

บริษัท ที ที แอล อุตสาหกรรม จำกัด (มหาชน)

TTL INDUSTRIES PUBLIC COMPANY LIMITED

อาคารลุมพินีทาวเวอร์ ชั้น 18 เลขที่ 1168/47 ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120

Lumpini Tower Bldg, 18th Floor, No.1168/47 Rama 4 Road, Sathorn, Bangkok 10120

Tel : 0-26799727-31 Fax : 0-26799732

January 12, 2018

Re: The Notice for the 2017 Annual General Meeting of Shareholders.

Dear : Shareholders,

Attachment: 1. Annual Report 2017 and the financial statements as at September 30, 2017.
(Attachment 1)

2. Registration Form for the 2017 Annual General Meeting of Shareholders.
(Attachment 2)

By resolution of the Board of Directors' meeting which was held on November 29, 2017 please be notified that the 2017 Annual General Meeting of Shareholders will be held on January 30, 2018 (time 2.00 p.m.) at the Auditorium room (the 1st Floor) of Thammasat Association , address No. 99 Soi Ngamduplee , Rama 4 Road, Thungmahamek, Sathorn, Bangkok 10120 to consider the following agenda ;

1) To Confirm the minutes of the last meeting.

The Board of Directors' opinion : The meeting should be accept the last meeting minutes (the 2016 Annual General Meeting of Shareholders held on January 30, 2017. (Annex 1)

2) To acknowledge the report of performance of the Board of Directors this Fiscal Year.

The Board of Directors' opinion : The meeting should be acknowledged the report of performance in year 2017 (the 51st Company's Fiscal Year : October 1, 2016 to September 30, 2017) which was shown in Annual Report 2017.
(Attachment 1)

3) To approve the Financial Statement of the 51st Company's Fiscal Year as ended September 30, 2017.

The Board of Directors' opinion : The meeting should be approve the Financial Statement of the 51st Company's Fiscal Year as ended September 30, 2017 which was shown in Annual Report 2017. (Attachment 1)

4) To approve the allocation of retained earnings and Dividend Payment.

The Board of Directors' opinion : The meeting should be approve the Board of Directors' proposal on allocation of retained earnings and the dividend payment of 2.00 baht/share for this fiscal year's performance. (Annex 2)

5) Election the Directors who retired by rotation and fix the remuneration .

The Board of Directors' opinion : The meeting should be consider the proposal to elect 5 current directors and fix the remuneration. (Annex 3)

6) Appointment the Audit Committee and fix the remuneration.

The Board of Directors' opinion : The meeting should be consider the Board of Directors' proposal to appoint the current Audit Committee 3 persons and fix the remuneration of year 2018 (the 52nd Company's Fiscal Year : October 1, 2017 – September 30, 2018). (Annex 4)

7) Appointment the Auditor and fix the auditing fee.

The Board of Directors' opinion : The meeting should be consider to appoint the current Auditors from EY Office Limited, address No.193/136-7, Lake Rajada Office Complex 33rd Floor, New Rajadapisek Road, Bangkok, and fix the auditing fee of the fiscal year 2018 (the 52nd Company's Fiscal Year : October 1, 2017 – September 30,2018) according to opinionated by the Audit Committee. (Annex 5)

8) Consider Amendment of the Company's Memorandum of Association , Clause 3 .
 . (the Company's objectives)

The Board of Directors' opinion : The meeting should be consider and approve the Board of Directors' proposal amendment the Company's Memorandum of Association , Clause 3 (the Company's objectives). (Annex 6)

9) Other (if any).

Please attend at time and place stated above.

Any shareholder who appoint another person to attend the meeting and vote by proxy, is requested to fill in the "Proxy form" (Annex 10) and submit to the Company before the meeting convened.

The Company has fixed the date on which the shareholders have the right to attend the 2017 Annual General Meeting of Shareholders, and the right to receive the dividend is January 5, 2018.

Very truly yours,
TTL Industries Public Co., Ltd.



(Miss. Suwimol Chansri)
Company Secretary

(FOR TRANSLATION PURPOSE ONLY)

The 2016 Annual General Meeting of Shareholders
TTL INDUSTRIES PUBLIC CO., LTD.
at the Auditorium room (the 1st Floor) of Thammasat Association ,
address No. 99 Rama 4 Road, Thungmahamek, Sathorn, Bangkok
on Monday January 30, 2017

Starting time at 2:00 p.m., Miss Suwimol Chansri, the Company Secretary making a welcome to shareholders at the meeting, and clarify the details of the meeting.

Mr. Pongpol Adireksarn ; the Chairman act as chairman of the meeting

There are the shareholders stated to the meeting by their own and proxy attend to meeting 57 persons which number of shares 11,960,024 shares or 79.74 percent of the Company total 15 million shares which constitute the quorum in accordance with the regulations of the Company.

The Chairman started meeting, and requested the meeting to consider the following agenda.

1) Confirmation of the last meeting minutes.

The Chairman stated that the Company has sent the last minutes of the 2015 the Annual General Meeting of Shareholders held on January 28, 2016 to all shareholders together with notice of the meeting (Annex 1 of notice of the meeting) , and asked the shareholders to consider and to approve the minutes.

Resolution : The meeting voted unanimously certified as accurate report by voting with 11,960,026 votes, equivalent to 100.00 % of the total 11,960,026 votes of shareholders who attended the meeting and entitled to vote.

2) To acknowledge the report of the Board of Directors on business performance in the last Fiscal Year

Mr. Chartchai Panichewa, Managing Director stated that in the past year, the Board considered recruit new business. It deals with negotiating various types of businesses with many companies and variety of joint ventures in order to use the land and capital to maximize the benefits which is summarized as follows.

Business Convention and Exhibition Center. Due to It is a large building that can be built on the yellow area of the Company. The Company has hired the National Institute of Development Administration (NIDA) to conduct market research. feasibility of the project and business plan. The Company received the completed preliminary design by NIDA on May 21, 2015. The Company has carefully considered and concluded that this type of business is complex and has a high investment value. When comparing risks and returns it is not worth the investment.

Business Convention and Hotel. Because the area of the Company is yellow area, there are restrictions on the construction of large buildings. Only a convention center and exhibition center can be built on such land. The Company has hired DTZ Debenham Tie Leung (Thailand) Co., Ltd and 4B architects Co., Ltd to study the project again by reducing the size of its investment. We also considered additional hotel business to support the convention center business. However, even with the reduction of business size and investment, there is still a high risk. The rate of return is not high and the payback period is several years which the Company will bring the business to the main business with qualifications to be listed with the Stock Exchange of Thailand may take several years.

Recreation Business. The Board has considered the land to be invested by the joint venture. But with the land there are legal restrictions on the height of the building because it is in the safety zone of air. It can not be construction building and the player machines was not larger than 23 meters (according to a study by 4B architects Co., Ltd So, It can not be continued.

Education Business. The Board has considered the feasibility of investment in education business. The study of how to join venture with those already engaged in business education and expansion. But the results of the negotiations, the Board considers that the investment model, Investment amount, as well as management power. It is not beneficial to the Company. The Board therefore does not consider any investment in this transaction. However, the Company is still interested in investing in education business. In future we may consider setting up their own schools. But with the restrictions of business education which there are specific laws that must be followed. And the Stock Exchange of Thailand may consider that the law restricts the rights of shareholders. If the Company is investing in education business and is the main business of the Company may be as a result it is not eligible to be listed on the Stock Exchange of Thailand.

Vertical Farming Business. Due to these types of businesses can grow non-toxic vegetables, organic vegetables which high quality for export. It can also be used the buildings and houses used growing vegetables to open to external visitors. This will generate another income. But there are more in-depth details to look more information for further consideration. It can not be concluded at this time.

Energy crops Business. It is a business that grows crops to sell the power plants and paper mills. After the Company has considered the proposal of those who are interested in joint venture. It is a complex business and involves a wide range of masses and communities. In addition to the need to invest in ordinary shares, financial assistance is also required. If the Company invests in such business. The Company will not be able to invest in such business for a period of not less than 3 years which the results of the operation can be filed as a qualified business to be listed with the Stock Exchange of Thailand . Therefore, the Company does not invest in such business.

Car Rental Business. Car rental business is related to tourism. The Board considered this to be the most promising and successful business. The Company has sent a letter of intent to acquire shares in two rental car companies. However, the Company still has issues to consider and negotiate on the fair value of the companies and additional review legal issues in order to obtain the results of the negotiations on the purchase of shares in such car rental business. This process requires time to consider and negotiate also check out more legal issues. Although it is one of the ways that the Company can return to the core business as quickly as possible. But the transaction with the two companies that operate it will be the transaction with the connected person. There are steps to follow in order to comply with the rules and regulations of the Stock Exchange of Thailand. Whenever the Company has enough information to consider and joint investment. It will be conducted in accordance with the rules and regulations of the Stock Exchange of Thailand.

Mr. Pongsathorn Wanichsathien, the proxy of the shareholder, asked why the Board is interested in car rental business. Since this business has a long time business. The growth rate is not high can predict profits.

Mr. Chartchai Panichewa clarified that the investment is in the process of investing in such business. The Board considers that this business is another interesting business. It is a way for the Company to fastest back to the Stock Exchange of Thailand.

The Chairman stated that in recruiting new businesses. The Board has considered the land use of the Company. The land is near Don Mueang Airport. Car rental company will benefit from this location. It is another one interesting business.

Mr. Pongsathorn Wanichsathien inquired that the Board has idea to use land for development of other types of businesses which has the growth rate higher than the car rental business or not.

Mr. Kerati Panichewa, Vice Chairman, explained that the Company was trying to find opportunities for land development by studying the projects. But because of the investment is necessary to borrow money which the risk is high. Also the creation and development of personnel for the operation requires a long period of time. Therefore, we have considered other businesses as Managing Director stated in the preliminary.

Mr. Sakchai Sakulsrimontri, a shareholder, proposed that the Board should consider investing in a shopping mall and gas station on the land of the Company . There are a few gas stations. The land used is not much. And the Board should study the business that is suitable for the digital 4.0.

Resolution : The meeting acknowledged.

3) To approve the Financial Statement of the 50th Company's Fiscal Year as ended September 30, 2016

Mr. Chatrchai Panichewa stated that the Company has sent the Financial Statement for the year ended September 30, 2016 which has audited by the auditor to shareholders in advance. Details was shown in Annex 1. The Company's net profit for the year 2016 is presented as the Financial Statement showing the investment by the equity method totaling 496.49 million baht or a profit of 33.10 baht per share. And presented as separate financial statements total revenues of 497.47 million baht or 33.16 baht per share, which the profit was not the Company's normal operating results but the sale of land in Pathum Thani province , interest income from short-term investments and dividend income. Financial statements in which the equity method as ended at September 30, 2016 shown total assets of 1,386.13 million baht, debt of 8.15 million baht , and shareholders' equity of 1,377.98 million baht or shareholders' equity of 91.87 baht per share.

Mr. Pongsathorn Wanichsathien inquired whether the Company's assets in the land portion, which is presented in the Financial Statements of 117 million baht is the market price or not.

Ms. Suwimol Chansri, Head of Accounting and Company Secretary, clarified that the amount of 117 million baht in the Financial Statements is the value of land of two plots, namely land plot of Don Mueang with cost of 3 million baht and Prachinburi province plots of land with market value 114 million baht. The details are disclosed in the notes to the Financial Statements.

The shareholder inquired whether Quintette Co., Ltd. is currently operating its business.

Ms. Suwimol Chansri clarified that Quintette Co., Ltd is still operating. However, the Company sold all shares held in Quintette Co., Ltd on December 22, 2016. The Company has made the information on connected transactions and the sale of all the ordinary shares held by the Company in Quintette Co., Ltd by online through Setportal system of The Stock Exchange of Thailand . The disposal of such shares will be show in the first quarter of Financial Statement year 2017.

The shareholders asked if the cash was available is it enough to buy a rental car business and there need to increase capital or not.

Mr. Chartchai Panichewa clarified that the Company needed to hire a financial advisor to determine the fair value of both parties. At preliminary the Board has already considered it. And see that the car rental business of the two companies are not too large size. It is expected that the Company's assets will be sufficient for the acquisition of both companies. In the capital increasing. since the Stock Exchange of Thailand requires the Company to have a registered

capital of 300 million baht or more, the Company will need to call a meeting of shareholders again.

The shareholders inquired the explain about Note 19 that mentioned the reversal of allowance for impairment of non-current assets held for sale amounting to (222) million baht.

Ms. Suwimol Chansri clarified that the reversal of allowance for impairment of non-current assets held for sale in the fiscal year 2015. Due to the fiscal year 2014 the Company has estimated that the assets relating to the textile business are indicative of impairment because the book value is higher than the expected selling price. As a result, the Company has set aside allowance for impairment of such assets. When all of the assets are sold in the fiscal year 2015 , the actual gains (losses) on the sale of such assets are recognized. The reversal of allowance for impairment of assets previously retained in the fiscal year 2014 has been reversed, which is a normal accounting transaction and is in accordance with accounting standards.

The shareholder inquired whether at current there are use land in Don Mueang or not. And if anyone wants to hire the land how must do.

Mr. Chartchai Panichewa explained that the land at Don Mueang is empty. In the case where the person wishes to hire the land they can send a letter of inquiry to the Company.

The shareholders asked how the Stock Exchange of Thailand has set a timeframe for recruiting new businesses.

The Chairman clarified that the deadline was set on December 22, 2016 which was due. However, the Board of Directors has sought to extend the term for recruiting of new business. Currently, the Stock Exchange of Thailand is under consideration.

Ms. Suwimol Chansri further clarified that with the former time frame has been completed since December 22, 2016, but after the expiration of the said period the Stock Exchange of Thailand has not publicized the news to the shareholders. Therefore, the Company has sent letter to the Stock Exchange of Thailand. And the Stock Exchange of Thailand has letter sent back to the Company on January 23, 2017 that at current the Stock Exchange of Thailand considered expanding for the Company to recruitment new business period. And the Stock Exchange of Thailand requires more information from the Company for consideration. If the Company has further information and progress, it will inform the Stock Exchange of Thailand regularly . And if the Stock Exchange of Thailand has any resolutions or actions the Company will inform the shareholders accordingly.

Resolution : The meeting voted unanimously approved the Financial Statement of the 50th fiscal year ended at September 30, 2016 by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

4) To approve allocation of retained earnings and Dividend Payment.

Mr. Chartchai Panichewa stated that In the 50th fiscal year (from October 1, 2015 to September 30, 2016) the Company have profits for the year totaled 497,472,966 baht (33.16 baht per share) arising from sale of land in Pathum Thani province, interest income and dividend income. The such profits are not due to the normal operation of the Company but with the Company's unappropriated retained earnings brought forward from the previous year 108,279,675 baht and also has enough cash flow for pay dividends. So, Board of Directors' proposal for the appropriation of unappropriated retained earnings above and pay dividends to shareholders at the rate of 2.00 baht per share to the shareholders of the Company of 15 million shares for total dividend amount 30,000,000 baht . The shareholder whose names appear in the share register book closing date on January 11, 2017 are entitled to receive this dividend. The Company will pay on February 15, 2017.

The Board of Directors proposes to allocations as following.

Unappropriated retained earnings from the previous year	108,279,675 baht
Net profit for the year	497,472,966 baht

Deduct : Legal Reserve *

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Dividend (2.00 baht/share)**	30,000,000 baht
Unappropriated retained earnings	575,752,641 baht

*At present the Legal Reserve was equal to the paid-up capital of the Company 150,000,000 baht according to the Article of Association of the Company, so the Company did not set up reserve .

**Dividends this time the shareholders will not receive a tax credit on dividends because this is a net profit that has been deducted from the net loss for not more than 5 years prior to the current accounting period.

Resolution : The meeting voted unanimously approved the allocation retained earnings and Dividend Payment by voting with 12,026,633 votes , equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

5) To elect Directors and Executive Directors replacing Director and Executive Director who retired by rotation. Setting the Directors authorized to sign on behalf of the Company. And fix the remuneration

The Chairman asked the meeting to consider and vote on the details of this agenda by asking Mr. Chartchai Panichewa reported.

5.1 To elect Board of Directors

Mr. Chartchai Panichewa stated that by the Articles of Association assign the directors not more than 24 person. And this meeting, the present director 15 persons whose names shown in Annex 3 of the Notice of meeting of Shareholders have proposed for election as directors for another term, the Company Secretary will read a list of 15 persons to present the meeting.

Miss Suwimol Chansri read a list of 15 directors as followings.

1) Mr. Pongpol Adireksarn	The Chairman
2) Mr. Kerati Panichewa	The Vice chairman
3) Mr. Chokedee Boon-Long	The Vice Chairman
4) Mr. Liang Rojanasiriwongse	Director
5) Mr. Chainarin Srifuengfung	Director
6) Mr. Chartchai Panichewa	Director
7) Mr. Tanet Phanichewa	Director
8) Ms. Fontong Boon Long	Director
9) Mr. Porapol Adireksarn	Director
10) Mr. Teeraporn Srifuengfung	Director
11) Mrs. Panor Prigsuwan	Independent Director
12) Mr. Kraivijit Tantimedh	Independent Director
13) Mr. Mr.Vanit Tribuddharatana	Independent Director
14) Mr. Chaikut Techatassanasoontorn	Independent Director
15) Mrs. Maradee Santadvech	Independent Director

The shareholder asked whether the Board of Directors has come to the meeting of shareholders today with all 15 persons or not.

Ms. Suwimol Chansri explained that the Board of Directors had attended the meeting with 14 persons from totaling 15 persons. There is 1 Director, Mr. Chainarin Srifuengfung who did not come .

Resolution : The meeting voted unanimously approved to elect the board of directors total 15 persons as proposed by voting with 12,026,633 votes , equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

5.2 To elect Board of Executive Directors.

Mr. Chartchai Panichewa stated that the Articles of Association has fix to elect 9 executive directors from directors who had been elected. In this meeting the present executive director who have been elected as directors have proposed to be executive directors for another term

Ms. Suwimol Chansri informed the list of 9 executive directors as followings.

1) Mr. Pongpol Adireksarn	The President
2) Mr. Kerati Panichewa	The Vice president
3) Mr. Chokedee Boon-Long	The Vice president
4) Mr. Liang Rojanasiriwongse	Executive Director
5) Mr. Chainarin Srifuengfung	Executive Director
6) Mr. Chartchai Panichewa	Executive Director/Managing Director
7) Mr. Tanet Phanichewa	Executive Director
8) Ms. Fontong Boon-Long	Executive Director
9) Mr. Porapol Adireksarn	Executive Director

Mr. Pongstorn Wanichsathien inquired that the practice of other companies. The Board of Executive Directors shall be appointed by the Board of Directors. Why the Board of Executive Directors of the Company were selected by the shareholders meeting.

The Chairman explained that by the Articles of Association of the Company has fix the shareholders meeting will appointed the Board of Executive Directors.

Resolution : The meeting voted unanimously approved to elect the board of executive directors total 9 persons as proposed by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

5.3 To set the Directors authorized to sign on behalf of the Company

Mr. Chartchai Panichewa proposed to define as it is at present as follows " Mr. Pongpol Adireksarn or Mr. Liang Rojanasiriwongse or Mr. Chokedee Boon Long co signed with Mr. Kerati Panichewa or Mr. Chartchai Panichewa or Mr. Tanet Phanichewa totaling two persons and seal of the Company ".

Resolution : The meeting voted unanimously approved to define the directors who have authority to sign on behalf of the Company as proposed by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

5.4 To fix remuneration for Directors.

Mr. Chartchai Panichewa proposed the meeting approved the remuneration of directors and executives for the 51st fiscal year as from October 1, 2016 to September 30, 2017 in an amount not exceeding 9 million baht which was the same amount of last year by assign the board of executive directors consider in details with criteria and conditions not more than last year.

Resolution : The meeting voted unanimously approved to fix the remuneration of directors and executives as proposed by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

6) To appoint the Audit Committee and fix the remuneration

Mr. Chartchai Panichewa stated that the Audit Committee of the Company in year 2016 included of Mrs. Panor Prigsuwan acting as Chairman of the Audit Committee , Mr. Kraivijit Tantimedh and Mr. Vanit Tribuddharatana acting as the Audit Committee . Everyone are the independent director who have performed duties and make recommendations very much benefit to the management . So, the board of directors proposed the meeting to appoint these persons as Audit Committee for the 51st of the Company's fiscal year since October 1, 2016 - September 30, 2017 for another term with total remuneration for them not more than 100,000 baht same amount as last year.

Resolution : The meeting voted unanimously approved to appoint the Audit Committee and fix the remuneration as proposed by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

7) To appoint Auditor and fix the auditing fee

Mrs. Panor Prigsuwan, the Chairman of Audit Committee stated that the Audit Committee has considered the past year performance of the auditor from EY Office Limited and saw that the auditor performed well ,be independent and impartial, proficient in the profession. And it is a famous office. there are international standards of verification which accepted, and registered companies were extensive service experience in accounting. also know the information of the Company as well make the audit trail is continuous, can provide useful advice. Therefore, it is appropriate to propose the shareholders to appoint the auditors of EY Office Limited to be Auditor of the Company for the year 2017. The list of auditors are as followings ;

1. Mr. Sophon Permsirivallop (Certificate Public Accountant No. 3182) and/or
2. Mrs. Gingkarn Atsawarangsalit (Certificate Public Accountant No. 4496) and/or
3. Miiss Pimjai Manitkajohnkit (Certificate Public Accountant No. 4521) and/or
4. Miss Sumana Punpongsanon (Certificate Public Accountant No. 5872) and/or
5. Miss Rosaporn Decharkom (Certificate Public Accountant No. 5659) and/or
6. Mr. Chayapol Suppasatanon (Certificate Public Accountant No. 3972) and/or
7. Miss Roongnapa Lertsuwannagul (Certificate Public Accountant No. 3516)

Any one of the auditors has authorize to audit and provide opinions on the Company's Financial Statements , with the auditing fee not for year 2017 and quarterly review of the Company's quarterly financial statements for 3 quarters , totaled 560,000 baht decreased by 20.000 baht from last year (year 2016 : 580,000 baht) which provided that if the Company has operating new business within this fiscal year EY Office Limited will not adjust the auditing fee during the year.

Mr. Pongstorn Wanichsathien inquired that since the Company is in the recruitment new business timing . There are not many transactions, EY Office Limited should be reduced the auditing fee.

Ms. Suwimol Chansri explained that EY Office Limited has been reduced the auditing fee from previous year.

Mr. Sakchai Sakulsrimont inquired why EY Office Limited required to announce the names of 7 auditors to the Company to appoint.

Ms. Suwimol Chansri explained that it was the proposal to request the shareholders meeting consider to appoint for reserve.

Resolution : The meeting voted by a majority vote to appoint the auditors and fix the auditing fee as proposed by voting as follows

Approved with	12,011,633 votes	equivalent to 99.87 %
Not approved with	15,000 votes	equivalent to 0.13 %
Abstain from voting	0 vote	equivalent to 0

of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

8) Consider amendment the Articles of Association of the Company

Mr. Chartchai Panichewa stated that since the 4/2016 Board of Directors meeting on Monday, November 28, 2016 has resolved to amend the Articles of Association of the Company and propose to the Annual General Meeting of Shareholders approve to amendments in the election of directors . By cancel the existing provisions wording under Article 14 and Article 15 and use the following amendment wording instead.

“ **Article 14.** At every time of Annual General Meeting of Shareholders, The previous director who was the longest in position will retired with the number is one-third of board of directors. If the number of directors cannot divided into three parts to it. They can give out the number nearest to one-third.

The retiring directors are eligible to be elected.

Article 15. The directors shall be elected at the shareholders meeting in accordance with the following rules and procedures ;

- 1) A shareholder has one vote for one share held by him.
- 2) Election the board of directors may be vote select individual directors, each voting time the Shareholders must vote with all vote under Article 15 (1) , votes may split to among candidates anywhere.
- 3) The persons who received highest votes respectively was elected as directors in the number of the board there are. If the person elected in descending order has get voting equally exceed number of directors, they should be selected by lottery to get the number of directors to be there.

After finished election of the board of directors. The board of directors meeting shall elect executive directors from the directors, and set up the directors who is authorized to sign on behalf of the company. “

Resolution : The meeting voted unanimously approved to amend the Articles of Association as proposed by voting with 12,026,633 votes, equivalent to 100.00 % of the total 12,026,633 votes of shareholders who attended the meeting and entitled to vote.

9) Others

Mr. Pongstorn Wanichsathien inquired that due to the Company will resume new business again. He would like to ask about concept of the Chairman of the Board to the business management.

The Chairman clarified that the Company's management philosophy would be to maintain the benefits of the shareholders, be careful of using existing assets, emphasized the Company's land use to reduce the land tax. The investment will be make sure that it is good return on investment and the risk is minimal.

The shareholders suggested that if the Board was not convenience to bring the shareholders visit the land plot Bann Srang Prachinburi province . It should take photos, videos show all views and areas to show in the shareholders meeting for acknowledged.

Mr. Chartchai Panichewa stated that he will be consider the taking photos, video . And said that the land plot Bann Srang Prachinburi province has an area of about 635 rais as lowland, which is not suitable for cultivation. At present, the Company has take the land to rent by the farmer to make pond for feeding fish.

The shareholders asked. The Board has the concept of land development in Bann Srang District by making a solar farm or an industrial estate to increase value of land or not.

Mr. Chartchai Panichewa clarified that the Board had considered both businesses. Because the solar farm business is suitable for areas near the power transmission point. But such of the land is far away from the delivery point , which is not worth the investment in electricity wire by own. For the industrial estate business. The industrial estate have to use the big size of land about 2,000 rai more. And has to separated 30% of the total area to develop the infrastructure. The land of the Company is only 635 rai, so it is not enough to set up an industrial estate.

The shareholders asked whether the car rental business had already been carried out. And the Board has idea to buy an insurance company or not.

Mr. Chartchai Panichewa explained that the car rental business is currently in the process of recruiting financial advisors to conduct a fair price. The insurance business is another one business that the Company pay attention. The Board does not block any type of business consideration it still recruiting the most beneficial business to the shareholders.

Mr. Kunti Udomsangkatam, a shareholder, proposed that the Board should consider paying dividends to shareholders during the recruitment of new business. Because currently, the Company's shares can not be traded.

The Chairman stated that accept the proposal into consideration.

The Chairman asked whether any shareholder have question or other offer or not. Does not appear to have.

The Chairman thanked the shareholders and closed the meeting at 4.00 p.m.

Chairman of the meeting.

Pongpol Adireksarn
(Mr. Pongpol Adireksarn)
The Chairman

Remarks : During the meeting, there are the shareholders to register to attend meeting in person and by proxy increased with 12 persons. So, when the meeting was finished. The register of shareholders attended the meeting in person and by proxy for this meeting totaled of 69 persons by 12,026,633 shares equivalent 80.18 % of total 15,000,000 shares.

(For consideration in agenda 5)

Election Directors and fix the remuneration

The Articles of Association of the Company has set the number of directors and the election as follows :

Chapter 3 : Board of directors

Article 13. The board of directors shall not less than 9 persons and not more than 24 persons, and not less than of half number of such directors shall have residence in the kingdom.

Article 14. At every time of Annual General Meeting of Shareholders, The previous director who was the longest in position will retired with the number is one-third of board of directors. If the number of directors cannot divided into three parts to it. They can give out the number nearest to one-third..

The retiring directors are eligible to be elected.

Article 15. The directors shall be elected at the shareholders meeting in accordance with the following rules and procedures.

- 1) A shareholder has one vote for one share held by him.
- 2) Election the board of directors may be vote select individual directors, each voting time the Shareholders must vote with all vote under Article 15 (1) , votes may split to among candidates anywhere
- 3) The persons who received highest votes respectively was elected as directors in the number of the board there are. If the person elected in descending order has get voting equally exceed number of directors, they should be selected by lottery to get the number of directors to be there.

After finished election of the board of directors. The board of directors meeting shall elect executive directors from the directors, and set up the directors who is authorized to sign on behalf of the company. .

List of Directors who have retired by rotation, and the person proposed to be elected as a representative.

Names included 5 Directors who have retired by rotation, and the person proposed to be elected as a representative in the 2017 Annual General Meeting of Shareholders are as follows.

- | | | |
|----|----------------------------------|----------------------|
| 1) | Mr. Pongpol Adireksarn | The Chairman |
| 2) | Mr. Liang Rojanasiriwongse | Director |
| 3) | Miss Fontong Boon-Long | Director |
| 4) | Mr. Chaiyut Techatassanasoontorn | Independent Director |
| 5) | Mrs. Maradee Santadvech | Independent Director |

All 5 persons were present Directors (Information of Directors have shown in Annual Report 2017)

Fix the remuneration for Director

Request for approval to set the remuneration for Directors (included the Executive Directors, Independent Directors) for year 2018 (the 52nd Company's Fiscal Year: October 1, 2017 - September 30, 2018) with total amount not more than 9 Million baht for paid of meeting allowance, salary, income tax of salary (For Executive Director), and bonus, which assign the Board of Executive Directors is authorized to consider detailed with rules and condition not more than that paid in 2017.

(For consideration in agenda 6)

Appointment the Audit Committee and fix the remuneration

The Board of Directors proposed the meeting to appoint the Independent Director total 3 persons to be the Audit Committee for year 2018 (the 52nd Company's Fiscal Year : October 1, 2017 – September 30, 2018 as follows :

1. Mrs. Panor Prigsuwan as the Chairman of Audit Committee
2. Mr. Kraivijit Tantimadh as Audit Committee
3. Mr. Vanit Tribudharatana as Audit Committee

All above persons are present Audit Committee (Information of the Audit Committee has shown in Annual Report 2017)

And fix the remuneration totaling not more than 100,000 baht (same to last year).

(For consideration in agenda 7)

Appointment the Auditor and fix the auditing fee.

The Audit Committee gave an opinion to the 4/2017 Board of Director meeting on November 29, 2017 to proposed the 2017 Annual General Meeting of Shareholders to appoint EY Office Limited, address at 193/136-7 Lake Rajada Office Complex 33rd Flr, New Rajadapisek Road, Bangkok which are presently auditors of the Company to be auditors of the Company for the year 2018 (the 52nd Company's Fiscal Year : October1, 2017 - September 30, 2018). List of the auditors consisted of Mr.Sopol Permsiriwallop Certificate Public Accountant No.3182 , and / or Mrs. GingKarn Atsawarangsalit Certificate Public Accountant No. 4496 , and / or Miss Pimjai Manitkajohnkit Certificate Public Accountant No.4521 , and / or Miss Sumana Punpongsanon Certificate Public Accountant No. 5872, and / or Miss Rosaporn Decharkom Certificate Public Accountant No.5659, and / or Mr. Chayapol Suppasatanon Certificate Public Accountant No. 3975, and / or Miss Roongnapa Lertsuwannagul Certificate Public Accountant No. 3516 and to fixed auditing fee total not more than of 540,000 Baht as their proposal with provided that if the Company is operating new business within the financial year, EY Office Limited would not adjusted auditing fee increase during the year.

The Audit Committee has opinion that the auditor's office has received approval from the Securities and Exchange Commission. The business organization internationally known and recognized them with international standards. Also examine the accounts of the Company for long time. Therefore, they knowing and understanding the operations of the Company as well.

(For consideration in agenda 8)

Consider Amendment of the Company's Memorandum of Association (Clause 3)

Since the 4/2017 Board of Directors meeting on Wednesday, November 29, 2017 has resolved to amend the Company's Memorandum of Association : Clause 3 (The Company's objectives). By adding the objective 3 Articles to support the new business of the Company, details are as follows.

1. Amendment of the Company's Memorandum of Association , (Clause 3)

To be consistent with the additional objects of the Company, the amendment of Clause 3 of Memorandum of Association from " Clause 3 . The Company's objectives are 12 Articles." to be " The Company's objectives are 15 Articles " ..

2. Addition the Company's objectives in Clause 3 of the Memorandum of Association : are as follows .

" Article 13. Operations related to agriculture planting, farming, gardening, animal husbandry, forestry.

Article 14. Operation of import and export of agricultural products and machinery, the raw materials related to agriculture.

Article 15. Trade and produce of products related to agriculture and processed agriculture. "

**Articles of Association
TTL INDUSTRIES PUBLIC CO., LTD.
(Relates to the shareholder meeting)**

Chapter 2 : Shareholder meeting

- Article 7.** The board of directors should arrange the Annual General Meeting of Shareholders every years within January, the other meeting of shareholders would be the extraordinary meeting of shareholders which the board of directors may be held when necessary.
- Article 8.** The chairman of board of directors would be chairman of shareholders meeting. In case of the chairman of board of directors did not attend to the meeting or cannot duty, the vice chairman would be act as chairman. If the vice chairman cannot duty, the shareholders who attend the meeting could elect a shareholder to act as the chairman of the meeting.
- Article 9.** In calling a shareholders meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be , including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.
- Article 10.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholders meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders meeting was call as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

- Article 11.** A resolution of the shareholders meeting shall require;
- 11.1 The casting vote or resolution of the shareholders meeting shall be made by voting, and however to voting, one share is titled one vote.
- 11.2 In the ordinary event, the majority vote of the shareholders who attend the meeting and cast their vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.

11.3 In the following events, a vote of more than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote :

- (1) The sale or transfer of the whole or important parts of the business of the company to other persons.
- (2) The purchase or acceptance of transfer of the business of the other companies or private companies by the company.
- (3) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
- (4) Matters decided by the board of directors to be as important as may affect the financial and business of the company.

Article 12. The Annual General Meeting of Shareholders shall be at least to held for;

- (1) Acknowledge a report of the board of directors concerning the business performance during the previous year.
- (2) Approval the balance sheet and the profit and loss account.
- (3) Approval on distribution of dividend.
- (4) Election the directors to replace those who vacate office upon the expire of their term.
- (5) Appointment the auditor and fix the auditing fee.

Procedures for registration, proxy and voting
The 2017 Annual General Meeting of Shareholders
TTL Industries Public Company Limited
On Tuesday January 30, 2018

1. Registration

- At 1.00 pm. to 2.00 pm. start the registration and examine documents and evidence its concerned, the chairman of the meeting may extend the time if necessary.

2. The shareholder who attend the meeting by their own

- Show ID card or identity card of government official or Passport (foreigner).
- In case there are changes of name which is not directly to share registration book, they need to show evidence of the changing.

3. The proxy

- The shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf.
- For convenient to shareholders who are not easy to attend and vote on their own in the meetings, the company has already sent proxy form which propose to appoint the independent director to be the proxy from the shareholders. The shareholders may use other form of proxy which the Ministry of Commerce has fixed.
- The shareholder who wish to appoint another person to attend and vote on behalf of, please fill out and sign the proxy form completely. If there are any amendment or deletion in the message. The shareholder must sign all of such amendment or deletion. Proxy form must be a stamp duty 20 Bath.

Documents with proxy

3.1 In case the shareholder is an ordinary person.

- (1) Attached a copy of ID card or identity card of government official or Passport (for foreigner) with certified signature of the shareholder.
- (2) In the registration, the proxy must show ID card or identity card of government official or Passport (for foreigner).

3.2 In case the shareholder is corporation.

- (1) Proxy form must be signed by the authority who signs a binding on the company in accordance with the specified in the letter of certification, with the company's stamp.
- (2) Attached a certified copy by the Ministry of Commerce, which endorsed by the authority who sign a binding on the company or the juristic persons certificate issued by the Government of the country which the juristic person

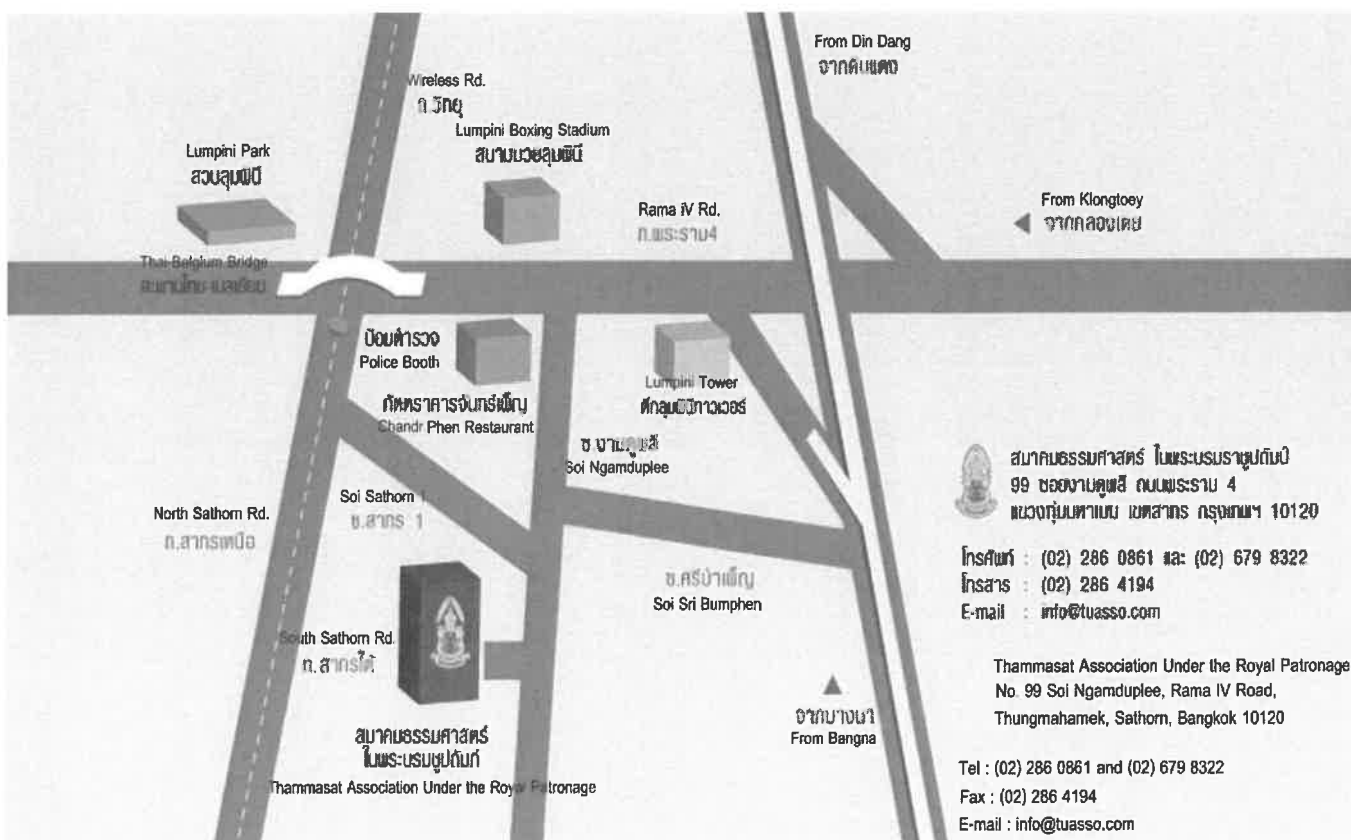
is located or the Notary Public (for foreign Juristic person) that has been issued not more than 3 months.

- (3) For foreign Juristic person, any documents which did not an original in English must be prepared by translated into English attached too, and having the authority who sign a binding on the company certified correct in the translation.
- (4) In the registration, the proxy must show ID card or identity card of government official or Passport (for foreigner).

The voting

1. The voting shall be counted one vote for each share, and a resolution made by a majority votes, In the case of an equality of votes, the chairman shall be entitled to the second or casting vote.
 2. The shareholder who has a special interest in a resolution cannot vote on such resolution. The chairman may invite them to out of the meeting temporary; unless the vote election or removal of Directors does not prohibit.
 3. The shareholders who attend meeting with their own can vote in the vote cards which distributed on the registration. In case the proxy, the proxy can vote in the vote cards and give to the company's staff to save as well as the votes of shareholders in advance.
 4. The chairman will notify the resolution of the meeting by each agenda. Each will notify the votes are unanimously in the case that votes unanimously, or inform the number of votes against, and/or abstained in the case that is not unanimous votes, by each agenda will be used the latest number of shares of the shareholders in the meeting
-

**Map of the place to attend the Annual General Meeting of Shareholders
TTL INDUSTRIES PUBLIC COMPANY LIMITED
At Auditorium Room , the 1st Floor, Thammasat Association Building,
Address No. 99 Soi Ngamduplee, Rama IV Road, Thungmahamek, Sathorn,
Bangkok 10120
Tel: 02-289-0861/02-679-8322**



Proxy

Affix stamp
duty 20 B

At.....

Date..... January 2018

I, We.....
Nationality..... Residing at.....
.....Postal Code.....

As a shareholder of **TTL Industries Public Company Limited,**

Holding a total number of..... shares and have the right to vote equal
to.....votes as follows ;

Ordinary share.....shares and have the right to vote equal
to.....votes

Preference share.....shares and have the right to vote equal
to.....votes

Hereby appoint (May grant proxy to any one TTL's Independent Director of which
details as attached)

Name..... Age.....

Residing at
.....Postal Code.....

as my/our proxy to attend and vote in the 2017 Annual General Meeting of Shareholders to
be held on January 30, 2018 time 2.00 P.M. at the Auditorium room (Floor 1st) of
Thammasat Association , address No. 99 Soi Ngamduplee , Rama 4 Road,
Thungmahamek, Sathorn, Bangkok or at any adjournment thereof to any other date, time
and venue.

Any act (s) undertaken by the proxy at such meeting shall be deemed as my/our act
(s) in every respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Witness
(.....)

Remark :

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and
cast the votes on its behalf and all the votes of a shareholder is may not be split.

(Attached to Proxy)

Name and Address Independent Director.

- 1) Mrs. Panor Prigsuwan No.128 Lard Prakao 76 Road Soi 8 separate 1, Moo 5,
Kwang Arnusawaree, Khet Bangkhean, Bangkok 10220
- 2) Mr. Kraivijit Tantimedh No.259/241 Soi PreedeePanomyong 15, Sukhumvit 71
Road, Kwang PraKanong, Khet Wattana, Bangkok 10110
- 3) Mr. Vanit Tribuddharatana No. 53/1 Chuea Ploeng Road, Kwang Chongnonsi,
Khet Yannawa, Bangkok 10120
- 4) Mr. Chaiyut Techatassanasoontorn No. 191/41 Sukhumvit 31 Road, Kwang North
Klongton, Khet Wattana, Bangkok 10110
- 5) Mrs. Maradee Santadvech No. 80/1 PiboonWattana Building , Soi 4 Rama 6 Road,
Kwang Samsaennai, Khet Phayathai, Bangkok 10400
