

(English Translation)  
**SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED**  
**The Minutes of the General Meeting of Shareholders No. 68**

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangklo, Khet Bangkoleam, Bangkok on April 22, 2019. There were shareholders in person and proxies 81 persons, equivalent to 141 shareholders, representing 275,103,698 shares or 83.36% of the total outstanding and paid-up shares (the Company had 330,000,000 outstanding and paid-up shares in total).

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**The Meeting commenced at 10.00 a.m.**

Mr. Boonchai Chokwatana, Chairman of the Board acting as Chairman of the meeting.

Mrs. Siriporn Lekayavijitr, Company's Secretary, informed that there were shareholders and proxies 74 persons, equivalent to 134 shareholders, representing 274,915,763 shares or 83.31% of the total outstanding and paid-up shares (the Company had 330,000,000 outstanding and paid-up shares in total) which constituted the quorum.

Mr. Boonchai Chokwatana, Chairman, informed the meeting in the name of the Board of Directors of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED would like to thanks all shareholders attending the meeting and welcomed the shareholders to the General Meeting of shareholders No.68 and introduced the Board of Directors, Management team and The Company's Secretary as follows:

**Attendance of the Board of Directors**

1.	Mr. Boonsithi	Chokwatana	Honorary Chairman
2.	Mr. Boonchai	Chokwatana	Chairman / Chairman of the Executive Board
3.	Mr. Boonpakorn	Chokvathana	Vice Chairman
4.	Mrs. Pasook	Raksawonkse	Vice Chair of the Executive Board / Consultant of Risk Management and Anti-Corruption Committee
5.	Mr. Vathit	Chokwatana	President
6.	Mr. Boonyarith	Mahamontri	Director
7.	Mr. Petch	Paniangvait	Director
8.	Miss. Sirilak	Dhanasarnsilp	Director
9.	Mrs. Chailada	Tantivejakul	Director
10.	Mr. Thamarat	Chokwatana	Director
11.	POL.MAJ.GEN.Panurat	Meepien	Independent Director / Chairman of Audit Committee
12.	Mr. Khachornsakdi	Vanaratseath	Independent Director / Audit Committee
13.	Mr. Wasin	Teyateeti	Independent Director / Audit Committee
14.	Dr. Vichai	Charoenwongse	Independent Director
15.	Mr. Vichit	Tantianunanont	Independent Director
16.	Mrs. Siriporn	Lekayavijitr	Company's Secretary / Executive Board

There were 15 Directors to participate in this meeting or to be 100% of the Company's Directors.

Mr. Boonchai Chokwatana, Chairman, given to Mrs. Siriporn Lekayavijitr, Company's Secretary, advice the Executive Board, the Auditor and the representative from the company auditor including explained the voting right procedure to the Meeting as follows:

**Attendance of the Management Team**

1.	Mr. Vora	Punkamol	Executive Director / Sales Director
2.	Mr. Parinya	Sithidumrong	Executive Director / Marketing Director
3.	Mr. Pipat	Kowsuparmongkol	Executive Director
4.	Mr. Peerapol	Chanwichit	Executive Director
5.	Mrs. Siriwan	Wongariyakavee	Executive Director / Financial and Investment Director / Chief Financial Officer
6.	Miss Patcharaporn	Vatanasuk	Executive Director
7.	Miss Jamnong	Sriampornkul	Assistant Director of Accounting

Therefore, in this General Meeting of Shareholders, Sub committees Chairman and the Top Management of Accounting attended the meeting.

**Auditor and the Representative attendance the meeting**

- |    |              |                  |                |
|----|--------------|------------------|----------------|
| 1. | Mrs. Suvimol | Krittayakiern    | Auditor        |
| 2. | Miss Areerat | Amoncharoensawat | Representative |

From D I A International Audit Co., Ltd. was the witness in counting votes of the Meeting.

**The Meeting considered and resolved as follows:**

Mrs. Siriporn Lekayavijitr, Company's Secretary, informed that Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1 to 30, 2018, neither agenda nor candidates were proposed.

The voting right in this Meeting was in accordance with the Company's Article of Association No. 43 that prescribed one share was equal to one vote. The casting of vote with revelation, the shareholders could cast of vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain including votes on bad cards (if any) the remaining of votes counted to be the affirmative vote for resolution of that agenda.

By deduction from all attended votes. In the case that shareholders did proxy to appoint other person to attend the meeting and to cast the vote according to shareholders' specified objective by sending the Proxy Form to Company in advance; Company has already recorded votes of the shareholders in the system.

In the case of a bad card, there is a vote in excess of one channel, or in the case of a strike in the card without signing the strike zone.

In the case that shareholders registered to attend the Meeting after the Meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the Meeting during the forming of the quorum in the agenda which they voted and for the orderly vote, and recorded to the Minutes of the Meeting.

For transparency and well organized system, the Company counted the votes by Barcode System, and shareholders would see the votes of each agenda on screen at the same time, classified as follows:

1. Any agenda, except, the agenda of directors election, shareholders who disagreed or abstained their votes should raise the sign plate, the officer would bring the voting card to fill the registered number, specify an opinion and sign the name in the voting card, the officer would keep the voting card.

2. The election of directors' agenda, shareholders received voting card at the registered, would fill the specified opinion on the election of each director individually and sign the name in the voting card. In the case that shareholders who disagreed or abstained the votes should raise the sign plate, and the officer would count the votes immediately. But collect voting cards from shareholders / Proxies would be done at the end of this agenda.

The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as Proxies to vote, Director would vote in accordance with the shareholder's specific objectives prescribed in Proxy Form.

Afterwards, Mr. Boonchai Chokwatana, Chairman, has processed the meeting with agenda as follows:

**Before the 1<sup>st</sup> Agenda meeting started**, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 7,001 shares, to be in aggregate of shareholders and proxies in total of 76 persons, equivalent to 136 shareholders, which represented 274,922,764 shares or 83.31% of the total outstanding and paid-up shares.

**1. To certify the Minutes of Annual General Meeting of Shareholders No.67 held on April 23, 2018.**

Mr. Boonchai Chokwatana, Chairman, proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No. 67 held on April 23, 2018 and submitted to the Stock Exchange of Thailand, and publicized on the Company's website [www.sahapat.co.th](http://www.sahapat.co.th) within 14 days from the day of the General Meeting of Shareholders, and submitted to Department of Business Development, Ministry of Commerce, as required by the laws where copies of the Minutes was attached to the Notice that was sent to the shareholders, accordingly, the Board of Directors had opinion that the Minutes was corrected record.

Therefore, the Meeting was proposed for consideration and certification.

**After consideration:** the meeting unanimously resolved to certify the Minutes of the General Meeting of Shareholders No. 67 held on April 23, 2018 as proposal, with the votes:

Agree: 274,922,764 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

**2. To Acknowledge the Report of the Board of Directors for the previous year.**

Mr. Boonchai Chokwatana, Chairman, reported to the report of the Board of Directors and the operating results of the company in 2018 provided in the Annual Report of 2018 (QR Code download), submitted together with the notice of the General Meeting of Shareholders in accordance

with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The total revenues of the company and subsidiaries in 2018, had amount of 32,715 million Bath an increase to 1,217 million Bath or 3.87% over the year 2017, from the growth of selling.

Due to, in the year 2018 had the fierce competition in the consumer goods market, our Company was able to achieve growth due to three major marketing strategies-namely strengthening relations with strategic partners, adding new products from new and existing partners to our inventories, and selling our products online. In addition, our consumer products, which are considered basic necessities, continued to be innovated to meet consumers' various needs while product differentiation played a key role in their marketing. For instance, Oriental Kitchen's Korean-style instant noodles were launched, as an alternative for consumers, at a lower price point than instant noodles imported from Korea.

The Company and subsidiaries had gross profit in the year 2018 amount of 5,696 million Bath equal to 17.41% of selling, when deducting selling and administrative expenses, and finance cost, net profit before tax was 2,152 million Bath. Net profit after tax was 1,778 million Bath, increased by 251 million Bath or 16.47% from the year 2017.

The company received certification of membership in the Collective Action Coalition Against Corruption on October 14, 2016, the company has continuously implemented are as follow:

1. The Company expanded its anti-corruption coalition to a subsidiary. The subsidiaries have developed anti-corruption policy and the anti-corruption policy to employees of the company, and the partners have been known and practiced.
2. Apply the Anti-Corruption's policy in Personal Department such as personal selection, orientation, job evaluation, compensation specify and advancement.
3. Communicate and publicize anti-corruption policies, Anti-Corruption Policy inside the company and outsiders through various channels such as the company website, Internet, Brochures, etc.
4. Join the activity in Anti-Corruption's Day.
5. Renewal the member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) within 2019.

No shareholder provided any additional comments. The Chairman requested the Meeting to acknowledge the report of the Board of Directors.

**After consideration:** the Meeting acknowledged the report of the Board of Directors.

**Before the 3<sup>rd</sup> Agenda meeting started**, the Company's Secretary informed that there were 1 persons, equivalent to 1 shareholders attending the meeting, holding 21,840 shares, to be in aggregate of shareholders and proxies in total of 77 persons, equivalent to 137 shareholders, which represented 274,944,604 shares or 83.32% of the total outstanding and paid-up shares.

### **3. To Approve of the Financial Statements for the year ended December 31, 2018.**

Mr. Vathit Chokwatana, President, proposed the Financial Statements, consisting of Statements of Financial Position, Statements of Comprehensive Income, Statements of Changes in Shareholders' Equity, Statements of Cash Flows and Notes to the Financial Statements as at December 31, 2018. Such Financial Statements were prepared in accordance with generally accepted accounting principles, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors, as detailed in the Annual Report for the year 2018,

(QR Code download) and earlier sent to shareholders together with the Notice for shareholders' consideration. Summary was as follows

Unit : Million Baht

Transactions	Consolidated	Separated
Total Assets	26,714	25,952
Total Liabilities	9,350	9,244
Shareholders' Equity	17,364	16,708
Total Income	33,337	33,380
Net Profit	1,779	1,644
Basic Earnings Per Share (Baht / Shears)	5.28	4.98

Therefore, the Meeting was proposed for consideration and approval.

**After consideration:** the meeting unanimously resolved to approve the Financial Statements as at December 31, 2018 as proposal, with the votes:

Agree: 274,944,604 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

**Before the 4<sup>th</sup> Agenda meeting started**, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 147,780 shares, to be in aggregate of shareholders and proxies in total of 79 persons, equivalent to 139 shareholders, which represented 275,092,384 shares or 83.36% of the total outstanding and paid-up shares.

#### **4. To Approve the Profit Allocation and Dividend Payment.**

Mr. Vathit Chokwatana, President, presented to the Meeting that the following information as at December 31, 2018:

Net Profit of the year 2018	1,643,563,647.14	Baht
Unappropriated Retained Earnings	<u>8,478,562,355.16</u>	Baht
Total Appropriated Retained Earnings	10,122,126,002.30	Baht

The Board of Directors proposed an appropriation of the retained earnings as follows:

Legal reserve was fully reserved, and no reservation in this year.

Dividend Payment of Baht 1.50 per share	495,000,000.00	Baht
Interim Dividend payment of Baht 0.50	<u>165,000,000.00</u>	Baht
Remaining paid Baht 1.00 per share	<u>330,000,000.00</u>	Baht
Unappropriated Retained Earning Carried forward	<u>9,792,126,002.30</u>	Baht

Dividend payment would be paid from the retained earning under corporate income tax at 30% where the individual shareholders can apply for tax credit in accordance with section 47 *bis* of the revenue code, by closing the shareholders registration books for suspension of share transfer on May 7, 2019. Date of dividend payment would be on May 21, 2019.

Therefore, the Meeting was proposed for consideration and approval.

**After consideration:** the meeting unanimously resolved to approve that there would be no legal reserve in this year due to fully reserved, and dividend payment was Baht 1.50 per share, amounting to Baht 495,000,000. The Company has already paid interim dividend at Baht 0.50 per share, amounting to Baht 165,000,000, on December 12, 2018 and remaining dividend payment at Baht 1.00 per share, amounting to Baht 330,000,000 as proposed, with the votes:

Agree: 275,092,384 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

**Before the 5<sup>th</sup> Agenda meeting started**, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 11,314 shares, to be in aggregate of shareholders and proxies in total of 81 persons, equivalent to 141 shareholders, which represented 275,103,698 shares or 83.36% of the total outstanding and paid-up shares.

**5. To consider the election of directors in replacement of those who are retired by rotation**

Mrs. Pasook Raksawonkse, Vice Chair, proposed to the Meeting that there were 15 Directors elected by the General Meeting of Shareholders.

According to the Article of Association, No.21, in every annual general meeting of shareholders, one-third of the directors are retired by rotation. If the number of directors cannot be divided into three part, the nearest to such one-third (1/3) of the directors shall retire from office and the retiring directors may be re-elected.

In this Annual General Meeting of Shareholders No.68, 5 retiring directors were:

1. Mr. Boonsithi	Chokwatana	Honorary Chairman
2. Mr. Boonchai	Chokwatana	Chairman / Chairman of the Executive Board
3. Miss. Sirilak	Dhanasarnsilp	Director
4. Mr. Thamarat	Chokwatana	Director
5. Dr. Vichai	Charoenwongse	Independent Director

Comment of the Board: The Board of Directors, excluding the Directors who are nominated persons, has resolution to approve 5 persons to be the Directors of the company for another term. All 5 directors who has acknowledged competence and experience from various professionals, and including the consideration of work resulted by the Board of Directors, is good and qualifications stipulated by law, notifications, and the Article of Association.

In addition, under the Public Limited Companies Act B.E. 2535, Section 86, stated that the director shall not be director of other company operating business which had the same nature as and in competition with the business of the company, unless the director notified the shareholders meeting prior to the resolution of such appointment. Accordingly, it was informed to the Meeting before election that some nominated directors to be re-elected in this agenda were also the directors of other companies operating business which had the same nature as and in competition with the business of the Company as follows:

Name	Position	Company
Mr. Boonsithi Chokwatana	Chairman	- Thai President Foods Plc. - Sahachol Food Supplies Co., Ltd.
Mr. Boonchai Chokwatana	Director	- Thai President Foods Plc. - Sun108 Co., Ltd.
Miss. Sirilak Dhanasarnsilp	Director	- Ramasornthaveekarn Co., Ltd.
Mr. Thamarat Chokwatana	Director	- Can Co., Ltd. - Intersouth Co., Ltd. - Sun108 Co., Ltd. - Pens Marketing and Distribution Co., Ltd. - Koraj Watana Co., Ltd.

Profile of nominated persons to be directors already attached to the Notice sent to shareholders.

Therefore, the Meeting was proposed for consideration and election of the following nominated persons to be Directors of Company one by one as follows:

1. Mr. Boonsithi Chokwatana

**After consideration:** The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

2. Mr. Boonchai Chokwatana

**After consideration:** The meeting unanimously resolved to elect as majority vote, with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

3. Miss. Sirilak Dhanasarnsilp

**After consideration:** The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

4. Mr. Thamarat Chokwatana

**After consideration:** The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

5. Dr. Vichai Charoenwongse

**After consideration:** The meeting unanimously resolved to elect as majority vote, with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Mrs. Pasook Raksawonkse, Vice Chair, announced to the Meeting, the 15 Board of Directors were 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. Miss Sirilak	Dhanasarnsilp	12. Mrs. Chailada	Tantivejakul
13. Dr. Vichai	Charoenwongs	14. Mr. Thamarat	Chokwatana
15. Mr. Vichit	Tantianunanont		

The Company had fully independent directors in the one-third of the Board of Directors who were POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath, Mr. Wasin Teyateeti, Dr. Vichai Charoenwongs, and Mr. Vichit Tantianunanont.

Presently, the Audit Committee of the Company were POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath and Mr. Wasin Teyateeti.

**6. To consider the Board of Directors' remuneration.**

Mrs. Pasook Raksawonkse, Vice Chair, proposed to the meeting that according to the Articles of Association, Article 32, the Company was not allowed to pay money or provided any property to the Directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. However, it excluded the remuneration and a welfare which Directors received as Company's employee or staff. For 2018, the General Meeting of Shareholders agreed to approve the remuneration to the directors of the Company not exceeding Baht 15 million a year, the Company had actually paid Baht 11,342,000 consisting of Baht 1,748,000 for directors' meeting attendance fee, Baht 9,000,000 for the directors' annual remuneration, Baht 510,000 for meeting attendance fee of Audit Committee and Baht 84,000 for meeting attendance fee of Risk Management and Anti-Corruption Committee.



For 2019, the Board of Directors agreed to propose the General Meeting of Shareholders to approve the remuneration of Directors not exceeding Baht 15 million. This amount excluded the remuneration and welfare which Directors received as Company's employee or staff, which consideration on evaluation of Board of Directors operation, Company's operation result, the amount approved by the General Meeting of Shareholders, the amount paid for past year and comparison with the level in same business group including power, duties and responsibilities. The proposal was as follows:

1. Board of Directors

- Meeting attendance fee (paid to attending directors only)
 

Chairman	12,000	Baht/ meeting
Director	10,000	Baht/ meeting
- Annual remuneration paid to all directors and determined by the Board of Directors.

2. Audit Committee

- Meeting attendance fee by quarter.
 

Chairman	60,000	Baht
Director	30,000	Baht

3. Risk Management and Anti – Corruption committee

- Meeting attendance fee (paid to attending directors only)
 

Chairman	4,000	Baht/ meeting
Consultant	4,000	Baht/ meeting
Director	3,000	Baht/ meeting

4. Other Benefits – None –

Remuneration of other subcommittees appointed by the Board would be under the consideration of the Board of Directors as appropriate to scope of their duties and responsibilities.

The foregoing shall be effective from the General Meeting of Shareholders' approval until change, and the payment of remuneration would not exceed the amount which was approved by the General Meeting of Shareholders.

According to the Public Limited Companies Act B.E. 2535, Section 90, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting based on a vote not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Therefore, the meeting was proposed to consider and approve.

**After consideration:** the meeting unanimously resolved to approve the remuneration of the Board of Directors not exceeding Baht 15 million a year until change. The remuneration would be paid for Directors' meeting attendance fee, the Directors annual remuneration, meeting attendance fee for Audit Committee, meeting attendance fee for Risk Management and Anti – Corruption Committee including subcommittee's remuneration (if any) as stated above with the votes:

<u>Agree:</u>	275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
<u>Disagree:</u>	- None -
<u>Abstain:</u>	- None -
<u>Voided Ballots:</u>	- None -

#### **7. To appoint the Company's auditor and to consider the auditor fees.**

POL.MAJ.GEN.Panurat Meepien, Chairman of Audit Committee proposed to the meeting that according to the Articles of Association, No. 49 and 50, the Auditors must not be director, employee, staff or any position of the Company, the Auditors will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. In year 2018, the Company's auditors are Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 and/or Miss. Miss 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., with a remuneration of Baht 1,840,000. By Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 as a signer of the Financial Statement since 2017.

The other service fees from the office of auditor are the audit fees as follows

1. Audited fees for PAEs of 4 subsidiaries	140,000	Baht
2. Financial statements of Private Fund	200,000	Baht
3. Information technology system audit	220,000	Baht
4. Other service	<u>149,995</u>	Baht
<b>Total</b>	<b><u>709,995</u></b>	<b>Baht</b>

and auditor fees for subsidiaries as follows

1. Chokchaipibul Co., Ltd.	405,000	Baht
2. Bangkok Tower (1999) Co., Ltd.	235,000	Baht
3. Tipvarin-Wattana Co., Ltd.	244,000	Baht
4. Tipvarin Inter Packaging Co., Ltd.	274,000	Baht
5. Dairy Thai Co., Ltd.	230,000	Baht

In year 2019, The Board of Directors agrees as proposed by the Audit Committee. By considering the performance, independence, remuneration of the auditor, and the qualifications of the company, the Securities and Exchange Commission, It should be proposed to the General Meeting of Shareholders 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 the auditor of the Company for the year 2019 and consider the auditor fees for the year 2019 are as follows:

1. Review of the financial statement for 1 <sup>st</sup> , 2 <sup>nd</sup> and 3 <sup>rd</sup> quarters	750,000	Baht
2. Review for consolidated of the financial statements for 1 <sup>st</sup> , 2 <sup>nd</sup> and 3 <sup>rd</sup> quarters	210,000	Baht
3. Audit fee for the year ended December 31,2019	980,000	Baht
4. Audit consolidated for the year ended December 31,2019	<u>110,000</u>	Baht
<b>Total</b>	<b><u>2,050,000</u></b>	<b>Baht</b>

The other service fees from the office of auditor are the audit fees as follows:

1. Audited fees for PAEs of 4 subsidiaries	140,000	Baht
2. Financial statements of Private Fund	200,000	Baht
3. Information technology system audit	<u>220,000</u>	Baht
Total	<u>560,000</u>	Baht

For the shareholders' acknowledgement, the other services fee from the office of auditor is auditor fees for subsidiaries as follows:

1. Chokchaipibul Co., Ltd.	465,000	Baht
2. Bangkok Tower (1999) Co., Ltd.	245,000	Baht
3. Tipvarin-Wattana Co., Ltd.	260,000	Baht
4. Tipvarin Inter Packaging Co., Ltd.	290,000	Baht
5. Dairy Thai Co., Ltd.	240,000	Baht

The Auditors mentioned above do not have any relationship or vested interest with the Company/ associated companies/ executives/ major shareholders or any person who are related to them.

Therefore, the Meeting was proposed to consider and approve.

**After consideration:** the Meeting unanimously resolved to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 and/or Miss 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 2019 and consider the auditor fees of Baht 2,050,000 as stated above with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

#### **8. Other matters (if any)**

There was no any other matter proposed for consideration, therefore, Mr. Boonchai Chokwatana, Chairman, called the Meeting adjourned and expressed thanks to all Shareholders.

The Meeting was adjourned at 10.40 a.m.

Boonchai Chokwatana

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(Mr.Boonchai Chokwatana)  
Chairman of the Meeting