

Minutes of the Extraordinary General Meeting of Shareholders No.2/2014

Sappe Public Company Limited

Time and location

The Meeting held on Monday 26th May 2014 at 9.00 hours at the Company's meeting room, 2nd floor, 2 Soi Rama9 28, Rama9 Road, Huamark, Bangkapi, Bangkok.

Directors present

1.	Mr. Natee	Onin	Chairman
2.	Mr. Anan	Ruckariyapong	Director
3.	Mr. Adisak	Ruckriyaphong	Director
4.	Mr. Arnupap	Ruckariyapong	Director
5.	Ms. Piyajit	Ruckariyapong	Director
6.	Mrs. Niratchara	Siriamphukul	Independent Director
7.	Mr. Thana	Thienachariya	Independent Director
8.	Ms. Kunnigar	Triyangkulsri	Independent Director
9.	Mr. Surath	Pralongsil	Independent Director

Opening the meeting

Mr. Natee Onin, Chairman, was responsible to a chairman of the meeting (the "Chairman"). The Chairman announced that in accordance with the Company's Articles of Association, at every general meeting of shareholders, attendees of at least twenty-five shareholders and proxy holders (if any) present at the meeting or at least half of the total number of shareholders who hold shares in aggregate at least one-third of the total number of issued shares shall be required to constitute a quorum. In this Meeting, there were 5 shareholders attending in person, totaling 180,200,000 shares, which represented to 80.09% of the total sold shares, which constituted a quorum pursuant to the Company's Articles of Association. The Chairman then declared the meeting opened. Before starting the agendas, the Chairman invited the secretary of the meeting to inform the voting procedures to the meeting as follows;

1. The vote at the meeting, one (1) share shall carry one (1) vote, therefore each shareholder or proxy holder has the rights to vote(s) equal to the total amount of share(s).

2. Any shareholder who has a special interest in any matter shall not have the right to vote in such matter. Except the election of directors which is not called a special interest, all shareholders are able to vote in this matter.

3. For casting the votes in each agenda, the Chairman shall ask to the meeting attendees whether there is any disapproval or abstention. If there is no any disapproval or abstention, the Chairman will conclude that the meeting unanimously approves such agenda.

In case of there is disapproval or abstention, the Company would count disapprovals and abstentions and deduct from total number of shareholders attending the meeting in person and by proxy in order to get the results.

4. The secretary will announce the vote result of each agenda to acknowledge. The vote result determined by the share amount of the attendees in that agenda.

When the secretary informed the voting procedures to the attendees, the Chairman propose the attendees to consider the agendas as follow;

Agenda 1 **To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 and the Minutes of the 2014 Annual General Meeting of Shareholders**

The Chairman proposed the meeting to consider the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 2nd April 2014 and the Minutes of the 2014 Annual General Meeting of Shareholders held on 22nd April 2014, details as the copies of the minutes of the meeting which sent to shareholders together with the invitation letter of this meeting.

The Chairman gave opportunity to the shareholders to ask any questions and discuss.

When there was no any shareholder asked questions or discussed, the Chairman proposed the meeting to consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 2nd April 2014 and the Minutes of the 2014 Annual General Meeting of Shareholders held on 22nd April 2014.

Vote The resolution of this agenda shall be passed by majority votes of shareholders who are present at the meeting and cast their votes.

Resolution The meeting considered, thus resolved as follow;

1. The meeting resolved unanimously to approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 2nd April 2014 in all respects. (casting their votes were “Approved” 180,200,000 votes, 100% of the shareholders who attended the meeting, no “Disapproved” and “Abstained”)
2. The meeting resolved unanimously to approve the Minutes of the 2014 Annual General Meeting held on 22nd April 2014 in all respects. (casting their votes were “Approved” 180,200,000 votes, 100% of the shareholders who attended the meeting, no “Disapproved” and “Abstained”)

Agenda 2 To approve the net profit appropriation for legal reserve and the interim dividend payment from retained earnings as of 31st March 2014

The Chairman assigned the secretary of the meeting to present details of this agenda to the meeting.

The secretary informed to the meeting for acknowledgement about the relevant laws and regulations related to the net profit appropriation for legal reserve and interim dividend payment; details as below;

- ***The net profit appropriation for legal reserve***

Section 116 of the Public Companies Act B.E. 2535 (and its amendments) and Article 55 of the Company’s Articles of Association, stated (in summary) that the Company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account, until this account reaches an amount not less than 10% of the registered authorized capital.

- ***Dividend payment to shareholders***

Article 54 of the Company’s Articles of Association, stated (in summary) that dividends shall not be paid other than out of profits, including retained earnings. If the Company still has an accumulated loss, the Company is prohibited from paying dividends. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount of dividends. Dividend payment shall be made by approval from shareholders. The Board of Directors may from time to time pay interim dividends to shareholders when it deems that the Company has sufficient profits for such dividends payment.

According to the dividend payment policy, the Company will pay dividend to shareholders of no less than 40 percent of net income, from the separate financial statements, after corporate income tax and any legal reserve every year. However, each dividend payment may be changed by other factors consideration for the most benefits of shareholders.

As of 31st March 2014, the Company had retained earnings of Baht 337.28 million. Thus, the Board of Directors meeting No.4/2014 which held on 15th May 2014 had resolved unanimously to propose to the shareholders' meeting to approve, details as follow;

1. To allocate the net profit as the Company's legal reserve in amount of Baht 22.06 million in order to reach 10% of the registered authorized capital.
2. To pay interim dividend from retained earnings as of 31st March 2014 to shareholders, totaling Baht 275.63 million (Baht 1.23 per share).
3. The shareholders who are listed on the share registration book on 26th May 2014 will be paid the interim dividend within 25th June 2014.

The Chairman gave opportunity to the shareholders to ask any questions and discuss.

When there was no any shareholder ask any questions and discuss, the Chairman propose the meeting to consider and approve the net profit appropriation for legal reserve, the interim dividend payment from retained earnings as of 31st March 2014 and fix the shareholders who shall receive the interim dividend aforementioned.

Vote The resolution of this agenda shall be passed by majority votes of shareholders who are present at the meeting and cast their votes.

Resolution The meeting considered carefully, thus resolved as following details;

1. The meeting resolved unanimously to allocate the net profit appropriation as legal reserve in amount of Baht 22.06 million (casting their votes were "Approved" 180,200,000 votes, 100% of the shareholders who attended the meeting, no "Disapproved" and "Abstained").
2. The meeting resolved unanimously to pay the interim dividend to shareholders from retained earnings as of 31st March 2014, totaling Baht 275.63 million (amount of 1.23 Baht per share) (casting their votes were "Approved" 180,200,000 votes, 100% of the shareholders who attended the meeting, no "Disapproved" and "Abstained").

3. The meeting resolved unanimously to fix the shareholders who are listed on the share registration book on 26th May 2014 will be paid the interim dividend and the Company shall pay the interim dividend to shareholders within 25th June 2014 (casting their votes were “Approved” 180,200,000 votes, 100% of the shareholders who attended the meeting, no “Disapproved” and “Abstained”).

Agenda 3 To consider and approve to fix the Company’s Articles of Association, Article 29: the Directors’ Authorities.

The Chairman assigned the secretary of the meeting to present the detail of this agenda to the meeting.

The secretary informed to the meeting that the officer of the Department of Lands did not allow the Company to register the long-term land lease (for Factory at Klong 13). The officer claimed that Mr. Natee Onin (the director who has authority to act on behalf of the Company) was not authorized to sign on the documents of the long-term land lease registration because there was no authorization given to Mr. Natee to do so in the Company’s Affidavit.

As aforementioned, the Company was necessary to fix the Company’s Articles of Association, Article 29: the Directors’ Authorities by giving authorization to the director to sign on any document or agreement which related to land lease agreement and trademark license agreement (as the case may be). The Board of Directors meeting No. 4/2014 which held on 15th May 2014 had resolved unanimously to propose to the shareholders’ meeting to repeal the Company’s Articles of Association, Article 29 and replace by the details as follow;

“Section 29: Authorised signatories of the Company shall be any two of three directors who jointly sign and affix the Company’s seal. In executing any land lease agreement and trademark license agreement, as well as any and all transactions necessary to and in connection with the said agreement, including, but not limited to, effecting the registration of the agreement with the relevant governmental agencies, and signing the relevant documents, authorised signatory shall be a director’s signature and affix the Company’s seal. The Board of Directors shall have the powers to determine or amend the name of authorized signatories.”

The Company's Articles of Association, Article 29, as mentioned, may be added or amended by the registrar of the Department of Business Development, Ministry of Commerce. The Company shall use the Articles of Association, Article 29, which the registrar added or amended to submit and register without propose to the shareholders' meeting for approval again, unless it is added or amended, which causes a change in the essence matter only.

The Chairman gave opportunity to the shareholders to ask any questions and discuss.

When there was no any shareholder ask any questions and discuss, the Chairman propose the meeting to consider and approve to fix the Company's Articles of Association, Article 29: the Directors' Authorities by repealing the existing Article 29 and replace with the aforementioned statement as proposed instead.

Vote The resolution of this agenda shall be passed by votes of no less than three-fourths (3/4) of the number of shareholders and proxies (if any) who are present at the meeting and are entitled to vote.

Resolution The meeting considered carefully, thus resolved unanimously to fix the Company's Articles of Association, Article 29: the Directors' Authorities by repealing the existing Article 29 and replace by the details as follow;

"Section 29. Authorised signatories of the Company shall be any two of three directors who jointly sign and affix the Company's seal. In executing any land lease agreement and trademark license agreement, as well as any and all transactions necessary to and in connection with the said agreement, including, but not limited to, effecting the registration of the agreement with the relevant governmental agencies, and signing the relevant documents, authorised signatory shall be a director's signature and affix the Company's seal. The Board of Directors shall have the powers to determine or amend the name of authorized signatories."

(Casting their votes were "Approved" 180,200,000 votes, 100% of the shareholders who attended the meeting, no "Disapproved" and "Abstained").

Agenda 4 To consider and approve the powers of directors in the Company's Affidavit

The Chairman assigned the secretary of the meeting to present the detail of this agenda to the meeting.

The secretary informed to the meeting that the clause 3: The power of directors which mentioned in the Company's Affidavit relevant to the Company's Articles of Association, Article 29: The directors' authorities which was fixed in the previous agenda. The Board of Directors meeting No. 4/2014 which held on 15th May 2014 had resolved unanimously to propose to the shareholders' meeting to fix the directors' power in the Company's Affidavit by repealing the existing the directors' power in the Company's Affidavit and replace by the details as follow;

"3. Names and numbers of the directors who can sign to bind the Company are:

Any two of three directors namely, Mr. Anan Ruckariyapong, Mr. Adisak Ruckariyaphong, Mr. Arnupap Ruckariyapong shall jointly sign and affix the Company's seal. In executing any land lease agreement and trademark license agreement, as well as any and all transactions necessary to and in connection with the said agreement, including, but not limited to, effecting the registration of the agreement with the relevant governmental agencies, and signing the relevant documents, the signature of Mr. Natee Onin with the Company's seal affixed is required.

The Directors' power as mentioned may be added or amended by the registrar of the Department of Business Development, Ministry of Commerce. The Company shall use the Articles of Association, Article 29, which the registrar added or amended to submit and register without propose to the shareholders' meeting for approval again, unless it is added or amended, which causes a change in the essence matter only.

The Chairman gave opportunity to the shareholders to ask any questions and discuss.

When there was no any shareholder ask any questions and discuss, the Chairman propose the meeting to consider and approve to fix the directors' power in the Company's Affidavit by repealing the existing directors' power in the Company's Affidavit and replace the aforementioned statement as proposed instead.

Vote The resolution of this agenda shall be passed by majority votes of shareholders who are present at the meeting and cast their votes.

Resolution The meeting considered carefully, thus resolved unanimously to fix the directors' power in the Company's Affidavit by repealing the existing directors' power in the Company's Affidavit and replace by the details as follow;

"3. Names and numbers of the directors who can sign to bind the Company are:

Any two of three directors namely, Mr. Anan Ruckariyapong, Mr. Adisak Ruckariyaphong, Mr. Arnupap Ruckariyapong shall jointly sign and affix the Company's seal. In executing any land lease agreement and trademark license agreement, as well as any and all transactions necessary to and in connection with the said agreement, including, but not limited to, effecting the registration of the agreement with the relevant governmental agencies, and signing the relevant documents, the signature of Mr. Natee Onin with the Company's seal affixed is required."

(Casting their votes were "Approved" 180,200,000 votes, 100% of the shareholders who attended the meeting, no "Disapproved" and "Abstained").

Agenda 5 The other (If any)

There was no other agenda for consideration, the Chairman declared the meeting closed at 10.30 hours.

Sign_____Chairman
(Mr. Natee Onin)

Sign_____The secretary of the meeting
(Ms. Saranya Thanawadee)