

No.081 /2018

April 23, 2018

Subject : Reports on Shareholders Resolutions No.67

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.67 which was held on April 23, 2018. While the Meeting started, there were shareholders and proxies 80 persons, equivalent to 146 shareholders, representing 266,314,863 shares or 80.70 % 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.66 , with the votes:  
Agree 266,353,963 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.  
Disagree : - None -  
Abstain : - None -  
Voided ballots : - 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 31,2017, with the votes:  
Agree 266,370,883 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.  
Disagree : - None -  
Abstain : - None -  
Voided ballots : - None -
4. Approval of the appropriation of profit and agreed to pay the dividend Baht 1.50 per share for 330,000,000 shares, a total amount of Baht 495,000,000 which is compliance with the Company's dividend payment policy. The Company has already paid interim dividend at Baht 0.50 per share, amounting to Baht 165,000,000 on December 8, 2017 and remaining dividend payment another at Baht 1.00 per share, amounting to Baht 330,000,000 which will be paid from the retained earning already subject to 30% of the corporate income tax which the individual shareholders can apply for tax credit in subject to Section 47 bis of the Revenue Code. The-shareholders entitling to receive the dividend according to the name listed on May 7, 2018 and determine dividend payment date on May 22, 2018.with the votes:

Agree 266, 370,883 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - 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. Mrs. Pasook Raksawonkse

Agree 266,410,863 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

2. POL.MAJ.GEN Panurat Meepien

Agree 266,410,853 votes or to be 99.9999% of casting votes of shareholders who attended the meeting and voted.

Disagree : 10 votes or to 0.0000 of casting votes of shareholders who attended the meeting and voted.

Abstain : - None -

Voided ballots : - None -

3. Mr. Petch Paniangvait

Agree 266,410,863 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

4. Mrs. Chailada Tantivejakul

Agree 266,410,863 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

5. Mr. Vichit Tantianunanont

Agree 266,392,710 votes or to be 99.9932 % of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : 18,153 votes or to be 0.0068 % of casting votes of shareholders who attended the meeting and voted.

Voided ballots : - 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. Vathit Chokwatana          | 8. Mrs. Pasook Raksawonkse    |
| 9. POL.MAJ.GEN.Panurat Meepien    | 10. Mr. Petch Paniangvait     |
| 11. Ms. Sirilak Dhanasarnsilp     | 12. Mrs.Chailada Tantivejakul |
| 13. Dr. Vichai Charoenwongse      | 14. Mr. Thamarat Chokwatana   |
| 15. Mr. Vichit Tantianunanont     |                               |

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, Dr. Vichai Charoenwongse, and Mr. Vichit Tantianunanont, and the Audit Committee of the Company are Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien and Mr. Khachornsakdi Vanaratseath.

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 266,410,863 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -  
Abstain : - None -  
Voided ballots : - 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 Pissanu Wong, Certified Public Accountant No.7764, of D.I.A. International Audit Co.,Ltd. to be auditor(s) of the Company for the year 2018 with the remuneration as follows:

1. Review of the financial statements for 1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> quarters	630,000 Baht
2. Review for consolidated of the financial statements for 1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> quarters	225,000 Baht
3. Audit fee for the year ended December 31, 2018	885,000 Baht
4. Audit consolidated for the year ended December 31, 2018	<u>100,000</u> Baht
Total	<u>1,840,000</u> Baht

with the votes:

Agree 266,410,863 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

8. Approval The Amendment Article No.33 of the Articles of Association of the Company, To ensure conformance to Public Company Limited Act B.E.2535 section 100 as amended by the order No.21/2560 of the Head of the National Council for Peace and The Board of Directors or persons assigned by the Board of Directors. The Company may amend the text or wording of the amended articles of association follow the instructions of the register

with the votes:

Agree 266,426,431 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

Please acknowledge accordingly,

Yours sincerely,

(Mrs. Pasook Raksawongse , Mrs. Chailada Tantivejakul)  
Directors