



21 October 2018

- Subject: Invitation to attend the Extraordinary General Meeting of Shareholders no. 2/2018
- Attention: Shareholders of Srisawad Corporation Public Company Limited
- Enclosures:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017
 2. Information Memorandum on Private Placement of Newly Issuance Ordinary Shares
 3. Capital Increase Form (F 53-4)
 4. Articles of Association regarding the Shareholders' Meeting
 5. Proxy Form B.
 6. Profile of the Independent Directors proposed as proxies for the shareholders
 7. Procedures for registration, granting of a proxy, and documentation and evidence required on the date of the meeting
 8. Map of Meeting venue
 9. Registration form

The Board of Directors of Srisawad Corporation Public Company Limited (“the Company” or “SAWAD”) has resolved to call for the Extraordinary General Meeting of Shareholders no. 2/2018 (“the Meeting”) on 16 November 2018, at 9.00 hrs., at the Ballroom 1, 3rd Floor, The Emerald Bangkok Hotel, 99/1 Ratchadapisek Road, Din Daeng, Bangkok 10400, to discuss and resolve the following agendas:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2018

Rationale The Annual General Meeting of Shareholders for the year 2018 was convened on 24 April 2018. The Company has recorded the minutes accurately and sent the minutes to the Stock Exchange of Thailand (“SET”), and the Ministry of Commerce as required by law. A copy of the minutes is enclosed hereto as Enclosure 1.

Board’s opinion The Board has deemed appropriate for the Meeting to consider the minutes of the Annual General Meeting of Shareholders for the year 2018 for approval.

Required Votes: Majority Votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To consider for approval the decrease of registered capital from Baht 1,192,717,081 to Baht 1,192,710,379



Rationale The Board proposed the decrease of registered capital from Baht 1,192,717,081 to Baht 1,192,710,379 by reducing 6,702 ordinary shares at the par value of Baht 1, which were left over from the stock dividend at May 21, 2018 details as follows:

	Registered amount	Allocated amount	Excess
Stock dividend	60,409,383	60,402,681	6,702

Board's opinion The Board of Directors deems appropriate for the Meeting to consider the decrease of registered capital from Baht 1,192,717,081 to Baht 1,192,710,379 by reducing 6,702 ordinary shares at the par value of Baht 1.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.

Agenda 3 To consider for approval the amendment of Memorandum of Association Clause 4. in compliance with the decrease of registered capital

Rationale The Board proposed the amendment of Memorandum of Association Clause 4 in compliance with the decrease of registered capital as follows:

Clause 4: Registered Capital	1,192,710,379	Baht
Divided into	1,192,710,379	shares
Par Value	1.00	Baht
Divided into		
Ordinary share	1,192,710,379	shares
Preferred share	--	shares

In this regard, the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to alter or add other related wordings as instructed by the registrar.

Board's opinion The Board of Directors deems appropriate for the Meeting to consider the amendment of Memorandum of Association Clause 4 in compliance with the decrease of the registered capital.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider for approval the increase of registered capital from Baht 1,192,710,379 to Baht 1,249,710,379



Rationale The Board proposed the increasing of registered capital from Baht 1,192,710,379 to Baht 1,249,710,379 by issuing 57,000,000 ordinary shares at par value of Baht 1 (one Baht) to be offered via Private Placement.

Board's opinion The Board of Directors deems appropriate for the Meeting to consider the increasing of registered capital from Baht 1,192,710,379 to Baht 1,249,710,379 by issuing 57,000,000 ordinary shares at the par value of Baht 1 to be offered via Private Placement.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider for approval the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital

Rationale The Board proposed the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital as follows:

Clause 4: Registered Capital	1,249,710,379	Baht
Divided into	1,249,710,379	shares
Par Value	1.00	Baht
Divided into		
Ordinary share	1,249,710,379	shares
Preferred share	--	shares

In this regard, the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to alter or add other related wordings as instructed by the registrar.

Board's opinion The Board of Directors deems appropriate for the Meeting to consider the amendment of Memorandum of Association Clause 4 in compliance with the increase of the registered capital.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To consider for approval the allotment of newly issuance ordinary shares on Private Placement basis

Rationale The Board proposed the allotment of 57,000,000 Ordinary Shares at 1 Baht par value at the price of 45 Baht per share, totaling 2,565,000,000 Baht in value. The new shares will be offered via a private placement to Cathay Financial Holding Co., Ltd. ("Investor") or its associates, neither of which are a related party to the Company in accordance with the SEC notification number Tor Jor 21/2551.



The issuance and offering of the said ordinary shares will be an allotment of new shares through a Private Placement whereby the shareholders have clearly established the selling price at 45 Baht per share, which is a selling price not lower than the market price. The approach is in accordance with SEC notification Tor Jor 72/2558 regarding the rights of a registered company to allot shares by means of a Private Placement, dated 28 October 2015 (and has subsequently been revised) (Notification Tor Jor 72/2558). The market price is determined to be 42.47 Baht per share by considering the weighted average price of the Ordinary Shares in the Stock Exchange of Thailand (“Stock Exchange”), starting from the 27th of August 2018 to the 14th of September 2018, a total of 15 consecutive working days prior to the resolution by the Board of Directors to approve such allotment or higher 5.96% than market price.

According to Private Placement Notification, the offering of newly issued ordinary shares to specific persons at a clearly determined offering price as stipulated in Notification Tor Jor 72/2558. In addition to obtaining approval from the shareholders’ meeting, the Company will also have to receive permission from the SEC in accordance with rule number Tor Jor 72/2558 prior to making the allotment of the share capital increase to the investor. Additionally, if during offering period, the Private Placement offering price is lower than 90% of the market price (calculated from the Company’s share weighted average price on the stock exchange 7-15 consecutive working days prior to the offering period) , the investor may considered to follow Silent Period regulation for one year. Once the ordinary capital increase shares have been traded for 6 months on the stock exchange, the investor may start to gradually sell the prohibited shares up to 25% of the total shares that were prohibited.

Details of the issuance, offer and allotment of the newly issued ordinary shares, opinion of the Board are described in the Information Memorandum on Private Placement of Newly Issuance Ordinary Shares (Enclosure No. 2) and Capital Increase Form (Enclosure No. 3)

It is proposed that the authorities to perform the tasks related to the issuance and allotment of capital increase shares in the Private Placement be delegated to the Board of Directors, the Chief Executive Officer, an individual assigned by the Board of Directors, or an individual assigned by the Chief Executive Officer . The tasks also include seeking approval from all pertinent governing authorities, as well as any necessary procedures in order for the Private Placement issuance and allotment of capital increase shares to be completed.

Board’s opinion The Board of Directors deems appropriate for the Meeting to consider the allotment of new share via Private Placement.

Required Votes: Not less than three-fourth of total votes of the shareholders who attend the meeting and cast their votes.



Agenda 7 Other matters (if any)

The Board of Directors' meeting approved that 4 October 2018 be scheduled as the date to record the names of the shareholders who are entitled to attend the Meeting. Therefore, the shareholders who are eligible to attend the Meeting and vote shall be those whose names appear in the share register book on such record date.

Please be invited to attend the Meeting pursuant to the detailed place and time, the registration starts at 08:00 hrs. In the event that any shareholder is unable to attend the meeting and would like to appoint the Company's Independent Director as their proxy to attend the Meeting and cast votes on his/her behalf, the shareholders can appoint the Independent Director of the Company having the qualification as detailed in Enclosure 7 or any other person to attend the meeting and cast the vote, by completing the attached proxy form and submit at the registration.

The Company has publicized this invitation to attend the Extraordinary Meeting of Shareholders No. 2/2018, together with its supporting materials and proxy form in the Company's website: www.meebaanmeerod.com.

Sincerely Yours,

(Mr. Sukhont Kanjanahuttakit)

Chairman of the Board

Company's secretary

Tel 0 2693 5555