

(Translation)

**Minutes of the Extraordinary General Meeting No. 2/2013**

**of**

**Thai Factory Development Public Company Limited (TFD)**

**Time and Place**

The meeting was held on 24 June 2013 at 2.30 p.m. 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 214 shareholders attended the meeting by themselves and by proxy, totaling representing 766,126,916 shares, equivalent to 70.7181 percent of the Company 1,083,353,564 total shares sold, which constituted a quorum according to the Company's Articles of Association.

The Chairman then declared the Extraordinary General Meeting No. 2/2013 open to discuss matters according to the following meeting agendas:

The Chairman asked Mrs. Siriporn Pinprayong , the Company Secretary, introduced to the meeting nine Company's Board of Directors, the advisor to the Board of Directors and two executive officers as follow;

**Board of Directors ( nine Directors )**

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| 1. Dr. Sunthorn Sathirathai   | Independent Director and Chairman   |
| 2. Mr. Apichai Taechaubol     | Director and Executive Chairman   |
| 3. Mr. Prasong Vara-ratanakul | Independent Director, Audit<br>Committee Chairman and<br>Corporate Governance,<br>Nomination and Remuneration<br>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
9. Mr.Pisuth	Viriyamettakul	Director

#### Executive Officers

1. Mrs.Rachanee	Siwawej	Assistant Managing Director, Finance
2. Mrs.Siriporn	Pinprayong	Assistant Managing Director, Administration Information Technology and Company Secretary

The Company Secretary introduced to the meeting the company solicitor named Mr.Theerapun Petchsuwan and Ms.Phannipha Awaiwanon , representatives from Far East Law Office (Thailand) Co., Ltd. and the financial advisors named Mr.Thumrong Chientachakul.

The Company Secretary explained voting procedures at this Meeting as follows. At the EGM, 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 the vote, he/she was asked to raise his/her 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 Agreed, Disagreed or Abstention 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 any question and opinion, the Company provided the shareholders opportunity for asking question and expression in regarding to all relevant in the agendas where appropriated. Before express their question and opinion, the Company required such shareholders inform the meeting their full name.

**Agenda 1. To adopt the Minutes of the 2013 Annual General Meeting of Shareholders (AGM) held on 18 April 2013**

The Chairman submitted the Minutes of the 2013 AGM , held on 18 April 2013, for the Meeting to approve.

**Resolution:** Having considered the matter, the Meeting deemed that it was true to adopt the minutes of the 2013 AGM held on 18 April 2013 with the following votes:

Total 222 shareholders

Approved: 766,570,176 votes or 99.9994 percent of the total shares held by shareholders attending the meeting 766,574,524 shares

Disapproved: 4,019 votes or 0.0005 percent of the total shares held by shareholders attending the meeting 766,574,524 shares

Abstained: 329 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 766,574,524 shares

**Agenda 2: To consider and approve the issuance and offering of debentures in the amount not exceeding Baht 3,500 million**

The Chairman assigned Mr. Gumpol Tiyarat, Managing Director, to report the issuance and offering of debentures in the amount not exceeding Baht 3,500 million

Mr. Gumpol Tiyarat informed the Meeting as follows.

**Details of Debentures**

<b>Type of Debentures:</b>	All types of debentures, (secured and/or unsecured debentures), depending on the suitability of market conditions at the time of offering.
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<b>Size of Debentures:</b>	The total value of Debentures ( as par value) by issuing either single or multiple offerings, and when including the existing amount ( as par value) and debentures issued but not redeemed, at any time shall not exceed Baht 3,500 million or other currency in equivalent amount as applied by exchange rate prevailing at such time the debentures are issued and offered.
<b>Currencies:</b>	In Baht and/or the equivalent in other currencies
<b>Maturity:</b>	Not exceeding 5 years from the issue date for each tranche.
<b>Offering:</b>	The debentures shall be offered to sell to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors in Thailand and overseas according to notifications of Capital Market Supervisory Board (CMSB), the Securities and Exchange Commission (SEC) and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered, Debentures may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature. The debentures may be issued and offered separately from, in combination of, or together with other securities.
<b>Debentures Redemption:</b>	Debenture holders may or may not have the right to redeem debentures prior to maturity, depending on the terms and conditions of each debenture issuance.
<b>Interest Rate:</b>	Depends on market conditions at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of CMSB, SEC or the Office of the SEC and/or other related notifications, rules and regulation in force at such time the debentures are issued and offered.

<b>Special Condition:</b>	If the Company redeems or repays debentures, the Company will be entitled to re-issue debentures to replace those that are redeemed or repaid, provided that such reissuance, when combined with other outstanding debentures, does not cause the aggregate amount to exceed the maximum amount of debentures.
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In this regard, the Board of Directors and/or any Executive Director and/or Executive Chairman and/or any person designated by the Board of Directors of the Company and/or any Executive Director and/or Executive Chairman are authorized to determine any conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offer amount at each issuance, type, security (if any), offer price per unit, term, maturity period, redemption period, right of early redemption, interest rate, principal repayment method, allocation method, details of offering, etc., as well as to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market and the appointment of a financial advisor, underwriter, rating agency, asset appraiser, legal advisor, registrar, debentureholders' representative or other relevant advisors or any persons who are relevant to the issuance and offer for sale of debentures, and enter into, agree upon, sign any documents and other relevant agreements as well as to contact, provide information, submit applications to the Office of the Securities and Exchange Commission or other relevant authorities and take any action necessary for a pertinent to the issuance of the debentures.

This agenda required no less than three-fourths of all votes of shareholders or proxies attending the meeting and exercising their votes.

**Resolution:** The Meeting, having considered the matter, with excess three in four of the votes of shareholders or by proxy at the meeting and votes, approved the issuance and offering of debentures as the above conditions and details mention in the amount not exceeding Baht 3,500 million. In this regard, the Board of Directors and/or any Executive Director and/or Executive Chairman and/or any person designated by the Board of Directors of the Company and/or any Executive Director and/or Executive Chairman are authorized to determine any conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offer amount at each issuance, type, security (if any), offer price per unit, term, maturity period, redemption period, right of early redemption, interest rate,

principal repayment method, allocation method, details of offering, etc., as well as to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market and the appointment of a financial advisor, underwriter, rating agency, asset appraiser, legal advisor, registrar, debentureholders' representative or other relevant advisors or any persons who are relevant to the issuance and offer for sale of debentures, and enter into, agree upon, sign any documents and other relevant agreements as well as to contact, provide information, submit applications to the Office of the Securities and Exchange Commission or other relevant authorities and take any action necessary for a pertinent to the issuance of the debentures with the following votes:

Total 227 shareholders

Approved: 769,605,427 votes or 99.9982 percent of the total shares held by shareholders attending the meeting 769,619,024 shares

Disapproved: 4,268 votes or 0.0005 percent of the total shares held by shareholders attending the meeting 769,619,024 shares

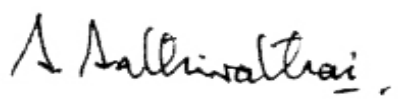
Abstained: 9,129 votes or 0.0011 percent of the total shares held by shareholders attending the meeting 769,619,024 shares

Voided: 200 votes or 0.0000 percent of the total shares held by shareholders attending the meeting 769,619,024 shares

**Agenda 3: Other matter (if any)**

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

The Meeting adjourned at 15.30 hours.



Dr. Sunthorn Sathirathai

Chairman of the Meeting