

Thanulux Public Company Limited  
Minutes of the 36<sup>th</sup> General Meeting of Shareholders

Meeting Date : Monday, 26 April 2010  
Meeting Venue : Chao Phraya Conference Room 1, Montien Riverside Hotel, No. 372  
Rama 3 Road, Bangkhlo Sub-district, Bang Khor Laem District,  
Bangkok  
Number of Shareholders : As at the date for determining shareholders entitled to attend the shareholders' meeting on 5 April 2010 and the assembling of name list pursuant to section 225 of the Securities and Exchange Act by way of the close of share transfer register on 7 April 2010, there were a total of 636 shareholders in the Company holding an aggregate amount of 120,000,000 shares.

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Meeting commenced at 11.00 hours

Mr. Supachoke Sirichantaradilok, the Company Secretary, informed the meeting that as at 11.00 hours, there were a total of 65 shareholders and proxies present at the 36<sup>th</sup> ordinary meeting of shareholders, representing 101 shareholders with an aggregate amount of 110,142,190 shares, equivalent to 91.79 percent of the issued and paid-up share capital. A meeting quorum was thereby constituted under article 37 of the Company Articles which required no fewer than 25 shareholders and proxies in attendance, or no fewer than one-half (1/2) of the total number of shareholders holding an aggregate amount of no fewer than one-third (1/3) of the total number of distributed shares (40.0 million shares). Mr. Boonsithi Chokwatana, the Chairman of the Board of Directors, was invited to preside over the meeting and declare the meeting open.

Mr. Boonsithi Chokwatana, the Chairman of the Board of Directors, delivered opening remarks on behalf of Thanulux Public Company Limited's Board of Directors, thanking the shareholders for the time sacrifices they have made to attend the meeting and requested the opening of the 36<sup>th</sup> ordinary meeting of shareholders. Before proceeding with the meeting agenda, the Chairman informed the meeting of the following matters:

1. The Company had extended opportunities to shareholders to submit matters which were viewed as appropriate for inclusion in the agenda of the ordinary meeting of shareholders and/or nominate persons for election as directors prior to the determination of the meeting agenda, between 1 December and 30 December 2009. However, there did not appear to be any shareholder who submitted a matter for inclusion in the agenda and/or nominating a person for election as a director.
2. Procedures for passing resolutions in this meeting would adhere to article 44 of the Company Articles, i.e. 1 share equaled 1 vote. Votes would be cast openly. Shareholders were able to cast votes of approval, disapproval or abstention in each agendum. Vote counting would be conducted by counting only the votes of shareholders disapproving and/or abstaining in each agendum. Thereafter, such votes would be deducted from the total number of votes in attendance of the meeting. The remainder would be deemed as votes of approval for such agendum. In the event that a shareholder had granted a proxy to another person to attend the meeting and cast votes under the directions of the shareholder, and had sent his/her proxy

letter to the Company in advance, the Company would have already recorded the votes according to the shareholder's intentions in the votes processing system.

Voting would be divided into two cases, as follows:

1. In any agendum, except for the election of Directors, those disapproving or abstaining were requested to raise their voting placards that were distributed at the time of registration. Members of staff would count the number of votes and at the same time hand out ballot papers. Shareholders were requested to fill in their registration number and state their opinions as well as sign the ballot papers, which were then immediately collected by the members of staff.
2. In the election of a Director, all shareholders were given ballot papers at the time of registration for meeting attendance. The Company conducted the election of directors on an individual basis. In the event of a person disapproving or abstaining in the election of any Director, he/she would raise his/her voting placard in the election of such director. A member of staff would record such votes. Shareholders were requested to state their opinions on the ballot paper which should also be signed. Members of staff would collect the ballot papers from all shareholders at the conclusion of the agendum.

In the event that a shareholder registered to attend the meeting after the commencement of the meeting, a member of staff would inform the meeting prior to the commencement of the agendum. The shareholder would have the right to cast votes in the agenda whose deliberations had not yet begun, and the Company would include the votes of the shareholder attending the meeting in progress as constituting the quorum as from the agendum for recording in the minutes.

So as to facilitate the registration of attendance of shareholders and vote-counting in each agendum to proceed in an orderly and transparent manner, the Company employed the Barcode System in the administration of the meeting. Shareholders would simultaneously witness the voting results on the screen.

Directors, in their capacities as shareholders, requested to exercise their rights to vote in approval of the proposals made by the Board of Directors in all agenda. In the event that a shareholder grants a proxy to a Director to cast votes on his/her behalf, the votes would be in accordance with the specifications made by the shareholder in the proxy letter.

The meeting proceeded in the order determined in the agenda.

Thereafter, the chairman instructed Mr. Wichai Suthitivanich, the Managing Director, to conduct the meeting. Before proceeding with the meeting, Mr. Wichai Suthitivanich introduced the Company Directors, Company Secretary, Executive Directors and Auditor of the Company who attended the ordinary meeting of shareholders on this occasion, as follows:

Company Directors

- |                               |  |
|-------------------------------|--|
| 1. Mr. Boonsithi Chokwatana   | Chairman of the Board of Directors<br>Chairman of the Nominating Committee<br>Chairman of the Remuneration Committee |
| 2. Mr. Manu Leelanuwatana     | Vice-Chairman of the Board of Directors<br>Nominating Committee Member   |
| 3. Mrs. Varindr Leelanuwatana | Chairman of the Executive Committee  |

	Nominating Committee Member
	Remuneration Committee Member
4. Mr. Wichai Suthitivanich	Managing Director
5. Miss Dusadee Soontrontumrong	Deputy Managing Director
	Remuneration Committee Member
	Chief Financial Officer
6. Mr. Supotch Pakaworawuth	Deputy Managing Director
7. Mr. Padoong Techasarintr	Independent Director and Chairman of the Audit Committee
8. Mr. Wanchai Umpungart	Independent Director and Audit Committee Member
9. Assoc.Prof. Nares Kesaprakorn	Independent Director and Audit Committee Member

Company Secretary

Mr. Supachoke Sirichantaradilok

Executive Directors present at the meeting, as follows:

1. Mr. Somphol Chaisiriroj	Senior Vice President Men's Wear Department A
2. Mr. Vinai Panusuwan	Senior Vice President Production Support
3. Mr. Sapon Narongkananukul	Senior Vice President Children's Wear
4. Mr. Satit Teeraprasert	Deputy Vice President Research and Innovation
5. Mr. Suchart Layluxsiri	Deputy Vice President Men's Wear Department B
6. Miss Kochakorn Puengsiricharoen	Deputy Vice President Export and Leather Goods
7. Miss Siriporn Hanudomlap	Deputy Vice President Human Resource

Representative of the Auditor: Mr. Sumate Kongmai of the Dr. Virach and Associates Certified Public Accountants, also acting as a witness in the vote count.

Thereafter, the meeting proceeded in accordance with the agenda. Mr. Supachoke Sirichantaradilok, the Company Secretary, was designated as the announcer of the agenda and declarer of resolution at the end of each agendum, as well as to inform the meeting in the event of a shareholder attending the meeting while the meeting was in progress.

Prior to the commencement of the Agendum 1, there were 3 additional shareholders and proxy holders, representing 3 shareholders with an aggregate amount of 63,020 shares. The total number of shareholders present at the meeting was 68 persons representing 104 shareholders with an aggregate amount of 110,205,210 shares, or 91.84 percent of the distributed paid-up shares.

**Agendum 1 Approval of the Minutes of the 35<sup>th</sup> General Meeting of Shareholders on 27 April 2009**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that the Company had sent a copy of the minutes of the 35<sup>th</sup> General Meeting of Shareholders held on 27 April 2009 to the Stock Exchange of Thailand and published the same in the website of Thanulux Public Company Limited within 14 days as from the date of General Meeting of

Shareholders. The minutes were also sent to the Department of Business Development, the Ministry of Commerce, within the period prescribed by law. A copy of the minutes had been sent to the shareholders along with the notice of the meeting, as per attachment 1. The Board of Directors was of the opinion that such minutes already represented an accurate record.

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution to approve the minutes of the 35<sup>th</sup> Ordinary Shareholders' Meeting held on 27 April 2009 by the unanimous votes of shareholders present at the meeting and eligible to vote, as follows:

Total number of shareholders	104	Shareholders	Total number of votes	110,205,210	Votes		
Approval	104	Shareholders		110,205,210	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

### **Agendum 2 Acknowledgement of the report of the Board of Directors for the Past**

#### **Year**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that the report of the Board of Directors and operating results of the Company in the annual period of 2009 were provided in the Annual Report of 2009, as per attachment 2, which had already been sent to the shareholders along with the notice of meeting, and shareholders were given the opportunity to pose questions. As no shareholder posed any questions, it was thereby requested that the meeting acknowledge the report of the Board of Directors.

The meeting acknowledged the report of the Board of Directors.

### **Agendum 3 Approval on the Financial Statements for the year ended December 31,**

#### **2009**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that the financial statements, consisting of the balance sheet, profit and loss account, change in shareholders' equity account, cash flow account and notes to the financial statements ending on 31 December 2009, as well as the auditor's report, had been prepared in accordance with the generally accepted accounting principles. The financial statements had been audited and certified by a licensed auditor and had also been approved by the Audit Committee and the Board of Directors, the details of which had been provided in the Annual Report of 2009 as per attachment 2, which had already been sent to the shareholders along with the notice of meeting. The essence of the financial statements could be summarized as follows:

(Unit: Million Baht)

Item	Consolidated Financial Statement	The Separate Financial Statements
<b>Total Assets</b>	2,943.55	2,855.24
<b>Total Liabilities</b>	264.35	225.78
<b>Shareholders' Equity (of the parent)</b>	2,662.20	2,629.45
<b>Total Revenues</b>	1,984.47	1,802.08
<b>Net Earnings (Attributable to equity holders of the parent)</b>	153.64	161.47
<b>Earnings Per Share (Baht)</b>	1.28	1.35

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution approving the financial statements ending on 31 December 2009 by the unanimous votes of shareholders present and eligible to vote, as follows:

Total number of shareholders	104	Shareholders	Total number of votes	110,205,210	Votes		
Approval	104	Shareholders		110,205,210	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

#### **Agendum 4 Approval on appropriation of Profit and Dividend Payment**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that as at 31 December 2009, the Separate financial statements stated as follows:

Net Earnings for 2009	161,470,633	Baht
Undistributed Rolled-Over Retained Earnings	<u>1,492,940,701</u>	Baht
Total Distributable Earnings	<u>1,654,411,334</u>	Baht

The Board of Directors proposed the following distribution to the General meeting of shareholders:

• Reserve Required by Law	Requirement Fulfilled; No Further Reserves Required This Year
• General Reserve	8,000,000 Baht
• Dividend at Baht 0.75 Per Share	90,000,000 Baht
Balance of Undistributed Earnings Carried Forward	1,556,411,334 Baht

Payment was made from BOI promotion activities in the Kabinburi 3 Project, Promotion Certificate No. 1329(1)/2544, in the entire amount. Shareholders who were natural persons did not have to include such dividend payouts in their tax returns and were not able to request for tax credits since the dividends were paid out from a project that was exempt from juristic person tax under the law on investment promotion. Dividends were paid out to persons whose names were listed in the shareholders register on Tuesday 4 May 2010 (record date), and the share transfer register was suspended for 1 day in order to assemble the names pursuant to section 225 of the Securities and Exchange Act on the subsequent day, i.e. Thursday, 6 May 2010. Payment of the dividends was scheduled on 21 May 2010.

Comparative dividend payout data were as follows:

	<b>2009 Proposed Payout</b>	<b>2008 Actual Payout</b>	<b>Dividend Policy</b>
Dividends Per Share (Baht)	0.75	0.80	0.20
Dividend to Earnings (%)	55.74	46.09	14.86

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution approving of the distribution of earnings, as follows: the reserve amount required by law had already been fulfilled, therefore no further reserves needed to be set aside this year; Baht 8 million as general reserves; and dividends to be paid for this period at Baht 0.75 (seventy-five satang) per share to shareholders in an aggregate of 120.0 million shares, amounting to Baht 90.0 million, entirely from BOI activities in the Kabinburi 3 Project, Promotion Certificate No. 1329(1)/2544. Dividends were to be paid on 21 May 2010. The resolution was passed by the unanimous resolution of shareholders present and eligible to vote, as follows:

Total number of shareholders	104	Shareholders	Total number of votes	110,205,210	Votes		
Approval	104	Shareholders		110,205,210	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

Prior to the commencement of Agendum 5, there was 1 additional shareholder and proxy holder, representing 1 shareholder with an aggregate amount of 3,800 shares. The total number of shareholders present at the meeting was 69 persons representing 105 shareholders with an aggregate amount of 110,209,010 shares, or 91.84 percent of the distributed paid-up shares.

#### **Agendum 5 To consider the election of Directors to replace The Directors whose term has expired and Determination of Remuneration of Directors**

##### **(5.1) Election of Directors to replace Directors whose term has expired**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that there were currently 9 Company Directors registered with the Ministry of Commerce. Pursuant to article 22 of the Company Articles, it was provided that in every General Meeting of Shareholders, one-third (1/3) of the Directors had to retire. If the number of

Directors could not be evenly divided into three parts, then the closest number to one-third (1/3) should retire. Retiring Directors could be re-elected. Therefore, in the 36<sup>th</sup> ordinary meeting of shareholders, there were 3 Directors retiring at the expiration of term, namely:

- (1) Mr. Wichai Suthitivanich Managing Director
- (2) Mr. Supotch Pakaworawuth Deputy Managing Director
- (3) Mr. Wanchai Umpuengart Independent Director and Audit Committee Member

According to the opinion of the Board of Directors, excluding the nominated Directors, after wide discussions, approved the proposal made by the Nominating Committee to reappoint all 3 retiring Directors for another term. In this regard, the qualifications of each incumbent Director were closely reviewed and it was viewed that such persons possessed knowledge, ability, background and expertise in a variety of professions, and had performed satisfactorily as Directors. Moreover, those who were also members of supporting committees had also performed well in such committees. They had applied their experiences in suggesting policies to the Company, enabling the Company to achieve great successes throughout. The nominated Directors also possessed the qualifications required by laws, relevant notifications and the Company Articles.

Under the law on public companies, a Company Director was prohibited from becoming a director of another company which carried out a business of identical character and that was in competition with the Company's businesses, except where notice had been given to the meeting of shareholders. Therefore, notice was thereby given to the meeting of shareholders prior to voting on the resolution to elect Directors that 2 persons nominated for election were directors in other companies which carried out businesses of identical character and were in competition with the Company's business, as follows:

- Mr. Wichai Suthitivanich
- 1. Total Way Image Company Limited

- Mr. Supotch Pakaworawuth
- 1. Thai Takaya Company Limited
  - 2. S. Apparel Company Limited

The curriculum vitae of all 3 persons nominated for election as Company Directors and the definition of an Independent Director, as per attachments 3 and 4, had already been sent to the shareholders along with the notice of meeting. It was thereby submitted to the meeting to consider the election of the following persons, individually, to become Company Directors:

- 1. Mr. Wichai Suthitivanich Managing Director

After consideration, the meeting passed a resolution of approval by the unanimous votes of shareholders present at the meeting and eligible to vote, as follows:

Total number of shareholders	105	Shareholders	Total number of votes	110,209,010	Votes		
Approval	105	Shareholders		110,209,010	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

2. Mr. Supotch Pakaworawuth Deputy Managing Director

After consideration, the meeting passed a resolution of approval by the unanimous votes of shareholders present at the meeting and eligible to vote, as follows:

Total number of shareholders	105	Shareholders	Total number of votes	110,209,010	Votes		
Approval	105	Shareholders		110,209,010	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

3. Mr. Wanchai Umpungart Independent Director

After consideration, the meeting passed a resolution of approval by the unanimous votes of shareholders present at the meeting and eligible to vote, as follows:

Total number of shareholders	105	Shareholders	Total number of votes	110,209,010	Votes		
Approval	105	Shareholders		110,209,010	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

Therefore, the Company Board of Directors for 2010 comprised 9 Directors, as follows:

1. Mr. Boonsithi Chokwatana
2. Mr. Manu Leelanuwatana
3. Mrs. Varindr Leelanuwatana
4. Mr. Wichai Suthitivanich
5. Miss Dusadee Soontrontumrong
6. Mr. Supotch Pakaworawuth
7. Mr. Padoong Techasarintr
8. Mr. Wanchai Umpungart
9. Assoc.Prof. Nares Kesaparakorn

The Company had 3 Independent Directors and Audit Committee Members, comprising one-third of the entire Board composition, which conformed with the prescriptions of law, as follows: Mr. Padoong Techasarintr, Mr.Wanchai Umpungart and Assoc.Prof. Nares Kesaparakorn.

## **(5.2) Determination of Remuneration of Director**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that pursuant to article 33 of the Company Articles, the Company was prohibited from giving sums of money or other properties to a Director unless such payment constituted a rightful remuneration and benefits of other character normally payable to Company Directors. This did not include remuneration or other welfare benefits received by the Director in his/her capacity as an employee or on the Company's payroll. In 2009, the 35<sup>th</sup> General meeting of shareholders determined the remuneration of Company Directors in an amount not exceeding Baht 9 million per year and the Company had paid out a total of Baht 6,482,000, of which Baht 296,000 was paid to the Company Directors as meeting allowances, Baht 5,420,000 as annual remuneration, Baht 688,000 as meeting allowances of the Audit Committee, Baht 26,000 as meeting allowances for the Nominating Committee and Baht 52,000. as meeting allowances for the Remuneration Committee.

The Board of Directors approved the proposal made by the Remuneration Committee, which had carried out an appraisal of the Board of Director's performance, operational results, the remunerations limit approved by the meeting of shareholders and the amount of remuneration paid out in the previous year, and made a comparison with the practice in the same business sector, including the powers, duties and responsibilities of Directors. It was therefore submitted to the General meeting of shareholders to consider the approval of remunerations for Company Directors in the amount not exceeding Baht 8 million per year, not including the remuneration or welfare benefits which the Directors received in their capacities as employees or hired workers of the Company, as follows:

The Chairman of the Board of Directors and chairmen of supporting committees would be paid Baht 10,000 per meeting as meeting allowances. Directors and members of supporting committees would be paid Baht 8,000 per meeting as meeting allowances. As for the review of quarterly financial statements undertaken by the Audit Committee, meeting allowances would be paid to the Chairman of the Audit Committee in the amount of Baht 60,000 per meeting, and to each member of the Audit Committee in the amount of Baht 30,000 per meeting. In any event, meeting allowances would only be paid to those present at the meeting. As for the Directors' annual fees, all Directors would be paid pursuant to the allocation determined by the Remuneration Committee.

The proposed remuneration would come into effect as from the day of approval by the ordinary meeting of shareholders until further change. The total amount of remuneration, in aggregate, should not exceed the limit approved by the General meeting of shareholders.

Under section 90, payment of remunerations should be in accordance with the resolution of the shareholders' meeting, consisting of not fewer than two-thirds (2/3) of the total number of shareholder votes present at the meeting.

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution to approve the determination of remunerations for Company Directors in the amount not exceeding Baht 8 million per year. Meeting allowances were to be paid as determined. The Remuneration Committee was entrusted to carry out allocations of annual remunerations. The remunerations were to become effective as from the date of approval by the General meeting of shareholders until further change. In any event, the aggregate amount of remuneration paid should not exceed the authorized limit.

The resolution was passed by the unanimous votes of shareholders present and eligible to vote, as follows:

Total number of shareholders	105	Shareholders	Total number of votes	110,209,010	Votes		
Approval	105	Shareholders		110,209,010	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

#### **Agendum 6 Appointment of Auditor and Determination of Audit Fee**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that pursuant to article 50 and article 51 of the Company Articles, an Auditor must not be a Director, employee, hired worker or hold any position in the Company. The Auditor should be appointed by the General meeting of shareholders every year. The retiring Auditor could be re-elected. The General meeting of shareholders had approved the audit fee for 2009 in the amount of Baht 890,000.

As for 2010, the Board of Directors approved the selection and proposal made by the Audit Committee, after giving due consideration to the independence, performance, good working standards as well as qualifications under the Company Articles and the Office of the Securities and Exchange Commission, whilst also conducting a comparison with the workload and audit fees of other listed companies of the same level and finding that the audit fee was appropriate. It was thus submitted to the General meeting of shareholders to consider the appointment of Company Auditors, as follows:

1. Mr. Anusorn Kiatgungwalgri, licensed auditor number 2109 and/or
2. Mrs. Kwunjai Kiatgungwalgri, licensed auditor number 5875  
of the ASV & Associates Limited

The following audit fees were determined for 2010:

- |   |                |
|---|----------------|
| 1. Fee for review of financial statements in quarters 1,2 and 3 | 360,000.- Baht |
| 2. Audit fee for the period ending 31 December                  | 500,000.- Baht |
| Total   | 860,000.- Baht |

This amount was lower than the audit fee for 2009 by Baht 30,000.

In any event, ASV and Associates Limited and the proposed list of auditors did not have any relationship and/or interest in the Company/subsidiary companies/executive officers/major shareholder or any person connected thereto.

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution appointing Mr. Anusorn Kiatgungwalgri, licensed auditor no. 2109, and/or Mrs. Kwunjai Kiatgungwalgri, licensed auditor no. 5875, of ASV and Associates Limited, as Company Auditors for 2010. The amount of audit fees were determined as detailed above, in the total amount of Baht 860,000.-. The resolution was passed by the unanimous votes of all shareholders present and eligible to vote, as follows:

Total number of shareholders	105	Shareholders	Total number of votes	110,209,010	Votes		
Approval	105	Shareholders		110,209,010	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

Prior to the commencement of Agendum 7, there were 2 additional shareholders and proxy holders, representing 2 shareholders with an aggregate amount of 200 shares. The total number of shareholders present at the meeting was 71 persons representing 107 shareholders with an aggregate amount of 110,209,210 shares, or 91.84 percent of the distributed paid-up shares.

#### **Agendum 7 Amendment of the Memorandum of Association**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that in the business operations of the Company, in the event of a dispute or claim from a third party, the Company could find it necessary to insure the Directors or Company Officers who had acted in the course of duty and on behalf of the Company. And also to conform with current business conditions as well as to enable the Company's future business expansion, the Board of Directors found it appropriate to propose amendments to Article 3 of the Memorandum of Association, the Company's objects, by amending 12 items and adding 4 items from the previous objectives consisting of 21 items to 25 items. Details of the proposed amendments could be referred to in the notice of General Meeting of Shareholders (pages 6-7).

It was further requested that the meeting authorize the Board of Directors to amend texts or wordings in the Memorandum of Association as amended, in accordance with recommendation of the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce.

Pursuant to Article 44(2) of the Company Articles, amendments to the Memorandum of Association required the votes of no fewer than three-fourths (3/4) of the total number of shareholder votes present at the meeting and eligible to vote.

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution to approve the amendment to the Memorandum of Association in Article 3, the Company's objects, by amending item 12 and adding 4 items, increasing the objects from a total of 21 items to 25 items. The resolution was passed by the unanimous votes of all shareholders present and eligible to vote, as follows:

Total number of shareholders	107	Shareholders	Total number of votes	110,209,210	Votes		
Approval	107	Shareholders		110,209,210	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

### **Agendum 8 Amendment of the Company's Articles**

Mr. Wichai Suthitivanich, the Managing Director, informed the meeting that, in accordance with the amendments to the Securities and Exchange Act, which provided for the determination of shareholders eligible to attend the meeting of shareholders (Record Date) that had to be determined no longer than two months prior to the shareholders' meeting date, where the compilation of a name list under section 225 of the Securities and Exchange Act by way of the close of share transfer register was still required. Such a provision differed from the close of share transfer register under the Public Limited Companies Act. In this regard, the Office of the Securities and Exchange Commission had encouraged listed companies to comply with the Securities and Exchange Act in order to facilitate convenience and confer rights to shareholders in terms of the greater amount of time given for the study of meeting information. Further amendments related to connected transactions and the acquisition or disposal of assets where legal prescriptions were made and compliance was required under rules prescribed by the Capital Markets Supervisory Board. At present, the Capital Markets Supervisory Board had already issued notifications on such matters. In addition, in order to achieve greater suitability and flexibility in the performance of functions by the Board of Directors, it was considered appropriate to amend the Company Articles in Article 30 and repeal Article 18 and Article 65, details of which were provided in the notice of General Meeting of Shareholders (pages 8-9). The Company would renumber the order of Articles to fill in the repealed Article numbers which would result in the Company Articles being reduced from 65 Articles to 63 Articles.

It was requested that the meeting authorize the Board of Directors to carry out further amendments to texts or wordings of the Company Articles as amended above in accordance with recommendations of the Public Limited Companies Registrar, Department of Business Development, Ministry of Commerce.

Pursuant to Article 44(2) of the Company Articles, amendments to the Company Articles required the votes of no fewer than three-fourths (3/4) of the total number of shareholder votes present at the meeting and eligible to vote.

It was thereby submitted to the meeting for consideration.

After consideration, the meeting passed a resolution to approve the amendment to the Company Articles in Article 30 and the repeal of Article 18 and Article 65. The resolution was passed by the unanimous votes of all shareholders present and eligible to vote, as follows:

Total number of shareholders	107	Shareholders	Total number of votes	110,209,210	Votes		
Approval	107	Shareholders		110,209,210	Votes	Percentage	100
Disapproval	0	Shareholders		0	Votes	Percentage	0
Abstention	0	Shareholders		0	Votes	Percentage	0

**Agendum 9 Other Items (If Any)**

Mr. Wichai Suthitivanich, the Managing Director, gave the shareholders the opportunity to introduce agenda for the consideration of other matters. No proposals, however, were made to introduce any matter to the meeting and no questions were posed by the shareholders. Mr. Wichai Suthitivanich, the Managing Director, invited the Chairman to deliver his closing remarks.

Mr. Boonsithi Chokwatana, the Chairman, expressed his gratitude to all shareholders for showing trust in the Board of Directors' continuing management of this Company. In the light of such delegation, the Board of Directors was keen to work at its greatest competence for the benefit of all shareholders, employees and the organization. All shareholders were once again thanked for the time sacrifices made in attending this meeting and they were all invited to enjoy the cocktail reception and refreshments prepared by the Company.

Meeting Closed at 12.00 hours

*Boonsithi Chokwatana*

.....  
(Mr. Boonsithi Chokwatana)  
Chairman