

**CPL GROUP PUBLIC COMPANY LIMITED.**

聯 誠 股 份 有 限 公 司

ทะเบียนเลขที่ 0107537000

700 MOO 6, SUKHUMVIT ROAD, TAMBOL BANGPOO MAI, AMPUR MUANG, SAMUTPRAKARN 10280 THAILAND .
TEL:(662)7095633 FAX:(662) 7096033,7096044 Website : www.cpl.co.th / Email : contact@cpl.co.th

23 February 2017

Subject: Reports on Resolution of the Extraordinary General Meeting of the Shareholders No.1/2017

To: President

The Stock Exchange of Thailand

The Extraordinary General Meeting of the Shareholders No.1/2017 of C.P.L. Group Company Limited (the "Company"), convened on 23 February 2017 between 14.00 hrs. at Suanluang Ballroom, 1st Floor, Novotel Bangkok Bangna Hotel, No. 333 Srinagarindra Road, Nong Bon Subdistrict, Prawet District, Bangkok. There were 43 shareholders attended the meeting in person and by proxy, holding 17,438,791 shares of the total paid-up 26,399,995 shares, or 66.06% percent of the total issued shares of the Company. The meeting passed the resolution as follows:

1. Resolved to endorse the Minutes of the 2016 Annual General Meeting of Shareholders, which was convened on 28 April 2016, with the following votes

Agenda 1: Additional 4 Shareholders, Total 11,399

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	17,450,190	100.00%
Disapproved	0	0.00
Abstained	0	0.00
Total of 47 shareholders	17,450,190	100.00%

Remark The resolution on this agenda item has been passed by a majority vote of the shareholders attending the meeting and casting their votes.

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2. Resolved to approve the acceptance of the entire business transfer of Pangolin Safety Products Co., Ltd. (“PSP”) (Entire Business Transfer) which includes the transfer acceptance of all assets and liabilities of PSP, as well as the rights, duties, encumbrances, and responsibilities of PSP against any other parties with the total value of THB 530,995,211.76. The Company will issue 15,489,942 newly-issued ordinary shares or equivalent to 58.67 percent of the total issued shares of the Company, with the par value of THB 10 per share in consideration for the Entire Business Transfer from PSP in lieu of cash. The price of the newly-issued ordinary shares is determined at THB 34.28 per share, resulting in a total value of THB 530,995,211.76, as well as the entering into of the relevant agreements, with the following votes:

Agenda 2: Additional 12 Shareholders, Total 1,859,258

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	5,773,208	100.00%
Disapproved	0	0.00
Abstained	0	0.00
Total of 39 shareholders	5,773,208	100.00%

3. Resolved to approve the increase in the registered capital by THB 154,899,420, from the existing registered capital of THB 263,999,950, to THB 418,899,370, by issuing 15,489,942 newly-issued ordinary shares, at the par value of THB 10 per share; and the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase, with the following votes:

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Agenda 3: Additional 1 Shareholder, Total 2,700

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	5,775,908	100.00%
Disapproved	0	0.00
Abstained	0	0.00
Total of 40 shareholders	5,775,908	100.00%

4. Resolved to approve the allocation of 15,489,942 newly-issued ordinary shares, at the par value of THB 10 per share to PSP (Private Placement), at the share value of THB 34.28 per share, totaling THB 530,995,211.76, in consideration for the Entire Business Transfer which represents the value of THB 530,995,211.76 instead of cash. The Board of Directors and/or the Managing Director and/or their delegated person is authorized to determine the details, date and time relevant to the allocation of newly-issued ordinary shares, to enter into negotiations, and to execute agreements, documentation, contracts, and relevant application forms, to deal with or report to the Ministry of Commerce, the SEC Office, and the Stock Exchange of Thailand, including the listing of newly-issued ordinary shares of the Company on the Stock Exchange, as well as any necessary actions in connection with the allocation of the newly-issued ordinary shares as they deem appropriate, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	5,775,908	100.00%
Disapproved	0	0.00
Abstained	0	0.00

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Total of 40 shareholders	5,775,908	100.00%
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5. Resolved to approve the amendment to the Company's objectives, resulting in the total of 47 clauses of the Company's objectives; and the amendment to Clause 3 of the Memorandum of Association in order to be in line with the amendment to the Company's objectives, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	5,775,908	100.00%
Disapproved	0	0.00
Abstained	0	0.00
Total of 40 shareholders	5,775,908	100.00%

Remark: The resolution on the agenda item No. 2 to 5 have been passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders, namely Charoensin Holding Company Limited, Mr. Vivat Wongcharoensin, Mr. Manoch Wongcharoensin, Mrs. Usa Wongcharoensin, Mr. Wuttichai Wongcharoensin, Mr. Natthajak Wongcharoensin, Mr. Theerawat Wongcharoensin, Mr. Thavatchai Wongcharoensin, Mrs. Somsuk Wongcharoensin, Mr. Suwatchai Wongcharoensin, Miss Ratchanee Wongcharoensin, Mr. Kitichai Wongcharoensin, Mr. Veerachai Wongcharoensin, Mr. Manit Wongcharoensin, Mrs. Payao Wongcharoensin, and Mr. Issara Wongcharoensin, having the total of 13,536,240 shares, or 51.27 percent of the total number of shares sold of the Company.



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Please be informed accordingly.

Sincerely Yours,

(Mr. Suwatchai Wongcharoensin)

Director and Company Secretary