenda 4, there were nominations of persons with their personal profiles for consideration and election to replace the directors with expiring tenure, totalling in 5 for meeting's consideration, namely:

1. Mr. Santichai Teowsomboonkij
2. Lt. Gen. Wattana Petchmongkol
3. Mr. Poorich Nanawaratorn
4. Mr. Wisit Rakwisitwong
5. Mr. Somchai Lertwisettheerakul

The voting results in Agenda 4 will be shown at the end of Agenda 4.

4. Approve the directors who won the majority votes from shareholders in presence with votes and 3 persons with highest votes in respective order to replace the directors with expiring tenure.

The voting results of the 7 candidates are as follow:

- (1) Lt. Somsak Yamasamit

- Approve	5,414,511,449	Votes	or	7.8441 %
- Disapprove	63,612,448,466	Votes	or	92.1559 %
- Total	69,026,959,915	Votes	or	100 %
- Abstain	472,368,198	Votes	or	-
- Voided	230,877,256	Votes	or	-
- Unsubmitted	4,308,478,205	Votes	or	-

of the total votes of shareholders in presence with vote

- (2) Lt Dr. Suphomchai Siriwoharn

- Approve	11,059,218,434	Votes	or	7.8441 %
- Disapprove	58,327,554,934	Votes	or	92.1559 %
- Total	69,386,773,368	Votes	or	100 %
- Abstain	97,880,104	Votes	or	-
- Voided	297,411,672	Votes	or	-



- Unsubmitted 4,256,618,430 Votes or -
of the total votes of shareholders in presence with vote

(3) Mr. Santichai Teowsomboonkij

- Approve 52,699,130,518 Votes or **80.7873%**
- Disapprove 12,532,855,389 Votes or 19.2127 %
- Total 65,231,985,907 Votes or 100 %
- Abstain 582,903,580 Votes or -
- Voided 1,069,778,383 Votes or -
- Unsubmitted 7,154,015,704 Votes or -
of the total votes of shareholders in presence with vote

(4) Lt. Gen. Wattana Petchmongkol

- Approve 51,830,270,406 Votes or **78.4579 %**
- Disapprove 14,230,966,850 Votes or 21.5421 %
- Total 66,061,237,256 Votes or 100 %
- Abstain 253,610,418 Votes or -
- Voided 999,508,538 Votes or -
- Unsubmitted 6,724,327,362 Votes or -
of the total votes of shareholders in presence with vote

(5) Mr. Poorich Nanawaratorn

- Approve 53,250,174,569 Votes or **80.8487 %**
- Disapprove 12,613,821,219 Votes or 19.1513 %
- Total 65,863,995,788 Votes or 100 %
- Abstain 246,300,820 Votes or -
- Voided 1,366,754,539 Votes or -
- Unsubmitted 6,561,632,427 Votes or -
of the total votes of shareholders in presence with vote

(6) Mr. Wisit Rakwisitwong

- Approve 5,657,055,948 Votes or 8.6016 %



- Disapprove	60,110,703,778	Votes	or	91.3984 %
- Total	65,767,759,726	Votes	or	100 %
- Abstain	248,382,149	Votes	or	-
- Voided	1,003,316,702	Votes	or	-
- Unsubmitted	7,019,224,997	Votes	or	-

of the total votes of shareholders in presence with vote

(7) Mr. Somchai Lertwisettheerakul

- Approve	20,753,282,210	Votes	or	31.5649 %
- Disapprove	44,994,782,616	Votes	or	68.4351 %
- Total	65,748,064,826	Votes	or	100 %
- Abstain	73,761,754	Votes	or	-
- Voided	1,512,937,717	Votes	or	-
- Unsubmitted	6,703,919,277	Votes	or	-

of the total votes of shareholders in presence with vote

In summary, the 3 persons appointed to be replace the directors with expiring tenure are as follow (ordered from the highest amount of votes):

1. Mr. Poorich Nanawaratorn
2. Mr. Santichai Teowsomboonkij
3. Lt. Gen. Wattana Petchmongkol

Therefore, after the 2017 Annual General Meeting (Re-scheduled), as of present, the Company has 9 directors as follow:

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|---------------------------------|--|
| 1. General Kittisak Rathprasert | Chairman of the Board |
| 2. Dr. Kasemson Pipatsirisak | Director and Chairman of Audit Committee |
| 3. Mr. Metha Thamviharn | Director and Audit Committee |
| 4. Dr. Morakot Siri Wattanaroj | Director and Audit Committee |
| 5. Dr. Pairote Sattayatham | Director |
| 6. Mr. Narong Ongartmaneerut | Director |
| 7. Mr. Poorich Nanawaratorn | Director |
| 8. Mr. Santichai Teowsomboonkij | Director |



9. Lt. Gen. Wattana Petchmongkol Director

5. Disapprove the appointment of an additional director, Miss Nuttida Nikothangkul because approval vote did not make a majority vote among shareholders in presence with votes. Voting results are as follow:

(1) Miss Nuttida Nikothangkul Director

- Approve	12,384,992,190	Votes	or	18.5228 %
- Disapprove	54,478,413,576	Votes	or	81.4772 %
- Total	66,863,405,766	Votes	or	100 %
- Abstain	330,350,594	Votes	or	-
- Voided	150,723,849	Votes	or	-
- Unsubmitted	6,694,203,365	Votes	or	-

of the total votes of shareholders in presence with vote

6. Disapprove remuneration for director in 2017, which are meeting allowance for director, executive director, member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee in 2017, in total amount not exceeding THB 7,500,000 (Seven Million Five Hundred Thousand Baht) because approval vote did not make a two-thirds majority of shareholders in presence. Voting results are as follow:

- Approve	12,384,992,190	Votes	or	31.3600 %
- Disapprove	54,478,413,576	Votes	or	68.4965 %
- Abstain	104,414,513	Votes	or	0.1435 %
- Total	72,768,039,103	Votes	or	100 %
- Voided	1,270,644,471	Votes	or	-

of the total votes of shareholders in presence

7. Disapprove the amendment the Articles of Association, clause 4 paragraph 1 because approval vote did not make a three-fourths majority of shareholders in presence with votes. Voting results are as follow:

- Approve	25,906,564,122	Votes	or	35.3717 %
- Disapprove	47,304,454,742	Votes	or	64.5875 %
- Abstain	29,821,302	Votes	or	0.0407 %



- Total 73,240,840,166 Votes or 100 %
 - Voided 797,843,408 Votes or -
- of the total votes of shareholders and proxies in presence with vote

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

As a result, total number of shareholders and proxies are 936 persons, accounted for 74,038,683,574 shares or 36.3914 % of total subscribed shares.

Chairman of the meeting declared the meeting closed at 21.45.

Please be informed accordingly.

Yours sincerely,

(Lt. Dr. Supornchai Siriwoharn)

Chief Executive Officer