

Translation

CEN 002-2020

March 18, 2020

Subject To schedule 2020 Annual General Meeting of Shareholders and omit dividend payment

To The Manager and President  
The Stock Exchange of Thailand

Resolution from Board of Capital Engineering Network Public Company Limited meeting No.2-2020 dated March 18, 2020 resolved as follows:

1. To propose 2020 Annual General Meeting of Shareholders for approval omit dividend payment for year 2019 for business operation during January 1 – December 31, 2019 due to loss in business operations

2. To appoint directors who retired by rotation in totaling of 4 people as follow

- |                     |                  |   |
|---------------------|------------------|---|
| 1. Dr. Visit        | Ongpipattanakul  | Director, Independent Director<br>Chairman of Audit Committee |
| 2. Mr. Jakkathan    | Yothanan         | Director, Independent Director<br>and Audit Committee         |
| 3. Miss Usara       | Pattatang        | Director  |
| 4. Miss Laphassarin | Kraiwongwanitrun | Director  |

The Board of Directors agrees to propose 4 elections that retired by rotation to be re-elect for another term and propose to 2020 Annual General Meeting of Shareholders to consider and approve

3. Propose to 2020 Annual General Meeting of Shareholders to consider and approve remuneration for directors of year 2020 amounting of Baht 2,500,000 as decreased when compared to year 2012 as amount of Baht 3,500,000 which payment of each time as follows;

- (1) Board of Director (every time attends)
  - Meeting allowance for Chairman equal to Baht 25,000 thus chairman whom normally receive monthly salary from company and its subsidiaries will receive Baht 20,000
  - Meeting allowance for Director equal to Baht 15,000 thus director whom normally receive monthly salary from company and its subsidiaries will receive Baht 5,000
- (2) Audit Committee (every time attends)
  - Meeting allowance for Chairman of Audit Committee equal to Baht 25,000
  - Meeting allowance for Audit Committee equal to Baht 15,000
- (3) Remuneration Committee (every time attends)
  - Meeting allowance for Chairman of Remuneration Committee equal to Baht 25,000 thus chairman whom normally receive monthly salary from company and its subsidiaries will receive Baht 20,000
  - Meeting allowance for Remuneration Committee equal to Baht 15,000 thus director whom normally receive monthly salary from company and its subsidiaries will receive Baht 5,000
- (4) Risk Management Committee (every time attends)
  - Meeting allowance for Chairman of Risk Management Committee equal to Baht 25,000 thus chairman whom normally receive monthly salary from company and its subsidiaries will receive Baht 20,000
  - Meeting allowance for Risk Management Committee equal to Baht 15,000 thus director whom normally receive monthly payment will receive Baht 5,000
- (5) Executive (every time attends)
  - Meeting allowance for Executive Chairman equal to Baht 15,000 thus chairman whom normally receive monthly salary from company and its subsidiaries will not receive any compensation when attend the meeting

- Meeting allowance for Executive equal to Baht 10,000 thus executive whom normally receive monthly salary from company and its subsidiaries will not receive any compensation when attend the meeting

4. Propose 2020 Annual General Meeting of Shareholders to appoint new company's auditors in consideration of new auditor there are various factor to take into consideration such as independence, pass experiences, ability to give advice and useful advice for company and its subsidiaries remuneration therefore propose to appoint auditor of year 2020 from SP AUDIT COMPANY LIMITED as follows:

- (1) Miss Susan Eiamvanicha Certified Public Account No.4036 and/or
- (2) Mr. Suchart Panitcharoen Certified Public Account No.4475 and/or
- (3) Miss Chuenta Chommern Certified Public Account No.7570 and/or
- (4) Miss Wandee Eiamvanicha Certified Public Account No.8210 and/or
- (5) Mr. Kiatisak Vanithanun Certified Public Account No.9922

From SP AUDIT COMPANY LIMITED to be company's auditor of year 2020 and determine audit fees for the year 2020 in the total amount of Baht 1,500,000

5. Propose 2020 Annual General Meeting of Shareholders to consider and approve extension of allocation of newly issued ordinary shares of company by General Mandate as approved from 2019 Annual General Meeting of Shareholders thus in amounting of 223,542,577 shares (par value of Baht 1) by following details

- (1) Allocate newly shares as amount of 149,028,385 shares (or 20 percent of paid up capital) for existing shareholders
- (2) Allocate newly shares as amount of 74,514,192 shares (or 10 percent of paid up capital) for private placement

By various term of allocation including assignation to Board of Directors and/or Executive Board and/or Executive Chairman and/or Chief Executive Officer and/or any assigned person from Board of Directors to have power to perform various tasks in accordance to allocation newly ordinary shares as same as approved previously in 2019 Annual General Meeting of Shareholders. In addition year 2019, a company has no issuance and allocates newly ordinary shares thus no need to raise such funds

6. To schedule 2020 Annual General Meeting of Shareholders on Thursday 30 April 2020 at 2.00 pm, Convention Room, 33<sup>th</sup>, Supalai Grand Tower, No.1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok in order to consider following agendas

- Agenda 1 To review and adopt Minute of 2019 Annual General Meeting of Shareholders dated April 30, 2019
- Agenda 2 To acknowledge Board of Directors report year 2019
- Agenda 3 To approve Financial Statement of year 2019 as ended December 31, 2019
- Agenda 4 To approve profit allocation and omit dividend payment
- Agenda 5 To consider directors who retired by rotation
- Agenda 6 To set remuneration for directors of year 2020
- Agenda 7 To appoint auditor and set their fees of year 2020
- Agenda 8 To consider and approve extension of allocation of newly issued ordinary shares of company by General Mandate
- Agenda 9 Other business (if any)

7. To specify name of shareholders (record date) who have right to attend 2020 Annual General Meeting of Shareholders on April 1, 2020

Please be informed for acknowledgement,

Sincerely yours,

Mr. Wutichai Leenabanchong  
Chairman