

**VAROPAKORN PUBLIC COMPANY LIMITED**  
**Minutes of Annual General Meeting of Shareholders Year 2018 (No. 40)**  
**Friday, 28<sup>th</sup> April 2017 at 14:00 hours**

The Board Director of Varopakorn Public Company Limited held the 40th Ordinary Shareholder General Meeting 2018 on Friday, 27<sup>th</sup> April 2018 at 14:00 hours at the Evergreen Hall 2<sup>nd</sup> floor, the Evergreen Laurel Hotel, no. 88 North Sathorn Road, Soi Pipat, Bangrak, Bangkok 1050 with Mr. Sanchai Chaixanien as Chairman.

**Board Director Members Attendees:**

1. Mr. Sanchai	Chaixanien	Chairman and CEO
2. Mr. Sahasee	Chitanondh	Director/Managing Director
3. Mr. Chirawut	Chaiyawat	Director
4. Mrs. Sorranee	Deephanphongse	Director/Secretary of the Board/Company Secretary
5. Mrs. Songsiri	Soontornwipat	Director/Chairman of Audit Committee
6. Mr. Mamoru	Kubota	Director/Audit Committee
7. Mr. Somkiat	Twilertsup	Director/Audit Committee
8. Flt. Off. Kamolnai	Chaixanien	Director
9. Mr. Toshiaki	Sasaki	Director

**Board Director Members Absentees:**

1. Mr. Suchin	Wanglee	Independent Director
2. Mr. Takashi	Yatabe	Director

**External Auditors and Representative Attendees:**

1. Ms. Sirirat	Sricharoensup	EY Thailand Co., Ltd.
2. Ms. Sawita	Yothinprasert	EY Thailand Co., Ltd.

The Chairman addressed to the meeting that the company registered capital were 500,000,000 baht separated into 100,000,000 shares at 5 baht per share with paid up capital at 499,510,615 baht, separated into 99,902,123 shares at 5 baht per share. As of today, the shareholders by rights including the proxy shareholders, 48 in total attended the meeting, given the amount of share at 89,895,134 shares and it was 89.98 % more than one third of the total amount of shares, thus forming a quorum as required by rules and regulations of the company.

The Chairman requested the Managing Director to explain the voting and the agenda of this Meeting.

The Managing Director explained the regulations of the voting that the number of the vote from the shareholders should be the same as the number of their shares with one share one vote. The rights of each shareholder could vote in each agenda for agreement or not agreement or abstain for one vote only unless the proxy shareholder of the foreign investor appointed the custodian in Thailand according to their voting share specified in the proxy agreement.

As normal practice, majority vote won the resolution, unless the rule and regulations stipulated as other. In the case that the vote became equal, the Chairman of the meeting could add one more vote to settle the winning resolution.

In order to get the resolution done on every agenda and for the convenience of the voting, those in particular who attended the meeting and wished to vote in disagreement or abstain should vote on the voting card. Whenever a hand was raised, the officer should collect the voting card either of disagreement or abstain for each agenda and deducted them from the number of shareholders attended at the meeting and assuming that the rest agreed upon. If no hand were raised it would count as a unanimous resolution and no need to vote on the voting card.

In the case that any attendants wished to ask a question should raise his hand and introduced himself upon receiving the permission from the Chairman.

TSD (Thailand Securities Depository Co., Ltd.) as the Registrar has distributed the invitation letter to the shareholders to attend the Annual General Meeting of Shareholder Year 2018 (No.40) date 2<sup>nd</sup> April 2018 with the following enclosure:

- 1) Copy of the Minutes of Annual General Meeting of Shareholder Year 2017 (No.39).
- 2) Annual Report 2017 with the balance sheet and Profit and Loss Statement together with the report from the auditor as of 31<sup>st</sup> December 2017 on CD

3) Profile of the proposed candidates for the Company Directors and the definition of the Independent Director.

4) A Proxy Form and the map of the meeting venue.

5) Rules and regulations of the Proxies, the registration, the voting and the company regulations of the meeting.

The Company have given the opportunity for the shareholders to raise the agenda for the Meeting via the company website: <http://www.varopakorn.com> and via SET news but there were no agenda proposals via both channels.

There were 8 topics to the Agenda of this Meeting.

1. To consider and adopt the minutes of Annual General Meeting of Shareholder Year 2017 (No.39), held on Friday 28<sup>th</sup> April 2017
2. To acknowledge the Company's Annual report and operation performance for the year 2017
3. To consider the approval of the financial statement, balance sheet and profit and loss statement as of 31<sup>st</sup> December 2017
4. To consider dividend payment for operation from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017

5. To consider the appointment the directors in replacement of directors whom completed their terms
6. To consider the appointment of the certified public accountants and their fee for year 2018
7. To consider the approval of remuneration for the Board's directors and the audit committee
8. To consider other matters (if any)

The Secretary of the Board explained the corrections on the typos in the Annual Report 2017, on page 28 first paragraph, line 8 in Thai version and line 9 in English version "gross profit margin at 6.60% correction to 6.35%" and page 29, 2<sup>nd</sup> paragraph line 6 in Thai version and 3<sup>rd</sup> paragraph line 6 in English version "221 days correction to 152 days"

The Chairman addressed the Meeting with the following agenda:

**Agenda 1 : To consider and adopt the Minutes of Annual General Meeting of Shareholder Year 2017 (No.39), held on Friday, 28<sup>th</sup> April 2017**

The Chairman presented the Minutes of Annual General Meeting of Shareholder Year 2017 (No.39) which was held on Friday, 28<sup>th</sup> April 2017. The report has been completed within 14 days after the Meeting and a copy has been sent to the Stock Exchange Market of Thailand within the required period as stated by law as well as announced in the company website: <http://www.varopakorn.com>. The Report has also been sent to the shareholders together with the letter of invitation to this meeting (as enclosed). The Committee acknowledged the Report and requested the attended shareholders to consider and approve accordingly.

The Chairman has given the opportunity for those who wished to raise questions or make any corrections may do so.

The meeting considered and resolved unanimously to approve the report with the vote of 89,895,134 voices amounted to 100% and disagreement vote 0 voice, amounted to 0% and none vote, amounted to 0% of those attended shareholders at the meeting.

**Agenda 2 : To acknowledge the Company's Annual report and operation performance for the year 2017**

The Chairman requested the Managing Director to report the company performance in 2017, under the name of the Board Directors of the Company at the Shareholders Meeting.

The Managing Director reported that since the death of Phra Bat Somdet PhraParamintra Maha Bhumibol Adulyadej Barommanathbophit, King Rama IXth on October 13, 2016 following by the Royal Cremation of His Majesty as "Father of the Kingdom" on October 26, 2017, the unity of the Thai people has been combined into one in bestowed their gratitude towards our beloved and most respected King whom rest eternally in the Thai people's heart. In respect to the occasion, the Company Board Directors and staff of Varopakorn Public Co., Ltd. unanimously followed the late King Rama IXth's words of wisdom as guideline in their working life.

2017 was another challenging year as the competitive in the Aluminum Industry both internal and external especially in the Greater China affected the sales growth and business performance of the Company. The sales income of the company in 2017 at 1,562.63 MB which increased by 99.5 MB or 6.8% comparing with the year 2016. The Company concentrated on sales of rolled product i.e. Fin Stock and Pre-coated Fin Stock for Automotive Heat Exchangers and office air condition equivalent to 68% of the total company sales since these products were more competitive among others by qualified productivity and service efficiency thus be able to achieve the target's requirements.

In addition, the strong relationship with Mitsubishi Group, our business partner given us the opportunity to raise the sales growth within Japan with high standard of productivity and quality in which our Japanese business partner given as first priority.

The sales proportion on the Aluminum Sheet Products at 9.32% which increased by 7.87%, and the sales proportion of Aluminum Roll Products at 90.68%, decreased by 92.13% comparing to the sales proportion in 2016. In total sales volume, the sheet products increased by 26.5%, roll products increased by 5.1% of which foil aluminum products increased by 72%, the condensing unit and coated air condition increased by 17% because of the higher demand in the market and the capability to meet the requirement for the new business target. The sales volume on non-coated air condition decreased by 25% whereas the sales volume of the automotive heat exchanger decreased a little in the proportion of the aluminum pre-coated fin stock within the local market as well as the Japanese and international market. The Company emphasized the marketing strategy in order to increase the sales volume by gaining more business partners both locally and internationally and seeking the opportunity to increase the customer base in India, Australia, Turkey and within Asian countries. The Company concentrated on the efficiency and high speed of service towards our business partners in Thailand including product services, logistics and proper warehouse which were the important factors that the customers given their continuous orders. Upon controlling the production cost, the Company concentrated on the best quality of raw materials with reasonable prices including cost control on the use of power and given the policy to manage the production line to its best efficiency and quality. The main cost of sales came from the production cost of which aluminum was the raw materials on production. The aluminum cost varied by the price of the world market. In 2017 the price came up higher than in 2016 thus affect the sales cost. The sales cost in 2017 equivalent to 1,463.45 MB or 93.65% of total income which increased by 1,358.59 MB or 92.86% of the total sales income in 2016. The gross profit margin in 2017 equivalent to 6.35% of the sales income, decreasing from 2016 by 7.14%. The selling and administrative expenses in 2017 equivalent to 72.04 MB, decreasing from 76.57 MB in year 2016 thus the operating profit in 2017 equivalent to 0.75% of sales income decreased from the year 2016 which gained 1.26% of total sales income. The total monetary expenses in 2017 at 13.05 million baht increased by 9.69 MB from 2016. The main reason came from the price of raw materials and the higher interest rate. In 2017, the Company gained from other income at 7.23 MB and from the profit of the exchange rate at 9.54 million baht but there were some loss from commodity swap agreement by 26.80 MB in order to protect the risk on volatility of aluminum prices.

In 2017 the Company gained net profit at 11.69 MB or equivalent to 0.12 baht per share with net profit margin at 0.75% and the Company gained profit before interest, tax on depreciation and amortization (EBITDA) at 7.67% of total gross income of which decreased by 9.17% from the year 2016.

By the end of 2017, the Company total assets were 1,891.5 MB increased by 183.44 MB from the year 2016 which mainly came from the increase of the current assets, especially the products left in stock increased by 166.8 MB from 486.25 MB to 653.06 MB. The permanent assets decreased by 36.7 MB because of the accounting record on new coated machine (FCL2) and the increase of non-current assets at 32.45 MB which came from the deposit of the new machinery. Total liabilities increased by 183.7 MB from 638.19 MB to 821.92 MB with same direction on investment of current assets and mainly in trustee balance sheet for raw material procurement. The long term liabilities and the due debts within one year decreased by 44.8 MB, however, we estimated that the amount will be increased to 250 MB within 2018 due to the loan on new project, the provision for fixed employee benefit at 27.42 MB and the shareholders' equity remained at 1,069.5 MB with the unappropriated retained earnings at 145.6 MB.

The overall financial balance sheet of the Company were in good terms with a little decreased on available liquidity from 1.44 to 1.29 and the debt to equity ratio of the shareholders increased from 0.60 in 2016 to 0.77 in 2017 due to higher loan amount. Profitability rate were also shown in positive numbers with profit margins at 0.75%. The return on equity and assets at 1.09% and 0.65% respectively.

In 2017, the Company cash flow were taken into management activities at 45.4 MB resulted from raw materials investment for new products for our expansion plan in 2018, however, the efficiency of long term debtor has been well managed with average duration of debt collection at 83 days quite close to the year 2016. The duration of paid up debt from the Company in average at 152 days increased from 140 days in 2016. Most of the product in stock were the aluminum product which were not deteriorated. Normally the price of aluminum has been changed according to the world market and mostly in accordance with the partner mutual agreement.

In 2017 the Company has extended the agreement with warm co-operation with Mitsubishi Aluminum Co., Ltd. on technical assistance and distribution agreement for another 5 years. This has been the third contract since 1995 in co-operation on technical supports to develop the products and the expansion of the customer base to the clients of Mitsubishi Aluminum Co., Ltd. During the 20 years of close relationship with Mitsubishi Aluminum Co., Ltd., one of the best aluminum product distribution, has helped develop the Company's stability continuously into one of the top aluminum distributor with marketing plan to improve the growth of the company business and become the aluminum product leader in Thailand and yet to move on as the aluminum product leader in Asia.

Apart from this, the Company has increased the aluminum fin stock market share and the aluminum foil which has been an important growing market. The air condition have been vital consuming factor for India especially those in the big cities. This has been an opportunity for the export on aluminum fin stock product of the Company since Thailand has the advantage over the Free Trade Agreement (FTA) between Asia-India and Thailand-India, thus those in the aluminum food packaging products would be interested to import more aluminum foil in increasing their productivity.

With the business growth target as specified, the Company has planned to increase the productivity to 90% from the current productivity at 75% plus the investment in productivity line of pre-coated aluminum sheet fin stock for air condition which has been operated on March 2018 onwards.

The proportion on export for 2017 has been increased from 10% in 2016 to 30% and likely the increase of export should be 45% in 2018 which the increasing proportion would be continuous to the year 2022. From this forecast, the Company has put the investment plan into Foil Mill Machinery and the Separator in 2018 including the standard product inspection tool in order to standardize and develop the employee skills in productivity and services to continue the customer satisfactory and upscale the marketing strategy, sales promotions, social media and public relations as well as being partnership within the Industry in every sector both government and private to do the research and develop in order to increase the quality, innovation in productivity and be able to compete with the competitors among local and international market.

The Environmental Conservation Project including the demonstration project on High Efficiency Melting Furnaces in the Aluminum Industry by Division of the Industrial Factory and the New Energy and Industrial Technology Development Organization of Japan (NEDO) in order to support the use of energy with more efficiency and protect the environment in using the Melting Furnaces in the aluminum industry with efficiency and recycling the heat loss including to communicate about this technology support to all. Upon participating in the project and using the company factory as project venue, the Company managed to reduce the use of energy and reduce the release of carbon dioxide by 30% according to the target by using the Melting Furnaces in the factory as main machinery which helped the productivity with more efficiency and best quality. In January 2018, The Japan External Trade Organization (JETRO) and the New Energy and Industrial Technology Development Organization (NEDO) under the co-operation of the Division of the Industrial Factory arranged the Entrepreneur Seminar to expand the results with 40 participants attended the Seminar.

The project on supporting materials for energy saving by the Department of Alternative Energy Development and Energy Conservation to reduce the use of energy and protect the environment with starting fund base on 20% of the actual investment cost but not more than the average set up price. The Company has participated in many projects such as the using of regenerative furnaces and recycling the heat loss energy which save the energy and reduce the release of carbon dioxide by 30% - 40% according to the target, the use of Melting Furnaces as main machinery in order to support the productivity with efficiency and quality and the project on the installation of LED (Light Emitting Diode) and the installation of VSD (Ventricular Septal Defect) in the air compressor which reduced the using of energy and reduced the cost of electricity according to the target. Apart from these projects, in 2017 the Company has also participated in the project on supporting materials in saving energy by the Department of Alternative Energy Development and Energy Conservation in reducing the use of energy and protect the environment by changing the air condition and chiller in the machinery to give the best efficiency with the investment fund of about 3.7 MB with the support of the Department by 20% of the investment fund which not over the average set up price or not more than 0.7 MB. The installation of the machinery of the project completed in May 2018 and there should be more project to work closely with the government sector.

The end of 2017, the Company received the fund support from BOI and the approval on investment promotion and received the tax benefits from the Board of Investment according to the Investment Promotion Act 1977 by Promotion Certificate no. 61-0139-1-00-1-0 dated 6<sup>th</sup> February 2018 for the productivity on Aluminum Sheet and Aluminum Roll Product code 2.5 on business of rolling, pulling, casting or smashing non-ferrous metal with production capacity 16,000 tons annually with the receiving on tax benefits (since 3<sup>rd</sup> January 2018) which was the approval date of the Board of Investment) as following:

- Exemption from Import Duty for Machinery by the consideration of the Committee of the Board of Investment.
- Exemption from Corporate Income Tax of Net Profit from business operation that received the promotion funding over 100% of the investment fund (258 MB) not including the cost of land and working capital within 3 years from the day of receivable income from the business operation.
- Exemption from Income Tax of the Dividend from the business operation that received the exemption from Corporate Income Tax of Net Profit within the same duration.
- Exemption on Customs Duty on Import of Equipment or Machinery for productivity within one year since the first day of the import handling commencement.

With 2018 forecast, the requirement on pre-coated aluminum sheet should be increasing by the demands from international customers which align with the new line productivity to be commenced by 2<sup>nd</sup> quarter and at the same time the demands on aluminum foil would be increasing. With the growth of these 2 requirements in the market, the Company anticipated that the sales volume would increase by 20% in 2018 and resulting the full capability in the productivity through the year, the flexibility to cope with facing problem should be the best strategy as normal practice that once the changing occurred would reflect other as well.

Lastly, the Company Board Directors wished to confirm that we have been operating our business with good corporate governance, with loyalty, transparent operation, with integrity and ethics in order to develop the ability, efficiency and sustainable growth by putting good governance management policy and communicate to all in order to follow through within our organization, especially the anti-corruption policy according to the government policy as well as in private sector. The Company Board Committee, the Management and the employees of the Company have been operating the company with our best ability and with fully contribution to develop the company with the understanding and fully support from the Company Shareholders, our customers, our business partners and other related business sectors which have been the important driving forces for the company operation amongst the high competitors in the market in order to move the Company forward with strong and sustainable future.

The Chairman informed other details which shown on the Annual Report year 2017 with the CD which have been arranged to be delivered to all shareholders together with the invitation letter (attachment 2). The Annual Report have also been handed out during the registration.

The Chairman opened the opportunity for the shareholders to ask questions or given any comments but there were none questions raised, therefore it has been understood that the Meeting acknowledged the Report of the Managing Director and the Company Performance for the year 2017.

#### **Agenda 3 : To consider the approval of the Financial statement, balance sheet and profit and loss statement as of 31<sup>st</sup> December 2017**

The Chairman informed the meeting that in the year 2017, total asset of the company were 1,891.50 MB, total liabilities at 821.92 MB, total revenue at 1,579.40 MB with total expenses at 1,562.29 MB, profit before expenses and tax return at 17.11 MB, financial expenses at 13.05 MB, net profit for the year at 11.69 MB, with earnings at 0.12 baht per share.

The Financial Statements, balance sheets and profit statements have been reviewed and audited by Miss.Sirirat Srichaorensup, certified public accountant no. 5419 from EY Office Ltd. (Ernst and Young) which have been approved by the Committee and shown on the report of the balance sheet in the annual report of 2017 with CD which had been sent to the shareholders, together with the invitation letter to attend this meeting (attachment 2) and the Annual Report 2017 distributed upon the registration.

The Chairman opened the opportunity for the shareholders to ask questions. Khun Jiraporn Amornpattanasilp, shareholder rights volunteer as proxy from Thai Investor Association, holding 366 shares, raised the question on the Financial Statement page 34 about the increase non-current assets in 2016 from 969,500 Baht to 32,459,716 Baht and on page 35 about the other current liabilities in 2016 which increased from 1,500,078 Baht to 24,668,097 Baht. The Managing Director explained that the non-current assets increased because of the deposit on machinery investment at about 31 MB and for the increase of current liabilities resulted from unrealized loss on commodity swap and the exchange rate apart from that were the withholdings tax, advance payment etc. No other questions, the Chairman requested the Meeting to consider the Report.

After the consideration, the meeting unanimously approved the balance sheet and profit of account as of 31<sup>st</sup> December 2016 with the number of vote 89,895,134 as 100% and no disagreement of 0 voice as 0% and no vote of 0 voice as 0% of the total attended shareholders with no stakeholders.

#### **Agenda 4 : To consider dividend payment for operation from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017**

The Chairman announced to the Meeting that the Company have had the policy to pay the dividend to the shareholder once a year no more than 60% of the operating profit which based on the consideration of the Annual General Meeting of Shareholders according to the Public Company Limited Act and the rules and regulations of the Company which stated "prohibit to pay any other payment rather than profit". The Board Directors considered that the Company gained the net operating profit based from the balance sheet dated 31<sup>st</sup>

December 2017 at 11.69 MB and unappropriated retained earnings at 145.67 MB. Thus, the Company were able to pay the dividend and proposed to the shareholders at the Meeting for the approval of dividend payment of the operating profit and the unappropriated retained earnings dated 31<sup>st</sup> December 2017 to the shareholders of 99,902,123 shares at 0.20 baht per share at dividend payout ratio to profit by 166.66% equivalent to 19,980,424.60 by given to those who held the rights as record dated Tuesday 9<sup>th</sup> May 2018 and set the paid day of the dividend by 24<sup>th</sup> May 2018. The shareholders whom received the dividend required to pay the withholding tax at 10% of the dividend earnings thus the shareholders would receive the net dividend at 0.18 Baht per share.

According to the Public Companies Act and the Regulations of the Company stated that Company required to reserve at least 5% of the annual net profit deducted by accumulated loss (if any) until the reserve fund amounted to at least 10% of the Registered Capital. The Company have reserved the amount as stated.

The Chairman requested the Meeting to consider and opened the opportunity for those who wished to raise questions or oppose but none raised the questions nor opposed.

The Meeting considered and unanimously approved to pay the dividend according to the proposal with total vote of 89,895,134 voices as 100% and 0 vote on opposition as 0% and 0 non vote as 0% with no stakeholders at this Meeting.

#### Agenda 5 : To consider the appointment of directors in replacement of directors who completed their terms

The Chairman informed the meeting that according to the Public Companies Act and the company regulations stated at the Annual Shareholders Meeting required one-third of directors completed their terms. This year 4 directors completed their terms namely: (1)Mr.Takashi Yatabe, Director (2)Mr.Somkiat Twiltermsup, Director/Audit Committee (3)Ms.Sorranee Deephanphong, Director/Secretary of the Board/Company Secretary (4) Mr. Sahasee Chitanondh, Director/Managing Director.

The Company have given the opportunity for the shareholders to propose the qualified candidates to be considered by the Committee and announced on the company website: <http://www.varopakorn.com> as well as through SET News but there were no candidate proposal.

The four directors whom completed their terms, namely Mr.Somkiat Twiltermsup, Ms.Sorranee Deephanphong, and Mr.Sahasee Chitanondh attended this Meeting and have been proposed to return to the directorship of the Company for another term of which they have had the advantage on this matter, thus, in order to support the good governance policy on the consideration and transparency on the voting of this matter, the 3 directors indicated to leave the Meeting and requested to return all 3 directors to the Meeting after this agenda.

The Chairman of the Meeting stated that the profile of the 4 directors whom completed their terms at this Meeting have been sent together with the invitation letter to the Shareholders and have been shown on the screen at this Meeting as well. The requirement to fill the missing positions needed to be considered at this Meeting of which the Board Committee including the Stakeholders have discussed and considered their individual profile carefully including the consideration on their directorship, wide vision of leadership, held integrity with moral and ethics and with no bad record. They exposed their comments deliberately according to related matters based on rules and regulations, equipped with basic standard and various expertise. The Board Committee, thus, agreed with the Audit Committee as Nomination Committee to propose to the Annual General Meeting of Shareholders for the year 2018 (No. 40) to propose the 4 directors namely 1) Mr.Takashi Yatabe 2) Mr.Somkiat Thaviltermsub 3) Ms.Sorranee Deephanphongs 4) Mr. Sahasee Chitanondh to return as Directors for another terms by the Meeting consideration and approval on individual respectively.

The Chairman opened the opportunity for the shareholders to oppose or propose else. None of the shareholders opposed nor proposed else.

The Meeting considered and unanimously appointed Mr.Takashi Yatabe, Mr.Somkiat Twiltermsup, Ms.Sorranee Deephanphong and Mr. Sahasee Chitanondh returned to the position of Directors/Audit Committee for another terms as proposed by the Board Committee with the attended shareholders vote excluding the stakeholders as following:

No.	Names	Voting Numbers					
		Agreed		Not Agreed		None Vote	
		Voice	%	Voice	%	Voice	%
1	Mr.Takashi Yatabe	76,513,658	85.11	0	0	13,381,476	14.89
2	Mr.Somkiat Twiltermsup	89,895,134	100.00	0	0	0	0
3	Ms.Sorranee Dephanphongs	85,857,012	95.21	0	0	4,308,122	4.79
4	Mr.Sahasee Chitanondh	89,723,454	99.81	0	0	171,680	0.19

Before proceeding the Meeting, the Chairman invited Mr.Somkiat Twiltermsup, Ms.Sorranee Deephanphong, Mr.Sahasee Chitanondh returned to the Meeting and the Chairman proceeded the Meeting.

#### Agenda 6 : To consider the appointment of the certified public accountants and their fee for year 2018

The Chairman informed the Meeting that in 2017, EY Office Ltd. has been appointed as Auditor for the year 2018 and the Audit Committee have considered EY Office Ltd. to be the Auditor for the year 2018 because their high working standard, their expertise in accounting and their best practice apart from that in comparing the work volume they delivered and their reasonable fee were much competitive than other firm in the same quality thus the Audit Committee agreed to propose EY Office Ltd. as the Auditor for the year 2018 and being 21<sup>st</sup> year of service for the consideration of the Ordinary Shareholders General Meeting for 2018 and appointing the following certified accountants and approval on the accounting service fee as following:

1. Miss Sirirat Srichaorensup, Certified Auditor no. 5419, signed on our account for 3 years since 2015 and / or
2. Miss Supanee Triyanuntakul, Certified Auditor no. 4498, signed on our account for 4 years since 2014 and / or
3. Miss Siraporn Ouannunkul, Certified Auditor no. 3844, never signed on our account

They were all from EY Office Ltd. (previously Ernst & Young) and to be our auditor from EY Office Ltd. for 7 years and were not our shareholders or had nonrelationship within the company or the management or major shareholders with the fee as following:

Auditor Fee for 2018	2018	2017	Increased
Audited financial statements for the year	890,000	700,000	190,000
Quarter financial review (Q.1 – 3)	600,000	600,000	-
Annual report review	-	90,000	(90,000)
Total Audit Fee	1,490,000	1,390,000	100,000

The fee excluded other expenses such as transportation, accommodation which not exceed 120,000 baht as normal practice. Auditor Fee according to regulations of Board of Investment (if any). The meeting requested to consider this proposal after consideration. The Chairman opened the opportunity to ask, appose or propose or else.

The Meeting considered and approved to appoint Miss Sirirat Srichaorensup and/or Miss Supanee Triyanuntakul and/or Miss Siraporn Ouannunkul as the company's auditors for the year 2018 with remuneration as proposed with agreed vote at 89,895,134 voices as 100% no oppose at 0 votes 0% and no vote at 0 vote as 0% of those attended shareholders and no stakeholders at this Meeting.

**Agenda 7 : To consider the approval of remuneration for the Board's directors and the audit committee.**

The Chairman informed the Meeting that at the last Shareholders Meeting no.39 the Meeting approved the remuneration consisting of director's meeting allowance of 5,000 baht per time and compensation rewards at 3% of the dividend amount. The remuneration of audit committee must not more than 500,000 baht per year including the meeting allowances. The Audit Committee as Committee on remuneration of the directorship for 2018 proposed to the Meeting after consideration on the past result of the company performance and considered that the Company performed well with profit and dividend thus agreed to propose to the Shareholders Meeting with the same standard as last year that the directors should receive the same meeting allowance at 5,000 baht per person per time and the compensation reward at 3% of the total dividend and pay to the audit committee not more than 500,000 baht per year including meeting allowance in the year 2016. The Meeting considered based on the Company Performance and approved the rewards to the Directors as proposed by the Audit Committee as Committee on remuneration of directorship.

Remuneration	AGM Year 2018		AGM Year 2017		Increase / Decrease
	Meeting allowances (each/person)	Remuneration (Group)	Meeting allowances (each/person)	Remuneration (Group)	
• The Board of Directors	5,000	3% of the dividend	5,000	3% of the dividend	Remain
• Audit committee	Not more than 500,000 baht per year, meeting allowances included.		Not more than 500,000 baht per year, meeting allowances included.		Remain

The Chairman opened the opportunity to question, oppose or propose or else. After the Meeting considered. It has been unanimously agreed to pay the compensation rewards to the Directors and Audit Committee according to the proposal with agreed vote at 89,895,134 voices as 100%, non- agreed vote at 0 voice as 0% and non-vote at 0 voice as 0% of the attended Shareholders with the rights to vote excluding the stakeholders.

**Agenda 8 : To consider other matters (if any).**

No other matter or any questions raised, the Chairman closed the meeting at 16:00 hours.

However, upon re-checking and auditing the number of shareholders and number of shares who held the rights for the voting in this Meeting were correct according to the registration certified as the shareholders attended the Meeting themselves and the proxies attended as stated, 44 persons in total with 87,508,841 shares in total, amounted to 87.59% of the sold shares. Thus recorded accordingly.



(Mr. Sanchai Chaixanien)  
Chairman of the Board Director and Chief Executive Officer  
Chairman of the Meeting



(Mrs. Soranee Deephanphongs)  
Director/Secretary of the Board Directors  
The Recorder