

## - Translation -

### Minute of 2020 Annual General Meeting of Shareholders Ua Withya Company Limited

Date	: Wednesday, April 29, 2020 at 2.00 pm.
Place	: UaWithya Public Company Limited No. 247, Romklao Road, KwaengSansab, Khet Minburi, Bangkok
Chairman	: Mr. Wutichai Leenabanchong Chairman of the Board of Director
Secretary of the Meeting	: Mr. Monthon Chatuwallopkul Corporate Secretary
The right to attend	: Total number of 6,967 shareholder holding 13,162,525,880 shares as of April 2, 2020, the record date.
Agenda 1-11	: Total number of 32 shareholders and proxy holders holding 5,022,884,246 shares attending the meeting representing 38.16 percent of total number of authorized shares which constitute a quorum according to the Company's regulation.

#### Introduction

Miss Dolnapa Sodsongchit, moderator, informed the Meeting that there were 12 shareholders present in person, representing 14,523,500 shares and 20 shareholders by proxy representing 5,008,360,746 shares. Total 32 shareholders and proxy attended the meeting, holding a total of 5,022,884,246 shares, equivalent to 38.16 percent of total issued shares which constitute a quorum according to the Company's regulation No.48. Moderator then introduced to the Meeting the Board of Directors, Executive Committee and the Company's auditor as follows:

#### Directors attending the meeting:

1. Mr. Wutichai	Leenabanchong	Chairman
2. Mr. Theerachai	Leenabanchong	Vice Chairman / Chairman of Executive Committee Chief Executive Officer
3. Police Lieutenant Sivaraks	Phinicharomna	Chairman of Audit Committee / Independent Director
4. Mr. Pianchai	Thawornrat	Chairman of Nomination and Remuneration / Audit Committee / Independent Director
5. Dr. Nathee	Naktnasukanjn	Chairman of Risk Management Committee / Audit Committee / Independent Director / Nomination and Remuneration Committee
6. Ms. Onchulee	Lawsmithikul	Director / Senior Deputy Managing Director / Executive Committee

7. Mr. Monthon	Chatuwallopkul	Director / Deputy Managing Director / Executive Committee / Nomination and Remuneration Committee / Risk Management Committee / Corporate Secretary
8. Mr. Surapong	Sae Yong	Director / Deputy Managing Director/ Executive Committee
9. Mr. Sarawut	Sapmakmee	Director / Assistance Managing Director / Executive Committee / Risk Management Committee

#### Executives

Ms. Ornin	Sangthong	Director (Corporate Communication)
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#### Company's Auditors

1. Dr. Kiatniyom	Kuntisook	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
2. Ms.Kamontip	Rattananantawatee	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
3. Ms. Janejira	Tungputarak	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

All 9 directors attending the meeting equal to 100% of total Board of Directors

Mr. Wutichai Leenabanchong, Chairman of the Board of Director, acted as the Chairman of the meeting welcomed shareholders to the 2020 Annual General Meeting of Shareholders and assigned Miss Dolnapa Sodsongchitas the moderator, to inform the Meeting of the total number of shareholders attending the meeting as follows:

- Registered Capital amounting of Baht 1,907,119,713.00
- Paid Up Capital amounting of Baht 1,316,252,588.00

and declare the criteria and procedures for the meeting and voting in order to be in compliance with the good corporate governance regarding to equitable treatment of shareholders as follows:

1. Give opportunity to shareholders (could not attend the meeting) can give proxy to independent director
2. Give opportunity to shareholders to send questions to company in advance

There was no shareholders submitting question to company in advance

The voting procedures are as follows:

1. Rule for voting in this meeting follows through the company of association No.50 as count one share equal one vote.

2. Voting for each agenda shall be made openly by a show of hand for which shareholder shall cast the vote either for approval, disapproval or abstention. The counting of votes shall be made only of disapproval or abstention. Shareholder shall indicate the vote in favor of disapproval or abstention as well as sign in the ballot paper received at the admission and hand the ballot paper to the administrator for counting votes. The disapproval and abstention votes shall be deducted from the total number of votes attending the Meeting. The balance will be counted as approval. However, in case of no objection or comment from shareholders was made after the cast of the vote on each agenda item, this shall be considered approval or unanimous. With compliance with the Corporate Governance guidelines of the SET, to consider and approve the appointment of the appointment of Directors to replace those who completed the terms by rotation in the agenda item No.5, all the ballot paper will be collected but the disapproval and abstention ballot shall be collected during the counting vote procedure and the approval ballot will be handed to the officers after the meeting. No submission of the ballot will be considered as the approval vote.
3. If a proxy holder is one of the board of directors, proxy holder shall cast the vote for shareholder only as per the voting intention stated in the proxy form.
4. According to the Invitation Letter that has been sent to Shareholders, due to the epidemic situations of Coronavirus Disease 2019 in Thailand, which continuously increase of infections rapidly, the Company deeply concerns for the safety and wellbeing of shareholders the risk of infection, therefore the Department of Disease Control, Ministry of Public Health and Bangkok Metropolitan measures and guidelines for holding the meeting is strictly required. Accordingly, the Meeting will be short and concise but align with the legitimately set out agenda items. Shareholders who wished to submit queries should write down their questions and hand them to the Company's staff. These queries would be gathered and the answers will be published on the Company's website within 14 days after the Meeting.

After the guidelines on voting has been announced, moderator began to commence the meeting session with the scheduled agendas as follows:

Agenda 1 To certified the Company's Minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019

The Chairman proposed to the Meeting to certify the Minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019 of which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 1. The Minute of which the Board of Director considered a true and correct record which was delivered to the SET within 14 days after the Meeting and already was published on the Company's website.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting certified the Minute of 2019 Annual General Meeting of Shareholders held on April 29, 2019

Resolution : The Meeting resolved to approve by unanimously votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 2 To acknowledge the Annual Report of the Board of Directors for the year 2019

Mr. Theerachai Leenabunchong, Chairman of the Executive Committee summarized the Annual Report of the Board of Directors and the Company's performance for the year 2019 which can be found in the 2019 Annual Report which has been sent to the shareholders along with the Invitation Letter.

Mr. Theerachai Leenabunjong, then, proposes the 2019 business overview and 2020 business outlook.

Anti-Fraud and Corruption Policy

In 2019, the Company joined the Signatory Companies of Thailand's Private Sector Collective Action Coalition against Corruption's Declaration of Intent. The Board of Director of the Company values good governance by consistently follow-up and review the anti-fraud and corruption policy and guidelines.

The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

Mr. Nara Sripheet : Shareholder presented in person

Question : Does the Company consider the capital increase to fix the significantly decreasing in shareholders' equity resulting from the 2019 net loss of THB 800 million?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: All the detail of operating result will be presented in the next agenda. However, the THB 800 million of the net loss mainly came from net loss from investment in subsidiaries and affiliates, impairment of assets and some are convertible transaction into revenue.

For capital increase proposal, which will also be presented in the following agenda, shall be considered to be utilized in the profitable project.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting acknowledge the Directors' report for year 2019

Resolution : The Meeting acknowledged the Board of Directors' Report for the year 2019 as proposed

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2019

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the financial statement for the year ended December 31, 2019 which was audited and certified by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd and approved by the Audit Committee. The detail of the financial statements of the Company could be found in the 2019 Annual Report, which has been sent to the shareholders along with the Invitation Letter and could be summarized as follows:

Summary of Consolidated Financial Statements

(Unit: Million Baht)				
Transaction	Year 2019	Year 2018	Increase (Decrease)	Percentage
Total Assets	2,300.35	2,941.88	(641.53)	(21.81)
Total Liabilities	1,825.66	1,640.87	184.79	11.26
Proportion of Shareholders	474.69	1,301.01	(826.32)	(63.51)
Revenue from projects	644.63	1,026.59	(381.96)	(37.21)
Revenue from sales	8.26	18.38	(10.12)	(55.06)
Revenue from sales (electricity)	459.62	422.87	36.75	(8.69)
Total Revenue	1,123.28	1,512.27	(388.99)	(25.72)
Total Expenses	1,945.70	2,112.30	(164.60)	(7.80)
Profit (Loss) Annually	(822.42)	(598.03)	(244.39)	35.72
Profit (Loss) Consolidate	(801.30)	(564.93)	(236.37)	41.84

- Total assets on consolidated basis amounted to THB 2,300.35 million dropped THB 641.53 million as at December 2018 primarily due to the decreasing of accounts receivable, inventories, intangible asset, investment in associated company, cash and cash equivalent, other intangible asset, goodwill and other non-current asset.

- Total liabilities on consolidated basis increased THB 184.79 million to THB 1,825.66 million primarily due to the issuance in the amount of THB 300 million to be repaid the previous debenture which will be due in January.
- THB 1,123.31 million of total revenue in 2019, decreased by 25.72% comparing to THB 1,512.27 million of last year.as a result of rescheduling of production and delivery plan by major customer.
- THB 1,945.70 million of total expenses in 2019, decreased by 7.80% comparing to THB 164.60 million of last year.
- Net loss in 2019 was THB 822.37 million, rose 59.99% from THB 598.03 million. Net loss attributed to owners of the parent was THB 801.30 million, rose 60.64% from THB 564.93 million.

The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

Mr. Nara Sriphet : Shareholder presented in person

Question : What is the impact of COVID-19 pandemic crisis? What is the Company's anticipation and planning?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: The Company has less impact than others due to not to be in consumer industry. However, the Company has planned to implement the costing restructure to be in line with the anticipating production plan due to the postponed bidding process by EGAT as a result of the pandemic.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to consider and approve financial statement as ended December 31, 2019.

Resolution The Meeting resolved to approve by unanimously votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 4 To consider and approve the allocation of Profit for the year 2019 and omission of the dividend payment

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the meeting that the not less than 40% of net profit of the Company dividend payment policy will be determined if there is no significant impact on the Company's normal operation. However, if the Company take into consideration to utilized net profit into the potential for future business expansion, the Company may consider changing the dividend payment rate from the aforementioned rate.

Nevertheless, due to the Company's net loss of THB 1,208.89 Million Baht, the Board of Directors proposed to omit dividend payment for the operating year 2019 during January 1 – December 31, 2019

Under section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.57, the Company is required to allocate part of annual profit as legal reserve not less than 5 percent of annual net profit after accumulated deficit brought forward (If any) until the legal reserve is not less than 10 percent of registered capital of the Company.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the allotment of net profit and omission of the operation result during January 1 – December 31, 2019 and no legal reserve

Resolution The Meeting resolved to approve by unanimously votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 5 To appoint Directors to replace those who retired by rotation

The Chairman assigned Mr. Theerachai Leenabanchong, Vice Chairman of the Board of Director, to be in charge of this agenda.

Mr. Theerachai Leenabanchong, Vice Chairman of the Board of Director, assigned Mr. Monthon Chatuwallopkul, Member of Nomination and Remuneration Committee, to present the following.

Mr. Monthon Chatuwallopkul informed the Meeting that, in compliance with the Public Limited Company ACT and Memorandum of Association No.24 of the Company, one-third of the directors must retire from office by rotation in the Annual General Meeting of Shareholders. Four directors retired by rotation in this

meeting were as follows:.

- |                      |                |  |
|----------------------|----------------|--|
| 1. Mr. Wutichai      | Leenabanchong  | Chairman of the Board of Director        |
| 2. Pol.Lt . Sivaraks | Phinicharomana | Audit Committee and Independent Director |
| 3. Mr. Surapong      | Sae Young      | Director                                 |

Nomination and Remuneration Committee proposed to the meeting to consider and approve the appointment of 3 Directors who retired by rotation

The Company had provided the shareholders with the detail of each director to be elected comprised of age, percentage of stock holding in the Company, educations and experiences, of which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 3.

The proposed directors do not operate any business which has the same nature as and is in competition with the business of the Company

Mr. Theerachai Leenabanchong, Chairman of Executive Committee, who was in charge in this agenda then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the appointment of 3 Directors by shareholders shall elect director individually.

Resolution The Meeting resolved to approve by unanimously votes as follows:

32 Shareholders attended both in person and proxy, representing 5,022,884,246 shares

Name of Directors	Amount	Agreed		Amount	Disagreed		Amount	Abstain		Voided Ballot	
		Votes	%		Votes	%		Votes	%	Votes	%
1. Mr. Wutichai Leenabanchong	32	5,022,884,246	100.00	0	0	0.00	0	0	0.00	0	0.00
2. Pol.Lt.Sivaraks Phinicharomna	32	5,022,884,246	100.00	0	0	0.00	0	0	0.00	0	0.00
3. Mr. Surapong Sae Yong	32	5,022,884,246	100.00	0	0	0.00	0	0	0.00	0	0.00

Mr. Theerachai Leenabanchong, Chairman of Executive Committee, informed the Meeting the 9 member of the Board of Directors for the year 2020 as follows :

- |    |                 |                |
|----|-----------------|----------------|
| 1. | Mr. Wutichai    | Leenabanchong  |
| 2. | Mr. Theerachai  | Leenabanchong  |
| 3. | Pol.Lt.Sivaraks | Phinicharomna  |
| 4. | Mr. Pianchai    | Thawornrat     |
| 5. | Dr. Nathee      | Naktnasukanjn  |
| 6. | Ms. Onchulee    | Lawsmithikul   |
| 7. | Mr. Monthon     | Chatuwallopkul |



- |    |              |           |
|----|--------------|-----------|
| 8. | Mr. Surapong | Sae Yong  |
| 9. | Mr. Sarawut  | Sapmakmee |

Pol.Lt. Sivaraks Phinicharomna, Mr. Pianchai Thawornrat, Dr.Nathee Naktnasukanjn are Independent Director and members of Audit Committee.

Agenda 6 To consider and approve the remuneration of the Board of Directors for the year 2020

Mr. Monthon Chatuwallopkul, Member of Nomination and Remuneration Committee, informed the Meeting that the total Baht 1,530,000 of remuneration of the Board of Directors was paid in 2019 out of Baht 2,300,000 of which got approved from the Annual General Shareholders Meeting. The summary of the individual director's remuneration for the year 2019 could be found in the 2019 Annual Report under the Article: Shareholding Structure and Management: The Remuneration of the Board of Directors and Management, which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 2

The Board of Directors: was considered in accordance with the Nomination and Remuneration Committee and deemed that it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the total remuneration for the year 2020 in the amount approximately Baht 1,900,000, payable per meeting, which is less than those of the year 2019 due to decrease in number of board members. However, the proposed remuneration does not include remuneration or welfare that directors receive as employees of the company which is scheduled to be paid once as carefully scrutinizing various appropriateness and compare references from the same industry, economic conditions including appropriateness of the number of the Board of Directors. The details are as follows:

1. Meeting allowance(Attendance fee)

- Chairman of the Board, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee in the amount of Baht 25,000. However, Baht 20,000.- will be paid to Board Members who are full- time employers of the company or its subsidiaries
- Directors, Audit Committee members, Nomination and Remuneration Committee members in the amount of Baht 15,000.- However, Baht 5,000.- will be paid to board members who are full- time employees of the company or its subsidiaries
- Executive Chairman in the amount of Baht 15,000. However, the Chairman who is full- time employees of the company or its subsidiaries is not eligible to get the allowance
- Executive Committee members in the amount of Baht 10,000 However, the member who are full- time employees of the company or its subsidiaries are not eligible to get the allowance.

## 2. Other compensation and benefits

The company has no policies on payment other compensation and benefits apart from compensation as directors or employee of company, no give out shares, debenture or other securities to Director and Executives

The aforementioned remuneration shall be in effect from January 1, 2020 onward until further notice.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the remuneration of the Board of Directors for year 2020 as the above rate

Resolution The Meeting resolved to approve by unanimously votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 7 To consider and approve the appointment of the Company's auditor and determination of the audit fee for the year 2020

Pol.Lt. Sivaraks Phinicharomna, Chairman of the Audit Committee and Independent Director, informed the Meeting that the Audit Committee has considered and deemed that it appropriate to propose to appoint the following auditors from SP Audit Company Limited, certified audit firm by The Securities and Exchange Commission, to be company's auditor of year 2020 for the first time.

- |                 |              |                     |
|-----------------|--------------|---------------------|
| 1. Ms. Susan    | Eiamvanicha  | CPA No.4036 and/or  |
| 2. Mr. Suchart  | Panitcharoen | CPA No.4475 and/or  |
| 3. Mr. Chuenta  | Chommern     | CPA No.7570 and/or  |
| 4. Ms. Wandee   | Eiamvanicha  | CPA No.8210 and/or. |
| 5. Mr. Kiatisak | Vanithanont  | CPA No.9922         |

SP Audit Company Limited considered to be expertise, acceptable and independent auditor. The auditors have qualifications that comply with the notifications of the Securities and Exchange Commission. The detail of annual and quarterly audit fees for the year 2020 are as follows;

Details	Amount (Baht) Year 2020 (Proposed)	Amount (Baht) Year 2019
Review of Financial Statements,Quarter1-3	750,000.-	765,000.-
Audit Fee	750,000.-	1,035,000.-
TOTAL	1,500,000.-	1,800,000.-

The proposed audit firm and auditors have no benefit and/or relationship with the Company/ subsidiaries/ executives/ major shareholders or any related parties. Furthermore, they are appointed as the auditors of the Company's 6 subsidiaries with the total auditor's fee as amounting of Baht 3,070,000 comparing to Bath 4,250,000 of the year 2019. The above mentioned fees are audit service only, no other services apart from audit fees and in the future no other remuneration arises from agreement which has not completed.

Even though the auditors of the proposed audit firm are the same persons with the auditors of the Company's subsidiaries, the Audit committee and the Board of Directors strongly believe that the financial statement of the Company and its subsidiaries shall be submitted in timely manner due to systematic audit planning between auditors and managements in advance.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve appointment Company's auditor and determination of audit fees for the year 2020 in the amount of Baht 1,500,000.-

Resolution The Meeting resolved by unanimously votes to approve appointment the Company's auditors as follows:

- |                 |              |                     |
|-----------------|--------------|---------------------|
| 1. Ms. Susan    | Eiamvanicha  | CPA No.4036 and/or  |
| 2. Mr. Suchart  | Panitcharoen | CPA No.4475 and/or  |
| 3. Mr. Chuenta  | Chommern     | CPA No.7570 and/or  |
| 4. Ms. Wandee   | Eiamvanicha  | CPA No.8210 and/or. |
| 5. Mr. Kiatisak | Vanithanont  | CPA No.9922         |

from SP audit Company Limited ("SP Audit") and determined audit fees for the year 2020 in the amount of Baht 1,500,000 as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 8 To consider and approve of the reduction of the Company's registered capital and the amendment of the Memorandum of Association No.4 to be reflected such capital reduction

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the Company will decrease its registered capital from Baht 1,907,119,713 to Baht 1,316,252,588 by cancellation of the unissued shares of 5,908,671,250 shares ( Baht 0.10 of par value) and the amendment of Memorandum of Association No.4 RE: Registered Capital to be reflected such capital reduction and use the new contents as mention below:

"No.4	Registered Capital	1,316,252,588	Baht
	Total number of shares	13,162,525,880	Shares
	Par value of	0.10	Baht
	Ordinary Shares	13,162,525,80	Shares
	Preferred Shares	-	Shares

Apart from this, Board of Directors proposed shareholders meeting to authorized person assigned by Board of Directors to amend Memorandum of Association to Department of Business Development, The Ministry of Commerce and authorized to amend or any process in accordance with order from registrar.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the reduction of the Company's registered capital and the amendment of the Memorandum of Association No.4 to be reflected such capital reduction

Resolution The Meeting resolved to approve by unanimously votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	32	5,022,884,246	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 9 To consider and approve of the increasing in registered capital under General Mandate and the amendment of the Memorandum of Association No.4 to be reflected such capital increase

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the Company will increase its capital from Baht 1,316,252,588 to Baht 1,711,128,364.40 by issuing ordinary shares as amounting of 3,948,757,764 shares (par value of Baht 0.10) for the purpose of funding its business expansion and amend Memorandum of Association No.4 RE: Registered Capital with the details as follows:

"No.4 Registered Capital	1,711,128,364.40	Baht
Consists of	17,111,283,644	Shares
Par value of	0.10	Baht
Ordinary Shares	17,111,283,644	Shares
Preferred Shares	-	Shares

Apart from this, Board of Directors proposed shareholders meeting to authorized person assigned by Board of Directors to amend Memorandum of Association to Department of Business Development, The Ministry of Commerce and authorized to amend or any process in accordance with order from registrar.

The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

Mr. Nara Sriphet : Shareholder presented in person

Question : Why the Company do not choose to raise fund by Right Offering?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: Raising fund by Right Offering can be done under general mandate, but under this circumstance, shareholders might not be interesting or ready to make an additional investment. Thus, the Company considered the PP method as an option, however, in the less proportion than those of Right Offering.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the increasing in registered capital under General Mandate and the amendment of the Memorandum of Association No.4 to be reflected such capital increase.

Resolution The Meeting resolved to approve by 3/4 of the total number of vote as follows:

Resolution	Number Of Shareholders	1 share= 1 vote	Percentage of shares attended meeting and right to votes
Agreed	31	5,022,884,236	99.9999998
Disagreed	1	10	0.0000002
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 10 To consider and approve the allocation of newly issued ordinary shares under General Mandate

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that in accordance to the capital increase by General Mandate in agenda 9, the company need to issue new shares as amounting of 3,948,757,764 shares (par value of Baht 0.10) under conditions and proportions as required by relevant regulations according to propose of capital increase as follows:

1. Allocate new shares as amount of 2,632,505,176 shares (or 20% of paid-up capital as at the date of Boards' resolution on capital increase) to offer to existing shareholders
2. Allocate new shares as amount of 1,316,252,588 shares (or 10% of paid-up capital as at the date of Boards' resolution on capital increase) to offer to private placement.

In addition, price that offer to specified person shall not be the under price as specified in Notification of Capital Market Supervisory Board No. Tor Chor 72/2558 RE: Permission for Listed Companies to offer Newly issued Shares to Private Placement by offering price should not below weighted average price of shares in the stock market as dating back not less than 7 working day consecutive but not more than 15 day consecutive before date which offer price determined)

In addition, assigned to Board of Directors and/or Executive and/or Executive Chairman and/or Chief Executive Officer and/or authorized person from Board of Directors have power to consider offering newly issued ordinary shares of the Company shall be made once or several time and will be offered to any group before other or sell to all groups together at same time. Moreover, have authorized to determine offer price, offering time and date, other details and condition related to allocate of ordinary shares

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the allocation of newly issued ordinary shares under General Mandate

Resolution The Meeting resolved to approve by majority votes as follows:

Resolution	Number Of Shareholders	1 share = 1 vote	Percentage of shares attended meeting and right to votes
Agreed	31	5,022,884,236	99.9999998
Disagreed	1	10	0.0000002
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 5,022,884,246 total votes attended the meeting and right to votes			

Agenda 11 Other business (if any)

The chairman of the meeting informs that all the agenda items of the Meeting as shown in the Invitation Letter has been completely proposed to the shareholders. The Chairman, on behalf of the Board of Directors and Executives, then expressed his appreciation for the shareholders for attending the meeting and declared the meeting adjourned.

The meeting was adjourned at 3 pm

(Mr. Wutichai Leenabanchong)

The Chairman of the Meeting

Certified true and correct

(Mr. Theerachai Leenabanchong) (Ms. Onchulee Lawsmithikul)

Director

Director