

(Translation)

Minutes of the 25<sup>th</sup> Annual General Meeting of Shareholders  
of

**Saha-Union Public Company Limited**

Held at the 9<sup>th</sup> Floor of Conference room

Saha-Union Head Office

No. 1828 Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok On April 26, 2018

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The Meeting commenced at 10.30 hrs.

Miss Dalad Saphavichaikul, Chairman of the Board of Directors, acted as Chairperson of the Meeting, declared that the Meeting had been attended by 91 Shareholders accounted for 4,516,045 shares and Shareholders' representatives attended by 94 persons accounted for 171,569,037 shares, totally 185 persons accounted for 176,085,082 shares or 58.70 percent of the paid-up shares capital. The Meeting thus constituted a quorum in accordance with the Company's regulations.

The Chairperson opened the Meeting and introduced the Directors, the member of the Sub-Committee and other Participants to the Meeting as follows:

**Director Attendants**

1.	Miss Dalad	Saphavichaikul	Chairman
2.	Mr. Chutindhon	Darakananda	Vice Chairman/ Nomination and Remuneration Director
3.	Mrs. Achara	Chandrachai	Independent Director / Chairman of the Audit Committee
4.	Miss Pakinee	Prerttitumrong	Independent and Audit Director / Nomination and Remuneration Director
5.	Miss Pakpachong	Vadhanasindhu	Independent Director / Audit Director
6.	Mr. Yanyong	Tangchitkul	Independent Director / Chairman of the Nomination and Remuneration Committee
7.	Mrs. Busarakham	Nilavajara	Independent Director
8.	Mrs. Chantorntree	Darakananda	President
9.	Mr. Preecha	Shunhavanich	Vice President
10.	Mr. Thitivat	Suebsaeng	Director
11.	Mr. Supakit	Puangbua	Director
12.	Mrs. Pinijporn	Darakananda Kasemsap	Director
13.	Mr. Bovornrat	Darakananda	Director
14.	Mr. Vacharaphong	Darakananda	Director
15.	Mr. Nanthiya	Darakananda	Director
Total Directors		15	persons
Directors present		15	persons; accounted for 100% of total Directors

**Participants**

1.	Mr. Khitsada	Lerdwana	Auditor from EY Office Limited
2.	Miss Chollada	Maneengam	Auditor's assistance from EY Office Limited
3.	Mrs. Srinual	Sombatpraiwan	Account and Finance Department Manager
4.	Mrs. Chadaporn	Jiemsakultip	Company's Secretary

Prior to the Meeting, according to the agenda, the Chairperson announced to all Shareholders that the resolution of each agenda would be counted as 1 share for 1 vote. For Shareholders present in person or proxy-holders from the Shareholders who approved, disapproved, or abstained their votes, could cast the vote in the form received at the registration desk. For proxy-holders casting their votes of each agenda in the proxy letter, the Company already gathered those votes and would be added to the vote in the Meeting. The Company would inform the result of votes when the Meeting adjourned. For the smoothness of the Meeting, the vote of persons who disapproved or abstained their votes would be counted first. These persons could cast their votes in the form and raised it up so that the officer could pick up those forms. The votes should be deducted from the total votes of the Shareholders and the remaining votes would be counted as approved votes. When the adjournment of the Meeting, the Company asked the Shareholders' cooperation to return their votes as reference. Furthermore, the Company invited the volunteer Shareholder, Mr. Patchara Imsa-ud, the proxy of Bangkok Insurance Public Company Limited, to attend this Meeting as the witness of vote counting.

The Chairperson then declared to the Meeting that, according to the Company offering the opportunity to Shareholders to present any matters beneficial to the Company via the website during 1 October 2017 to 31 December 2017 for considering as the agenda of the Annual General Meeting of Shareholders in advance, which was in compliance with the regulations and procedures of the Company, there was no Shareholder presenting any matters as the agenda.

Then, the Chairperson declared the Meeting to consider the matters in accordance with the following agenda:

**Agenda 1      Considering and endorsing the Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders.**

The Chairperson informed the Meeting that, according to the 24<sup>th</sup> Annual General Meeting of Shareholders held on 20 April 2017, the Company completely provided the Minutes of 24<sup>th</sup> Annual General Meeting of Shareholders within 14 days from the date of the Meeting and submitted the copy of the Minutes to the Stock Exchange of Thailand (SET) and Ministry of Commerce within the legal timeframe, and also posted them on the Company's website. The Minutes of 24<sup>th</sup> Annual General Meeting of Shareholders had been sent earlier altogether with the invitation letter to the Shareholder for consideration. Then, the Chairperson proposed to the Shareholders' Meeting for consideration and approval.

(Remark: during the course of the session, there were 3 more attendants holding 14,465 shares)

**Resolution:** The Meeting endorsed the Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders with the following votes: For : 176,099,547 votes, Against : 0 vote, Abstention : 0 votes, Voided ballot 0 vote.

**Agenda 2      Acknowledging the Board of Directors' report on the previous year's performance.**

The Chairperson requested Mrs. Chantornree Darakananda, President, to report on the previous year's performance to the Meeting.

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President reported on the Company's performance for the year 2017 as following;

### **Business in Thailand**

#### **Textiles Business**

The overall situation of domestic business, the Company has maintained the sales revenue amid the vulnerable economies of trade partners countries. However, the higher price of raw material has become a cost-push factor coupled with the appreciation of Thai baht late last year, causing a slight decline in operating results of the Company's textiles business.

#### **Rubber and Rubber Products**

Due to the Company's high-quality rubber products, demand from the customers for this product remained strong. The Company has given effort in researching and developing new products over the past year, and the sale revenue was sustained. However, the natural rubber prices were higher than those in 2016. This, coupled with the higher global prices of crude oil and the appreciation of Thai Baht has slightly lowered the business' operating results.

#### **Plastic Business**

Major clients of plastic products of the Company are in the automobile and motorcycle industries. However, the competition in the plastic injection industry was intense, and the companies have handled the situation by adopting the new technology to produce products to accommodate the demand of customers. The Companies have to improve their competency continuously. Over the past year, the business's operating result was slightly declined.

#### **Stainless Steel Product**

In the previous year, the Company has expanded the production capacity; however, it could be unable to ramp up its additional capacity to the maximum level. Also, because most of the sales of stainless steel products come from the export market, resulting in adversely decreasing sales revenue and profit. The production's efficiency improvement is the significant part to be focused to offset the shrinking of income caused by the currency exchange rate.

#### **Trading Business**

For the IT products, the Company has been trusted to be the distributor of IT products by various brands as it could serve the multiple demands of customers in the public and private sector despite the fierce competition. With the team's determining and their credibility among the customers, the Company could maintain profit margin impressively.

#### **Hotel Business**

The Hilton Hua Hin Resort and Spa has been renovated continuously under the plan the Company had informed the shareholders last year. The Company foresaw the future benefit from the renovation even though its operating results declined in 2017 due to the partial closure of services. The Company was confident in the vast potential of the hotel that it would generate prominent returns to the shareholders in the future.

### **Hospital Business**

The development of the Ruam Jai Rak Hospital at Sukhumvit 62 was still slow in line with the slow progress of an Environment Impact Assessment (EIA) study concerning the civil society part. The Company has expected the process to finish by the end of 2018. The construction would take times of around two years thus, it is expecting to be ready to open for services in late 2020. During late of the year 2017, the Company has considered to invest in 25% shareholding of the KPN Healthcare Public Company Limited (KPNH). The KPNH would operate the hospital business located at Ratchada-Ramintra and Nual Chan Road intersection; one of the high-income group residential location. The Company has foreseen it as the high potential investment. The hospital is expected to open in late 2019 or early 2020.

### **Business in China**

#### **Energy Business**

The energy business is the Company's main business in China. Currently, the power plants in Shangyu and Jiashan's operating results were improving compared with the previous year due to the increasing demand of steam among the industrial manufacturers, despite the higher prices of coal, its main raw material. Also, the higher demand was driven by the Chinese Government's policy in prohibiting the manufacturers to use small boilers at their sites. However, the investment for environmental protection was increasing along the line. For the Yunnan Energy Luliang-Union Power Co., Ltd (Luliang-Union) in Yunnan, the Company increased the amount of the provision for the losses on impairment of investment in 2017 by Baht 41.7 million, resulting in the full amount of the provision for the losses on impairment of investment in the Company's financial statements. The move was due mainly to the long-time loss in operation of the business and the better returns in the future was unable to predict.

#### **Real Estate Business**

Early in the year 2017, the Company disposed of its investment in Zhejiang-Union Property Co., Ltd, resulting in a gain from the disposal of investment of Baht 43.7 million. However, in the fourth quarter, the Company, through a 99.98-percent-owned subsidiary, has invested approximately Baht 180 million in 24% of Zhuji Union Real Estate Co., Ltd (Zhuji Union). Zhuji Union will invest in a 35.46 MU or approximately 15 rai real estate development project located in Zhuji City, Zhejiang Province, near Xiaoshan District in Hangzhou City. The project is under a designing process which will be submitting to the authority to seek the construction approval. It is expected to take around two years to be ready to complete and sell.

#### **Other Businesses in China**

The other businesses in China such as the chemical industry business whereas the Company produces the Phthalic Anhydride, the Company has to invest further in environmental preservation to meet the mandatory requirement. In 2017, the Company managed to boost revenue and maintain cost, resulting in higher operating profit.

The Company's performance of the year 2017 according to the financial statements is as following;

According to the consolidated financial statements of the year 2017, the Company's total revenues was Baht 12,073 million, a decrease of Baht 168 million or 1.4%,

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from various businesses as the graph was proposed in the Meeting. Revenues from hotel, energy and other investments were higher but revenues from plastic and textiles decreased. The Company recording a gross profit of Baht 1,426.8 million, a decrease of Baht 182.1 million or 11.3%, a profit from operating activities of Baht 1,237 million, a decrease of Baht 485.9 million or 28.2% and a profit of Baht 1,344.1 million for equity holders of the Company, rising by Baht 21.1 million, a net profit per share at Baht 4.64.

Concerning the Company's financial statement, according to the consolidated financial statements, the Company recorded total assets of Baht 25,541 million, an increase of Baht 1,520 million, a liabilities of Baht 3,831 million, an increase of Baht 755 million and Baht 19,879 million for equity holders of the Company, rising by Baht 810 million.

According to the separate financial statement, the Company's total income was of Baht 2,299 million, a decrease of Baht 497 million, recording a net profit of Baht 903.8 million, a decrease of Baht 277 million, a net profit per share at Baht 3.01.

After that, the President informed the shareholders further on the anti-corruption policy and guidelines of the Company and Group Companies as follows;

- The Company and Group Companies conduct business activities with adherence to the Company's core values include Integrity, Quality and Service.

- An internal control system, a Good Corporate Governance Handbook and Code of Business Conduct have always been used as guidelines for business operations.

- Companies and the Group recognized the importance of anti-corruption collaborations among entire levels in every organization. Therefore, the Company has approved the anti-corruption policy, the lead whistle blowing policy and the complaint against the fraudulent.

- Conduct the anti-corruption promotional program to raise awareness and understanding among the Company's employees to put the Company's anti-corruption policy into practice.

- Assess and review the system and handbook intermittently to ensure the existing system is still prudent and efficient.

The Chairperson asked the Meeting whether there were any questions. There were no further questions.

**Resolution:** The Meeting acknowledged the Company's previous year performance.

**Agenda 3      Considering and endorsing Statement of Financial Position, Income Statement or (Financial Statements) for the year ended 31 December 2017.**

The Chairperson informed the Meeting that, according to the Public Limited Company Acts and the Company's Articles of Association, clause 43 stipulated that the Company should provide the Statement of Financial Position and Income Statement at the date ending the accounting year of the Company and should be verified by the auditor before submission to the Annual General Meeting of Shareholders for consideration to approve.

The Board of Directors proposed Shareholders to consider and endorse the Statement of Financial Position, Income Statement (Financial Statements) for year ended 31 December 2017, which was audited and certified by the auditor of the EY Office Limited and

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approved by the Audit Committee and the Board of Directors, as appeared in the Annual Report from the page 106 onwards.

The Chairperson asked the Meeting whether there were any questions. There were no further questions.

(Remark: during the course of the session, there were 7 more attendants holding 83,258 shares)

**Resolution:** The Meeting endorsed the Statement of Financial Position, Income Statement (financial statements) ended 31 December 2017 as the rightful Financial Statements of the Company with the following votes: For : 176,182,805 votes, Against : 0 vote, Abstention : 0 vote and Voided ballot 0 vote.

#### **Agenda 4      Approving the Profit Allocation and Dividend Payment.**

The Chairperson informed the Meeting that the Company had the policy of dividend payment depending on the performance of the business not less than one-third of the annual net profit after deducting an accumulated loss (if any) in accordance with the separate financial statements.

According to the separate financial statements for year ended 31 December 2017 were audited and certified by the auditor and approved by the Audit Committee and the Company's Board of Directors, the Company had the profit after corporate income tax in the amount of Baht 903,780,977 (Nine hundred and three million seven hundred eighty thousand nine hundred seventy-seven Baht). After considering, the Company had enough cash flow to pay the dividend. The Board of Directors approved to propose this matter to the Meeting for consideration and approval of the distribution of the net profit for the year 2017 as the dividend to Shareholders at Baht 2.00 (Two Baht) per share. Total amount of dividend payment would be Baht 600,000,000 (Six hundred million Baht), or equivalent to 66.39% of the net profit, according to the Company's dividend payment policy. The dividends paid from unappropriated retained earnings were net profit after 30% corporate income tax. The Shareholders are entitled to the rights on tax credit in their calculation of dividend tax under section 47 bis of the Revenue Code. The remaining net profit would be carried forward as retained earnings. The dividend would be paid to Shareholders listed in the book closing date of the Company, dated on April 5, 2018. The dividends would be paid following the approval of the Annual General Meeting of Shareholders.

The Chairperson asked the Meeting whether there were any questions. There were no further questions.

(Remark: during the course of the session, there were 3 more attendants holding 4,992 shares)

**Resolution:** The Meeting authorized the allocation of the net profit for the year 2017 as the dividend to Shareholders at Baht 2.00 (Two Baht) per share. Total amount of dividend payment will be Baht 600,000,000 (Six hundred million Baht), or equivalent to 66.39% of the net profit. The dividends paid from unappropriated retained earnings were net profit after 30% corporate income tax. The remaining net profit would be carried forward as retained earnings. The dividend would be paid to Shareholders listed in the book closing date

of the Company, dated on April 5, 2018 with the following votes: For : 176,187,797 votes, Against : 0 vote, Abstention : 0 vote and Voided ballot 0 vote.

The Company would inform Thailand Securities Depository Company Limited (TSD) to distribute the dividend to Shareholders starting from April 27, 2018.

**Agenda 5      Considering Matters about the Directors, their Authorities and Remunerations.**

**5.1      Electing Directors.**

The Chairperson informed the Meeting that, according to the Public Limited Company Acts and the Company's Articles of Association, clause 18, 1/3 of the Directors were due to retire from office in the Annual General Meeting of Shareholders. They were also eligible for re-election to their former positions.

At present, there were 15 Directors and in the present Meeting, the following 5 Directors were due to retire on completion of their terms:

- |  |                                      |
|--|--------------------------------------|
| 1. Mr. Yanyong      Tangchitkul        | 2. Mr. Supakit      Puangbua         |
| 3. Mrs. Pinijporn Darakananda Kasemsap | 4. Mr. Vacharaphong      Darakananda |
| 5. Mr. Nanthiya      Darakananda       |                                      |

The Company's Board of Directors except the beneficiary directors considered and approved by the Nomination and Remuneration Committee's consideration that the 5 Directors had possessed appropriate qualifications of Director as required by the Public Limited Company Acts, Securities and Exchange Act and the Company's regulations. The details were as Appendix No.3 and 5 attached to the Invitation to attend the Meeting.

Mr. Yanyong Tangchitkul, Independent Directors, who were nominated for re-election were not a beneficiary to the Company/ its subsidiaries/ joint venture or any legal entities with conflict of interests. They met the qualifications of the Company's Independent Director as specified by the Stock Exchange of Thailand and the Securities and Exchange Commission. The details were as Appendix No. 4 attached to the Invitation to attend the Meeting.

Prior the voting, the Chairperson asked shareholders to decide if the proposed Directors should have been elected in group of 5 Directors or individually.

Mrs. Kingkarn Worachaikunakorn, a shareholder, proposed the directors to be elected as the entire group of five directors and re-elect all of five directors whose term expired at this time for another term.

Miss Poonsri Karncharoenkulwong, Proxy of Thai Investors Association, proposed the directors to be elected individually and requested the Company to clarify the criteria and policy of Company regarding the Independent Directors whose terms continued more than nine consecutive years and asked these independent directors to introduce themselves if it is possible.

The Chairperson replied that the Company did not set a specific term for the long-tenured Independent Directors to maintain certain independence. Regarding the suggestion that their tenure should not be longer than nine years, the Board of directors viewed that the independence does not relate to the years of tenure, but the critical point is that they must have possessed all qualification required to be the Independent Director. They must have essential knowledge and be the Independent Directors working with the Board of Directors

efficiently. They must be able to share their viewpoints either agree with the Company's management or otherwise independently and directly for the beneficiary of the Company. Also, their experiences from being the Independent Directors would enhance their understanding of the Company's businesses even better.

The Chairperson requested Mr. Yanyong Tangchitkul to show up and introduce himself to the shareholders.

Mr. Yanyong Tangchikul, Independent Director, informed that over the past eight years, he has been working as an Independent Director in accordance with the mandatory by contributing his knowledge from his experiences and expertise on the areas of international trade, export-import and logistics. He has always provided updated information and input that benefited the Company.

(Remark: during the course of the session, there were 8 more attendant holding 18,125,619 shares)

**Resolution:**

1. Agreed to vote for the entire group of Directors with the following votes:

For : 189,295,016 votes, Against : 12,100 votes, Abstention : 5,006,300 votes,  
Voided ballot : 0 vote.

2. Vote for the re-election of all 5 Directors:

- |  |                                 |
|--|---------------------------------|
| 1. Mr. Yanyong Tangchitkul             | 2. Mr. Supakit Puangbua         |
| 3. Mrs. Pinijporn Darakananda Kasemsap | 4. Mr. Vacharaphong Darakananda |
| 5. Mr. Nanthiya Darakananda            |                                 |

With the following votes: For : 189,310,006 votes, Against : 110 votes, Abstention : 5,003,300 votes, Voided ballot : 0 vote.

As a result, the full Board of Directors of the Company comprised of the following 15 members:

- |                                  |   |
|----------------------------------|---|
| 1. Miss Dalad Sapthavichaikul    | 2. Mr. Chutindhon Darakananda           |
| 3. Mrs. Achara Chandrachai       | 4. Miss Pakinee Prerttitumrong          |
| 5. Miss Pakpachong Vadhanasindhu | 6. Mrs. Busarakham Nilavajara           |
| 7. Mr. Yanyong Tangchitkul       | 8. Mrs. Chantorntree Darakananda        |
| 9. Mr. Thitivat Suebsaeng        | 10. Mr. Supakit Puangbua                |
| 11. Mr. Preecha Shunhavanich     | 12. Mrs. Pinijporn Darakananda Kasemsap |
| 13. Mr. Bovornrat Darakananda    | 14. Mr. Vacharaphong Darakananda        |
| 15. Mr. Nanthiya Darakananda     |   |

**5.2 Defining the Directors' Authorities.**

The Chairperson informed the Meeting that the Board of Directors proposed to define the Directors' Authorities thus: "The Two Directors co-sign and affix the Company's seal, except Mrs. Achara Chandrachai, Miss Pakinee Prerttitumrong, Miss Pakpachong Vadhanasindhu, Mrs. Busarakham Nilavajara and Mr. Yanyong Tangchitkul, Audit Directors and/or Independent Directors".

(Remark: during the course of the session, there were 2 more attendant holding 154,000 shares)



**Resolution:** The Meeting defined the Directors' Authorities as follows: "The Two Directors co-sign and affix the Company's seal, except Mrs. Achara Chandrachai, Miss Pakinee Prerttitumrong, Miss Pakpachong Vadhanasindhu, Mrs. Busarakham Nilavajara and Mr. Yanyong Tangchitkul, Audit Directors and/or Independent Directors", with the following votes: For : 194,467,406 votes, Against : 10 votes, Abstention : 0 vote and voided ballot 0 vote.

### **5.3 Authorizing the Directors' remuneration.**

The Chairperson informed the Meeting that the Board of Directors proposed to authorize the 2018 Directors' remunerations, as approved by the Nomination and Remuneration Committee, at not exceeding Baht 20 Million annually (equal to the year 2017). Proper allocations were left at the Board of Directors' discretion. (Details of each individual Director and other Sub-Committee members' Remunerations were recorded in the 2017 Annual Report page 54)

The Chairperson asked the Meeting whether there were any questions. There were no further questions.

**Resolution:** The Meeting authorized the 2018 Directors' remunerations at not exceeding Baht 20 Million annually. Proper allocations were left at the Board of Directors' discretion, with the following votes: For : 194,464,416 votes, Against : 0 vote, Abstention : 3,000 votes and voided ballot 0 vote.

### **Agenda 6 Appointing the 2018 Auditors and Fixing their Remunerations.**

The Chairperson informed the Meeting that, in accordance with the Public Limited Company Acts and the Company's Articles of Association, clause 51, the Annual General Meeting of Shareholders was to appoint the Auditors and fix their annual remunerations. The same Auditors could also be reappointed.

The Board of Directors agreed with the Audit Committee's proposed to be appointed;

- |                                |  |
|--------------------------------|--|
| 1. Mr. Khitsada Lerdwana       | Certified Public Accountant No.4958<br>(for the 3 <sup>rd</sup> year's Auditor) or |
| 2. Mrs. Ponnard Paocharoen     | Certified Public Accountant No.5238 or   |
| 3. Miss Vilailak Laohasrisakul | Certified Public Accountant No.6140  |

of EY Office Limited to be the 2018 Company's Auditors. The auditors mentioned above are certified and endorsed by the Securities and Exchange Commission (SEC), who have no relationship with and/or are Stakeholders / Executives / major Shareholders or anyone relative to these persons and are the same auditors as the subsidiaries. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarter of the financial statements would be at a rate of Baht 2,700,000 (identical with the year 2016) and no other service charges.

The Chairperson asked the Meeting whether there were any questions. There were no further questions.

**Resolution:** The Meeting unanimously approved the appointment of Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 (the 3<sup>rd</sup> year's Auditor) or Mrs. Ponnard Paocharoen, Certified Public Accountant No. 5238 or Miss Vilailak Laohasrisakul,

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Certified Public Accountant No. 6140 of EY Office Limited to be the 2018 Company's Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarter of the financial statements would be at a rate of Baht 2,700,000.- (identical with the year 2016) and no other service charges with the following votes: For : 194,464,416 votes, Against : 0 vote, Abstention : 3,000 votes and voided ballot 0 vote.

The Chairperson announced that the meeting has now been concluded and would welcome any questions or comments from the shareholders.

Mr. Narongsak Mekmasin, a shareholder, asked about the slow progress of the development of Hospital project in Sukhumvit Soi 62 and is there any chance of the project's Environment Impact Assessment (EIA) report to get the approval from the authority within 2018? Also, he asked if the Company would have a plan to recruit the medical personnel including the medical doctor, specialized doctor and medical staff which is quite limited to work at the Hospital. As currently, the Government has promoted the Eastern Economic Corridor (EEC) development project, Mr. Narongsak asked if the Company has the policy to invest in the EEC project or not.

The President replied that the Company has no investment plan in the EEC project at present. Regarding the question about the slow progress of Ruam Jai Rak Hospital at Sukhumvit Soi 62 project development, it was caused by the EIA especially the civil society study which has not yet finished since many residents are living in the surrounding community. Therefore, the Company has to take relatively long time to solve the issues and ease the concerns of people in the community; however, the Company did not see significant issue that will hinder the EIA approval. Anyhow, the process is time-consuming. Until now, the management has expected the issue will be easing soon, and the EIA should get approval from the authority within the end of 2018 and will be ready to open by late 2020.

On the medical personnel, usually the medical specialists would have schedules at several hospitals, and there are large numbers of medical doctor graduates yearly. They have different levels of expertise. The newly open hospital may still have a few patients, but it still needs to create the appropriated offers to the medical doctors.

Miss Irarom Anant and Mr. Somboon Udomdirekruek, shareholders, asked about details of the Company's investment in Luliang-Union Power Plant included the plant's capacity, the investment capital, when the joint venture has begun and has the project ever been making a profit since? Also, previously, the Company used to record the gains on disposals of investments, for this power plant, how long the Company would take to decide whether to dispose the investment or dissolution.

The Chairperson replied that the Company had started to invest in China since 1994 when the country just opened up. The Company invested in many power plants; the successful one has been expanded while the unsuccessful one was sold. The overall investment did not do any significant damages. The 50-megawatt Luliang-Union Power Plant was one among the first investments of the Company. As the plant located at the coal mine mouth, the plant has an advantage on the lower logistics cost. Initially, the project reported the favorable operating results, but later there were many changing factors such as the coal prices, the regulations issue and the Government's support, causing the Luliang-Union to record the operating losses for a long time continuously. There have been attempted to sell the plant or

seek after the interested investors or close down the operation if it could, however, it has not yet succeeded. Eventually, in 2017, the Company set a provision for losses on impairment of investments at the full amount. Currently, the plant is still operating since the plant's output is supplied to the local community. The Government is concerned about the potential impact on the local community; therefore, it is essential to keep its operation. Also, the Company is unable to decide without consensus decision-making of the Chinese partner.

The President replied that in 2017 the Company already set a provision for the losses on impairment of investment at the full amount, therefore, if the Luliang-Union Power Plant reports an operating loss, the Company will not require to book that loss, and there is no effect on the financial statement. Also, since the Power Plant has remained operated, if, in the future, the Plant could improve its operating results, the item might be able to turnaround to be profit realization.

The Chairperson assigned Mrs. Srinual Sombatpraiwan, Account and Finance Department Manager to answer further the shareholders that total capital investment in Luliang-Union Power Plant valued of Baht 500 million, Baht 400 million of total invested by the Company and its subsidiary invested the remaining of Baht 100 million.

Miss Irarom Anant, a shareholder, asked the Auditor for further knowledge of the assets' fair value measurement. According to the Annual Report of the year 2017 on page 191, the Company disclosed the assets in which the fair value was at Level 1 and Level 3, why there is no Level 2 and what are differences of each level of fair value?

The Chairperson requested Mr. Khitsada Lerdwana, the Company's Auditor to answer the shareholders on that all assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into three levels based on categorizing of input to be used in fair value measurement. The definition of each level was disclosed in the Annual Report of the year 2017 on Page 132, including Level 1; use of quoted market prices in an observable active market. Level 2 and 3; use of other inputs such as using cash flow to evaluate investment property, etc. For the Company, there is no Level 2 which uses observable inputs. For example, the land appraisal can be done by using the current selling price of the adjacent, similar piece of land.

The Chairperson summarized each agenda's votes to the meeting and opened for questions and answers sessions for the shareholders or if there are any suggestions before ending the meeting.

Mr. Rangsang Ngarmprasertpong, a shareholder, asked for the details of the Annual Report of the year 2017 as follows;

1. Page 22, according to the separate financial statements, the Company reported the sales and services income of Baht 1,234 million in which the cost of sales and services was Baht 1,219 million. Since the sales and services did not earn much profit, has the Company's net gain derived from dividend income?

2. Page 31, regarding Trading Business, what proportion of profit derived from IT products? What is the growth strategy of the business in the future?

3. Page 146, Union Construction Corp., Ltd (UCC) in 2017 had increased the capital registered from Baht 200 million to Baht 600 million, what does this company do?

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4. Page 209, the representative offices in overseas included Hong Kong and Shanghai, what business each office does mainly and how many permanent employees work there?

The Chairperson and President answered questions as follows;

1. The Company's main income earned from the dividend income. Most of the dividend income derived from the Group Companies and slightly earned from sales and services.

2. According to the consolidated financial statement in 2017, the Company reported total revenue of Baht 12,073 million, Baht 2,581 million of which earned from Trading Business. The outlook of Trading Business remains strong, but the market competition is relatively intense.

3. Currently, UCC has no operation. In 2017, the Company had increased the registered capital of Baht 400 million to buy additional land in Bangpli, Samut Prakan province near the existing property owned by the Company. The purpose of obtaining more land was for the future real estate project development.

4. There is a small number of employees working at the representative office in Hong Kong. The office operates the investment business. The office in Shanghai is the central office overseeing the Company's investments such as Power Plant. There are Thais and local staffs around 10-20 working permanently at that office.

Mr. Pongpat Taveesomboon, Proxy of shareholders, asked that since the Company has possessed many land and factories assets such as the land in the Eastern region where the Government has promoted the investments for the EEC project, is there any policy to revalue this fixed-asset?

The Chairperson replied that the Company disclosed the value of these assets based on cost approach and the excess value has belonged to all shareholders, the Company has considered unnecessary to revalue the fixed-assets in the financial statement.

The Chairperson said in the name of the Company's Board of Directors, she also thanked Mr. Patchara Imsa-ud, a proxy from Bangkok Insurance Public Company Limited for witnessing vote count. She thanked all the shareholders who devoted their time attending the meeting as well as sharing useful and constructive comments to the Company.

The Chairperson declared the Meeting adjourned at 11.50 hrs.

Signed ..... Chairperson  
(Miss Dalad Saphavichaikul)

Signed ..... Company's Secretary  
(Mrs. Chadaporn Jiemsakultip)