

White Group Public Co., Ltd.
(WG)

The 51st Annual General Meeting

On Thursday 19th April 2018
at 10.00 hrs.



**Conference Room, White Group Building I,
75 Soi Rubia, Sukhumvit 42 Road,
Phrakhanong, Klongtoey,
Bangkok 10110**



WHITE GROUP PUBLIC COMPANY LIMITED

75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok 10110 Thailand
Tel: 662 390 2445-54 Fax: 662 391 7576

Registration No. 0107537000190

Our Ref: AT003/18

April 4, 2018

To: The Shareholders,

Subject: The 51st Annual General Meeting of Shareholders

Notice is hereby given that the 51st Annual General Meeting of Shareholders will be held on Thursday 19th April 2018 at 10.00 hrs. at the Conference Room, White Group Building I, 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok to consider the following agenda :

1. To confirm the Minutes of the 50th Annual General Meeting of Shareholders held on 27th April 2017.

Background: The 50th Annual General Meeting of Shareholders was held on April 27, 2017. A copy of the Minutes was delivered to the Shareholders together with this Notice. (Enclosure No. 1)

Board of Directors' Opinion: The Board has considered and agreed that the Minutes are accurate and in accordance with the resolutions of the Meeting. The Shareholders should approve the Minutes of the 50th Annual General Meeting.

2. To acknowledge the Board of Directors' report on the Company's performance for the year 2017.

Background: The report of the Company's operation for the year 2017 appears in the Annual Report which was delivered to the Shareholders together with this Notice. (Enclosure No. 2)

Board of Directors' Opinion: The Shareholders to acknowledge the Company's performance for the year 2017.

3. To consider and approve the Company's financial statements for fiscal year ended December 31, 2017.

Background: To be in compliance with the law and clause 29 of the Company's Articles of Association which stipulates that the Board of Directors shall submit the Statements of financial position and Statement of comprehensive income to the Shareholders at the Annual General Meeting for consideration and approval. The Statement of financial position and the Statements of comprehensive income for the fiscal year ended December 31, 2017 duly audited by the auditor and reviewed by the Audit Committee, as appears in the Financial Statements section of the Annual Report, was delivered to the Shareholders together with this Notice. (Enclosure No. 2)

Board of Directors' Opinion: The Meeting should approve the Company's financial statements for fiscal year ended December 31, 2017.

4. To consider and approve the appropriation of profit and payment of dividend.

Background: Due to the profitable operation in 2017, the Board of Directors' Meeting No. 1/2018 held on March 2, 2018 resolved to approve the dividend payment at 4.50 baht (Four baht and fifty satang) per share. Payment to be made on May 15, 2018. Record date will be on March 20, 2018 to identify the Shareholders' name who have the right to receive dividend payment. Details of dividend payment for 2017 was delivered to the Shareholders together with this Notice. (Enclosure No. 8.1)

Board of Directors' Opinion: The Shareholders should approve the dividend payment at 4.50 baht (Four baht and fifty satang) per share. The payment shall be made on May 15, 2018.

5. To elect new directors in place of those who retire by rotation.

Background: To be in compliance with Clause 15 of the Company's Articles of Association which states that one-third of the directors, or if their number is not a multiple of three then the number nearest to one-third, are required to retire from office every year whereby the directors who have been in the longest term in office are required to retire by rotation. A retiring director shall be eligible for re-election to resume the position of the director of the Company. (Enclosure No. 8.2)

Board of Directors' Opinion: Mr. Somchai Chaisuparakul, Mrs. Araya Tejanant and Mr. Salin Pinkayan are due to retire by rotation. The Board of Directors propose the shareholders to approve the appointment of Mr. Somchai Chaisuparakul, Mrs. Araya Tejanant and Mr. Salin Pinkayan, who offer themselves for re-election, to serve as Company's directors for another term.

6. To approve the appointment of Company's Audit Committee.

Background: The Board of Directors' Meeting No. 1/2018 held on March 2, 2018 recommended the appointment of the Company's Audit Committee to serve for another two years term, effective from March 1, 2018. (Enclosure No. 8.3)

Board of Directors' Opinion : The Shareholders should approve the appointment of the Company's Audit Committee to serve for another two years term. Company's Audit Committee comprises of:

Assist. Prof. Dr. Pimpana Peetathawatchai	Chairman of the Audit Committee
Mr. Salin Pinkayan	Member of the Audit Committee
Ms. Chantrakarn Srisawadi	Member of the Audit Committee

7. To approve the appointment of Auditors and fix audit fee for the year 2018.

Background: To be in compliance with the law and Clause 29 of the Company's Articles of Association which states that the appointment of the Auditors and the audit fee need to be submitted to the Shareholders for consideration and approval. The proposed appointees are Auditors from EY Office Limited. Details of audit fee was delivered to the Shareholders together with this Notice. (Enclosure No. 8.4)

White Group Public Co., Ltd.

Board of Directors' Opinion: The Meeting should approve the appointment of Mr. Sophon Permsirivallop CPA No. 3182, Ms. Rungnapa Lertsuwankul CPA No. 3516, Mr. Chayapol Suppasedtanon CPA No. 3972, Ms. Pimjai Manitkajohnkit CPA No. 4521, Ms. Rosaporn Decharkom CPA No. 5659 and Ms. Sumana Punpongsanon CPA No. 5872 of EY Office Limited to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, EY Office Limited is authorized to identify one other Certified Public Accountant with EY Office Limited to carry out the work.

The meeting should approve the audit fee for White Group Public Co., Ltd. and its subsidiary for the year 2018 in the amount of 1,570,000.00 baht.

8. To consider and approve the remuneration for Directors and the Audit Committee.

Background: To be in compliance with the law and Clause 25 of the Company's Articles of Association, the remuneration for Directors and the Audit Committee need to be submitted to the Shareholders for approval. Details of remuneration for Directors and the Audit Committee was delivered to the Shareholders together with this Notice. (Enclosure No. 8.5)

Board of Directors' Opinion: The Meeting should approve the total directors' remuneration for the year 2018 at 3,884,000.00 baht: 3,000,000.00 baht as remuneration for Directors and 884,000.00 baht as remuneration for the Audit Committee.

9. To consider Other Business (if any)

The Company set the record date on Tuesday 20th March 2018 to identify the Shareholders' name who have the right to attend the 51st AGM and the right to receive dividend payment.

You are cordially invited to attend the Meeting on the date, time and place as mentioned above. Should you be unable to attend the Meeting in person, you may appoint Mr. Salin Pinkayan or any other person as your proxy to attend and vote at the Meeting on your behalf.

Yours sincerely,



Araya Tejanant
Director and Secretary

Encl;

Enclosure:

1. Minutes of the 50th Annual General Meeting.
2. Annual Report 2017.
3. Articles of Association related to the Shareholders Meeting.
4. Regulation for attending the meeting and rules of practice for voting by shareholders.
5. Proxy Forms “A”, “B” and “C”.
6. Definition of Independent Director.
7. Profile of Independent Director (acting as Proxy of the shareholders).
8. Information to support each agenda:-
 - 8.1 To consider and approve the appropriation of profit and payment of dividend.
 - 8.2 To elect new directors in place of those who retired by rotation.
 - 8.3 To approve the appointment of Company’s Audit Committee.
 - 8.4 To approve the appointment of Auditors and fix audit fee for the year 2018.
 - 8.5 To fix remuneration for Directors and the Audit Committee.
9. Location Map of White Group Public Co., Ltd.



WHITE GROUP PUBLIC COMPANY LIMITED

75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok 10110 Thailand

Tel: (662) 390 2445-54 Fax: (662) 391 7576

Registration No. 0107537000190

(Translation)

Minutes of the 50th Annual General Meeting

The 50th Annual General Meeting of White Group Public Co., Ltd was held on Thursday 27th April, 2017 at the Conference Room of White Group Public Co., Ltd. 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok. The meeting convened at 10.00 hour, there were 26 shareholders present in person and by proxy, altogether holding 9,921,469 shares equivalent to 55.58 % of the total issued shares, thus constituting a quorum pursuant to clause 32 of the Company's Articles of Association.

Name of the directors who attended the meeting

- | | |
|--|--|
| 1. Asst.Prof.Dr. Pimpana Peetathawatchai | Chairman of the Audit Committee,
Independent Director |
| 2. Mr. Salin Pinkayan | Audit Committee, Independent Director |
| 3. Ms. Chantrakarn Srisawadi | Audit Committee, Independent Director |
| 4. Mr. Somchai Chaisuparakul | Managing Director, Director |
| 5. Mrs. Araya Tejanant | Deputy Managing Director,
Company Secretary |

Name of the directors who were absent from the meeting

- | | |
|-----------------------------|--------------------------------|
| 1. Mr. Sidh Prarusudamkerng | Chairman, Independent Director |
| 2. Mr. Ratch Osathanugrah | Director |
| 3. Mr. Thana Chaiprasit | Director |

Name of the senior executives who attended the meeting

- | | |
|-----------------------------------|---------------------|
| 1. Mr. Surachai Asavavichienjinda | Commercial Director |
| 2. Mr. Phu-it Sawatdiboonchai | IT Manager |

Name of the auditor who attended the meeting

Ms. Rungnapa Lertsuwankul, CPA No.3516 and Ms. Panyaporn Waiyanggul, representatives of EY Office Limited.

Preliminary Proceeding

Assistant Prof. Dr. Pimpana Peetathawatchai, Chairman of the meeting, welcomed all shareholders and assigned Mrs. Araya Tejanant as Secretary of the meeting.

In accordance with good corporate governance, Secretary of the meeting informed the method of voting to shareholders as follows:

- Voting by shareholders to reveal and each share shall be counted as one vote.
- Unanimous votes are eventually acceptable. But if the final votes are equal, one additional vote from the Chairman is the decisive vote.
- The number of votes for which the shareholder authorize the Proxy to attend and vote, the proxy is entitled to cast the votes as total number of shares as specified.
- If any shareholder has interests in any resolution, he/she cannot vote on such resolution, except vote for Directors' election.
- The ballot is provided to the attendant for voting of each agenda, shareholder or proxy holder is required to passed the ballot after voting to the Company's officer.
- In case any shareholder has any question, please inform name and company name for recording into the minutes of the meeting.

Agenda No.1: To confirm the Minutes of the Extra Ordinary General Meeting of Shareholders No. 1/2016.

The secretary requested the meeting to consider and approve the Extra Ordinary General Meeting of Shareholders No. 1/2016 was held on November 17, 2016, copies of which had been distributed to the shareholders together with the notice for calling this meeting (Enclosure No.1). The Board considered and agreed that the Minutes are accurate and in accordance with the resolutions of the Meeting. The Shareholders should approve the said Minutes.

No shareholders raised any objection or proposed any amendment to the said Minutes.

Resolution of the meeting : The meeting resolved to approve the Extra Ordinary General Meeting of Shareholders No. 1/2016 was held on November 17, 2016. The resolution was passed and approved by the majority vote of the shareholders who attended the meeting and entitled to vote as per the following number of votes:

Resolution	Shares	% of total shares of shareholders attended the meeting and entitled to vote
Approved	9,921,469	100
Disapproved	0	0
Abstained	0	0

Agenda No.2: To acknowledge the Board of Directors' report on the company's performance for the year 2016.

The report of the Company's operations for the year 2016 was stated in the Annual Report which was delivered to the Shareholders together with the Notice (Enclosure No.2). The Board reported the Company's performance for the year 2016 to the Shareholders for acknowledgement.

Mr. Somchai Chaisuparakul, the Managing Director, thanked the shareholders for their trustfulness to the management and summarized the Company's performance for the year 2016 as follows:

Aside from the document we sent to all shareholders, we would like to provide additional useful information as follows;

You may all aware of our country's economic situation during the past 12 months which was quite stagnant and slowed in growth, similar to the past few years. There were three key factors which effected our business:

1. The continued decline of domestic sales such as in auto tire market and decorative paint market resulted in shrinking domestic demand.
2. The slump in export of all sectors across the board adversely effected the demand of our chemicals products which were of premium quality and high price.
3. The fluctuation of exchange rate required an appropriated exchange risk management for an affective cost control to foster our competitiveness.

With respect to office space and warehouse for rent, the Company continued to keep close relation with existing tenants to ensure sustainable income.

During such economic downturn, the company's performance is considered reasonable. Our strategies have been partially implemented such as 1) organizational changes from being importer and chemical trading to increasing capability in manufacturing and product development 2) evaluate various channels of joint venture to improve manufacturing skill and capability. All of these activities will help ensuring sustainable growth.

In the property rental business where competition is more intense, we are putting our effort to maintain this revenue stream.

We would like to thank all of you for your trustfulness in management and the staff. We will manage this company for future prosperity and growth and appreciate all concerned such as bank, auditor, the committee for their support given to the company and will continue to perform under the existing capability for the benefit of the society.

Agenda No.3: To consider and approve the Company's financial statements for fiscal year ended December 31, 2016.

The Company Secretary informed that to be in compliance with the law and clause 29 of the Company's

Articles of Association which stipulates that the Board of Directors shall submit the Statements of financial position and Statement of comprehensive income to the Shareholders at the Annual General Meeting for consideration and approval. The Statement of financial position and the Statements of comprehensive income for the fiscal year ended December 31, 2016 duly audited by the auditor and reviewed by the Audit Committee, as appears in the Financial Statements section of the Annual Report, was delivered to the Shareholders together with this Notice. (Enclosure No. 2)

The Board of Directors recommended the shareholders to approve the Company's financial statements for fiscal year ended December 31, 2016.

Resolution of the meeting : The meeting approved the Company's financial statements for fiscal year ended December 31, 2016. The resolution was passed by the majority vote of the shareholders who attended the meeting and entitled to vote as per the following number of votes:

Resolution	Shares	% of total shares of shareholders attended the meeting and entitled to vote
Approved	9,921,469	100
Disapproved	0	0
Abstained	0	0

Agenda No.4: To consider and approve the appropriation of profit and payment of dividend.

The Board of Directors recommended that the shareholders should approve the dividend payment for the year 2016 at 5.00 baht (Five baht only) per share. Record date will be on March 27, 2017 to identify the Shareholders' name who have the right to receive dividend payment. The date for closing the Company registration under section 225 of SET will be on March 28, 2017. The dividend payment shall be made on May 16, 2017. Details of dividend payment for 2016 was delivered to the Shareholders together with this Notice (Enclosure No. 8.1).

Resolution of the meeting : The meeting approved the appropriation of profit and dividend payment. The resolution was passed by the majority vote of the shareholders who attended the meeting and entitled to vote as per the following number of votes:-

Resolution	Shares	% of total shares of shareholders attended the meeting and entitled to vote
Approved	9,921,469	100
Disapproved	0	0
Abstained	0	0

Agenda No. 5: To elect new directors in place of those who retire by rotation

The Company Secretary informed that to be in compliance with the clause 15 of the Company's Articles of Association which states that one-third of the directors, or if their number is not a multiple of three then the number nearest to one-third, are required to retire from office in the Annual General Meeting every year whereby the directors who have been in the longest term in office are required to retire by rotation. A retiring director shall be eligible for re-election to resume the position of the director of the Company (Enclosure No. 8.2). The following directors retired by the rotation are:

- 1) Mr. Ratch Osathanugrah
- 2) Asst. Prof. Dr. Pimpana Peetathawatchai
- 3) Ms. Chantrakarn Srisawadi

They offered themselves for re-election, to serve as Company's directors for another term. Details of all three directors were presented in the notice for calling this meeting, information to support the Agenda No.5 (Enclosures No. 8.2). This requires shareholders to vote by person.

Resolution of the meeting : The meeting approved the proposal of the Board of Directors to re-elect the directors who retired by rotation. The resolution was passed by the majority vote of the shareholders who attended the meeting and entitled to vote as per the following number of votes:-

Name of Directors/Position	Approved		Disapproved		Abstained	
	Shares	%	Shares	%	Shares	%
1. Mr. Ratch Osathanugrah Director	9,921,469	100	0	0	0	0
2. Asst. Prof. Dr. Pimpana Peetathawatchai Independent Director	9,921,369	100	100	0	0	0
3. Ms. Chantrakarn Srisawadi Independent Director	9,921,369	100	100	0	0	0

Agenda No. 6: To approve the appointment of Auditors and fix audit fee for the year 2017.

The Company Secretary informed the meeting that to be in compliance with the law and Clause 29 of the Company's Articles of Association which states that the appointment of the Auditors and the audit fee need to be submitted to the Shareholders for consideration and approval. The Board of Directors' Meeting has resolved to approve the appointment of the following Auditors of EY Office Limited as Company's auditors:

Mr. Sophon	Permsirivallop	CPA No. 3182
Miss Rungnapa	Lertsuwankul	CPA No. 3516
Mr. Chayapol	Suppasertanon	CPA No. 3972
Miss Pimjai	Manitkajohnkit	CPA No. 4521
Miss Rosaporn	Decharkom	CPA No. 5659

Any of those being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, EY Office Limited is authorized to identify one other Certified Public Accountant with EY Office Limited to conduct the audit and express an opinion on the annual financial statements of the Company. The audit fee for the year 2017 is Baht 1,430,000.- (Baht: One million four hundred thirty thousand only) for the Company and its Subsidiary Company as recommended by the Company's Audit Committee.

Resolution of the meeting : The meeting approved the appointment of Auditors and fixed Audit fee for year 2017. The resolution was passed by the majority vote of the shareholders who attended the meeting and entitled to vote as per the following number of votes:-

Resolution	Shares	% of total shares of shareholders attended the meeting and entitled to vote
Approved	9,921,469	100
Disapproved	0	0
Abstained	0	0

Agenda No. 7: To consider and approve the remuneration for Directors and the Audit Committee.

To be in compliance with the law and Clause 25 of the Company's Articles of Association, the remuneration for Directors and the Audit Committee need to be submitted to the Shareholders for approval. Details of remuneration for Directors and the Audit Committee was delivered to the Shareholders together with this Notice (Enclosure No. 8.4). The Board of Director recommended shareholder should approve the remuneration for Directors and the Audit Committee at Baht 3,848,924.- (Baht: Three million eight hundred forty eight thousand and nine hundred twenty four only) with the following breakdown:

- Remuneration for Directors Baht 3,000,000.-
- Remuneration for Audit Committee Baht 848,924.-

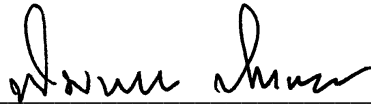
Resolution of the meeting : The meeting approved the remuneration for Directors and the Audit Committee. The resolution was passed by not less than two-third of the total votes of the shareholders, as per the following number of votes:-

Resolution	Shares	% of total shares of shareholders attended the meeting and entitled to vote
Approved	9,563,208	100
Disapproved	0	0
Abstained	0	0

Remark: As the Company's Directors namely: 1. Mr. Somchai Chaisuparakul, 2. Mrs. Araya Tejanant and 3. Mr. Thana Chaiprasit, have the conflict of interests in this matter, their votes of 358,261 shares had been deducted from total votes.

Agenda No. 8: To consider other business.

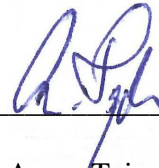
There was no further question and issues for consideration, the Managing Director thanked the shareholders for their attendance and the Chairman declared the meeting closed at 10.40 hours.



(Asst. Prof. Dr. Pimpana Peetathawatchai)
Chairman of the meeting



(Mr.Somchai Chaisuparakul)
Managing Director



(Mrs.Araya Tejanant)
Deputy Managing Director and Secretary

Enclosure 3
Articles of Association related to the Shareholders Meeting

Chapter 3

Board of Directors

Clause 14 Election of Directors shall be made by meeting of shareholders in compliance with the following criteria and procedure:

- (1) One shareholder has total votes equivalent to one vote per one share held.
- (2) Each shareholder shall vote all his rights as specified in (1) to elect one or more Directors but each shareholder's total votes cannot be divided by the number of Directors to be elected for voting purposes.
- (3) Persons having the most votes respectively shall be elected to be the Directors, in case the persons to be elected have equivalent votes, the election of the Directors shall be decided by the Chairman.

Clause 15 At every Annual General Meeting, one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. The Directors to retire on the first and second years following the registration of the Company shall be determined by lot. In every subsequent year, the Directors who have been longest in office shall retire. A retiring Director shall be eligible for re-election.

Clause 25 The Directors is entitled to receive the remuneration from the Company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the Directors have the rights to receive allowance, and other welfare benefits in accordance with the Company's regulations.

The foregoing paragraph shall not prejudice the rights of the Company's officers or employees elected to become directors to entitle them to receive the remuneration and benefits as the officers or employees of the Company.

Chapter 4

Meetings of Shareholders

Clause 26 The General Meeting shall be held by the Board of Directors within four months from the end of the accounting period of the Company. Any other meeting of shareholders shall be called and Extraordinary Meeting.

Clause 27 The Board of Directors may summon an Extraordinary Meeting whenever they think fit.

Clause 28 An Extraordinary Meeting must be summoned if a requisition to that effect is made in writing by shareholders holding not less than one-fifth of total shares sold or shareholders numbering at least twenty five persons holding not less than one-tenth of total shares sold, request in writing to the Board of Directors to summon an Extraordinary Meeting. The requisition must clearly specify the reason for which the meeting is required to be summoned. The Board of Directors shall hold a meeting within 1 month from the date of receiving such a request.

Clause 29 The business to be transacted at the Annual General Meeting shall include the following.

- 1) To acknowledge the report of the Board of Director regarding the company's performance in the previous year.
- 2) To consider and approve the company's financial statements.
- 3) To consider and approve the appropriation of profit.
- 4) To elect Directors in place of those who will retire by rotation.
- 5) To consider the appointment of Auditors and fix audit fee.

Clause 30 In summoning a meeting of shareholders, the Board of Directors shall prepare the notices summoning a meeting, including the place date, time and agenda, matters to be proposed to the meeting together with appropriate details clearly specifying that such matter is for acknowledgement for approval or for consideration and send them to the shareholders and the Registrar not less than 7 days prior to the meeting date. Such notices must also be published in a newspaper for 3 consecutive days at least 3 days prior to the meeting date.

Clause 31 At any meeting of shareholders, every shareholders is entitled to attend the meeting either personally or appoint a proxy to represent him at the Meeting and to have the right to vote. The instrument appointing a proxy shall be in writing, having the signature of the proxy.

A proxy shall be deposited to the Chairman of the Board of Directors or his represented at the Company's office before the time for holding the meeting. A proxy shall be in accordance with the form prescribed by the Public Company's Registrar and, at least shall have the following particulars:

- 1) The amount of share held by such shareholder.
- 2) The name of the proxy.
- 3) The meeting which the proxy is appointed to attend and vote.

A Shareholder who has interest in any resolution cannot vote on such resolution except vote for election Directors.

Voting by shareholder to reveal and each share shall be counted as one vote. If any poll is demanded by shareholders number at least five persons, it shall be taken in such manner as the Chairman casting.

Clause 32 In a meeting of shareholders there must be at least 25 shareholders or one-half of the total shareholders, holding not less than one-third of the total shares sold present in persons or by proxies (if any) attending the meeting in order to constitute a quorum.

If within an hour from the time appointed for a meeting of shareholders the quorum prescribed by the first paragraph is not present the meeting, if summoned at the request of shareholders, shall be dissolved.

If such meeting had not summoned at the shareholder's request, another meeting shall be summoned and notices of the summoning of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such a meeting no quorum shall be required.

Clause 33 The Chairmen of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, Vice Chairman shall be acted as Chairman, otherwise the shareholders present may choose one of their number to be Chairman.

Clause 34 The Chairman of the Board of Directors shall control a meeting of shareholders to follow the Articles of Association of the Company concerned on Meeting of Shareholders. The sequent of agenda items must follow the notice for calling the meeting. For changing the sequent of such agenda items shall be effected if request by shareholders not less than two-third of total shareholders in the meeting. After that shareholders holding not less than one-third of total shares sold are entitled to propose a new Agenda item to the meeting.

Clause 35 Exception Articles of Association a resolution of a shareholder's meeting shall required:

- (1) A resolution of any meeting of shareholders shall be passed by a majority vote of all the shareholders attending the meeting and having the right to vote.
In case to a tied vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases a resolution of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote required.
 - (a) Selling or transferring the company's business, whether in whole or insubstantial part to another person.
 - (b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company.
 - (c) The execution, amendment or termination of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any other person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing.

Enclosure 4
Regulation for attending the meeting and rules of practice
for voting by shareholders

The required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders.

➤ **For a Thai Natural Person**

Documentary evidence:

- | | |
|------------------|---|
| Thai citizen | - A Identification Card or a valid document which issued by Governmental Authorities. |
| Non-Thai citizen | - A foreigner Identification Card , Passport. |

Please specify all information on change of first name/last name from name appear in the share register and also attach documents indicating such change too.

➤ **A person with Proxy**

Documentary evidence:

- | | |
|------------------|---|
| Thai citizen | - A Identification Card or a valid evidence which issued by Governmental Authorities. |
| Non-Thai citizen | - A foreigner Identification Card, Passport. |

The proxy from must be completely filled and signed by the grantor and proxy.

Please attach the proxy and a copy of documentary evidence both a grantor and proxy.

➤ **Document evidence for a person with proxy.**

- If a grantor is a Thai citizen, he/she must present a copy of his/her Identification Card or a valid document issued by Government Authorities, certified by a grantor.
- If a grantor is not a Thai citizen, he/she must present a copy of his/her Passport , certified by a grantor.
- If a grantor is a Corporate Shareholders, a copy of Corporate Affidavit, issued by Department of Business Development, Ministry of Commerce with validity for no later than 12 months prior to date of the Meeting of Shareholders, certified by the authorized director(s) and affixed with the Company's seal and a copy of valid identification card of authorized director(s) certified by the owner of such card(s).

In case of any documents or evidence executed outside Thailand, such documents or evidence are required to be notarized by a Notary Public.

Rules of practice for voting cast

- Voting by shareholder to reveal and each share shall be counted as one vote.
 - Ordinary cases, unanimous votes are eventually acceptable. But if the final votes are equal, one additional vote from the Chairman is the decisive vote.
 - Other specific cases which are subject to the laws and/or the Company's Articles of Association, the votes shall be made in accordance with those. The Chairman shall inform the Meeting before voting is made in each agenda.
- The proxy must vote in accordance with the authorization given by the Shareholders as specified in the Proxy Form.
- A shareholder who has interest in any resolution cannot vote on such resolution except vote for election Directors.
- Shareholders of proxies are entitled to register in advance not later than one hour or starting from 9.00 hours until start of the meeting.

***** White Group Public Co., Ltd. reserved the right to permit only Shareholders and the authorized Proxy who submit the completed and corrected documents to attend the meeting. *****

**Enclosure 5
Proxy Forms**

Affixed
Duty
Stamp
20.- Baht

PROXY (Form A)

Made at.....
Date.....

I /We.....Nationality.....
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

As a shareholders of **White Group Public Co., Ltd.**

Holding a total number of.....shares. With number of votes.....votes.

Here by appoint

(1).....Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....or

(2).....Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

or assign a proxy to the independent Director – Mr. Salin Pinkayan Age 49 years

Residing/Located: White Group Public Co., Ltd. 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok 10110

as my/our proxy to attend and vote in the 51st Annual General Meeting on Thursday 19th April, 2018 at 10.00 hours. At the conference room, White Group Building 1, 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.

Affixed
Duty
Stamp
20.- Baht

PROXY (Form B)

Made at.....
Date.....

(1) I /We.....Nationality.....
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

(2) As a shareholders of **White Group Public Co., Ltd.**
Holding a total number of.....shares. With number of votes.....votes.

(3) Here by appoint

1)Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....or

2)Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

or assign a proxy to the independent Director – Mr. Salin Pinkayan Age 49 years
Residing/Located: White Group Public Co., Ltd. 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong,
Klongtoey, Bangkok 10110
as my/our proxy to attend and vote in the 51st Annual General Meeting on Thursday 19th April,
2018 at 10.00 hours. At the conference room, White Group Building 1, 75 Soi Rubia, Sukhumvit 42
Road, Phrakhanong, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and
venue.

(4) The number of votes for which I/we authorize the proxy to attend and vote in this
meeting is as follows:

**Agenda Item 1: To confirm the Minutes of the 50th Annual General Meeting
of Shareholders held on 27th April 2017.**

(a) The proxy may consider the matters and vote on my/our behalf as the
proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as
follows:

Approve Not approve Abstain

**Agenda Item 2: To acknowledge the Board of Directors' report on the
Company's performance for the year 2017.**

(a) The proxy may consider the matters and vote on my/our behalf as the
proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as
follows:

Approve Not approve Abstain

Agenda Item 3: To consider and approve the Company's financial statements for fiscal year ended December 31, 2017.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 4: To consider and approve the appropriation of profit and payment of dividend.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 5: To elect new directors in place of those who retire by rotation.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:

The Meeting should re-elect all three directors to serve as directors of the company for another term.

- Approve
- Not approve
- Abstain

The Meeting should re-elect of director by person to serve as director of the company for another term.

1. Mr. Somchai Chaisuparakul

- Approve
- Not approve
- Abstain

2. Mrs. Araya Tejanant

- Approve
- Not approve
- Abstain

3. Mr. Salin Pinkayan

- Approve
- Not approve
- Abstain

Agenda Item 6: To approve the appointment of Company's Audit Committee.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 7: To approve the appointment of Auditors and fix audit fee for the year 2018.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 8: To consider and approve the remuneration for Directors and the Audit Committee.

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

- Approve Not approve Abstain

Agenda Item 9: To consider Other Business (if any)

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

- Approve Not approve Abstain

(5) The proxy must vote on my/our behalf as per clearly specify my/our intention to vote in each agenda, otherwise any act (s) undertaken by the proxy at such meeting shall not be deemed as my/our own act.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorize to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any acts undertaken by the proxy at such meeting shall be deemed as my/our own act (s) in every respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

- Remarks:
1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
 2. In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
 3. In case the previous prescribed above are not sufficient to cover all intentions of the proxy, the proxy may use the annex form of proxy attached therefore.



Annex to the form of Proxy (Form B)

Grant of proxy as shareholder of White Group Public Co., Ltd.

At the 51st Annual General Meeting on Thursday 19th April 2018 at 10.00 hours. at the conference room, White Group Building 1, 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not approve Abstain

Agenda.....Subject.....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not approve Abstain

Agenda.....Subject.....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not approve Abstain

Agenda.....Subject.....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not approve Abstain

Agenda.....Subject.....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not approve Abstain



Affixed
Duty
Stamp
20.- Baht

PROXY (Form C)

Made at.....
Date.....

(1) I/We.....Nationality.....
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

As a custodian for of **White Group Public Co., Ltd.**
Holding a total number of.....shares. With number of votes.....votes.

(2) Here by appoint

1)Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....or

2)Age.....Years
Residing/Located No.....Road.....Tambol/Kwaeng.....
Amphur/Khet.....Province.....Postal Code.....

or assign a proxy to the independent Director – Mr. Salin Pinkayan Age 49 years

Residing/Located: White Group Public Co., Ltd. 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok 10110

as my/our proxy to attend and vote in the 51st Annual General Meeting on Thursday 19th April, 2018 at 10.00 hours. At the conference room, White Group Building 1, 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/we authorize the proxy to attend and vote in this meeting is as follows:-

- (a) Equivalent to the total number of share for which I/we am/are entitled to cast the votes as specified in Clause (1) above.
- (b) Part of the ordinary shares.....shares, and have the rights to vote.....votes.

(4) The number of votes for which I/we authorize the proxy to attend and vote in this meeting is as follows:

Agenda Item 1: To confirm the Minutes of the 50th Annual General Meeting of Shareholders held on 27th April 2017.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 2: To acknowledge the Board of Directors' report on the Company's performance for the year 2017.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 3: To consider and approve the Company's financial statements for fiscal year ended December 31, 2017.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 4: To consider and approve the appropriation of profit and payment of dividend.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 5: To elect new directors in place of those who retire by rotation.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:

The Meeting should re-elect all three directors to serve as directors of the company for another term.

- Approve
- Not approve
- Abstain

The Meeting should re-elect of director by person to serve as director of the company for another term.

1. Mr. Somchai Chaisuparakul

- Approve
- Not approve
- Abstain

2. Mrs. Araya Tejanant

- Approve
- Not approve
- Abstain

3. Mr. Salin Pinkayan

- Approve
- Not approve
- Abstain

Agenda Item 6: To approve the appointment of Company's Audit Committee.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 7: To approve the appointment of Auditors and fix audit fee for the year 2018.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 8: To consider and approve the remuneration for Directors and the Audit Committee.

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

Agenda Item 9: To consider Other Business (if any)

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
 - Approve
 - Not approve
 - Abstain

(5) The proxy must vote on my/our behalf as per clearly specify my/our intention to vote in each agenda, otherwise any act (s) undertaken by the proxy at such meeting shall not be deemed as my/our own act.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorize to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any acts undertaken by the proxy at such meeting shall be deemed as my/our own act (s) in every respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)



Remarks:

1. A shareholder who is a foreign investor may authorize a custodian to attend the meeting and cast the votes on its behalf by using Proxy Form C.
2. Please attach a letter of attorney to appoint a custodian to attend the meeting and cast the votes on its behalf including a copy of Custodian Certification Document.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
4. In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
5. In case the previous prescribed above are not sufficient to cover all intentions of the proxy, the proxy may use the annex form of proxy attached therefore.

Annex to the form of Proxy (Form C)

Grant of proxy as shareholder of White Group Public Co., Ltd.

At the 51st Annual General Meeting on Thursday 19th April 2018 at 10.00 hours. at the conference room, White Group Building 1, 75 Soi Rubia, Sukhumvit 42 Road, Phrakhanong, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda.....Subject.....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda.....Subject.....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda.....Subject.....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda.....Subject.....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain



Enclosure 6
Definition of Independent Director

Definition of Independent Director

The company regularize definition of Independent Director as criteria by the Securities and Exchange Commission (SEC).

1. Being appointed by the Board of Directors and the Shareholder's Meeting as audit committee.
2. Being an independent directors whose qualifications shall meet the following criteria;
 - (a) Holding shares not exceeding one percent of the total number voting rights of the company, its parent company, subsidiary, affiliate, or juristic person which may cause conflicts of interest, including the shares held by related persons of the independent directors.
 - (b) Neither being nor having been an executive directors, employee, staff or advisor who receives salary, or controlling persons of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person which may cause conflicts of interest unless the foregoing status had ended not less than two years prior to date of application filing with the SEC.
 - (c) Not being a person related by blood or registration under laws such as father, mother, spouse, sibling, and child, including the spouses of the children of the executive, major shareholder, controlling person, or persons nominated as the company and its subsidiary.
 - (d) Not having a business relationship with the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person which may cause conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholders, non-independent director or executives of any person having business relationship with the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person which may cause conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with SEC.
 - (e) Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may cause conflicts of interest, and not being a major shareholder, non-independent directors, executive, or partner or an auditing firm which employs auditors of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person which may cause conflicts of interest unless the foregoing relationship has ended not less than 2 two years from the date of application filing with the SEC.
 - (f) Neither being nor having been any professional advisor including legal or financial advisors who receives annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person which may cause conflicts of interest, and neither being nor having been major shareholders, non-independent director, executive, or partner of the professional advisor unless the foregoing relationship has ended not less than 2 two years from the date of application filing with the SEC.
 - (g) Not being a director who has been appointed as representative of the company's directors, major shareholders or shareholder who are related to the company's major shareholders.
 - (h) Not having any characteristics which make him incapable of expressing independent opinion with regard to the company's business affairs.

Enclosure 7
Profile of Independent Director

Profile of Independent Director (acting as Proxy of the shareholders)

Name : Mr. Salin Pinkayan

Age : 49 Yrs.

Working Experience:

2009 - Present	Independent Director	White Group Public Co., Ltd.
2003 - Present	Managing Director	Thai Developers Co., Ltd.
2002 - Present	Vice President	Southeast Asia Technology Co., Ltd.
2000 - Present	Deputy Managing Director	Dynamic Engineering Consultants Co., Ltd.

Address : **White Group Public Co., Ltd.**
75 Soi Rubia, Sukhumvit 42 Road,
Phrakhanong, Klongtoey
Bangkok 10110

- Mr. Salin Pinkayan is not a director of the company's competitors or its related companies.
- There is no any conflict of interest directly or indirectly between Mr. Salin Pinkayan with the company and its subsidiary or related parties.
- Mr. Salin Pinkayan has conflict of interests in The 51st Annual General Meeting of Shareholders, in Agenda No. 8 To consider and approve remuneration for Directors and the Audit Committee.

Enclosure 8
Information to support each agenda

Information to support the Agenda No. 4:
To consider and approve the appropriation of profit and payment of dividend.

- **Dividend payment policy :**

White Group Public Co., Ltd. don't establish the dividend payment policy for shareholders. Normally, the payment of dividend is done in accordance with Annual General Meeting resolution which proposed by the Board of Directors.

- **Dividend payment :**

	<u>Year 2017</u>	<u>Year 2016</u>
1. Net Profit for the year (Baht)	138,020,024.-	180,872,792.-
2. Total Number of Ordinary Shares (Shares)	17,850,000.-	17,850,000.-
3. Dividend Per Share (Baht /Share)	4.50	5.00
4. Total Dividend Payment (Baht)	80,325,000.-	89,250,000.-
5. Ratio of Dividend Payment to Net Profit (%)	58.20	49.34

Information to support the Agenda No. 5:
To elect new directors in place of those who retire by rotation

Name : Mr. Somchai Chaisuparakul
Age : 69 Yrs.
Nationality : Thai
Education : Master of Business Administration,
 University of Leicester, UK

Director Training Program : Director Accreditation Program (DAP) (2004),
 Thai Institution of Directors Association (IOD)
 Certificate from Corporate Governance for
 Capital Market Intermediaries (CGI) (2014),
 Thai Institute of Director Association (IOD)

Working Experience

1995 - Present : Director, White Group Public Co., Ltd.
 1995 - Present : Director, F.B. (Thailand) Ltd.
 1995 - Present : Director, Custom Pack Co., Ltd.
 2008 - Present : Independent Director, I V Global Securities Public Co., Ltd.
 2009 - Present : Independent Director, MDX Public Co., Ltd
 2014 - Present : Director, Tune Insurance Public Co., Ltd.

Director Type : Director
WG shareholding : Common Stock 250,000 shares (1.40%)
Period to be Director : 23 Yrs.
Meeting Attendance : Board of Directors 4/4

Nomination of the Board of Directors:

The company has no Nomination Committee to select and nominate any persons to be appointed as directors of the company. In this regards, the Board will undertake the selection process, taking into account the experience, expertise and the qualifications.

Board of Directors' Opinion:

It is deemed appropriate to elect **Mr. Somchai Chaisuparakul** as a Director of the company for another term.

Acting as Director /Executives of other listed companies : 2 companies
Acting as Director /Executive of non- listed companies : 3 companies
Acting as Director /Executive of other companies may cause the conflict of interest. : -none-
Conflict of Interest in the Company and its subsidiaries and associated or other related parties at present and the last two years. : -none-

Information to support the Agenda No. 5:
To elect new directors in place of those who retire by rotation

Name : Mrs. Araya Tejanant
Age : 65 Yrs.
Nationality : Thai
Education : Master of Business Administration,
 Wichita State University, USA

Director Training Program : Director Accreditation Program (DAP) (2003),
 Thai Institution of Directors Association (IOD)

Working Experience

2017 - Present : Managing Director, White Group Public Co., Ltd.
 1995 - 2016 : Deputy Managing Director, White Group Public Co., Ltd.
 1995 - Present : Director, F.B. (Thailand) Ltd.
 1995 - Present : Director, Custom Pack Co., Ltd.

Director Type : Director
WG shareholding : Common Stock 6,261 shares (0.04%)
Period to be Director : 23 Yrs.
Meetings Attendance : Board of Directors 4/4

Nomination of the Board of Directors:

The company has no Nomination Committee to select and nominate any persons to be appointed as directors of the company. In this regards, the Board will undertake the selection process, taking into account the experience, expertise and the qualifications.

Board of Directors' Opinion:

It is deemed appropriate to elect **Mrs. Araya Tejanant** as a Director of the company for another term.

Acting as Director /Executives of other listed companies : -none-
Acting as Director /Executive of non- listed companies : 2 companies
Acting as Director /Executive of other companies may cause the conflict of interest. : -none-
Conflict of Interest in the Company and its subsidiaries and associated or other related parties at present and the last two years. : -none-

Information to support the Agenda No. 5:
To elect new directors in place of those who retire by rotation

Name : **Mr. Salin Pinkayan**
Age : 49 Yrs.
Nationality : Thai
Education : M.B.A. (Business Administration)
 SASIN Graduate Institute, Chulalongkorn Univesity.

Director Training Program : Director Accreditation Program (DAP) (2010),
 Thai Institute of Director Association (IOD)

Working Experience
 2009 - Present : Independent Director, White Group Public Co., Ltd.
 2003 - Present : Managing Director, Thai Developers Co., Ltd.
 2002 - Present : President, Southeast Asia Technology Co., Ltd.
 2000 - Present : Director, Dynamic Engineering Consultants Co., Ltd.

Director Type : Independent Director

Definition of Independent Director : Equivalent to those criteria by SEC.
 (details as per Enclosure no. 6)

Legal Disputation : -none-
WG shareholding : -none-

Period to be Director : 9 Yrs.

Meeting Attendance : Board of Directors 4/4
 Audit Committee 4/4

Nomination of the Board of Directors:

The company has no Nomination Committee to select and nominate any persons to be appointed as directors of the company. In this regards, the Board will undertake the selection process, taking into account the experience, expertise and the qualifications.

Board of Directors' Opinion:

It is deemed appropriate to elect **Mr. Salin Pinkayan** as an Independent Director of the company for another term.

Acting as Director /Executives of other listed companies : -none-
Acting as Director /Executive of non- listed companies : 3 Companies
Acting as Director /Executive of other companies may cause the conflict of interest. : -none-
Conflict of Interest in the Company and its subsidiaries and associated or other related parties at present and the last two years. : -none-

Information to support the agenda No. 6:
To approve the appointment of Company's Audit Committee.

Form to Report on Names of Members and Scope of work of the Audit Committee

The Board of Directors meeting of White Group Public Company Limited No 1/2018 held on March 2, 2018 recommended the appointment of the Company's Audit Committee to serve for another two years term, effective from March 1, 2018.

The Audit Committee is consisted of:

	Terms of holding
1. Chairman of the Audit Committee Assist. Prof. Dr. Pimpana Peetathawatchai	2 years
2. Member of the Audit Committee Mr.Salin Pinkayan	2 years
3. Member of the Audit Committee Miss Chantrakarn Srisawadi	2 years

Secretary of the Audit Committee : Mrs. Araya Tejanant

The Audit Committee number 1 has adequate expertise and experience to review creditability of the financial report.

The Audit Committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. The Audit Committee's core responsibilities assign by the Board of Directors are in the following areas:
 - 1.1 Review the accuracy and reliability of the company's financial statements.
 - 1.2 Review the adequacy and efficiency of internal control system.
 - 1.3 Review the company's compliance with relevant laws and regulations.
 - 1.4 Select the company's external auditor, propose the remuneration, and attend the meeting with auditor without the management at least once a year.
 - 1.5 Review compliance with the Securities and Exchange Acts, regulations of the SET for all connected transaction disclosure or conflict of interest disclosure to ensure the maximum benefit to the company.
 - 1.6 Prepare the reports of the Audit Committee for submission to the Board of Directors and for publication in the company's annual reports.
 - 1.6.1 Comments on accuracy, completeness, and reliability of the company's financial report.
 - 1.6.2 Comments on adequacy of the company's internal control system.
 - 1.6.3 Comments on law compliance in accordance with the Securities and Exchange laws, regulations of the Stock Exchange, and laws relating to business of the company.

(Cont'd)

- 1.6.4 Comments on the appropriateness of the auditor.
- 1.6.5 Comments on the areas of conflict of interest.
- 1.6.6 A number of the audit committee meetings and the attendance of each individual audit committee.
- 1.6.7 Comments on overall observation in which the audit committee receive from performing their duties in accordance with an established charter.
- 1.6.8 Other items that shareholders and general investors should know under the scope of responsibilities assigned by the Board of Directors.

1.7 Undertake any other act as authorized by the Board of Directors.


2. The Audit Committee has to report to the Board of Directors when finding any item or action that can significantly affect the company's financial status and performance so the Board of Directors can address the situation within the designated timeframe. Such an item or action includes:
 - 2.1 An item of conflict of interest.
 - 2.2 Any corruption, abnormality, or defect within the internal control system.
 - 2.3 Violation of the Securities and Exchange law, regulations of the Stock Exchange, and laws relating to business of the company.

If the Board of Directors or executive committee fails to revamp the situation within the designated timeframe given by the Audit Committee, any of the individual audit committee might report such an item or action to the Securities and Exchange Commission and the Stock Exchange of Thailand.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of The Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the Audit Committee as stated above meet all the requirements of the Stock Exchange of Thailand.


Signed----- Director
(Mr. Somchai Chaisuparakul)


Signed----- Director
(Mrs. Araya Tejanant)

Information to support the agenda No. 7:
To approve the appointment of Auditors and fix audit fee for the year 2018.

The Audit Committee has recommended to the Board of Directors to appoint the below auditors of EY Office Limited as the auditors of the Company and its subsidiary.

- | | |
|-------------------------------|--------------|
| 1. Mr. Sophon Permsirivallop | CPA No. 3182 |
| 2. Ms. Rungnapa Lertsuwankul | CPA No. 3516 |
| 3. Mr. Chayapol Suppasedtanon | CPA No. 3972 |
| 4. Ms. Pimjai Manitkajohnkit | CPA No. 4521 |
| 5. Ms. Rosaporn Decharkom | CPA No. 5659 |
| 6. Ms. Sumana Punpongsonon | CPA No. 5872 |

The respective auditors are approved by the Office of the Securities and Exchange Commission.

Experience : EY Office Limited had experienced in accountancy more than 20 years.

- No relationship or conflicts of interest between Auditors with the company /its subsidiary/its management or its major shareholders.
- Period of services for the company : Nine years
- Period of services for its subsidiary : Nine years

Details of audit fee :

2017

The 50th AGM dated April 27, 2017 approved to fix audit fee for 2017 as following:
(Baht)

White Group Public Co., Ltd.	
-Audit Fee	1,120,000.-
Subsidiary Company – F.B. (Thailand) Ltd.	
-Audit Fee	<u>310,000.-</u>
Total remuneration for audit fee	<u>1,430,000.-</u>

2018

Board of Director recommended to fix audit fee for 2018 as following:
(Baht)

White Group Public Co., Ltd.	
-Audit Fee	1,230,000.-
Subsidiary Company – F.B. (Thailand) Ltd.	
-Audit Fee	<u>340,000.-</u>
Total remuneration for audit fee	<u>1,570,000.-</u>

Apart from the above-mentioned audit fee, the company and its subsidiary didn't pay for any remunerations concerning about other types of services during the last fiscal year to auditor or other persons and corporate related with such auditor.

Information to support the Agenda No. 8:
To approve the remuneration for Directors and the Audit Committee

At the present, the company has no the Remuneration Committee to consider remuneration to the directors, members of committee. Remuneration payable for them were considered base on the recommendation of the Board of Director which be set at the level closely applicable in the industry. However, the remuneration must be approved by a meeting of the shareholders.

2017

Board recommendation:

- Payment of meeting allowance for the chairman 100,000.- baht/session.
- Payment of meeting allowance for the directors at 50,000.- baht/person/session.
- In 2017 the Board of Directors has four meetings.
- Total remuneration paid to 8 directors amounting to 1,400,000.- baht.
(The 50th AGM dated April 27, 2017 approved to fix total directors' remuneration not exceed to 3,000,000.- baht)

Remuneration for Audit Committee:

- In 2017 the Audit Committee held four meetings, including four meetings with the Company's external auditor.
- Remuneration for 3 members of the Audit Committee amounting to 838,818.- baht.
(The 50th AGM dated April 27, 2017 approved to fix total Audit Committee remuneration for 3 members to amounted to 848,924.- baht. As period of 1 March 2017 to 28 February 2018)

2018

Remuneration for Directors:

- Payment of meeting allowance for the directors remain unchanged by not exceed to 3,000,000.- baht. Payment of meeting allowance for the chairman 100,000.- baht/session and payment of meeting allowance for the directors at 50,000.- baht/person/session.

Remuneration for Audit Committee:

- Remuneration for 3 members of the Audit Committee amounting to 884,000.- baht. As period of 1 March 2018 to 28 February 2019.

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