



February 27, 2019

Subject: Dividend Payment, The Change of Company's name, Memorandum of association, Objectives, Articles of association, Company's seal, Related Transaction, and Schedule of the AGM 2019

To : President

The Stock Exchange of Thailand

Attachment 1. Details of the amendment of Articles of association
2. Details of Related transaction on land leasing

The Board of Directors of Eason Paint Public Company Limited no. 1/2019 held on February 27, 2019 has passed the following important resolutions:

1. Approved to propose to the AGM to consider and approve the dividend payment for the operation of year 2018 will be 0.07 baht per share. The Record Date for the right of shareholders to receive the dividend shall be May 9, 2019, and the dividend payment will be made on May 24, 2019. The mentioned right will be further approved by the AGM 2019.
2. Approved to propose to the AGM to consider and approve the financial statement of the company for the fiscal year end 2018 dated on December 31, 2018.
3. Approved to propose to the AGM to consider and approve the allocation 5% of net profit of the year 2018, or 3,156,801.55 baht as legal reserve, which the company will has 41,639,144.72 baht in total.
4. Approved to propose the AGM to elect 3 directors for the replacement of the directors who retired by rotation namely 1) Mr. Sanit Eksangkul 2) Ms. Sirinun Eksangkul, and 3) Prof. Dr. Tharapong Vitidsant to resume their positions as the company directors. Remuneration for the year 2019 would not be over than 2.5 million baht (excluding the salary for directors who receive regular monthly salary).
5. Approved to propose the AGM to consider and approve the appointment auditors for the company for fiscal year 2019 as follows;
Ms. Sulalit Ardsawang (Certified public accountant No. 7517), or Mr. Piradej Pongsathiensak (Certified public accountant No. 4752), or Mr. Poj Asawasantichai (Certified public accountant No. 4891), or Mr. Thanawuth Piboonsawat (Certified public accountant No. 6699), or Ms. Soraya



Tintasuwan (Certified public accountant No. 8658) from Dharmniti Auditing Company Limited.
The annual audit fee will be in the total not over than 880,000 baht.

6. Approved to propose to the AGM to consider and approve the change of Company's name, Memorandum of association, Objectives, Articles of association and Company's seal as follows;

6.1 The change of Company's name

Previous :	Thai	บริษัท อีซั่น เพ้นท์ จำกัด (มหาชน)
	English	Eason Paint Public Company Limited
New :	Thai	บริษัท อีซั่น จำกัด (มหาชน)
	English	Eason Public Company Limited

In this regard, also changing the Company's seal, and still using the ticker of "EASON"

6.2 The change of Company's Memorandum of association

- 1) Amend clause 1 (Company's name) to be consistent with the change of the Company's name.
- 2) Amend clause 3 (Company's objectives) to insert 1 clause of objective as follow;
“(Clause 45) To engage in the business of electronic commerce and internet transactions, E-commerce, and all type of other electronic transactions within the country and aboard”

6.3 The change of Company's Articles of association

- 1) Amend article 1, article 2 and article 64 to be consistent with the change of the Company's name.
- 2) Amend article 27 and article 28 to be consistent with the Announcement of the National Council for Peace No.74/2557 regarding Electronics Conferencing.
- 3) Amend article 36 to be consistent with Section 100 of the Public Limited Companies Act B.E.2535 (1992) according to the Order of the Head of the National Council for Peace No.21/2560.

Details of the amendment are as the Attachment 1.

7. Approved the resolution to engage the 3 years period of land leasing agreement for branch office in Bangkok from Eksang Holdings Co., Ltd. (EKH), who is the major shareholder of the company, with total amount of 4,017,600 baht. The transaction size is considered according to the middle size of connected transaction of listed company rule, which is worth over 1 million baht but less than 20 million baht, which the company is obligated to get approval from the Board of Directors and disclose the information to the Stock Exchange of Thailand , the details of transaction as the Attachment 2.



8. Approved to arrange the AGM 2019 on April 26, 2019 at 10.00 a.m. at Ratchawipa Room 2nd Floor, Tharnthip Building, Chaopraya Park Hotel, to consider a following agenda;
 - 8.1 To consider and certify the minutes of the annual general meeting of shareholders 2018 which was held on April 11, 2018.
 - 8.2 To consider and acknowledge the report on the result of business operation of the company for the year 2018.
 - 8.3 To consider and approve financial statement of the company for the fiscal year ended December 31, 2018.
 - 8.4 To consider and approve the allocation of net profit for legal reserve, and dividend payment for the year 2018.
 - 8.5 To consider and approve the election of 3 directors for the replacement of the directors who retired by rotation, and to consider directors remuneration for the year 2019.
 - 8.6 To consider and approve the appointment of auditor and determine audit fee for the year 2019.
 - 8.7 To consider and approve the change of Company's name, Memorandum of association, Objectives, Articles of association and Company's seal.
 - 8.8 To consider others issue (if any).



In this regards, the Record Date for the right of shareholders to attend the AGM shall be March 15, 2019, and the company will declare the notice of the AGM 2019 on website www.easonpaint.co.th under the section of Investor Relation 30 days prior to the meeting date.

Yours sincerely,

(Mr. Nathapol Eksangkul)

Vice President

Attachment 1 Details of the amendment of Article of Association

Article	Current Article of association	Proposed Article of association
1.	The rule is hereinafter called “Rule of Eason Paints Public Company Limited”.	The rule is hereinafter called “Rule of <u>Eason Public Company Limited</u> ”.
2.	The “company” in the rule is defined as Eason Paints Public Company Limited.	The “company” in the rule is defined as <u>Eason Public Company Limited</u> .
64.	<p>Company’s seal, has a characteristic as follows;</p> 	<p>Company’s seal, has a characteristic as follows;</p> 
27.	<p>Regarding the committee meeting, the chairman or authorized person must send out meeting appointment letter to the committee not less than seven (7) days before the meeting except the case of urgent meeting to preserve company’s benefit, then, the meeting appointment will be sent to the committee via other method and the meeting can be start sooner than mentioned above.</p> <p>If at least two committees requested for a meeting, the chairman should take any action to have such meeting to be held within fourteen (14) days after requested date.</p>	<p>Regarding the committee meeting, the chairman or authorized person must send out meeting appointment letter to the committee not less than seven (7) days before the meeting except the case of urgent meeting to preserve company’s benefit, then, the meeting appointment will be sent to the committee via other method and the meeting can be start sooner than mentioned above.</p> <p><u>The company may send a summoning notice for the Board of Directors’ meeting including its related documents by an electronic mail. In this regard, the person who is charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</u></p>



		<p>If at least two committees requested for a meeting, the chairman should take any action to have such meeting to be held within fourteen (14) days after requested date.</p>
28.	<p>The committee members attending the meeting should not be less than half (1/2) of the committee members.</p> <p>If the chairman can't attend the meeting or can't be in-charge, vice chairman should be the president of the meeting. If the vice chairman can't attended the meeting or can't be in-charge, the committee in the meeting should select a president of the meeting from the committees attend the meeting.</p>	<p>The committee members attending the meeting should not be less than half (1/2) of the committee members.</p> <p>If the chairman can't attend the meeting or can't be in-charge, vice chairman should be the president of the meeting. If the vice chairman can't attended the meeting or can't be in-charge, the committee in the meeting should select a president of the meeting from the committees attend the meeting.</p> <p><u>The Chairman may determine that a meeting be held through electronic media. In this regards, at least one-third (1/3) of the quorum shall physically attend the meeting at the same venue and all of the attended directors shall have their presence in the Kingdom of Thailand at the time during which the meeting is held</u></p> <p><u>The meeting through electronic media under paragraph three (3) shall be conducted with an information security and shall have audio or video recording, as the case may be, of every attended director throughout the meeting period, and the meeting shall have a system of meeting control as prescribed by the related laws.</u></p>



		<p><u>The Director who attended Board of Directors' meeting through electronic media and complied with procedure and terms as mentioned above shall be deemed that the attendance can be satisfied as a quorum and the meeting shall have the same effect as the meeting held pursuant to a procedure provided by laws and this Articles of Association</u></p>
36.	<p>Shareholder meeting, which is called "Annual Ordinary General Shareholder's Meeting", must be held annually within four (4) months after account ended date.</p> <p>Other shareholder meeting is called "Extraordinary Shareholder's meeting"</p> <p>The Committee may call for any Extraordinary Shareholder's meeting whenever it is appropriate, or when a group of shareholder who hold more than one-fifth (1/5) of total company's share in the market requested to do so, or at least twenty five shareholders with total share at least one-tenth (1/10) of total company's shares in the market request so to the committee. The requestors should send a letter to the committee and explain objectives of the meeting in the letter. The committee must set up the meeting within one (1) month after receive the letter.</p>	<p>Shareholder meeting, which is called "Annual Ordinary General Shareholder's Meeting", must be held annually within four (4) months after account ended date.</p> <p>Other shareholder meeting is called "Extraordinary Shareholder's meeting"</p> <p><u>The Committee may call for any Extraordinary Shareholder's meeting whenever it is appropriate, or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</u></p> <p><u>In case the Board of Directors does not hold the meeting within the period as</u></p>



		<p><u>prescribed under paragraph three (3), the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three (3). In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</u></p> <p><u>In case the meeting summoned by such shareholders under paragraph four (4) is not constitute a quorum as prescribed in Article 38, the shareholders under paragraph four (4) shall jointly responsible to the Company for expenses incurred from such meeting.</u></p>
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6. Interested Directors

The Company has taken action to ensure that the interested directors are not participating in the meeting and not entitled to vote on the adoption of resolution in the meeting on the agenda to approve the entry into this related transaction.

7. The Board of Director's opinion

The Board of Directors considered that the transaction shall be a beneficial for the company and reasonable. The leased price is related to the market price in the same area. The Board of Directors has therefore adopted a resolution approving the entry into the said transaction.

8. The Audit Committee' opinion which is difference from the Board of Director's opinion

None