



CHRISTIANI & NIELSEN

Ref. CNT/SET/005/2017

24 March 2017

To: Shareholders of Christiani & Nielsen (Thai) Public Company Limited

Subject: Invitation to the Annual General Meeting of Shareholders No. 84

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 83 held on 22 April 2016.
 2. CD of the Company's Annual Report 2016 containing financial statements for the financial year ended 31 December 2016 and auditor's report.
 3. Attachment to Agenda 6.
 4. Attachment to Agenda 7.
 5. Procedures and conditions for the registration of attendance, Proxy and Voting at the Annual General Meeting of Shareholders No. 84.
 6. Profile of Independent Director for shareholders' proxies and Proxy Form B.
 7. Articles of Association Re: Shareholders Meeting, Directors.
 8. Form requesting for the Company's 2016 annual report (hard copy).
 9. Venue Map.
 10. Steps to be followed in attending the shareholders' meeting

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved and hereby gives notice that the Annual General Meeting of Shareholders No. 84 will be held on Monday, 24 April 2017 at 10.30a.m. at the Bussarakam Ballroom, the Avani Atrium Bangkok Hotel, 1880 New Petchburi Road, Bangkapi Sub-district, Huay Kwang District, Bangkok 10310. The Agenda is as follows:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 83 held on 22 April 2017.

Fact and Reason: A copy of the Minutes of the Annual General Meeting No. 83 held on 22 April 2016, which was submitted to the Stock Exchange of Thailand within 14 days and was disclosed on the Company's Website. (Attachment 1)

Board's Opinion: The Minutes of the Annual General Meeting No. 83 held on 22 April 2016 should be presented to the Shareholders for approval.

Agenda 2 To acknowledge the Board of Directors' Annual Report for year 2016.

Fact and Reason: The Board of Director's report and the operating results for year 2016 presented in the Annual Report for year 2016 was made in compliance with the Rules and Regulations of the Securities and Exchange Commission Thailand and of the Stock Exchange of Thailand. (Attachment 2)

Board's Opinion: The Annual Report of the Board of Directors for year 2016 should be presented to the Shareholders for acknowledgement.

Agenda 3 To consider and approve the Company's Audited Financial Statements for the fiscal year ended 31 December 2016.

Fact and Reason: The Company's financial statements were made in conformity with the Financial Reporting Standards and have been audited by the certified public accountant The Financial Statements have further been considered by the Audit and Corporate Governance Committee and the Board of Directors. The summary is as follows:



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Description	Year 2016	Year 2015
Total assets (million Baht)	5,010	4,551
Total liabilities (million Baht)	3,171	2,802
Total shareholders' equity (million Baht)	1,839	1,749
Total revenues (million Baht)	7,003	7,355
Net profit (million Baht)	140	27
Net profit attributable to equity holders (Baht/share)	0.14	0.02

Board's Opinion: The Shareholders should approve the Audited Financial Statements for the fiscal year ended 31 December 2016.

Agenda 4 **To acknowledge aggregate declared and paid interim dividend payments of Baht 0.05 per share paid to the shareholders for year 2016.**

Fact and Reason: In accordance with Section 115 of the Public Limited Company Act B.E. 2535 and Article No. 33 of the Articles of Association of the Company, the Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profit to do so and the shareholders shall be informed of such at the next general meeting of shareholders.

Interim dividends paid during 2016

- Baht 0.05 per share to the ordinary shares of the Company.
- Approved by the Meeting of the Board of Directors of the Company No. 427 held on 14 November 2016.
- Paid out from the operating result of January – September 2016.
- The Record Date for the right to receive the dividend was 28 November 2016.
- The book closing date was 29 November 2016.
- The payment was made on 13 December 2016.

Board's Opinion: The Board of Directors has recommended acknowledging aggregate declared and paid interim dividend payments of Baht 0.05 per share paid to the shareholders for year 2016.

Agenda 5 **To consider and approve the allocation of net profit for the final dividend payment for year 2016 for the Company's operation ended 31 December 2016.**

Fact and Reason: The Company's policy is to pay dividend when the Company has profit and sufficient cash flow. The Company has a policy to pay dividend at not less than 40% of net profit after corporate income tax in the Company's separated financial statements, unless there are any other critical circumstances; the dividend payment must not impact the Company's operation significantly. According to the Company's separated financial statements as of 31 December 2016, the net profit for year 2016 was Baht 141,871,031, the Board of Directors proposes the allocation of net profit and dividend payment as per details set out below.

- (1) The allocation of 5% from the net profit for year 2016 to legal reserve of Baht 7,100,000.
- (2) The dividend payment in aggregate of Baht 0.10 per share totaling Baht 100,290,414 from the net profit for year 2016 (71 percent of the net profit from separated financial statements of Baht 141,871,031). As the Board of Directors had already declared and paid for the nine-month period (from 1st January 2016 to 30th September 2016) interim dividend payments totaling



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Baht 0.05 per share during 2016, the balance of Baht 0.05 per share shall be paid as the final dividend to ordinary shareholders of the Company for 2016. The said final dividend payment of Baht 0.05 per share is paid from the profit of the Company which was not liable to corporate income tax. Therefore, individual shareholders will not benefit from dividend tax credit.

The Company will record the names of shareholders who are eligible to receive dividend on 27 March 2017 (Record Date) and gather the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the Register Book on 28 March 2017. The dividend payment is scheduled to be made on 8 May 2017. In this regard, the grant of this right is uncertain since it has to be approved by the Annual General Meeting.

The comparison of dividend payments from the net profit in previous years is shown in the following table.

Description	Year 2016 (Proposed year)	Year 2015 (Previous year)	Year 2014 (Previous year)
1. Net profit (million Baht)	141.87	22.51	(355.25)
2. Number of shares (million shares)	1,002.904	1,002,904	1,002,904
3. Net profit (Baht/share)	0.14	0.02	(0.35)
4. Total dividend payment (Baht/share)	0.10	-	0.05*
4.1 Aggregate interim dividend (Baht/share)	0.05	-	0.05*
4.2 Final cash dividend (Baht/share)	0.05	-	-
4.3 Share dividend (Baht/share)	-	-	-
5. Total dividend payment (million Baht)	100.29	-	50.15
6. Percentage of dividend payment/share	71.43	-	Dividend payout ratio compared to the Separate Financial Statements of the Company. (In 2014 unable to calculate the dividend payout ratio(%) because of the performance of the Company for the year was negative

*Paid out from the net profit for the 6 months performance period from 1 January 2014 – 30 June 2014

- (3) The allocation of the remaining amount of the net profit of Baht 34,480,617 will be made to Unappropriated Retained Earnings.

Board's Opinion: The Shareholders should approve the appropriated amount for legal reserve of Baht 7,100,000, the dividend payment for year 2016 in aggregate of Baht 0.10 per share totaling Baht 100,290,414 from the net profit for year 2016. The remaining amount of the net profit of Baht 34,480,617 shall be allocated to Unappropriated Retained Earnings. As the Board of Directors had already declared and paid Baht 0.05 interim dividend payments totaling Baht 0.05 per share during 2016, the balance of Baht 0.05 per share shall be paid as the final dividend to ordinary shareholders of the Company for 2016.

The Company will record the names of shareholders who are eligible to receive cash dividend on 27 March 2017 (Record Date) and gather the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the Register Book on 28 March 2017. The cash dividend payment is scheduled to be made on 8 May 2017.



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Agenda 6 To consider and approve the appointment of four directors who retire by rotation.

6.1 To consider and approve the re-election of the three Directors who retire by rotation.

Fact and Reason: According to the Company's Articles of Association Article 16, at every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired director may be re-elected.

The Company had made an announcement on its website providing an opportunity to its shareholders to nominate candidate(s) to be elected as Director in advance from 1 October 2016 to 31 December 2016. However, there was no proposal for such candidate from any shareholder.

The following four directors are due to retire by rotation and are nominated for re-election.

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| 1. Mr. Santi Grachangnetara | Chairman of the Board of Director / Executive Chairman |
| 2. Mr. Surasak Osathanugraha | Assistant to Managing Director / Director and Company Secretary / Executive Director / Risk Management Committee Member |
| 3. Mr. Somchai Jongsirilerd | Director |
| 4. Mr. Suphon Tubtimcharoon | Independent Director |

From the above, Mr. Somchai Jongsirilerd has excused himself from re-nomination for another term. Therefore, only Mr. Santi Grachangnetara, Mr. Surasak Osathanugraha and Mr. Suphon Tubtimcharoon are hereby nominated for re-election.

The Nomination Committee has considered the knowledge, experience including past performance as director and capability of the candidates for nomination. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above three directors are eligible to be, and should be, nominated for re-election.

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|------------------------------|---|
| 1. Mr. Santi Grachangnetara | Chairman of the Board of Director |
| 2. Mr. Surasak Osathanugraha | Assistant to Managing Director / Director and Company Secretary / Executive Director / Risk Management Committee Member |
| 3. Mr. Suphon Tubtimcharoon | Independent Director |

The above three directors are mature and widely experienced in trading business. It is expected that the Company will benefit immensely from the knowledge, ideas and suggestions that they will bring to the Board of Directors.

The profiles of the above three Directors, records of their attendance at the Board of Directors' meeting and the definition of Independent Director are detailed in Attachment 3.



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Board's Opinion: The Board of Directors recommends that the following three directors who are due to be retired by rotation be re-elected as they are competent and a benefit to the Company. Their resumes are enclosed for consideration.

1. Mr. Santi Grachangnetara Chairman of the Board of Directors
2. Mr. Surasak Osathanugraha Assistant to Managing Director / Director and Company Secretary / Executive Director / Risk Management Committee Member
3. Mr. Suphon Tubtimcharoon Independent Director

6.2 To consider and approve the appointment of a new Director on the Board of Directors.

Fact and Reason: Due to Mr. Somchai Jongsirilerd, a director retired by rotation, has notified his intention not to be re-elected as director of the Company for another term. The Board of Directors and the Nomination Committee propose the appointment of Mr. Maxwell William Federbush II as replacement of Mr. Somchai Jongsirilerd as Director, after a thorough consideration of his qualifications for the Company's business including his knowledge, experience and capabilities. The profile of Mr. Maxwell William Federbush II is attached as Attachment 3.

Board's Opinion: The Board of Directors recommends that Mr. Maxwell William Federbush II is suitable, would add considerable value to the Board of Directors and would be benefit to the Company, therefore, the Board recommends that the Meeting approve the appointment of Mr. Maxwell William Federbush II as a new director in replacement of Mr. Somchai Jongsirilerd who retired by rotation.

Agenda 7 To consider and approve the appointment of a new director which increases the number of board members from 11 persons as existing to 12 persons.

Fact and Reason: In conformity with the Article of Associates of the Company, Article 15 that an election of directors shall be made during the Annual General Meeting of Shareholders and due to highly competitive nature of the Company's business in the present day, the Board of Directors has considered that it was appropriate to add 1 new director of the Company from previous total number of 11 persons to be 12 persons. After consideration of qualification, knowledge, capability and experience and with recommendation of the Nomination Committee, the Board of Directors agreed to propose Mr. Vites Ratanakorn to the Shareholders' Meeting for considering and appointing as a new Director, the profile of Mr. Vites Ratanakorn is attached as Attachment 4.

Board's Opinion: The Board of Directors has recommended proposing to the meeting to add 1 new director of the Company from previous total number of 11 persons to be 12 persons and to elect Mr. Vites Ratanakorn as a new Director.

Agenda 8 To consider and approve the remuneration of directors.

Fact and Reason: According to the Public Limited Companies Act B.E. 2535 Section 90, any money or other kinds of asset is not allowed to be paid to the directors except the remuneration stated in the Company's Articles of Association. If the Company's Articles of Association do not specify, the remuneration shall be approved by no less than two-thirds of the votes of the Shareholders present at the shareholders meeting. The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved to set the remuneration, meeting allowance and bonus of directors for year 2017 as follows:

1. The Chairman of the Board and Directors
 - 1.1 The Chairman of the Board receives remuneration of Baht 20,000 per month and meeting allowance of Baht 60,000 per attendance.
 - 1.2 Each director receives remuneration of Baht 10,000 per month and meeting allowance of Baht 30,000 per attendance.
2. The Chairman of audit and corporate governance committee and member of audit and corporate governance committee



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- 2.1 The chairman of audit and corporate governance committee receives remuneration of Baht 30,000 per month, meeting allowance of Baht 60,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 to the Board of Directors' meeting.
- 2.2 Each member of the audit and corporate governance committee receives remuneration of Baht 25,000 per month, meeting allowance of Baht 45,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 to the Board of Directors' meeting.

The following table compares the remuneration of directors between 2017 and 2016.

Description	Meeting Allowance				Remuneration		Bonus	
	Audit and Corporate Governance Committee		Board of Directors					
	Baht/Attendance		Baht/Attendance		Baht/Month		2017 (Proposed year)	2016
	Year	2017 (Proposed year)	2016	2017 (Proposed year)	2016	2017 (Proposed year)		
1. Chairman of the Board	-	-	60,000	60,000	20,000	20,000	2% of cash	
2. Director	-	-	30,000	30,000	10,000	10,000	Dividend payment, equal to Baht 1 million	-
3. Chairman of audit and corporate governance Committee (additional remuneration)	60,000	60,000	30,000	30,000	30,000	30,000		
4. Member of audit and corporate governance Committee (additional remuneration)	45,000	45,000	30,000	30,000	25,000	25,000	Note 2	
5. Chairman of Sub Committee	-	-	-	-	-	-		
6. Member of Sub Committee	-	-	-	-	-	-		

Note - At present The Company's Board of Directors consist of 11 Directors and 3 Audit & Corporate Governance Committee

Note 2 - The allocation of Bonus payment is subject to the judgment of the Board of Director

Board's Opinion: The Board of Directors recommends that the meeting allowance, remuneration and bonus for directors be approved.

Agenda 9 To consider and approve the appointment of the Company's auditors for the year 2017 and fix their remuneration.

Fact and Reason: According to the Public Limited Companies Act B.E. 2535 a Company's auditor and their remuneration shall be approved by the shareholders meeting and according to the Rules and Regulations of the Securities and Exchange Commission Thailand (SEC), the Company's auditor shall be changed at least once every 5 years (auditor rotation). After due consideration, with recommendation of the Audit and Corporate Governance Committee, the Board found it appropriate to propose the Shareholders' Meeting to appoint the following auditors of EY office Limited, as the auditors of the Company for the year 2017.

- Ms. Kamontip Lertwitworatop, CPA (Thailand) - Licence no. 4377 and/or (Who has signed on the Company and Subsidiary Financial Statement year 2014 and as an auditor, she has done a good job.)
- Ms. Siriwan Suratepin, CPA (Thailand) - Licence no. 4604 and/or
- Mr. Wichart Lokatekrawee, CPA (Thailand) - Licence no. 4451



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The said auditors can act jointly and/or severally as the Company's auditors for the year 2017, and provided further that in the event that none of the said three auditors are available or able to perform their duty, EY Office Limited shall propose one or more qualified auditor(S) to the Board of Directors for approval to perform the work in replacement of the said three auditors.

The annual fee proposed is Baht 2,600,000 excluding any other expenses due to be paid which is Baht 250,000 (Baht: Two hundred fifty thousand) higher than that for year 2017. The higher fee corresponds to the Company's business expansion that causes more time to be consumed.

The following is the summary of the auditor's remuneration for the Company and Subsidiary in previous years.

	<u>Year 2017</u>	<u>Year 2016</u>
	(Proposed year)	
Audit Fee	2,600,000	2,350,000
Audit Fee for Subsidiary	150,000	150,000
Non Audit Fee	-	-
Total	2,750,000	2,500,000

The three proposed auditors for year 2017 are not directors, employees or staff, do not hold any position in the Company and also have no relationship or any related matter with the Company, subsidiaries, management or major shareholders including their relatives.

Board's Opinion: The Board of Directors recommends approving the appointment of the proposed auditors for year 2017 and the proposed audit fees.

All Shareholders are cordially invited to attend the Meeting on the date and at the time and place as mentioned above. The Record Date for the right to attend the Annual General Meeting No. 84 shall be 27 March 2017 and the date of closing the Share Register shall be 28 March 2017 for gathering Shareholders' names under Section 225 of the Securities and Exchange Act.

Shareholders, who wish to appoint a proxy to attend and vote at the Meeting on their behalf or assign a certain Independent Director of the Company as a proxy (Attachment 6), should complete and duly execute the enclosed proxy (affixed with the 20 Baht duty stamp). The duly completed and executed proxy must be deposited with the Chairman of the Meeting or the person designated by him before the Meeting commences. The registration will be available at 8.30 a.m.

Yours sincerely,
Christiani & Nielsen (Thai) Public Company Limited

(Mr. Surasak Osathanugraha)
Director and Company Secretary