

No. 064/2017

April 24, 2017

Subject : Reports on Shareholders Resolutions No.66

To : The Managing Director
The Stock Exchange of Thailand

Saha Pathanapibul Public Company Limited would like to report on the resolutions made at the Annual General Meeting of Shareholders No.66 which was held on April 24, 2017. While the Meeting started, there were shareholders and proxies 77 persons, equivalent to 139 shareholders, representing 267,561,651 shares or 81.08 % of the total outstanding and paid-up shares. And in case the shareholders registered to attend the meeting after the meeting started, the shareholders have rights to vote in following agenda. The company will count the votes of shareholders who attended the meeting during the forming of the quorum in the agenda which they voted and for the orderly votes. The details of the resolutions are as follows:

1. Approval of the minutes of the Annual General Meeting of the Shareholders No.65 , with the votes:
Agree 267,561,651 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.
Disagree : - None -
Abstain : - None -
2. Acknowledgement of the report of the Board of Directors for the past year
3. Approval of the financial statements for the year ended December 31,2016, with the votes:
Agree 267,569,519 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.
Disagree : - None -
Abstain : - None -
4. Approval of the appropriation of profit and dividend payment from the retained earning under corporate income tax at 30% to the shareholders entitled to receive the dividend whose names appearing in the shareholders register book as of the date on May 8, 2017 (the Record Date) and the list of shareholders shall be collected according to the Securities Act Article 225 with the closing register date on May 9, 2017 at the rate of Baht 1.30 per share. The dividend payment shall be made on May 23, 2017 with the votes:
Agree 267,677,319 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.
Disagree : - None -
Abstain : - None -

5. Approval of election of directors to replace the directors whose term has expired by rotation

Approval of election of directors to replace the 5 directors whose term has expired by rotation, electing the directors of Company one by one as follows,

1. Mr. Boonpakorn Chokvathana

Agree 267,689,977 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

2. Mr. Vathit Chokwatana

Agree 267,689,977 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

3. Mr. Boonyarith Mahamontri

Agree 267,689,977 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

4. Mr. Khachornsakdi Vanaratseath

Agree 267,689,967 votes or to be 99.9999963% of casting votes of shareholders who attended the meeting and voted.

Disagree 10 votes or to be 0.0000037% of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

5. Mr. Wasin Teyateeti

Agree 267,689,967 votes or to be 99.9999963% of casting votes of shareholders who attended the meeting and voted.

Disagree 10 votes or to be 0.0000037% of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

Therefore, there are 15 persons of the Board of Directors for the Company as follows:

- | | |
|-----------------------------------|--------------------------------|
| 1. Mr. Boonpakorn Chokvathana | 2. Mr. Boonsithi Chokwatana |
| 3. Mr. Boonchai Chokwatana | 4. Mr. Boonyarith Mahamontri |
| 5. Mr. Khachornsakdi Vanaratseath | 6. Mr. Wasin Teyateeti |
| 7. Mr. Surindr Vadhanasiriphongs | 8. Mr. Sujarit Patchimnun |
| 9. Mr. Vathit Chokwatana | 10. Mrs. Pasook Raksawonkse |
| 11. POL.MAJ.GEN.Panurat Meepien | 12. Mr. Petch Paniangvait |
| 13. Ms. Sirilak Dhanasarnsilp | 14. Mrs. Chailada Tantivejakul |
| 15. Dr.Vichai Charoenwongse | |

The company has fully independent directors in the one-third of the board of Directors Mr. Khachornsakdi Vanaratseath, Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien , Mr. Surindr Vadhanasiriphongs, and Dr.Vichai Charoenwongse, and the Audit Committee of the Company are Mr. Khachornsakdi Vanaratseath , Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien and Mr. Surindr Vadhanasiriphongs.

6. Approval on the remuneration to Board of Directors is not exceed 15 million Baht a year. The amount excluded the remuneration and welfare which Directors received as Company's employee or staff, details are as follow;

1. Directors

- Meeting attendance fee (paid to attending directors only)

(Unit : Baht/ meeting)

Chairman	12,000
Director	10,000

- Annual Remuneration is paid to all directors and allocate by the Board of Directors.

2. Audit Committee, Meeting attendance fee is paid by quarter.

(Unit : Baht/ quarter)

Chairman	60,000
Director	30,000

3. Risk management and Anti-Corruption committee

- Meeting attendance fee (paid to attending directors only)

(Unit : Baht/ meeting)

Chairman	4,000
Director	3,000

- Any other benefits – none
- Remuneration of other subcommittees which organized by the Board will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities.

From the General Meeting of Shareholders approval until changes, the remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders, with the votes:

Agree 267,698,477 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None –

7. Approval to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Nopparoeek Pissanuwong, Certified Public Accountant No.7764, of D.I.A. International Audit Co.,Ltd. to be auditor(s) of the Company for the year 2017 with the remuneration as follows:

1. Review of the financial statements for 1 st , 2 nd , 3 rd quarters	570,000 Baht
2. Review for consolidated of the financial statements for 1 st , 2 nd , 3 rd quarters	210,000 Baht
3. Audit fee for the year ended December 31, 2017	755,000 Baht
4. Audit consolidated for the year ended December 31, 2017	<u>90,000</u> Baht
Total	<u>1,625,000</u> Baht

with the votes:

Agree 267,698,477 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Please acknowledge accordingly,

Yours sincerely,

(Mrs. Pasook Raksawonkse , Mr. Vathit Chokwatana)
Directors