

(Translation)

No. PACE-L 6/2017  
Date 28 February 2017  
Subject: Resolutions of the Board of Directors' Meeting and Schedule of the 2017 Annual General Meeting of Shareholders  
Attention: President  
The Stock Exchange of Thailand

Pace Development Corporation Public Company Limited (the "**Company**") hereby discloses the resolutions made at the Board of Directors' Meeting No. 3/2017 held on 28 February 2017 at 1.00 p.m. at the meeting room of the office located at No. 87/2 CRC Tower, All Seasons Place, 45<sup>th</sup> Fl., Unit 3, Wireless Road, Lumpini, Pathumwan, Bangkok, to the Stock Exchange of Thailand (the "**SET**") as follows:

1. Acknowledged the resignation of Ms. Benjaporn Prisuwanna from the position of Director, Member of Audit Committee, Chairman of Nomination and Remuneration Committee, and Member of Risk Management Committee due to more responsibilities, in which the resignation will be effective from 8 March 2017 onwards.
2. Proposed the Shareholders' Annual General Meeting to consider and approve the Company's Financial Statements for the financial year ended 31 December 2016.
3. Proposed the Shareholders' Annual General Meeting to consider and approve the allocation of net profit of the year 2016 as statutory reserve for the Company's operational results of financial year ended 31 December 2016 and to consider and approve to omit the dividend payment.
4. Proposed the Shareholders' Annual General Meeting to consider and appoint auditors and the auditing fee for the Company for the year 2017. From the selection of the auditors, the audit committee appointed Baker Tilly Audit and Advisory Services (Thailand) Ltd. as the Company's auditing firm for the year 2017. The following auditors are appointed to have the power to audit and express opinion on the financial statements of the Company; and to approve the auditing fee for the year 2017 in the amount of Baht 2,465,000 (Two Million Four Hundred and Sixty Five Thousand Baht).
  - 1) Mr. Apichart Sayasit, Certified Public Accountant (Thailand) No. 4229; and/or
  - 2) Ms. Wimolsri Jongudomsombut, Certified Public Accountant (Thailand) No. 3899.
5. Proposed the Shareholders' Annual General Meeting to re-elect 1) Mr. Kraithip Krairiksh 2) Mr. Theera Vayakornvichitre and 3) Mr. Pornson Patanasin who will retire by rotation to serve as the Company's directors for another term.
6. Proposed the Shareholders' Annual General Meeting to consider and approve the directors' remunerations for the year 2017 in the amount of not more than Baht 3,200,000 (Three Million and Two Hundred Thousand Baht).
7. Approved to schedule the date of the 2017 Annual General Meeting of Shareholders, to be held on 26 April 2017 at 2.00 p.m. at Great Room, 3<sup>rd</sup> Floor, W Hotel, Bangkok and authorize the Chief Executive Officer and/or the persons authorized by the Chief

*(Translation)*

Executive Officer to consider and change the agenda, the date, time and venue of the 2017 Annual General Meeting of Shareholders, as deemed appropriate by taking into account the benefits to and impact upon the Company. The meeting has the following agenda items:

- Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017
- Agenda 2 To acknowledge the annual report and the report of the Board of Directors in relation to the Company's operational result for the year 2016
- Agenda 3 To consider and approve the Company's Financial Statements for the financial year 2016, ended 31 December 2016
- Agenda 4 To consider and approve the allocation of net profit for the year 2016 as statutory reserve and to consider and approve to omit the dividend payment
- Agenda 5 To consider and approve the appointment of auditor and auditors' fees for the year 2017
- Agenda 6 To consider and elect the directors to replace those due to retire by rotation
- Agenda 7 To consider and approve directors' remunerations for the year 2017
- Agenda 8 Other matters (if any)

The date to determine the names of the shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date) will be scheduled on 14 March 2017, and the date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) by means of the share register book closure will be scheduled on 15 March 2017, and authorize the Chief Executive Officer and/or the persons authorized by the Chief Executive Officer to consider and change the date to determine the names of the shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date) and/or the date to collect the names of the shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), as deemed appropriate by taking into account the benefits to and impact upon the Company.

Please be informed accordingly

Yours sincerely,

- Signed -

(Mr. Sorapoj Techakraisri)

Chief Executive Officer