



THAI INDUSTRIAL AND  
ENGINEERING SERVICE PCL

บริษัท ไทยบริการอุตสาหกรรมและวิศวกรรม จำกัด (มหาชน)  
Thai Industrial & Engineering Service Public Company Limited

ชั้น 15 อาคารจินดาการ เลขที่ 3 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 โทร : 02-018-7190-8 แฟกซ์ : 02-018-7199 ทะเบียนเลขที่ 0107548000501  
15<sup>th</sup> Floor, Rajanakam Building, 3 South Sathom Road, Yananawa, Sathom, Bangkok 10120 Tel : 02-018-7190-8 Fax : 02-018-7199 Tax ID : 0107548000501



IR.003/2017

28 February 2017

Re: Notification of the resolutions of the Board of Directors' meeting no.2/2017

To President

The Stock Exchange of Thailand

Thai Industrial & Engineering Public Company Limited (the "Company") would like to inform the significant resolutions of the Board of Directors' meeting, held on 28 February 2017 as follows;

1. Resolved to propose to the shareholder's meeting to approve the audited financial statements for the year 2016 ended 31 December 2016 which have been audited by the Company's auditor and reviewed by the Audit Committee.
2. Resolved to propose to the shareholder's meeting to approve suspension of profit allocation and the omission of dividend payment for the result of the operation in the year 2016.
3. Resolved to propose to the shareholder's meeting to approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd. (Deloitte) as the Company's external auditor for 2017, namely;
  1. Mr. Chavala Tienpasertkij Certified Public Accountant (Thailand) No. 4301 and/or
  2. Dr. Kiatniyom Kuntisook Certified Public Accountant (Thailand) No. 4800 and/or
  3. Mr. Choopong Surachutikarn Certified Public Accountant (Thailand) No. 4325 and/or
  4. Ms. Nisakorn Songmanee Certified Public Accountant (Thailand) No. 5035

Any of the aforementioned auditors shall conduct the audit and express an opinion on the Company's financial statements. In the event that none of these auditors is available, Deloitte shall delegate another representative. Furthermore, the Board of Directors also proposes the audit fee and the quarterly review fee of not exceeding Baht 2,750,000 which excludes out-of-pocket-expense.



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4. Resolved to propose to the shareholder's meeting to approve the remuneration of the Directors for year 2017 as follows:

Remuneration of the Directors	Meeting Allowance				
	The Board of Directors	The Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee*
Chairman	Baht 45,000 per meeting	Baht 25,000 per meeting	Baht 14,000 per meeting	Baht 14,000 per meeting	Baht 14,000 per meeting
Directors	Baht 35,000 per meeting	Baht 20,000 per meeting	Baht 14,000 per meeting	Baht 14,000 per meeting	Baht 14,000 per meeting

\*NOTE Meeting allowance shall not be paid to those members of Executive Committee who are being management team.

The remuneration of the Directors for year 2017 is in the same rate as compared with the year 2016 and was considered by Nomination and Remuneration Committee. In 2016, the Board of Directors' meeting resolved to appoint Nomination and Remuneration Committee. In 2017, the Board of Directors' meeting resolved to appoint Risk Management Committee.

5. Resolved to propose to the shareholder's meeting to approve the re-election of the Directors who will retire by rotation at the 2017 Annual General Meeting of Shareholders for another term, namely:
- Ms. Pathamakorn Buranasin Position Director and Member of the Executive Committee.
  - Mr. Paripol Dhanasuckanchana Position Director.
  - Mr. Chanchai Suwisuttagul Position Independent Director and Member of the Audit Committee.
  - Mr. Udom Chatsirikul Position Independent Director and Chairman of the Audit Committee.
6. According to the Extraordinary General meeting of Shareholders No. 2/2015, the Company has offered 30,000,000,000 newly issued ordinary shares to the private placement investors together with Warrants to purchase the ordinary shares of the Company No.4 (T-W4) ("Warrant T-W4") provided for the private placement investors, for the one year period. When the date of subscription was due, there were the subscriptions of 4,310,000,000 newly issued ordinary shares and exercise ratio of Warrants to purchase the ordinary shares of the Company No.4 (T-W4) ("Warrant T-W4") in the amount of 431,000,000 shares.



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The Board of Directors' meeting No. 2/2017 resolved to propose to the shareholder's meeting to approve the reduction of the Company's registered capital from Baht 41,294,049,764 to Baht 13,035,049,764. The registered capital is reduced by the unsubscribed of 25,690,000,000 shares and shares allocation for (T-W4) in the amount of 2,569,000,000 shares, at a par value of Baht 1 per share.

7. Resolved to propose to the shareholder's meeting to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be conform with the reduction of the registered capital of the Company.
8. Approved the change of the Company's name by authorizing Executive Committee to proceed on the change with Ministry of Commerce. Currently, it is on the process of approval. The Company shall finish the process within 13 March 2017 and shall propose to the Shareholder's meeting later. However, the Company's symbol is still 'T'.
9. Approved to call the 2017 Annual General Meeting of Shareholder on Thursday, 27 April 2017 at 10.00 hrs. at Thewakam Rangrak Room, 2nd Floor, Army Club Vipahavadi , 195 Vipahavadi - Rangsit Road, Samsennai, Phayathai, Bangkok. with the agenda items listed as follows:
  - Agenda 1 To consider and certify the minutes of the 2016 Annual General meeting of Shareholder.
  - Agenda 2 To acknowledge the report of the Company's operating result for the year ended 31 December 2016.
  - Agenda 3 To approve the Company's Financial Statements for the year ended 31 December 2016.
  - Agenda 4 To approve suspension of profit allocation and the omission of dividend payment for the result of the operation in the year 2016.
  - Agenda 5 To approve the change of the Company's name.
  - Agenda 6 To approve the amendment of Clause 1 of the Memorandum of Association of the Company to be conform with the change of the Company's name.
  - Agenda 7 To approve the amendment of Clause 1, 2 and 44 of the Articles of Association of the Company to be conform with the change of the Company's name.
  - Agenda 8 To approve the reduction of the registered capital of the Company.
  - Agenda 9 To approve the amendment of Clause 4 of the Memorandum of Association of the Company to be conform with the reduction of the registered capital of the Company.



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- Agenda 10 To approve the re-election of the Directors who will retire by rotation.
- Agenda 11 To approve the remuneration of the Company's Board of Directors for the year 2017.
- Agenda 12 To approve the appointment of the Company's External auditors and fix their remuneration for the year 2017.
- Agenda 13 Other matters (if any)

10. Determined the date for determining the names of Shareholders who shall be entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date) on 17 March 2017 and the date for gathering the name of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer on 20 March 2017.

Please be informed accordingly.

Sincerely yours,

Thai Industrial & Engineering Service Public Company Limited

( Mr. Tradsin Chongussayakul )

Chief Executive Officer and Acting Managing Director