

(Translation)

Annual General Meeting of Shareholders of 2020

Sunsweet Public Company Limited (“Company”) convened the Annual General Meeting of Shareholders of 2020 on June 22, 2020, at 13.00 hrs. at Sunsweet Public Company Limited, No. 9, Moo 1, Toongsatok Sub-District, Sanpatong District, Chiang Mai Province.

Ms. Soontaree Mulmao, the Company Secretary, acted as the Moderator of the Meeting, welcomed shareholders and attendees of the Meeting and introduced the Directors, Executive Officers, Auditors and Legal Advisors as follows;

Directors attended the Meeting

1. Mr. Pichai	Kojamitr	Vice Chairman / Chairman of the Audit Committee/ Nomination and Remuneration Committee/ Risk Management Committee/ Independent Director
2. Ms. Morakot	Kittikhunchai	Vice Chairman/ Deputy Chief Executive Officer
3. Mr. Warapong	Nandabhiwat	Chairman of the Nomination and Remuneration Committee/ Audit Committee/Independent Director
4. Mr. Ongart	Kittikhunchai	Director/ Chairman of Executive Committee/Nomination and Remuneration Committee/Chief Executive Officer
5. Mrs. Jiraporn	Kittikhunchai	Director /Risk Management Committee/Deputy Chief Executive Officer
6. Mrs. Suraporn	Prasatngamloet	Director
7. Mr. Anucha	Dumrongmanee	Audit Committee /Independent Director
8. Mr. Chaivot	Suntivong	Director/ Chairman of Risk Management Committee

Absent Director(s)

1. Mr. Krairit	Boonyakiat	Chairman/ Independent Director
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There were 8 directors attending the Meeting, equivalent to 89 percent of the Board of Directors. Given that Mr. Krairit Boonyakiat, the Chairman, was unable to attend the Meeting, Mr. Pichai Kojamitr, the Vice Chairman, then acted as the Chairman of the Meeting according to Clause 39 of the Company’s Articles of Association.

Management attended the Meeting

1. Mr. Vira	Nopwattanakorn	Director of Accounting and Finance
2. Mr. Kovit	Sitthiyos	Director of Sales and Marketing
3. Mrs. Ampham	Suriyang	Director of Production

Auditors

1. Mr. Vichien	Khingmontri	PricewaterhouseCoopers Abas Ltd.
2. Mr. Patinya	Wongwai	PricewaterhouseCoopers Abas Ltd.

Legal Advisors

1. Mr. Chatiporn	Baramee	Legal Advisory Council Limited
2. Ms. Saranya	Sirinitikorn	Legal Advisory Council Limited

Ms. Soontaree Mulmao, the Company Secretary, informed the Meeting that the Company sent notification and information of the Meeting to the shareholders using 3 channels by sending invitations to shareholders via post, advertisement in the newspaper and publication of details of the Meeting on the Company’s website.

The Company Secretary informed the Meeting that this meeting was postponed from April 20, 2020 due to the spread of Corona Virus (COVID-19). After the situation improved, this Meeting was held with a change of the meeting venue to the Company's office, as per information notified to the shareholders. Although most of the preventive measures for COVID-19 had been uplifted by the government, the Company continued to follow instructions regarding COVID-19 prevention, as announced by the Department of Disease Control, for the safety of shareholders and meeting attendees.

The Company requested shareholders to grant a proxy to the Company's Independent Director instead of attending the meeting in person. In case the shareholders desired to attend the meeting in person, the Company requested the shareholders for cooperation as follows:

- All meeting attendees must keep a face mask on at all times
- All meeting attendees must sit only in their designated zone and must not move to another zone throughout the Meeting.
- Any shareholders and proxies who have questions are requested to write down their questions on the slips and submit them to the staff for collection.
- Attendees must not eat any food at all time while in the Meeting

Moreover, the Company Secretary introduced Ms. Saranya Sirinitikorn of Legal Advisory Council Limited to be an inspector of vote counting and invited Ms. Sonthaya Junta, shareholders who volunteered to be the witness in the counting of the votes for transparency throughout the Meeting. In addition, the Company Secretary informed the Meeting of the procedures for voting and counting of the votes as follows:

The Procedures for Voting and Counting of the Votes

1. According to Article 40 of the Company's Articles of Association, voting in the Meeting, a shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
2. For voting on each agenda, a shareholder who disapproved or abstains from voting would be asked to mark in the ballot and to raise his/her hand so that the Company's staff can collect the ballots in order to deduct disapprovals and abstentions from all of the votes. The remaining votes would be deemed as approvals. Shareholders who approved the agenda items would be required to keep such ballots and return them to the Company's staff after the Meeting was adjourned.
3. In case that a shareholder appointed a proxy to attend and vote on its behalf, pursuant to its intention to vote as marked in the proxy form, the Company will not hand over the ballots to the proxy because the Company has already recorded such votes as specified by the shareholder in advance.
4. The total number of shareholders and proxies and the votes on each agenda may not be consistent, as there could be additional shareholders and proxies entering the meeting room.
5. Approval of each agenda would be passed by majority votes of shareholders or proxies attending and voting in the Meeting, except for agenda 6, regarding remuneration of directors, where approval would be made by two-thirds majority votes of shareholders or proxies attending the Meeting. Agenda 8 regarding amendment of the Company's Articles of Association, approval would be made by three-fourths majority votes of shareholders or proxies attending the Meeting and casting their votes.
6. In case the shareholders wish to make an inquiry, the shareholders shall make such inquiry by writing on the provided papers, with complete name of the shareholder and declaring whether such shareholder attended in the Meeting in person or as a proxy, and giving such inquiry to the Company's staff.

Furthermore, the Board informed the Meeting that, to comply with the principles of good governance and equality of shareholders, the Company announced through the Stock Exchange of Thailand and in the company website from November 8, 2019 to December 31, 2019 allowing shareholders to nominate candidates to be elected as directors and to propose the 2020 Annual General Meeting of

Shareholders agenda, and there was no proposal made from the shareholders. Therefore, the Company deemed appropriate to propose to the Meeting to consider agendas as shown in the invitation to the Meeting.

Mr. Pichai Kojamitr, the Vice Chairman of the Board of Directors, presiding over the Meeting as the Chairman, welcomed shareholders and proxies and informed the Meeting that there were a total of 38 shareholders, representing 314,087,900 shares and 10 proxies, representing 370,500 shares. Thus, 48 shareholders were present at the Meeting in person and by proxy, representing a total of 314,458,400 shares, equivalent to 73.1299 percent of the total amount of the allotted shares of the Company, 430,000,000 shares, thus constituting a quorum as required by the Company's Articles of Association. The Chairman then proceeded with the Meeting according to the agendas as follows:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders of 2019

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, reported to the Meeting that the Company held the Annual General Meeting of Shareholders of 2019 on April 22, 2019. The Company had delivered copies of minutes of the said meeting to the shareholders along with the invitations to this Meeting. Details of the minutes of meeting are as shown on page 10-22.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to adopt the Minutes of the Annual General Meeting of Shareholders of 2019. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting adopted the Minutes of the Annual General Meeting of Shareholders of 2019 with the votes as follows:

Approved	314,508,400	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: Before voting in this agenda, there was an additional 1 shareholder attending the Meeting. Therefore, the total number of shareholders attending the Meeting was 49 persons representing 314,508,400 shares.

Agenda 2 To acknowledge the Company's operating performance of 2019

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, reported to the Meeting that in 2019 the Company experienced effects from climate change and fluctuation of external factors, such as trade wars or Thai Baht appreciation. However, the Company operates food and agricultural business with main focus on ready-to-eat products, with food safety, which responds to market needs. Therefore, the Company continuously maintained the growth of sales. The Company and its subsidiaries' operating performance of 2019 were as follows:

- Total revenue of 2019 was Baht 1,940 Million which was an increase of Baht 102 Million or 5.5 percent compared to the same period in the previous year
- Gross Profit of 2019 was Baht 145 Million which was a decrease of Baht 123 Million or -46 percent compared to the same period in the previous year
- Net loss was Baht 42 Million which was a decrease of Baht 98 Million or -174.2 percent compared to the same period in the previous year

The factors that affected the Company's operations of 2019 were as follows:

1. An increase in revenue from manufacturing and distribution of processed sweet corn and other agricultural products was Baht 115 Million or 12.3 percent due to the increase in orders from both new and existing customers in Europe and Middle East markets. In addition, sales volumes in Thailand increased due to new products, such as ready-to-eat sweet potatoes, two-color sweetcorn, waxy corn, tiger-stripe beans etc.
2. The production costs for the year 2019 are affected by drought and the outbreak of Fall Armyworm which caused damage to Thai sweet corn industry resulting in reduction of raw materials for production. The Company also experienced a slight increase in daily-labor costs due to hiring outsource labor for flexibility in production management. These factors resulted in an increase in production costs, and a decrease of gross profits.
3. For the year 2019, selling expenses were at Baht 141 Million, which was an increase from the previous year's expenses at the amount of Baht 7 Million. The increase was equivalent to 5.3 percent from the previous year, and it was a result of an increase in transportation costs from sales growth.
4. Administrative expenses were at Baht 70 Million, which was a decrease from the previous year by Baht 5 million, which was equivalent to 7.2 percent, due to a decrease in travelling expenses, other service fees and consulting fees.
5. Financial costs were at Baht 6 Million which was an increase from the previous year by Baht 3 million, which was equivalent to 77.4 percent, due to an increase in the use of short-term loans from financial institutions for working capital.
6. Debt to equity ratio as of 31 December 2018 and 2019 was at 0.39 times and 0.58 times, respectively. The debt to equity ratio was increased from the previous year due to an increase in short-term loans from financial institutions for working capital.

Furthermore, the Company emphasized the anti-corruption policy. The Company set guidelines for directors, management, and staff to not request/accept money, or favor or anything which was beyond the norm accepted for similar business. Similarly, the aforesaid people shall not give or offer to give money or benefits or gift to the related person or company, or the relevant government agencies either directly or indirectly except when appropriate for traditional practice or festive occasions.

The Company believes that conducting business which is based on ethics responsibly throughout the supply chain is an important factor in achieving sustainable success. As the trading partners are the key chains of this success, the Company, therefore, has expanded the scope of operations through communicating expectations to customers by making a code of conduct and ethical guidelines available for the trading partners for them to conduct business in the same way with the Company's operations. Thus, the trading partners were requested to comply with the aforesaid code of conduct and ethical guidelines to ensure sustainable and continuing growth in business cooperation.

The Chairman requested shareholders to make any inquiry relating to this agenda, and assigned the Company Secretary to inform the Meeting that this agenda was for acknowledgment only. Thus, voting was not required.

Agenda 3 To approve the financial statements of the fiscal year ended December 31, 2019, which were audited by the external auditor and approved by the Audit Committee.

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, informed the Meeting that the financial statements for the fiscal year ended December 31, 2019 were audited and certified by the external auditor, details of which appear in the Annual Report of 2019 as shown on page 157-221. enclosed with the invitation to the Meeting. The said financial statements had been reviewed by the Audit Committee and the Board of Directors.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to approve the audited financial statements for the fiscal year ended December 31, 2019. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting approved the audited financial statements for the fiscal year ended December 31, 2019, which were audited by the external auditor with the votes as follows:

Approved	314,508,400	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda 4 To approve the omission of allocation of net profit as a legal reserve and the omission of dividend payment for the Company's operating performance of 2019

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, informed the Meeting that in the operation of the Company in the year 2019, and in compliance with the Public Companies Limited Act B.E. 2535 Section 116 and Article 51 of the Company's Articles of Association, the Company was required to allocate not less than five (5) percent of the annual net profit as the legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital.

In addition, Article 49 of the Company's Articles of Association stipulates that the dividends shall not be paid otherwise than out of profits. In a case where the company has incurred accumulated loss, no dividends shall be paid. Although the Company has a policy to pay dividends at the rate of no less than 50 percent of the net profits after deduction of income tax and appropriation of legal reserve, the Company was not entitled to allocate net profit as a legal reserve and could not pay dividend payment due to the Company's operating performance of 2019 incurring a net loss amounting to Baht 42.16 Million as per the Company's separate financial statements.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to approve the omission of distribution of net profit of 2019 as a legal reserve and approve the omission of distribution of the net profit of 2019 as the dividend. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes (excluding abstentions) as follows:

Approved	314,501,300	votes,	equivalent to	99.9977 %
Disapproved	7,100	votes,	equivalent to	0.0023 %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda 5 To appoint directors to replace those due to complete their terms

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association, at least one-third (1/3) of the total members of the directors must retire by rotation at the Annual General Meeting of Shareholders of 2020. 3 directors who are due to complete their terms are as follows:

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| 1) Mr. Krairit Boonyakiat | Chairman of Board of Directors / Independent Director |
| 2) Mr. Pichai Kojamitr | Vice Chairman of Board of Directors / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director |
| 3) Mr. Warapong Nandabhiwat | Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors in advance via the Company's website, www.sunsweetthai.com, during November 8, 2019 to December 31, 2019. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

For a purpose of transparency and corporate governance, the Company Secretary invited the 3 directors who were due to retire by rotation to leave the Meeting to allow the shareholders to discuss and vote freely.

The Board of Directors (exclusive of the Directors with interests on this matter) agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve re-election of the directors due to complete their terms to retain their office for another term. The Board of Directors had reviewed the qualifications of the directors who would retire by rotation, and were of an opinion that these 3 directors had full qualifications, did not possess any prohibited characteristics under laws and carefully performed their duties, the details of which are as shown in the Invitation to the Meeting on page 23-25.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no further questions or comments, the Chairman proposed that the Meeting vote to appoint directors to replace those due to complete their terms. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes. The appointment shall be made individually.

Resolution The meeting approved the appointment of 3 directors to replace those due to complete their terms in 2020, namely 1) Mr. Krairit Boonyakiat 2) Mr. Pichai Kojamitr 3) Mr. Warapong Nandabhiwat, to retain their office for another term as proposed, with the votes as follows:

5.1 Mr. Krairit Boonyakiat

Approved	314,508,400	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

5.2 Mr. Pichai Kojamitr

Approved	314,508,400	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

5.3 Mr. Warapong Nandabhiwat

Approved	314,508,400	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

The re-elected Directors came back to the meeting room after the voting on this agenda was completed.

Agenda 6 To approve the remuneration of the directors for 2020

The Chairman assigned Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, to report on this agenda.

Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 32 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration from the Company in the form of reward, meeting allowance, allowance, bonus or in other forms of benefits as determined by Articles of Association or the shareholders' meeting.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, considering the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and comparing them with the same industry and with similar size of business, and deemed appropriate to propose to the Annual General Meeting to approve the remuneration of the directors for 2020, which was the same rate as the director's remuneration of 2019 without any other benefits as follows:

Position	Meeting Allowance of 2020
Board of Directors	
- Chairman of the Board	65,000 (Baht/ person/ time)
- Director	30,000 (Baht/ person/ time)
Audit Committee	
- Chairman of the Audit Committee	20,000 (Baht/ person/ time)
- Member of the Audit Committee	15,000 (Baht/ person/ time)
Nomination and Remuneration Committee	
- Chairman of the Nomination and Remuneration Committee	20,000 (Baht/ person/ time)
- Member of the Nomination and Remuneration Committee	15,000 (Baht/ person/ time)
Risk Management Committee	
- Chairman of the Risk Management Committee	20,000 (Baht/ person/ time)
- Member of the Risk Management Committee	15,000 (Baht/ person/ time)

Position	Meeting Allowance of 2020
Executive Committee	
- Chairman of the Executive Committee	20,000 (Baht/ person/ time)
- Member of the Executive Committee	15,000 (Baht/ person/ time)

Remark:

- Directors, involved with management and operations of the Company and receiving salaries, shall not be entitled to receive such meeting allowance.
- The meeting allowance of the directors for 2020 shall not exceed a total amount of Baht 3,000,000.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to approve the remuneration of the directors for 2020. In this regard, this agenda would be passed by not less than two-thirds of the total votes of shareholders attending the Meeting.

Resolution The meeting approved the remuneration of the directors for 2020, as proposed, with the votes as follows:

Approved	314,504,900	votes,	equivalent to	99.9977	%
Disapproved	7,100	votes,	equivalent to	0.0023	%
Abstained	-	votes,	equivalent to	-	%
Voided	-	votes,	excluded from calculation		

Remark: Before voting in this agenda, there was an additional 1 shareholder attending the Meeting. Therefore, the total number of shareholders attending the Meeting was 50 persons representing 314,512,000 shares.

Agenda 7 To approve the appointment of the external auditor and determination of the audit fee for 2020

Mr.Pichai Kojamitr, the Chairman of the Audit Committee, reported to the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 57 of the Company's Articles of Association, the Annual General Meeting of Shareholders must appoint the Company's external auditors and determine the audit fee every fiscal year.

The Audit Committee deemed appropriate to propose to the Meeting to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2020, due to their esteemed auditing works in accordance with the general auditing standard, including their contributions in terms of the auditor's opinion regarding internal control, as well as their independent auditing performance as the Company's auditor. In addition, Mr. Vichien Khingmontri had been engaged as the Company's external auditor for 3 years consecutively as from the Company's listing with The Stock of Exchange of Thailand, i.e. from 2017 to 2019. However, Mr. Sa-nga Chokenitisawat and Miss Varaporn Vorathitikul were not engaged as the Company's external auditors.

The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the external auditors for 2020 from PricewaterhouseCoopers ABAS Ltd. as follows:

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| 1) Mr. Vichien Khingmontri | Certified Public Accountant No. 3977; or |
| 2) Mr. Sa-nga Chokenitisawat | Certified Public Accountant No. 11251; or |
| 3) Miss Varaporn Vorathitikul | Certified Public Accountant No. 4474 |

In this regard, the Board proposed to the Annual General Meeting of Shareholders to approve the audit fee for 2020 in the amount of Baht 2,600,000, which is the same rate applied in the previous year, and to acknowledge the audit fee of the Company's subsidiary in the amount of Baht 200,000. The aforesaid auditors from PricewaterhouseCoopers ABAS Ltd. did not have related interests with the Company, its subsidiaries, management, the major shareholders or any person relating thereto.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there was no inquiry from the shareholders, the Chairman proposed to the Meeting to vote to approve the appointment of the external auditors for 2020 and determination of the audit fee for 2020. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting approved the appointment of Mr. Vichien Khingmontri Certified Public Accountant No. 3977 or Mr. Sa-nga Chokenitisawat Certified Public Accountant No. 11251 or Miss Varaporn Vorathitikul Certified Public Accountant No. 4474 from PricewaterhouseCoopers ABAS Ltd. as the external auditors for 2020. In addition, the Meeting approved the audit fee for 2020 in the amount of Baht 2,600,000, and acknowledged the audit fee of the Company's subsidiaries in the amount of Baht 200,000, with the votes as follows:

Approved	314,512,000	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda 8 To approve amendment of the Company's Articles of Association

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chief Executive Officer, reported to the Meeting that, in compliance with Royal Decree on Meeting through Electronic Media B.E. 2563 which specified that the meetings may be held through electronic media, the Company's Articles of Association shall be amended accordingly in a total of 5 clauses as follows:

To revise:

- Section 4, Clause 28
- Section 5, Clause 34, 36, 37 and 38

In this regard, details of the amendments were as follows:

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum.</p> <p>Unless otherwise provided in provision of the first paragraph, in case such meeting is conducted through electronic media, all of the directors participating in the meeting shall have their presence in the Kingdom of Thailand and at least one-third (1/3) of the quorum shall physically attend the meeting at the same meeting venue. The meeting through electronic media shall be performed through the conference control system with information security measures. There shall be audio, or audio and video recording (as the case may be), of all attending directors throughout the meeting period, including the traffic data generated by such recording in the conference control system. The conference control system shall at least contain the basic functional elements according to Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 as well as which shall be further amended.</p>	<p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum.</p>
<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok.</p>	<p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok <u>or at other place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.</u></p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 36. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p>Clause 36. In summoning a meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</u></p>
<p>Clause 37. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>	<p>Clause 37. In the meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 38. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <p>(1) Number of shares held by the grantor; (2) Name of the proxy; (3) Meeting at which the proxy is granted to attend and vote.</p>	<p>Clause 38. At a meeting of shareholders, <u>specifically for attending in person</u>, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <p>(1) Number of shares held by the grantor; (2) Name of the proxy; (3) Meeting at which the proxy is granted to attend and vote.</p>

The Chairman requested the Meeting to approve the amendment of the Company's Articles of Association, In this regard, this agenda required no less than three-quarters (3/4) of the total votes of the shareholders who attended the meeting and were eligible to vote.

Resolution The meeting approved the amendment of the Company's Articles of Association, as proposed, with the votes as follows:

Approved	314,512,000	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	equivalent to	- %
Voided	-	votes,	excluded from calculation	

Agenda 9 Other matters (if any)

The Chairman then invited inquiries and suggestions from shareholders. As there was no inquiry from the shareholders, the Chairman hereby expressed appreciation to all shareholders who attended the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 14.00 hrs.

- Signature -

(Mr. Pichai Kojamitr)
Vice Chairman of the Board of Directors