

No. 072/2016

April 25, 2016

Subject : Reports on Shareholders Resolutions No.65

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.65 which was held on April 25, 2016. While the Meeting started, there were shareholders and proxies 82 persons, 154 representing shareholders 274,747,059 shares or 83.26 % of the amount of 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.64 , with the votes:  
Agree 274,748,059 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 31,2015, with the votes:  
Agree 275,388,660 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 net profits with 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 9, 2016 (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 10, 2016 at the rate of Baht 1.10 per share. The dividend payment shall be made on May 24, 2016 with the votes:  
Agree 275,388,660 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. Boonsithi Chokwatana

Agree 275,388,761 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

2. Mr. Boonchai Chokwatana

Agree 275,388,761 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

3. Mr. Sujarit Patchimnun

Agree 275,388,761 votes or to be 100 % of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

4. Ms. Sirilak Dhanasarnsilp

Agree 275,388,761 votes or to be 100 % of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

5. Dr.Vichai Charoenwongse

Agree 275,388,761 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

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

6. Approval on the remuneration to Board of Directors is not exceed 12 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
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Director	10,000
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- 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
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Director	30,000
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3. Risk management committee

- Meeting attendance fee (paid to attending directors only)

(Unit : Baht/ meeting)

Chairman	4,000
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Director	3,000
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- 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 275,388,814 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. Vilairat Rojnuckarin, Certified Public Accountant No. 3104 and/or Ms Somchintana Polhirunrat, Certified Public Accountant No. 5599 and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No.8125, of D.I.A. International Audit Co.,Ltd. to be auditor(s) of the Company for the year 2016 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	555,000	Baht
2. Review for consolidated of the financial statements for 1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> quarters	150,000	Baht
3. Audit fee for the year ended December 31, 2016	650,000	Baht
4. Audit consolidated for the year ended December 31, 2016	<u>70,000</u>	Baht
Total	<u>1,425,000</u>	Baht

with the votes:

Agree 275,438,914 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,

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