

(Translation)

Minutes of the 2013 Annual General Meeting of Shareholders

of

Thai Factory Development Public Company Limited (TFD)

Time and Place

The meeting was held on 18 April 2013 at 14.30 hours at Anantara Hotel Bangkok Sathorn at No.36, Narathiwat-Rachanakarin Road, Kwaeng Yannawa, Khet Sathorn, Bangkok

Start of the Meeting

Dr. Sunthorn Sathirathai, Chairman of the Board, informed the Meeting that 280 shareholders attended the Meeting themselves and by proxy, totaling 648,817,006 shares or 75.6455 percent of 857,706,858 shares totaling sold, which formed a quorum as Articles of Association.

The Chairman announced the Meeting opened to discuss matters according to the following meeting agendas:

The Chairman assigned Mrs. Siriporn Pinprayong, the / Company Secretary reported to the Meeting in subject to recognize a good corporate governance promotion and for the purpose of an equitable and fair treatment to all shareholders as follows.

According to the Company offered the right to shareholders to propose 2013 Annual General Meeting Agenda and Qualified Candidate for Directorship. In order to recognize a good corporate governance promotion and for the purpose of an equitable and fair treatment to all shareholders with the criteria and procedure as announced on the Company's website since 14 November 2012 by filling the form "The purpose Agenda to the 2013 Annual General Meeting of shareholder", send via E-mail or facsimile, and also the original form together with other supporting documents as required by the Company within December 31, 2012. It appeared that there were no shareholders exercised their right. The meeting therefore will proceed as follow by the meeting agendas which had already been sent to the shareholders.

After that, there were introduced eight company board of directors, the advisor to board of directors and four executives as follow;

Board of Directors (eight directors)

1. Dr. Sunthorn	Sathirathai	Independent Director and Chairman
2. Mr. Apichai	Taechaubol	Director and Executive Chairman
3. Mr. Prasong	Vara-ratanakul	Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman
4. Mr. Nan	Kitjalaksana	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
5. Mr. Sommart	Sangkhasap	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
6. Mr. Gumpol	Tiyarat	Director Executive Director And Managing Director
7. Mr. Anukul	Ubonnuch	Director Executive Director And Deputy Managing Director
8. Mrs.Sumalee	Ongcharit	Director

Executives

1. Mrs.Rachanee	Siwawej	Assistant Managing Director, Finance
2. Mrs.Vilai	S. Ngow	Assistant Managing Director, Industrial Business Development
4. Mrs.Siriporn	Pinprayong	Assistant Managing Director, Administration Information Technology and Company Secretary

The Company Secretary had introduced: the auditors named Miss. Siraporn Ouaanunkun and Ms. Sudavadee Lokatekrawee, the representatives from Ernst & Young Office Limited the company solicitor named Mr. Putthikrit Kongsawat, and Ms. Phannipha Awaiwanon, representative from Far East Law Office (Thailand) Co., Ltd.

The Company Secretary explained voting procedures at this Meeting as follows.

At the AGM, voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Chairman. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his hand and cast a vote in a distributed ballot when registered. The ballot shall be handed over to staff for counting purpose,

the result of which will be later notified to the Meeting. The Company would record votes of agree, disagree or abstain by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting agenda.

For question and opinion, the Company provided the shareholders opportunity for asking question and expression in regarding to all relevant in the agendas, appropriated. Before question and opinion, the Company required shareholders inform the meeting their full name.

During a discussion of agenda, six more shareholders totaling 111,400 shares attending the Meeting. As a result, a total of 286 shareholders holding 648,928,466 shares attending the Meeting.

Agenda 1. : To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013 held on 14 February 2013.

The Chairman submitted the Minutes of the Extraordinary General Meeting of shareholders No. 1/2013 held on 14 February 2013 for the Meeting to approve.

Resolved: Having considered the matter, with a majority vote the Meeting deemed that it was true to adopt the minutes of the Extraordinary General Meeting of shareholders No. 1/2013 held on 14 February 2013 with the following votes:

286 The number of votes.

Approved: 648,907,858 votes or 99.9968 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 20,608 votes or 0.0031 percent of the total shares held by shareholders attending the meeting

Agenda 2. : To acknowledge the report of the Company's year 2012 operating results

The Chairman submitted the Board of Directors' annual report to the Meeting and asked Mr. Gumpol Tiyarat, Managing Director, to report TFD's 2012 operation results to shareholders as follows.

2011 was a horrible year for Thailand. The country was to confront with economic and political uncertainties resulted largely from the country's disastrous flood a year earlier. This led domestic and international investors to temporarily stall their investment decisions and it took quite a while before the country managed to recover from the impact. On the social side, thanks to Thai people's strong compassion and loyalty to the King, we were not only ready to express our love and unity to the land we call home but we were also willing to confront with the economic slowdown. Although everyone remained deeply concerned with the country's ability to resolve its flood and other economic problems, Thai citizens managed to live through these daily anxieties.

Yet, despite all concerns last year that Thailand would be hit again by the flood like what had happened a year earlier; or that the country would have been faced with a drastic political upheaval, no radical change happened. Our economy continued to perform very well. In 2012 in particular, as the economy in the west was in doldrums, money started flowing east including to Thailand. This led to increasing activities in the industrial sector. At the same time, Thailand remained a favorite destination for visitors from all over the world. The Thai economy in 2012 therefore ended up with an impressive record.

Thanks to collaboration among shareholders, the management and our employees who committed their time and energy for the company, we managed to grow more than the previous year. Our profit in 2012 was higher than the year before and investors expressed their interest in us. The Board of Directors will do everything for TFD to continue growing and we are ready to collaborate with shareholders, customers, financial institutions, local and international investors, the press and the public to achieve the goal.

Resolved: The Meeting, acknowledging the matter, with a majority vote the Annual Report of the Board of Directors and results of the 2012 operation results with the following votes:

286 The number of votes.

Approved: 648,907,858 votes or 99.9968 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 20,608 votes or 0.0031 percent of the total shares held by shareholders attending the meeting

During a discussion of agenda, eight more shareholders totaling 1,399,249 shares attending the Meeting. As a result, a total of 294 shareholders holding 650,327,715 shares attending the Meeting.

Agenda 3: To consider and approve The Financial Statements which comprise of Statement of Financial Position, the Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2012.

The Chairman asked the Meeting to consider The Financial Statements which comprise of Statement of Financial Position, the Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2012 already audited and certified true and correct by the auditor and reviewed by the Audit Committee, details of which are in the Annual Report, Page 33 to 40

Resolved: The Meeting, having considered the matter, with a majority vote approve the Statement of Financial Statements which comprise of Statement of Financial Position, the Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2012 with the following votes:

294 The number of votes.

Approved: 650,326,607 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

During a discussion of agenda, two more shareholders totaling 169,384 shares attending the Meeting. As a result, a total of 296 shareholders holding 650,497,099 shares attending the Meeting.

Agenda 4: To consider and approve the allocation of the 2012 profit for the legal reserve and the payment of cash and stock dividend.

The Chairman assigned Mr. Gumpol Tiyarat, Managing Director, to report about the allocation of the 2012 profit and the payment of cash and stock dividend for the Meeting to approve.

Mr. Gumpol Tiyarat informed the Meeting as follows, according to Clause 41 of the Company's Articles of Association, the Company was to allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 40 of the Company's dividend payment policy also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting the Shareholders' Meeting at a subsequent meeting. (Details of Dividend payments of the past year appeared on Page 2 to 4 of an invitation letter to attending the Meeting already distributed to shareholders.)

At the end of 2012, TFD's net profit was Baht 330,409,285. Having considered the matter, the Board of Directors deems appropriate that the AGM approval of allocation the legal reserve and dividend payout from the operation result for the year 2012 and its retained earnings as follow:

1. Transfer the net profit in year 2012 of 5 percent equal to Baht 16,520,465 (Sixteen million five hundred and twenty thousand four hundred and sixty five Bath) to be legal reserve account.
2. Payout the dividend in total amount of Baht 270,863,442 (Two hundred and seventy million eight hundred and sixty-three thousand four hundred and forty-two Bath) which equal to the rate of 0.30 Baht per share, in cash and stock dividend as follow :

- 2.1 Cash Dividend payment of 90,287,814 Baht (Ninety million two hundred and eighty-seven thousand eight hundred and fourteen Baht) which is equal to cash dividend payment Baht 0.10 per share.
- 2.2 Dividend payment in form of Company's common share in total of 180,575,628 shares (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight shares) (at the par value of Baht 1.0 per share). Hence the dividend payment in terms of stock dividend at the rate of Baht 0.20 to existing shareholders at a ratio of 5 existing shares to 1 stock dividend. Total lump sum Baht 180,575,628 (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty-eight Baht) In case that the common shares of the stock dividend calculation shows a fraction of the shares, the Company will pay such fraction in cash instead of the stock dividend at the Baht of 0.20 per share.

The record date shall be the May 3, 2013 for the right to receive such dividend payment. The list of shareholders shall be collected in accordance with Section 225 of the Securities and Exchange Act (Year 1992, which latest updated in year 2008) by closing the shareholder register book for suspension of share transfer on May 7, 2013 and the date of the dividend payment shall be May 14, 2013

Resolved: The Meeting, having considered the matter, with a majority vote approved the statutory reserves totaling 5 percent of the net profit, which was equivalent to Bath 16,520,465.- and approved the payment of dividend out of the 2012 operating results to shareholders in total of 902,878,140 shares at the rate of Bath 0.30 per share in total of Bath 270,863,442.- (Two hundred and seventy million eight hundred and sixty three thousand four hundred and forty two). The record date shall be May 3, 2013 for the right to receives the dividend payment, and the list of shareholders shall be collected pursuant to Section 225 of the Securities and Exchange Act by closing the share register book for suspension of share transfer on May 7, 2013 and the dividend payment date will be on May 14, 2013 with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 5: To consider for approve the decrease in registered capital which has not yet been paid.

The Chairman proposed to the Meeting to consider for approval of the cut out of shares registered of the Company that has not yet been sold 1,803 shares. According to the resolution of the 2012 Annual General Meeting of the Shareholders, it has proposed to pay the dividend in terms of stock dividend at the ratio of 12.5 existing shares per one new stock dividend . The Company then has increased the registered capital in order to reserve for the stock dividend payment at the amount of 56,108,623 shares (Fifty-six million one hundred and eight thousand six hundred and twenty-three shares) at the par value of Baht 1.0 and also according to clause 11 in the prospectus of “TFD-W1” which defined the Company to be able to adjust the exercise ratio in case that the Company shall pay the stock dividend to its shareholders. As a consequent of the dividend payment, the Company has to reserve the additional common shares for the warrant holders of “TFD-W1” to exercise their right from the adjusted exercise ratio in total amount of 10,771,373 shares (Ten million seven hundred and seventy-one thousand three hundred and seventy-three shares) at the par value of Baht 1.0. In summary the additional total ordinary shares which the Company has to increase is 66,879,996 shares (Sixty-six million eight hundred and seventy-nine thousand nine hundred and ninety-six shares) which make the total registered shares of the Company increase from Baht 835,994,947 (Eight hundred and thirty-five million nine hundred and ninety-four thousand nine hundred and forty-seven Baht only) to Baht 902,879,943 (Nine hundred and two million eight hundred and seventy-nine thousand nine hundred and forty-three Baht). Finally, after the Company has increase the registered shares and paid the stock dividend to the shareholders and also to the warrant holders of “TFD-W1”, there are still 1,803 ordinary shares remaining before the last exercise of the right of TFD-W1.

Resolved: The Meeting, having considered the matter, with a majority vote approved the decrease of the Company’s registered shares by means of the cut out the remaining shares after the allocation of the stock dividend and the right of “TFD-W1” 1,803 shares from the existing Baht 902,879,943 (Nine hundred and two million eight hundred and seventy-nine thousand nine hundred and forty-three Baht) to Baht 902,878,140 (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Baht). This agenda required no less than three-fourths of all votes of shareholders or proxies attending the meeting and exercising their votes, with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting which more than three-fourths vote of shareholders

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 6: To consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to correspond with the decrease in registered capital.

The Chairman proposed to the Meeting to consider for approval of the amendment of Memorandum of Association Clause 4 to comply with the capital decrease as follow:

“Clause 4	Registered capital	:	Bath 902,878,140 (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Baht)
	Divided into	:	902,878,140 shares (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Shares)
	Par value per share	:	Bath 1.0 (One Bath)
	Consisted of		
	Common share	:	902,878,140 shares (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Shares)
	Preferred shares	:	None”

Resolves: The Meeting, having considered the matter, with a majority vote approval of the amend of Memorandum of Association Clause 4 to comply with the capital decrease as proposed, this agenda required no less than three-fourths of all votes of shareholders, with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting which more than three-fourths vote of shareholders

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 7: To consider and approve the increase in registered capital to correspond with the stock dividend and the exercising of the rights of the second Warrant (TFD-W2)

The Chairman proposed to the Meeting. As the Board deems appropriate to propose the dividend payment in form of the stock dividend at the ratio of 5 existing shares to 1 new stock dividend, hence the Company has to increase the registered capital in order to correspond with such stock dividend in the amount of 180,575,628 shares (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight shares) with the par value of Baht 1.0 (One Baht) and propose to sell the second Warrant (TFD-W2) of 180,575,628 units. Those warrants have terms of 3 years and the exchange ratio is that one warrant can have the right to purchase one ordinary share at the value of Baht 5 (Five Baht) each and the warrants are sold at the

value of zero. So in summary, total new shares is 361,151,256 shares (Three hundred and sixty-one million one hundred and fifty-one thousand two hundred and fifty-six shares) which will result in the Company's total registered shares increase from Baht 902,878,140 (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Baht) to the new sum Baht 1,264,029,396 (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Baht) as follow:

1. The Amount of Baht 180,575,628 (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight Baht only) by the issue of the new ordinary shares 180,575,628 shares (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight shares) with par value at Baht 1 per share to correspond with the stock dividend to the existing shareholders by the ratio 5 existing shares to one new stock dividend at the price of Baht 1.0 as per the resolution in the Agenda 4.
2. Another Baht 180,575,628 (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight Baht only) by the issuing of the new ordinary shares 180,575,628 shares (One hundred and eighty million five hundred and seventy-five thousand six hundred and twenty eight shares) with par value at Baht 1 per share to correspond with the conversion transaction according to the TFD-W2 which shall be able to purchase the ordinary shares at the price of Baht 5 per share as per the resolution in the Agenda 9.

Board of Director deemed appropriate to submit to the Shareholders' Meeting to consider and ask for the approval of the increase of the registered capital 361,151,256 shares (Three hundred and sixty-one million one hundred and fifty-one thousand two hundred and fifty-six Baht) from the existing registered capital Baht 902,878,140 (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Baht) to the updated registered capital of Baht 1,264,029,396 (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Baht) to allocate for the stock dividend payout and reserve for the warrant holders to exercise their right from adjusted the exercise ratio "TFD-W2".

Resolves: The Meeting, having considered the matter, with a majority vote approval of capital increase Bath 361,151,256 (Three hundred and sixty-one million one hundred and fifty-one thousand two hundred and fifty-six Baht) from the current registered capital of Bath 902,878,140 (Nine hundred and two million eight hundred and seventy-eight thousand one hundred and forty Baht) to Bath 1,264,029,396 (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Baht) to allocate for the stock dividend payout and reserve for the warrant holders to exercise their right from adjusted exercise ratio "TFD-W1". This agenda required no less than three-fourths of all votes of shareholders, with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting which more than three-fourths vote of shareholders.

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 8: To consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in registered capital

The Chairman proposed to the Meeting to consider for approval of the amendment of Memorandum of Association Clause 4 to comply with the capital increase as follow:

“Clause 4	Registered capital	:	Bath 1,264,029,396 (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Baht)
	Divided into	:	1,264,029,396 shares (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Shares)
	Par value per share	:	Bath 1 (One Bath)
	Consisted of Common share	:	1,264,029,396 shares (One thousand two hundred and sixty-four million twenty-nine thousand three hundred and ninety-six Shares)
	Preferred shares	:	None”

Resolved: The Meeting, having considered the matter, with a majority vote approval of the amend of Memorandum of Association Clause 4 to comply with the capital increase as proposed, this agenda required no less than three-fourths of all votes of shareholders, with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting which more than three-fourths vote of shareholders.

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 9: To consider and approve the issuance and the allocation of the second Warrant (TFD-W2) to the existing shareholders.

The Chairman proposed to the Meeting to consider for approval of The Company shall be able to offer the sale of second warrants (TFD-W2) to the existing shareholders which will have underlying shares corresponding the exercise rights of the warrant holders not exceed 50 percent of the total Paid-up registered shares and offer the TFD-W2 to sale in the amount not exceed 180,575,628 units to the existing shareholders of the Company by the ratio 5 existing shares will have the right to receive the TFD-W2 of 1 unit (or equal to 20 % of total registered and paid up shares of the Company) The conversion ratio is that one warrant holder will have the righty to buy one ordinary share at the price of Baht 5 whereas the warrant has 3 years tenor and the offer selling price is Baht 0. (Detail appear on page 7 to 12 of an invitation letter to attending the Meeting already distributed to shareholders.)

The details, conditions, and other issues related to the issuance and allocation of the TFD-W2, use of rights and including the process how to issue and register the ordinary shares to correspond with the warrant holder and any other related issues should it be, will be under the Board of Directors' consideration to consider define and operate as deem appropriate and following the law and any related regulations.

It is stated hereby that May 3, 2013 will be the Record Date which is the day that determined the list of the shareholders who has the right to get the allocation of theTFD-W2 and May 7, 2013 will be the closing date of the register book of shareholders who will has right to receive the allocation of TFD-W2 while the selling date will be May 16, 2013.

Resolved: The Meeting, having considered the matter, with a majority vote approval the issuance and allocation of the TFD-W2 with the following votes:

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 10: To consider and elect the directors in replacement of those retired by rotation

The chairman reported to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of directors shall be retired on rotation at the 2013 AGM. By the Articles of Association, the Company has settled the approval vote by majority vote and it will propose the person for shareholders to consider and elect.

This Year, The directors who had been in the office for the longest period and shall resign are as follow:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Prasong Vara-ratanakul | Independent Director |
| 2. Mr. Sommart Sangkhasap | Independent Director |
| 3. Mrs. Sumalee Ongcharit | Director |

The Corporate Governance, Nomination and Remuneration Committee having considered the matter, deemed the fully qualification are according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are knowledgeable, competent, component of directors overall image and their achievement in the past year. For the benefit to good governance, the Corporate Governance, Nomination and Remuneration Committee shall propose to elect three directors who retired on rotation, as the director in another term. Details of their backgrounds and performances are in Attached 3.

Shareholders: Mr. Chatuporn Suwatharanon a proxy of Ms. Teeraporn Malithong who holds 52,518 shares, proposed to the Meeting to elect two directors who retired on rotation, those are Mr. Prasong Vara-ratanakul, Mr. Sommart Sangkhasap and Mrs. Sumalee Ongcharit as the director in another term.

Resolved: The Meeting, having considered the matter, with a majority vote resolved to elect three directors who retired on rotation, those are Mr. Prasong Vara-ratanakul, Mr. Sommart Sangkhasap and Mrs. Sumalee Ongcharit as the director in another term with the following votes:

1. Mr. Prasong Vara-ratanakul

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

2. Mr. Sommart Sangkhasap

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

3. Mrs. Sumalee Ongcharit

296 The number of votes.

Approved: 650,495,991 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 11 : To consider and approve the appoint of additional director.

The Chairman proposed to the Meeting to consider to appoint Mr. Pisuth Viriyamettakul to be the ninth director. As Mr. Pisuth Viriyamettakul has also possesses knowledge, capability and reliable background and work experience in area of management which will deem to be useful to the Company.

Resolved: The Meeting, having considered the matter, with a majority vote approval the appoint of additional director. with the following votes:

296 The number of votes.

Approved: 523,320,991 votes or 80.3209 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0002 percent of the total shares held by shareholders attending the meeting

Exclusive the stackholding of Mr. Pisuth Viriyamettakul in the amount of 128,215,000 shares, equivalent to 19.6788 percent of all the shares held by participating shareholders.

The name of the directors are comprising of

1. Dr. Sunthorn	Sathirathai	Independent Director
2. Mr. Apichai	Taechaubol	Director
3. Mr. Prasong	Vara-ratanakul	Independent Director
4. Mr. Nan	Kitjalaksana	Independent Director
5. Mr. Sommart	Sangkhasap	Independent Director
6. Mr. Gumpol	Tiyarat	Director
7. Mr. Anukul	Ubonnuch	Director
8. Mrs.Sumalee	Ongcharit	Director
9. Mr Pisuth	Viriyamettakul	Director

During a discussion of agenda, one more shareholders totaling 100 shares attending the Meeting. As a result, a total of 297 shareholders holding 650,497,199 shares attending the Meeting.

Agenda 12 : To determine directors' remuneration

The Chairman informed the Meeting; the 2012 AGM approved Bath 6,000,000 per year as remunerations for directors whereby the Board of directors was authorized to allocate such remunerations to each director. In 2013, the Company has had 9 directors which the Board of Directors has considered with the remuneration Board has determined such remunerations based on what the Corporate Governance, Nomination and Remuneration Committee had proposed by taking into consideration their responsibility, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep qualified directors as required. The Board therefore deems appropriate to propose the 2013 AGM to increase directors' remuneration for a total of Baht 8,000,000 per year. (Eight million Baht)

Details of the remuneration of each director, scopes of work of the Board of Directors, the Audit Committee, and the Corporate Governance, Nomination and Remuneration Committee appeared in Page 114 to 115 of the 2012 Annual Report respectively.

Resolved: The Meeting, considered the matter, with a majority vote resolved Bath 8,000,000 per year as director's remunerations whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

297 The number of votes.

Approved: 650,496,091 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 13: To appoint the auditor and to determine the auditor's fees

The Chairman assigned Mr. Prasong Vara-Ratakul, Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman reported about the appointment of auditor and auditing fee to the meeting for consideration and approval

To comply with the Public limited Company Act (1992) which requires the AGM to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee, the Board of Directors deems appropriate to propose deems appropriate to propose to the AGM to appoint the auditors from Ernst & Young Office Limited as an auditor of the Company and its subsidiaries for the year 2013 where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place

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|-----------------------------------|------------------|
| 1. Miss. Siraporn Ouaanunkun | CPA No. 3844; or |
| 2. Mrs. Chonlaros Suntiasvaraporn | CPA No. 4523; or |
| 3. Mr. Khitsada Lerdwana | CPA No. 4958 |

The auditor proposed the 2013 audit fee for the Company is Baht 950,000 per year, a decrease of Baht 30,000 from the year 2012 which the audit fee was Baht 980,000 per year. Ernst & Young Office Limited., also audits three subsidiaries; namely, Total Industrial Services Co., Ltd., SG Land Co., Ltd. And VSSL Enterprise Co.,Ltd. The auditing fee of the Company and the three subsidiaries are total Baht 1,845,000.- (One million eight hundred and forty-five thousand Baht only) per year.

The accounting firm is also known for its auditing experiences of various listed companies, its reliability and credibility here and abroad. The firm also has adequate personnel to maintain its auditing standard at an international level. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company. Nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

The Company had no non-audit fee since it did not receive any service from the auditor's auditing office during the past fiscal year.

Resolved: The Meeting, having considered the matter, with a majority vote resolved to appoint the Office of Ernst & Young Auditing by Miss. Siraporn Ouaanunkun, CPA No. 3844 and/or Mrs. Chonlaros Suntiasvaraporn CPA No. 4523 and/or Mr. Khitsada Lerdwana CPA No. 4958 as the Company's 2013 auditor for Bath 1,845,000.- per year, with the following votes:

297 The number of votes.

Approved: 650,496,091 votes or 99.9998 percent of the total shares held by shareholders attending the meeting

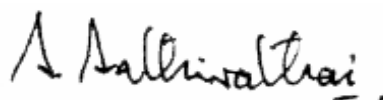
Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: 1,108 votes or 0.0001 percent of the total shares held by shareholders attending the meeting

Agenda 14: Other matter (if any)

The Chairman asked if any shareholder would like to submit other matters to the Meeting or if anyone had any question. Since there was no further matter to discuss or question from shareholders, the Chairman expressed his appreciation to shareholders who attended the Meeting and announced the Meeting adjourned.

The Meeting was adjourned at 16.00 hours.



Chairman of the Meeting
Dr. Sunthorn Sathirathai