



PO No. 023/2016

25 April 2016

President
The Stock Exchange of Thailand**Re: AGM 2016 Resolutions (Amendment)**

The Annual General Meeting 2016 of The International Engineering PCL held on April 25, 2016, 14.00 hours, at Plenary Hall 1, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Khlong Toei, Bangkok, was convened.

Chairman of the meeting declared AGM 2016 open at 2.32 p.m. There were 1,002 shareholders and proxies in attendance, amounting 71,988,890,270 shares, or 35.3936 % of the total 203,395,421,250 subscribed shares.

Resolutions to each agenda are as follow:

1. Approve the minutes of the Extraordinary General Meeting of Shareholder No.1/2015, dated 14 December 2015

- Approve	73,517,561,568	votes	or	100	%
- Disapprove	0	votes	or	0	%
- Abstain	12,056,252	votes	or	-	%

of the total votes of shareholders in presence with right of vote

2. The general meeting acknowledged operating results of the company in 2015

3. Approve the audited annual balance sheet, profit and loss statement for the year as ended 31 December 2015

- Approve	70,043,187,801	votes	or	94.3037	%
- Disapprove	4,230,838,986	votes	or	5.6963	%
- Abstain	13,518,329	votes	or	-	%

of the total votes of shareholders in presence with right of vote

4. Approve omission of dividend for the operating year of 2015

- Approve	73,860,737,011	votes	or	99.0539	%
- Disapprove	705,438,680	votes	or	0.9461	%
- Abstain	190,764,728	votes	or	-	%

of the total votes of shareholders in presence with right of vote



5. Approve appointment of (1) Ms. Maliwan Phahuwattanakorn, CPA No. 4701 or (2) Mr. Manit Warakitjaporn, CPA No. 7326, of NPS Siam Audit Limited one of the above auditors empowered to review, audit and give opinions to the financial statements of the company in 2016, capping audit fee for the company and subsidiaries in 2016 at THB 7,000,000.

- Approve	65,691,720,421	votes	or	87.8781	%
- Disapprove	9,061,534,533	votes	or	12.1219	%
- Abstain	20,260,698	votes	or	-	%

of the total votes of shareholders in presence with right of vote

6. Approve appointment of directors with expiring tenure, totally three persons, namely (1) Dr. Bhusana Premanode, (2) Mr. Sutee Phongpaiboon and (3) Professor Dr. Pairote Sattayatham to continue their office term. Voting results are as follow:

(1) Dr. Bhusana Premanode

- Approve	66,731,607,372	votes	or	94.3405	%
- Disapprove	4,003,257,319	votes	or	5.6595	%
- Abstain	4,038,650,984	votes	or	-	%

of the total votes of shareholders in presence with right of vote

(2) Mr. Sutee Phongpaiboon

- Approve	70,005,443,974	votes	or	94.0720	%
- Disapprove	4,411,442,275	votes	or	5.9280	%
- Abstain	356,629,426	votes	or	-	%

of the total votes of shareholders in presence with right of vote

(3) Professor Dr. Pairote Sattayatham

- Approve	69,931,388,050	votes	or	94.1600	%
- Disapprove	4,337,316,970	votes	or	5.8400	%
- Abstain	504,810,655	votes	or	-	%

of the total votes of shareholders in presence with right of vote

7. Approve the election of 2 additional directors, adding to the existing 9 directors, making 11 directors. The newly elected directors include:

(1) Dr. Bussakorn Jaruwachirathanakul; and,

(2) Professor Dr. Narumon Saardchom.

Effective April 25, 2016. Voting results are as follow:

(1) Dr. Bussakorn Jaruwachirathanakul **Director (Independent Director)**

- Approve	70,423,531,317	votes	or	94.6793	%
- Disapprove	3,957,584,129	votes	or	5.3207	%
- Abstain	392,993,001	votes	or	-	%

of the total votes of shareholders in presence with right of vote

(2) Professor Dr. Narumon Saardchom **Director (Independent Director)**

- Approve	65,717,852,343	votes	or	88.5100	%
- Disapprove	8,531,224,373	votes	or	11.4900	%
- Abstain	525,031,731	votes	or	-	%

of the total votes of shareholders in presence with right of vote



8. Approve remuneration for director in 2016, 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 2016, in total amount not exceeding THB 7,500,000 (Seven million and five hundred thousand Baht)

- Approve 66,459,584,847 votes or 88.8805 %
- Disapprove 8,139,273,014 votes or 10.8851 %
- Abstain 175,250,586 votes or 0.2344 %
of the total votes of shareholders in presence

9. Approve the decrease of the Company's registered capital from THB 2,048,245,850 to THB 2,033,954,212.50, divided into 203,395,421,250 shares with par value of THB 0.01 each, by eliminating 1,429,163,750 unissued ordinary shares.

- Approve 71,187,528,019 votes or 95.1954 %
- Disapprove 3,562,890,753 votes or 4.7645 %
- Abstain 30,012,175 votes or 0.0401 %
of the total votes of shareholders in presence with right of vote

10. Approve the amendment of the Company's Memorandum of Association, Clause 4 (Registered Capital) to be in compliance with the capital decreased by eliminating the unissued ordinary shares.

- Approve 71,200,607,868 votes or 95.2129 %
- Disapprove 3,545,447,688 votes or 4.7411 %
- Abstain 34,375,391 votes or 0.0460 %
of the total votes of shareholders in presence with right of vote

11. Approve to increase the Company's registered capital by THB 406,790,842.50, adding to the current registered capital of THB 2,033,954,212.50, to be THB 2,440,745,055, by issuing 40,679,084,250 new ordinary shares with par value of THB 0.01 per share.

- Approve 71,024,311,840 votes or 94.9764 %
- Disapprove 3,723,751,650 votes or 4.9795 %
- Abstain 27,291,000 votes or 0.0365 %
- Voided Ballot 5,676,457 votes or 0.0076 %
of the total votes of shareholders in presence with right of vote

12. Approve the amendment of the Company's Memorandum of Association, Clause 4 (Registered Capital) to be in compliance with the increased capital.

- Approve 71,037,275,796 votes or 94.9937 %
- Disapprove 3,720,151,650 votes or 4.9747 %
- Abstain 23,603,501 votes or 0.0316 %
of the total votes of shareholders in presence with right of vote



13. Approve the issuance and allotment of warrant to purchase new ordinary shares of the Company # 2 (IEC-W2) of not exceeding 40,679,084,250 units to the existing shareholders at the ratio of 5 existing ordinary shares to 1 unit of IEC-W2, free of charge and valid for three years from the date of issuance.

- Approve 74,565,695,594 votes or 99.7120 %
- Disapprove 193,963,058 votes or 0.2594 %
- Abstain 21,372,295 votes or 0.0286 %
of the total votes of shareholders in presence with right of vote

14. Approve the issuance and allotment of the Company's new ordinary shares of not exceeding 40,679,084,250 shares with par value of THB 0.01 (one satang) each, to accommodate the right to exercise the warrants (IEC-W2).

- Approve 74,752,758,652 votes or 99.9622 %
- Disapprove 6,900,000 votes or 0.0092 %
- Abstain 21,372,295 votes or 0.0286 %
of the total votes of shareholders in presence with right of vote

Note: *** 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 1,138 persons, accounted for 74,781,030,947 shares or 36.7663 % of total subscribed shares.

Please be informed accordingly.

Yours sincerely,

(Dr. Attawooth Laohapakdee)
Senior Executive Vice President , Operation Unit 2