

Minutes of Annual General Shareholder Meeting No. 1/2015
Of
Ratchthani Leasing Public Limited Company

**Time and Place**

The Annual General Meeting of Shareholder No 1/2015 held on Seminar Room of Sinnsathorn Tower 11st floor Sinnsathorn Tower Krungthonburi Road, Klongtongsai, Klongsarn, Bangkok 10600 in April 8, 2015 at 14.00 hrs.

Participation Directors:

- | | | | |
|-----|----------------|-------------------|--|
| 1. | Mr. Virat | Chinprapinporn | Chairman |
| 2. | Mr. Kovit | Rongwattanasophon | Director/ Managing Director |
| 3. | Mr. Charoensuk | Kijitti | Director |
| 4. | Mr. Anuwat | Luengtaweekul | Director/ Nominating and Remuneration Committee |
| 5. | Mr. Praphan | Anupongongarch | Director |
| 6. | Mr. Wuttichai | Suraratchai | Director |
| 7. | Mr. Anuchart | Deeprasert | Director |
| 8. | Ph.D. Thakol | Nanthirapakorn | Independent Director/ Chairman of Audit Committee |
| 9. | Mr. Suvit | Arunanondchai | Independent Director/ Chairman of Nominating and Remuneration Committee/ Audit Committee |
| 10. | Mr. Varavudh | Varaporn | Independent Director/ Audit Committee/ Nominating and Remuneration Committee |
| 11. | Mr. Surapon | Satimanont | Independent Director/ Audit Committee |

Absentation Directors:

- | | | | |
|----|---------------------|------------|---------------------------------------|
| 1. | Asst.Prof. Naengnoi | Chai-onnom | Independent Director/ Audit Committee |
|----|---------------------|------------|---------------------------------------|

Participation Executives:

- | | | | |
|----|--------------|---------------------|----------------------------------|
| 1. | Mr. Boonchu | Wongpukdee | Senior Managing Director and CFO |
| 2. | Mr. Ponlaphe | Sakkayapapwicharnon | Assistant Managing Director |

Participation Auditor:

- | | | | |
|----|--------------|------------|-------------------|
| 1. | Miss Somjai | Khunapasut | EY Office Limited |
| 2. | Miss Saranya | Pludsri | EY Office Limited |

Attending Independent Legal Advisors:

- | | | | |
|----|---------------|------------|-------------------------------|
| 1. | Miss Wicharee | Chumnankit | Preecha And Friend Law Office |
|----|---------------|------------|-------------------------------|

Beginning

Mr. Virat Chinrapinporn was being chairman; the chairman stated that there were 45 participated shareholders with 103,043,733 shares and 62 participated proxies with 1,439,615,035 shares. Total participated share were 1,542,658,768 shares and could be count as 76.61 percent of 2,013,522,778 shares (total registered shares) Total participated share was more than 1 of 3 total registered shares in accordance with a quorum. In this connection, the Chairman appointed Mr. Ponlaphe Sakkayapapwicharnon, the Company's Secretary, as keeper of the minutes of the meeting.

Mr. Ponlaphe Sakkayapapwicharnon, the Company's Secretary introduced participate directors count as 11 directors from 12 directors by introducing individually and also introducing participate management and auditor. The Company appointed legal counsel, independent observers, to monitor the voting and counting of votes in the meeting. The Company's Secretary Clarification in its implementation to vote on each item as follows: For shareholders who have voted. "Disapproved" or "abstain" please fill out the ballots that the Company provided and rest your hand after that officer will take the ballots to calculate. For shareholders of the resolution "Approved" no need to send the ballots. In compilation, the Company will deducted vote "Disapproved" or "abstain" from the total vote. The shareholder proxy to attend and to vote, the Company has adopted the opinion, disapproved or abstain. The will of the shareholders were included in each agenda for a vote. For Voting the Company is considered one share as one vote. For Item 8 Resolve to consider and approve to election of directors, the meeting will be held to vote on the appointment of directors individually and the ballot vote will be collected at the end of each session. This would allow shareholders to vote for all three of the voting on each item. Finally, the shareholders should resolve for all term under the voting.

In addition, the company has an opportunity for shareholders to ask questions or comments at the meeting by rest your hands and inform your name and surname. In order to not disturb other shareholders during the meeting, the shareholders encouraged to turn off their mobile phones.

Then Chairman began Annual General Meeting of Shareholders No. 1/2015 to resolve to approve the following resolution:

Item 1 Resolve to adopt the Minutes of Annual General Meeting of Shareholder No. 1/2014.

Mr. Virat Chinrapinporn, Chairman, recommended the shareholders to certify the Minutes of Annual General Meeting of Shareholder No. 1/2014 held on April 2, 2014 which the Company submitted the minutes of the meeting to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce in compliance with Thai law. The minutes were also posted online on the Ratchthani Leasing website.

Resolution of the shareholders' meeting: The shareholders unanimity approved to certify the Minutes of Annual General Meeting of Shareholder No. 1/2014 held on April 2, 2014. The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 2 Resolve to consider and approve the company Financial Statement (Balance Sheet, Profit and Loss Statements and Current Statement) for the year ended December 31, 2014.

Mr. Virat Chinprapinporn, Chairman, assigned Mr. Kovit Rongwattanasophon, Managing Director, report the result of operation.

Mr. Kovit Rongwattanasophon, Managing Director, reported the summary of operation follow the company Financial Statement such as:

Brief important figures	2014	2013	Change %
Total Assets (Million Baht)	27,864.27	27,293.15	2.09
Total Liabilities (Million Baht)	23,985.22	24,069.87	(0.35)
Total Shareholders' Equity (Million Baht)	3,879.05	3,223.28	20.34
Total Revenue (Million Baht)	2,753.93	2,396.98	14.89
Net Income (Million Baht)	704.09	754.24	(6.65)
Earnings per Share (Baht / Share)	0.35	0.37	(5.41)

The financial statement of the Company shown the net profit was drop down from the previous year. The economic downturn caused by several factors such as political issues, the price of agricultural products greatly reduced that affected to new loans fail to meet estimates and non-performing loans have increased slightly. However, the Company according to estimates new loans with increased slightly for the first quarter of 2015.

Mr. Virat Chinprapinporn, Chairman, asked for recommendation from The Shareholder Meeting.

Khun Piyamas Charutrodngakurn, Volunteer right of Thai investors association, would like to know the Collective Actions Coalition project.

Mr. Virat Chinprapinporn, Chairman, was explained that on April 18, 2015 the Company had signed the commitment to attend the Collective Actions Coalition and October 3, 2015 the committee of the commitment to attend the Collective Actions Coalition approved the solution to be membership of the commitment to attend the Collective Actions Coalition with Thanachart Capital Public Company Limited. The company has announced that all departments and all employees shall be deemed to comply with the year of the anti-corruption campaign.

Khun Songphol Pongpattanakarn, shareholder, asked to the shareholder meeting. Following The Annual General Meeting of Shareholders No. 1/2014 Item 2 was reported earnings per share for the year 2013 at 0.47 baht per share, but in the invitation to The Annual General Meeting of Shareholders No. 1/2015 Item 2 was reported earnings per share for the year 2013 at 0.37 baht per share, with a request to clarify.

Mr. Virat Chinprapinporn, Chairman, assigned Mr. Boonchu Wongpukdee, Senior Managing Director and CFO, clarify.

Mr. Boonchu Wongpukdee, Senior Managing Director and CFO, clarify that follow the resolution of the Annual General Meeting of Shareholders No. 1/2014 resolved to pay a dividend of 0.28 baht (cash dividend 0.03 baht per share and stock dividend at the rate of 4 existing shares for 1 stock dividend) paid the dividend on April 23, 2014 after the Annual General Meeting of Shareholders No. 1/2557.

Stock dividend at the rate of 4 shares for 1 stock dividend will increase the registered capital. Therefore, the General Meeting of Shareholders No. 1/2015 Item 2, it can be adjusted to increase the paid-up capital. 1,610,819,597 shares to 2,013,522,778 shares (par value of Baht 1 per share), resulting in adjusted earnings per share were reduce.

Khun Santhan Trimatasin, shareholder, asked to the shareholder meeting about the adjusted criteria of the reserve for doubtful debt of the Company.

Mr. Anuwat Luengtaweekul Director/ Nominating and Remuneration Committee clarified to AGM that the Company's policy provisions of accordance with Accounting Standards No. 39, which will take effect in the future. The Company expected that the current provision was inadequate. The company has gradually set up until close as estimates and loan quality of the 2015 was concern factor to the reserve for doubtful debt.

Mr. Virat Chinprapinporn, Chairman, was explained that The Company necessary to gradually increase the provision when adjusting criteria provisions will not affect the operation.

Khun Somchai Suchartjaroenyng, shareholder, would like to know the proportion Thanachart Bank Public Company Limited was investment in Ratchthani Leasing Public Company Limited and had any assisting firms to Ratchthani Leasing Public Company Limited.

Mr. Anuwat Luengtaweekul Director/ Nominating and Remuneration Committee clarified to AGM that Thanachart Bank Public Company Limited was investment in Ratchthani Leasing Public Company Limited with estimated proportion 65 percent of the paid-in capital and sending the Banking expertise to become representative directors as following; Mr. Anuwat Luengtaweekul as Financial and Banking Advisory, Mr. Praphan Anupongongarch as Strategic Management and Management Information System Advisory, Mr. Wuttichai Suraratchai as Credit Management Advisory and Mr. Anuchart Deeprasert marketing as currently Chairman of Thai Hire-Purchase Association of Leasing and Auto Loan Advisory.

Mr. Virat Chinprapinporn, Chairman, clarified to AGM that Thanachart Bank Public Company Limited provided to support the Company in many aspects, such as Funding, Management Information System, Training, customer information, Management and Administration to empowerment for the Company.

Mr. Kovit Rongwattanasophon, Managing Director, clarified to AGM that Thanachart Bank Public Company Limited was Specialize and was # 1 on Hire-Purchase Segment. The market did not overlap to the Company. Future more, The Company has implemented management information systems from Thanachart Bank Public Company Limited. If the company invests in the management information system itself, the expense will costly.

Khun Pawana Thongratana, shareholder, asked to the shareholder meeting as following

- The continued growth of demand for trucks.
- Number of reprocessing car in each month and steps to manage inventory
- The Company's strengths
- The policy to join Nano-Finance

Mr. Kovit Rongwattanasophon, Managing Director, clarified to AGM as following

- Trucks have continued demand for many business sectors such as construction industry, transportation, agriculture and infrastructure sectors. To coverage all market areas and to support AEC, the Company decided to increase 3 local branches.
- The Company had about 40,000 over the Hire-Purchase and Leasing agreement, the volume of the reprocessing car were about 100 vehicles per month. If the customer did not redeem, all reprocessing cars are took to the auction.
- The company has trained staff to be expertise in evaluate used car price. As a small sizing company, we can provide rapidly and expertise in specific vehicle.
- The Company had not the policy to join Nano-Finance.

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders to approve the company Financial Statement (Balance Sheet, Profit and Loss Statements and Current Statement) for the year ended December 31, 2014 with the Auditor's report.

Resolution of the shareholders' meeting: The shareholders unanimity approved to certify the company Financial Statement (Balance Sheet, Profit and Loss Statements and Current Statement) for the year ended December 31, 2014. The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 3 Resolve to consider and approve to allocate of income as a legal reserve for fiscal year ended, approve the dividend payment and schedule the payment date.

3.1 Resolve to consider and approve to allocate of income as a legal reserve for fiscal year ended.

Mr. Virat Chinprapinporn, Chairman, clarify that Follow the Section 116 of the Companies Act 1992 and the Articles of Association Article 36 (3) requires that the Annual General Meeting of Shareholders must approve the appropriation of profits. The Company had to allocate the net profit by set aside a statutory reserve at least 5 percent of its annual net profit. Deducting accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the share capital. The statutory reserve is not available to pay dividends. The shareholders

should approve to allocate the yearly net profit as reserves as required by law. For the year 2014 with the amount of 35,382,186 Baht then the total amount of reserves requirement was 145,500,000 Baht. (One hundred forty five million and five hundred thousand Baht)

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders to approve allocate the yearly net profit as reserves as required for the year 2014.

Resolution of the shareholders' meeting: The shareholders unanimity approved to allocate the yearly net profit as reserves as required by law. For the year 2014 with the amount of 35,382,186 Baht then the total amount of reserves requirement was 145,500,000 Baht. (One hundred forty five million and five hundred thousand Baht).

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

3.2 Resolve to consider and approve the dividend payment and schedule the payment date.

Mr. Virat Chinprapinporn, Chairman, recommends the shareholders to approve the payment of dividends as follow: (The Company has a policy of paying a dividend of at least 50 percent of net income. The dividend policy may vary in each year depending on the investment plan, the company's needs and other appropriate prospects.)

1.The Company will pay dividend by cash dividend and stock dividend with totaling 463,110,238.94 Baht or at the rate of 0.23 Baht per share or about 65.77 percent of the 2014 net profit allocate to the existing shareholders (The previous year, paid dividend with the rate of 0.28 Baht per share, about 59.80 percent of the 2013 net profit by cash dividend at 0.03 Baht per share and stock dividend ratio was 4 of existing shares to 1 new share if there is a fraction of share remaining, cash dividend at 0.20 Baht will be paid instead) as the following conditions:

1.1 The Shareholders will receive stock dividend payment totaling 402,704,555 shares, the price at par value and the totaling value as 402,704,555 Baht. The Dividend payment ratio was 5 of existing shares to 1 new share if there is a fraction of share remaining. A cash dividend at 0.20 Baht will be paid instead.

1.2 The Shareholders will receive dividend paid in cash being 0.03 Baht per share.

2. The dividend payment shall be made on April 29, 2015.

Mr. Virat Chinprapinporn, Chairman, recommends the shareholders to approve the dividend payment and schedules the payment date.

Resolution of the shareholders' meeting: The shareholders unanimity approved the dividend payment and schedules the payment date as follow as Chairman recommended. The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 4 Resolve to consider and approve the reducing of company's capital.

Mr. Virat Chinprapinporn, Chairman, clarify that Refer to AGM 1/2014 had approved to increase the Company's registered capital with the amount 2,013,524,496 Baht (par value 1 Baht). After dividend payment with the ratio was 4 of existing shares to 1 new share, there were fractions of shares remaining with the amount 1,718 shares, which were already paid in cash. Then The Chairman recommended the shareholders approved to reduce of company's capital to be the amount of 2,013,522,778 Baht (par value 1 Baht)

Resolution of the shareholders' meeting: The shareholders approved to reduce of company's capital from the amount of 2,013,524,496 Baht to the amount of 2,013,522,778 Baht (par value 1 Baht).

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 5 Resolve to consider and approve the amended Memorandum of The Company to comply with Article 4 of the company's capital reducing.

Mr. Virat Chinprapinporn, Chairman recommends the shareholders to approve the amending clause 4 of the Company's Memorandum of Association to be in line with the reducing of the Company's registered capital as follows:

Capital	2,013,522,778	baht	(Two thousand thirteen million and five hundred twenty two thousand seven hundred and seventy eight Baht)
Divided into	2,013,522,778	shares	(Two thousand thirteen million and five hundred twenty two thousand seven hundred and seventy eight Shares)
Value of	1	baht per share	

Consist of

Common Stock	2,013,522,778	shares	(Two thousand thirteen million and five hundred twenty two thousand seven hundred and seventy eight Shares)
Preferred stock	-	shares	

Resolution of the shareholders' meeting: The shareholders unanimity approved the amending clause 4 of the Company's Memorandum of Association to be in line with the reducing of the Company's registered capital.

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 6 Resolve to consider and approve the increase of company's capital and allocate stock dividends.

Mr. Virat Chinprapinporn, Chairman clarify that For supporting the stock dividend payment with the amount of 402,704,555 shares, the Company has to increase of the Company's registered capital from 2,013,522,778 Baht to 2,416,227,333 Baht and allocate stock dividends payment to shareholders whom have name on book closing date of the transfer of shares entitled to participate at the AGM.1/2015 and the right to receive dividends on March 3, 2015 and to collect a list under Section 225 of the Securities and Exchange Act. Payable by the Register of Shareholders on March 5, 2015.

Resolution of the shareholders' meeting: The shareholders unanimity approved the increase of company's capital and allocates stock dividends as the Chairman recommended.

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 7 Resolve to consider and approve the amended Memorandum of the Company to comply with Article 4 of the company's capital increasing.

Mr. Virat Chinprapinporn, Chairman recommends the shareholders to approve the amending clause 4 of the Company's Memorandum of Association to be in line with the increasing of the Company's registered capital as follows:

Capital	2,416,227,333	baht	(Two Thousand Four Hundred Sixteen Million and Two Hundred Twenty Seven Thousand and Three Hundred Thirty Three Baht)
Divided into	2,416,227,333	shares	(Two Thousand Four Hundred Sixteen Million and Two Hundred Twenty Seven Thousand and Three Hundred Thirty Three Shares)
Value of	1	baht per share	

Consist of

Common Stock	2,416,227,333	shares	(Two Thousand Four Hundred Sixteen Million and Two Hundred Twenty Seven Thousand and Three Hundred Thirty Three Shares)
Preferred stock	-	shares.	

Resolution of the shareholders' meeting: The shareholders unanimity approved the amending clause 4 of the Company's Memorandum of Association to be in line with the increasing of the Company's registered capital as the Chairman recommended.

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 8 Resolve to consider and approve to election of directors retire by for the year 2015.

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders to Election the retirement of the Directors be informed for another term of the following directors as 1/3 of committee must be resigned names as follow:

1. Mr. Anuwat Luengtaweekul Director/ Nominating and Remuneration Committee
2. Mr. Praphan Anupongongarch Director/ Executive Director
3. Mr. Varavudh Varaporn Independent Director/Audit Committee/Nominating and Remuneration Committee
4. Asst.Prof. Naengnoi Chai-onnom Independent Director/ Audit Committee

The Company invited all shareholders to propose qualified candidates for a directorship and items for the AGM agenda on the Company website. Despite the invitation, neither candidates nor agenda items were proposed. The Nominating Committee by the Board of Director undertook nomination procedures for candidates most appropriate and beneficial to the Company in compliance with directors' quorum, qualifications, wisdom, talents, experience and expertise.

The Nomination and Compensation Committee was approved to elect the retirement of the Directors be informed for another term of the following directors as 1/3 of committee must be resigned

Nevertheless The Board of Director was be aware to undertook nomination procedures for candidates most appropriate and beneficial to the Company in compliance with directors' quorum, qualifications, wisdom, talents, experience and expertise. For the Director who related on the conflict of interest does not vote righting.

Resolution of the shareholders' meeting: The shareholders unanimity approved 4 said directors to be appointed for another term and The Vote Marks by names were following;

8.1 Mr. Anuwat Luengtaweekul The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

8.2 Mr. Praphan Anupongongarch The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

8.3 Mr. Varavudh Varaporn The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

8.4 Asst.Prof. Naengnoi Chai-onnom The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Then The Board of Directors for 2015 is as follow:

1. Mr. Virat Chinprapinporn Chairman
2. Mr. Kovit Rungwattanasophon Director/Managing Director
3. Mr. Charoensuk Kijitti Director
4. Mr. Anuwat Luengtaweekul Director/ Nominating and Remuneration Committee
5. Mr. Praphan Anupongongarch Director
6. Mr. Wuttichai Suraratchai Director
7. Mr. Anuchart Deeprasert Director
8. Ph.D. Thakol Nanthirapakorn Independent Director /Chairman of Audit Committee
9. Mr. Suvit Arunanondchai Independent Director / Chairman of Nominating and Remuneration Committee /Audit Committee
10. Mr. Varavudh Varaporn Independent Director /Audit Committee/ Nominating and Remuneration Committee
11. Asst.Prof. Naengnoi Chai-onnom Independent Director /Audit Committee
12. Mr. Surapon Satimanont Independent Director /Audit Committee

Item 9 Resolve to consider and approve to remuneration fee for the year 2015.

Mr. Virat Chinprapinporn, Chairman, recommend the shareholder to consider and approve the annual remuneration fee for the Board of Director for year 2015 as follows:

1. Payment of meeting allowance not more than 4 Million Baht.
2. Payment of the performance allowances to the Directors at the fixed rate of 0.5 percent of the dividend payment approved for the shareholders.

The annual remuneration will be allocated by the Nomination and Remuneration Committee.

Khun Somchai Suchartjaroenyng, shareholder, would like to appreciate the Board of Director on the disclosure with transparent and the criteria for remuneration as well.

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders to approve the annual remuneration fee for the Board of Director for year 2015

Resolution of the shareholders' meeting: The shareholders approved the annual remuneration fee for the Board of Director for year 2015 follow the Chairman recommended.

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 10 Resolve to appoint the auditor with the remuneration fee for the year 2015.

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders approve the election:

1. Miss Ratana Jala as authorized auditor with registration no. 3734 and/or
2. Miss Somjai Khunapasut as authorized auditor with registration no. 4499 and/or
3. Miss Phuphun Charoensuk as authorized auditor with registration no. 4950

Of EY Office for the year 2015 the remuneration fee are Baht 240,000 in each the two Quarters auditing, Baht 310,000 for half year auditing and Baht 410,000 for the manual auditing or with the total annual amount of Baht 1,200,000.

Auditors in the lists have no relationship with or interests in companies, subsidiaries, executives, major shareholders or any person related to these persons. Therefore, they are independent to audit and express opinions on the Financial Statements of the Company.

Mr. Virat Chinprapinporn, Chairman, assigned Ph.,D. Thakol Nanthirapakorn Independent Director/ Chairman of Audit Committee to clarification.

Ph.,D. Thakol Nanthirapakorn Independent Director/ Chairman of Audit Committee clarified to the meeting that every year, the company had business expansion substantially increased and in recent years did not offer to raise audit fee. For 2015, the Audit Committee has considered to raise the proposed audit fee of 50,000 baht. I also admire the auditor of the issues and provide knowledge about the changing accounting standard (TAS).

Mr. Virat Chinprapinporn, Chairman, recommended the shareholders to approve the appointment the auditor with the remuneration fee for the year 2015

Resolution of the shareholders' meeting: The shareholders unanimity approved to appoint

1. Miss Ratana Jala as authorized auditor with registration no. 3734 and/or
2. Miss Somjai Khunapasut as authorized auditor with registration no. 4499 and/or
3. Miss Phuphun Charoensuk as authorized auditor with registration no. 4950

Of EY Office for the year 2015 the remuneration fee are Baht 240,000 in each the two Quarters auditing, Baht 310,000 for half year auditing and Baht 410,000 for the manual auditing or with the total annual amount of Baht 1,200,000. Follow the Chairman recommended. The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 11 Resolve to consider and approve to issuance and offering of the Debenture and other debt instruments for the year 2015.

Mr. Virat Chinprapinorn, Chairman, recommended the shareholders to approve issuance and offering the debenture and other debt instruments which are the necessary financial instrument tools. These issuance and offering for using in general operation and reduce financial cost period for the year 2015 until the AGM 2016. Purpose of borrowing fund to be used in normal operation or/and refinancing or/and expansion Hire-purchase loan with amount not more than Baht 20,000 Million (or the equivalent amount in other currencies).

Other Conditions: Additional restrictions and conditions of the Debentures and other debt instruments be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any) shall be determined and fixed by the Board of Directors and/or the person(s) entrusted by the Board of Directors.

In addition, the Board of Directors and/or the person(s) entrusted by the Board shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures and other debt instruments including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures and other debt instruments in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.

For the issuance and offering the debenture have the details as follow:

Type : Debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivatives notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.

Amount: The principal amount of the Debentures will not exceed Baht 20,000 million or the equivalent amount in other currencies.

Offering: The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.

Interest: Subject to the prevailing market conditions at the time of issue and offering.

Maturity: Subject to the prevailing market conditions at the time of issue and offering.

And the shareholders approved the cancellation of the Debentures, which had not been issued with the amount of 20,000 million Baht (Refer to AGM 2014).

Resolution of the shareholders' meeting: The shareholders approved the issuance and offering of the Debenture for the year 2015 as follow as the Broad of Director Opinion.

The votes were following;

Approved	1,542,658,768	Shares	equivalent to	100.0000	percent
Disapproved	-	Shares	equivalent to	-	percent
Abstained	-	Shares	equivalent to	-	percent

Item 12 To consider other issues (if any)

Khun Somchai Suchartjaroenyng, shareholder, asked to the meeting of shareholders on executive compensation for the years 2014. The compensation was increased of about 9 million baht from the year 2013.

Mr. Anuwat Luengtaweekul Director/ Nominating and Remuneration Committee clarified to AGM that executive compensation for the year 2014 used the financial results of 2013 to consideration, the year had a lot of profit. Then the Nominating and Remuneration Committee consideration paid in appropriate compensation. When considering the Cost to Income Ratio, the Company's overall compensation was quite lower than others listed companies in the same industry.

Mr. Virat Chinprapinporn, Chairman, explained that the Executive Compensation was considered by Nomination and Remuneration Committee which had standard criteria to pay the compensation in appropriate level with around the industry.

Resolution of the shareholders' meeting: The meeting was informed according to the clarification.

Khun Piyamas Charutrodnangkum, Volunteer right of Thai investors association, would like to Propose to the AGM that all ballot should be signed by the shareholders should collect all ballots as evidence.

Resolution of the shareholders' meeting: The meeting was informed according to the proposing.

The General Shareholder Meeting was ended on 16.15 hrs.

Yours sincerely,



A handwritten signature in black ink, appearing to read 'Virat Chinprapinporn', is written over the stamp.

(Mr. Virat Chinprapinporn)

Chairman