

IR.004/2019

28 February 2019

Re: Notification of the resolutions of the Board of Directors' meeting

To President

The Stock Exchange of Thailand

T Engineering Corporation Public Company Limited (the "Company") would like to inform the significant resolutions of the Board of Directors' meeting, held on 28 February 2019 as follows;

1. Resolved to propose to the shareholder's meeting to approve the audited financial statements for the year 2018 ended 31 December 2018 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 2018.
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 2019, namely;
 1. Mr. Chavala Tienpasertkij Certified Public Accountant (Thailand) No. 4301 and/or
 2. Mr. Suwatchai Meakhaamnouychai Certified Public Accountant (Thailand) No. 6638 and/or
 3. Mr. Kiatniyom Kuntisook Certified Public Accountant (Thailand) No. 4800 and/or
 4. Mr. Nantawat Sumraunhant Certified Public Accountant (Thailand) No. 7731

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 2,920,000 which excludes out-of-pocket-expense.

4. Resolved to propose to the shareholder's meeting to approve the remuneration of the Directors for year 2019 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 2019 is in the same rate as compared with the year 2018 and was considered by Nomination and Remuneration Committee. The meeting allowance will be paid only to the Directors who attend the meeting.

5. Resolved to propose to the shareholder's meeting to approve the re-election of the Directors who will retire by rotation at the 2019 Annual General Meeting of Shareholders for another term, namely:
1. Mr. Prasit Chongussayakul Position Chairman of the Board of Directors, Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee.
 2. Mr. Thanadech Mahapokai Position Director and Member of the Executive Committee.
 3. Mr. Nontawat Dhanasuwiwath Position Director.
6. The Annual General Meeting of Shareholders in year 2013, passed the resolutions to approve the issuance of Warrants purchasing ordinary shares allocated to the management and employees (T-WA) and the Extraordinary General Meeting of Shareholders No. 2/2015, passed the resolution to approve the issuance of Warrants to Purchase New Ordinary Shares of the Company No. 3 ("T-W3") to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering). At present, both of Warrants have been exercised and have the remaining number of the Warrants as follows;

Warrants	T-WA(ESOP)	T-W3
Allocation method	The management and employees	The Company's existing shareholders with a ratio of 4 : 1
Term of the Warrants	5 Years	3 Years, which is the same date of completion of the term of the Warrants
Issue and offering date	15 May 2013	10 August 2015
Maturity date	14 May 2018	9 August 2018
Number of issued	22,000,000	1,451,232,630
Offered Warrants	22,000,000	1,451,094,354
Number of underlying shares	176,213,120	2,312,906,124
Exercise Ratio (Unit : Share)	1 : 11.971	1 : 1.594
Exercise Price (Baht : Share)	1.00	1.00
Number of exercised shares	-	7,636
The remaining number of shares which request to reduce the registered capital	176,213,120 shares	2,312,898,488 shares

The Board of Directors' meeting No. 1/2019 resolved to propose to the shareholder's meeting to approve the reduction of the Company's registered capital from Baht 13,035,049,764 to Baht 10,545,938,156 by reducing the registered capital of 2,489,111,608 shares, which is the result of the remaining of unsubscribed of (T-WA) in the amount of 176,213,120 shares and (T-W3) in the amount of 2,312,898,488 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 to call the 2019 Annual General Meeting of Shareholder on Thursday, 25 April 2019 at 10.00 hrs. at the Conference Room 8th floor (Meeting Room), Rajanakarn Building, 3 South Sathorn Road, Yannawa, Sathorn, Bangkok, with the agenda items listed as follows:
 - Agenda 1 To consider and certify the minutes of the 2018 Annual General meeting of Shareholder.
 - Agenda 2 To acknowledge the report of the Company's operating result for the year ended 31 December 2018.



T ENGINEERING
CORPORATION PCL

บริษัท ที เอ็นจิเนียริ่ง คอร์ปอเรชั่น จำกัด (มหาชน)
T Engineering Corporation Public Company Limited



ชั้นที่ 15 อาคารจันทนาการ เลขที่ 3 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพฯ 10120 โทร : 02-018-7190-8 แฟกซ์ : 02-018-7199 ทะเบียนเลขที่ 0107548000501
15th Floor, Rajanakarn Building, 3 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel : 02-018-7190-8 Fax : 02-018-7199 Tax ID : 0107548000501

- Agenda 3 To approve the Company's Financial Statements for the year ended 31 December 2018.
- Agenda 4 To approve suspension of profit allocation and the omission of dividend payment for the result of the operation in the year 2018.
- Agenda 5 To approve the reduction of the registered capital of the Company.
- Agenda 6 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.
- Agenda 7 To approve the re-election of the Directors who will retire by rotation.
- Agenda 8 To approve the remuneration of the Company's Board of Directors for the year 2019.
- Agenda 9 To approve the appointment of the Company's External auditors and fix their remuneration for the year 2019.
- Agenda 10 Other matters (if any)
9. Determined the date for determining the names of Shareholders who shall be entitled to attend the 2019 Annual General Meeting of Shareholders (Record Date) on 18th March 2019.

Please be informed accordingly.

Sincerely yours,

(Mr. Tradsin Chongussayakul)

Chief Executive Officer and Acting Managing Director
T Engineering Corporation Public Company Limited