



March 31, 2017

Subject: Invitation to The Annual General Meeting of Shareholders 2017

To: Shareholders of CPL Group Public Company Limited

- Attachments:
1. Registration Form (**Please bring in the meeting date.**)
 2. Copy of Extra General Meeting of Shareholders No.1/2017
 3. Company's Annual Report 2016 and Finance Statement (CD – ROM)
 4. Preliminary information on the retiring directors being proposed for re-election
 5. Preliminary information on appoint new director
 6. Definition of the Company's Independent Director
 7. The Company's Articles of Association concerning Shareholder Meeting and vote costing
 8. Names of independent Directors that shareholder can grant proxy
 9. Guidelines for registration and procedures on the appointment of proxies
 10. Map to the meeting place
 11. Request form for Annual Report 2016 (Hard Copy)
 12. Proxy Form A, Proxy Form B and Proxy Form C

The Board of Director of C.P.L. Group Public Company Limited, has resolved that the Annual General shareholders' Meeting for the year 2017 will be held on April 27, 2017, 14.00 p.m. at the Tiara Room, 3st Maple Hotel No. 9 Srinakarin Road, Bangna Bangkok 10260, Thailand. Please find the agenda as follows:

Agenda 1 : To consider and adopt the Minute of the Extra Ordinary General Meeting of Shareholders No.1/2017.

(Voting Requirements: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.)

Facts and Rationale: The Extra Ordinary General Meeting of shareholders No. 1/2017 was held on February 23, 2017. And the minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were publicly disclosed on the Company's website.

Opinion of the Board: After due consideration, the Board of Directors was of the view that the Minutes were accurately and completely recorded and deemed it appropriate to propose that the shareholders meeting endorse the Minutes of the Extra Ordinary General Meeting of Shareholder No.1/2017 which was convened on February 23, 2017 as proposed, in all respects.

Agenda 2 : To acknowledge the report of operation results from the Board of Directors.

(Voting Requirements: This agenda requires no vote of shareholders.)

Facts and Rationale: The Operation results of the company for the year 2016 as reported in the annual report shall be distributed as Attachment 3

Opinion of the Board: To acknowledge the operation results for the previous year.

Agenda 3 : To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2016.

(Voting Requirements: The resolution for this agenda requires the majority of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale : The audited balance sheet and statement of income for the year ended December 31, 2016 the report from the Certified Public Accountant shall be distributed, details of which appear in Attachment 2

Opinion of the Board : The Balance Sheet and the Statement of Income for the year ended December 31, 2016 should be approved.

Agenda 4 : To consider and approve no dividend payments.

(Voting Requirements: The resolution for this agenda requires the majority of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale : The company have a policy to pay a dividend of not less than 60 % from a Net profit after tax base on the company financial statement. However, the actual dividend payment depends on cash flow, investment plan of the company and terms and conditions of the agreements entered by the company together with all other necessity and suitability in the future.

Opinion of the Board: Proposes to the General Meeting of Shareholders for the year for the no dividend payment for the year 2016 as the company operation result loss and working capital requirement for the company.

Agenda 5 : To consider and approve the appointment of the directors to replace those who will retire by rotation in 2017.

(Voting Requirements: The resolution for this agenda requires the majority of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale : The. Public Limited Company Regulations 2535 and Article 13 requires that in every Annual General Meeting. In one third of the directors shall retire from office if the number of directors to be divided into three parts, not exactly. Then the number nearest to one third of the Directors must retire in the first year and second year after company registration. Directors who retire by rotation may be re-elected to a new position.

Names of three directors who retired by rotation are Mr. Manoch Wongcharoensin, Mr. Chi Hsiang Lai, Assoc. Prof. Dr. Ruth Banomyong

The company announced the news on the website of The Stock Exchange of Thailand and the company invites shareholders to nominate individuals that have qualified from November 23, 2016 until January 25, 2017 to be elected as directors. However, there was no shareholder nominating any person to be elected as a directors of the Company.

For Mr. Manoch Wongcharoensin which are due to retire by rotation at this time, waive the right to be nominated for re-appointment.

Opinion of the Board : The board of directors, except directors who are considered as having conflict of interest in this election, in considering for maximum benefit of the Company's business took into account Company's Board Component, qualifications, experiences, expertise together with self proven assessment records of 2 retired directors. The board of director commented that the above 2 persons have proven themselves with the best knowledge and abilities in managing the company and thus suggest for them to be re-elected.

The General Shareholder Meeting should re-elect these 2 directors to continue their services for another term as those person are qualified with proven track records and posses the best knowledge, competency and experience in managing the company in accordance to the regulation of public companies. The resumes of each director shall be distributed as attachment 4

Agenda 6 : To consider and approve to appointment new director to fill the vacant.

(Voting Requirements: The resolution for this agenda requires the majority of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale: Refer from the Agenda 5 Mr. Manoch Wongcharoensin waive the right to be nominated as directors for another term the composition of the board is vacant.

The Company has notified the stock exchange of Thailand and the Company's website, invite shareholders to nominate individuals that are eligible to be elected as a Director from November 23,2016 to January 25, 2017. However, there was no shareholder nominating any person to be elected as a directors of the Company.

Opinion of the Board : The Board of Directors agreed to propose the shareholder meeting to appointed Mr. Vivat Wongcharoensn in replacement of Mr. Manoch Wongcharoensin regards to eligibility including the ability to experience. The resumes of new director shall be distributed as attachment 5

Agenda 7 : To consider and approve the remuneration of the Company Board of director's for the year 2017.

(Voting Requirements: The resolution for this agenda requires two – third of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale: According to Article 14 of the Articles of Association shall have the right to receive compensation from the Company in the form of remuneration, bonuses, attendance fees, pension or other benefit in other ways. According to the Articles of Association or by a meeting of shareholders to consider. Which may be defined as an absolute number or criteria. And are set forth from time to time, give or take effect until it is changed, in addition to receiving various allowances and benefits, according to the company.

Opinion of the Board : The Board of Directors Meeting No. 3/2017 held on February 24, 2017 has considered and agreed to propose to the General Meeting of Shareholders for the year 2017, to consider and approve the directors' remuneration for the year 2017 by providing valuable 4 million baht same as last year details are as follows

Type of Remuneration	2017	2016
Director Fee		
Chairman & Managing Director	25,000 baht	25,000 baht
Director	20,000 baht	20,000 baht
Meeting Attendance Fee*	10,000 per times	10,000 per times

*Only pay to those who attend the meeting.

Directors who are the Company's employee will receive monthly remuneration excluded the remuneration as an employee of the Company.

Agenda 8 : To consider the appointment of the auditor and the audit fee for year 2017.

(Voting Requirements: The resolution for this agenda requires the majority of votes of shareholders and proxy holders attending the meeting and having the right to vote.)

Facts and Rationale: In compliance with Section 120 of the Public Company Act B.E. 2535 which specify that the Shareholder's Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again.

The Audit Committee considered and proposed the appointment of the Company's auditor regarding their professional experiences in auditing field and to fix the annual fee for the year 2017 regarding the audit workload as well as benchmarking with the audit fee of other companies as follows :

The Company: CWWP Co.,Ltd.

Names of auditors Mr. Cherd sakul Onnmongkul Certified Public Accountant No. 7195 and/or

Ms. Wanraya Puttasatien Certified Public Accountant No. 4387 and/or

Ms. Chantra Wongsriudomporn Certified Public Accountant No. 4996 and/or

Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881

Audit Fee for year 2017 as detail below

Description	2017	2016	2015
Auditor Fee	810,000	370,000	300,000
Review quarter statement	630,000	225,000	180,000
Review cash flows statement	60,000	40,000	40,000
Review restated F/S for 5 periods *	250,000		
	1,750,000	635,000	520,000

* It is paid only for the year 2017. The fee of the audit increased due to the merger with Pangolin Safety Products Co., Ltd. increased by the amount of work increase, the company has no paid more to the auditor.

Opinion of the Board : The Board of Directors No. 3/2017 held on February 24, 2017 to consider the appointment of auditors and remuneration of the auditors for the year 2017 as approved by the Board Audit Committee and had resolved to propose to the annual general meeting shareholders for the year 2017 to appoint auditor and remuneration of the auditor for the year 2017

Agenda 9 : To Consider and approved the change of the Company's name.

(Voting Requirements: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote,)

Facts and Rationale: Refer to the name of the company is currently and Logo is not conform. The Company's request to change its name both in Thai and English name and spelling the word by commonly used.

Company name in Thai as “บริษัท ซีพีแอด กรุ๊ป จำกัด (มหาชน)”

Company name in English as “CPL Group Public Company Limited ”

Opinion of the Board: The Board of Directors recommends that shareholders should approve the amendment of the company listed above.

Agenda 10 : To Consider and approved the amendment of article 1, 2, 22 and 38 of the articles of association of the company to be conform with the change of the Company's name.

(Voting Requirements: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote,)

Facts and Rationale: Refer to agenda 9, the company need to amendment of article 1 (Title of Mandatory), article 2 (Definitions), 22 and 38 to be in line with the company name.

Present

Article 1 Title of Mandatory

This mandatory is called Mandatory of the C.P.L. Group Pubic Company Limited.

Article 2 Definitions

"The Company means C.P.L. Group Pubic Company Limited."

Article 22 A director shall be divided into three groups, one of directors from each group is authorized to sign with company seal. The meeting of shareholders or board of directors is a group of directors and name. Each group will be authorized to bind the company and the seal of the Company.

Article 38 The company official seal



Change

Article 1 Title of Mandatory

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Article 2 Definitions

"The Company means CPL Group Pubic Company Limited."

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Article 38 The company official seal



Opinion of the Board: The Board of Directors meeting No. 3/2017 held on February 24, 2017 recommends that shareholders should approve the amendment of the company listed above

Agenda 11 : Any other business (if any).

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No other matters will be proposed for consideration and approval; thus, no voting shall be made. The Record Date (to collect the names of shareholders who have the right to attend the shareholders' meeting as stipulated in Section 225 of the Securities and Exchange Act, R.E. 2535) will be on March 16, 2017. The Company's share registration book will be closed on March 17, 2017.

All shareholders are invited to attend the Annual General Meeting of Shareholders for 2017 on April 27, 2017. Shareholders unable to attend in person may appoint another person to attend the meeting. All shareholders and proxy holders are requested to bring the attached form of proxy with documentary proof of their status as a shareholder duly entitled to attend or as the duly appointed proxy of such shareholders to show to the registration staff on the day of the meeting.

Shareholders may appoint Independent Directors to represent and vote on their behalf. (Information and resumes of these three directors are attachment 8 with the proxy)

The company will prepare Revenue Stamps service for the shareholders who appoint their proxies. For this meeting, the company has invited the auditor who is independent and has no conflict of interests with the company, to attend the meeting in order to answer any question regarding the financial statements of the company.

The Company would like to invite all shareholders to attend the meeting on the date, time and place as mentioned above.

Yours sincerely,

C.P.L. Group Public Company Limited

A handwritten signature in blue ink, appearing to read 'Suw' followed by a flourish.

(Mr.Suwatchai Wongcharoensin)

Director and Company Secretary

Secretary Section 02 – 709 – 5633 – 8 Ext 401, 302

Remark: Shareholders can access our Company's Website at www.cpl.co.th from March 25, 2017 for download all document support.