

Minutes of the General Meeting of Shareholders No. 37

President Bakery Public Company Limited

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The meeting was held at Meeting Room on 6th Floor, Bang-Chan Factory, No. 1, Soi Seri Thai 87, Seri Thai Road, Kwang Minburi, Kate Minburi, Bangkok 10510, on April 22, 2016 at 9:30 a.m. The shareholders and the proxy holders who attended the meeting totaled to 135 persons, altogether holding 369,383,741 shares (out of the total shares of 450,000,000 shares), representing 82.09% of total shares of the Company and thus constituting a quorum for the shareholders' meeting. There were additional shareholders attending the meeting after the meeting was commenced, resulting in a total of 142 shareholders and proxy holders, altogether holding 373,913,541 shares or 83.09%, at the close of the meeting.

The Article 36 of the Company stipulated that there shall be not less than 25 shareholders or proxies or not less than one-half of total number of the shareholders attending the meeting and altogether holding not less than one-third of the total number of shares sold by the Company to constitute a quorum at the shareholders' meeting, unless the laws had stipulated otherwise for any particular cases. Mr. Pipat Paniangvait, Chairman of the Board of Directors, performed duty as the Chairman of the meeting.

Mr. Pipat Paniangvait welcomed the Shareholders and opened the General Shareholders' Meeting No.37 of President Bakery PCL on behalf of the Chairman of the Board and Chairman of the meeting. The Chairman, then, introduced to the meeting the Directors of the Company, Executives, the auditor, and the legal advisor who would perform as the witness for today's meeting, and assigned Miss Petcharat Anantawichai, as the Director and Senior Management Accounting Department and Finance Manager / and Company's Secretary, to proceed the meeting as per following agendas,

The Board of Directors attending the meeting

1. Mr. Pipat Paniangvait	Chairman of the Board
2. Mr. Apichart Thammanomai	Managing Director
3. Mr. Kamthorn Tatiyakavee	Director
4. Dr. Pojjanee Paniangvait	Director
5. Mrs. Malee Tangjaisanong	Director and Senior Department Manager Production 2 and Retail Department

6. Miss Petcharat Anantawichai	Director and Senior Management Accounting Department and Finance Manager
7. Mr. Apisate Thammanomai	Director and IT Manager
8. Mr. Thavach Keawpitag	Director and Senior Manager of Engineering Department
9. Miss Panida Prayottaweekij	Director and Senior Production Manager
10. Prof. Dr. Suwimon Keeratipibul	Independent Director and Chairman of Audit Committee
11. Dr. Yupa Soontrapa	Independent Director and Audit Committee
12. Mr. Boonsak Chiempricha	Independent Director and Audit Committee
13. Mrs. Aim-on Pathumaruk	Independent Director

**Management Team of the Company attending the meeting**

1. Mr. Pun Jaiboon	Senior Department Manager /Sales Department
2. Miss Chaweewan Prakongsup	Senior Management Accounting Department Manager
3. Mrs. Nuntana Suthicharoenpanich	Department Manager / Production Manager (Ladkarbang 2)
4. Mrs. Poonsub Leetrakul	Manager of Finance Department
5. Mrs. On-Anong Songserm	Department Manager / Human Resource Department

The Company assigned the external auditor and the legal advisor to monitor the meeting to ensure transparency and compliance with the relevant laws and regulations as following,

**The auditor from EY Office Limited.**

1. Mrs. Sarinda Hirunprasertwutti Certified Public Accountant (Thailand)
2. Miss Kwanjira Tanomwongtai Assistant Certified Public Accountant (Thailand)

**The Legal Advisor to be the witness for the vote counting**

1. Miss Worarat Kijlerdbunjong

Miss Petcharat Anantawichai invited one of the attending shareholders, as the shareholders' representative, to be the joint-witness of the vote counting.

Miss Petcharat Anantawichai informed the meeting that the Company has opened for the shareholders to propose additional agenda and/or to nominate qualified persons to be elected as the Director during December 1 – December 30, 2015, and there was no proposal of any agenda or any nominated persons.

Then, Miss Petcharat Anantawichai explained that the voting procedure in the meeting shall follow the Article 43 of the Articles of Association of the Company, stipulating that the shareholders shall be entitled to one(1) vote per one(1) share. And voting in each agenda would be proceeded openly. The shareholders could vote for “Approve,” “Disapprove,” or “Abstain” for each agenda. The number of voting for “Disapprove,” and “Abstain” would be counted. The voting for “Approve” would be the remaining of the total number of votes attending the meeting deducted by the aforesaid number of “Disapprove” and “Abstain” In order to handle a smooth voting, the shareholder who would like to vote for “Disapprove” or “Abstain” shall check his/her voting and sign his/her name in the voting ballot which had already been distributed to everyone at the meeting registration. Then, the shareholders shall raise their hands in order that the company's staff could collect the voting ballot. The voting result of each agenda would be presented on the monitor. In addition, the Company would inform the meeting for the following events:

1. There was/were additional shareholder(s) attending the meeting.
2. The number of voting for “Disapprove” or “Abstain”

The Directors of the Company, as the shareholders of the Company, would exercise their voting right to approve all proposals of the Board. The voting by Independent Director as a proxy of the shareholders would be made based on the voting objective indicated in the proxy form. The shareholders or the proxy holders, who attended the meeting after the meeting was opened, would be eligible to vote in the remaining agenda only. The voting by the said additional shareholders or proxy holders shall be considered a quorum of the shareholders' meeting for the remaining agenda only and would be reported in the minutes of the meeting. To ensure the smooth and transparent voting, the Company had implemented the barcode system and the voting on each agenda shall be performed as followed,

1. For the agendas other than the election of the Directors of the Company

The shareholder, who would like to vote to disapprove the presented proposal or to abstain, could check his/her voting and sign his/her name in the voting ballot which had already been distributed at the meeting registration, and raise your hand to inform the company's staff to collect the voting ballot.

2. For the agenda to elect the Directors of the Company

The shareholders shall vote for each individual nominated Director. The shareholder, who would like to disapprove or to abstain to elect each individual nominated Director, could check his/her voting and sign his/her name in the voting ballot which had already been distributed at the meeting registration, and raise your hand to inform the company's staff to collect the voting ballot.

Then, the meeting was continued according to the agenda prescribed in the invitation letter as per following details,

(Before passing to the Agenda 1, there was 1 additional shareholders or proxy holders to attend the meeting, holding 200 shares, thus constituting the total of 136 shareholders and proxy holders, altogether holding 369,383,941 shares or 82.09% of total shares sold by the Company)

**Agenda 1 : To Certify the Minutes of 36<sup>th</sup> General Meeting of Shareholders, held on April 24, 2015**

Miss Petcharat Anantawichai proposed to the meeting to certify the minutes of the General Meeting of Shareholders No. 36, which was held on April 24, 2015. The Company already sent the copy of the said minutes to the shareholders in advance together with the invitation letter of the General Shareholders' Meeting. Additionally, the Company also disclosed the proposed minutes on the Company's website ([www.farmhouse.co.th](http://www.farmhouse.co.th))

Miss Petcharat Anantawichai asked the meeting for any queries. When there was no query or question, she requested the meeting to vote for the agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to certify the minutes of the General Meeting of Shareholders No. 36 as proposed with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below,**

Approve	Disapprove	Abstain
369,383,941	None	None
100%	- %	- %

(Before passing to the Agenda 2, there was no additional shareholder or proxy holder to attend the meeting)

**Agenda 2 : To Acknowledge Operating Results of the Company for the Accounting Year 2015**

Miss Petcharat Anantawichai reported the operating results of the Company in 2015 to the meeting as following,

(Unit: Baht)

	2015	2014	% Increase (Decrease)
Total Sale Revenue	7,346,829,616	6,853,210,262	7.20
Net Profit	1,303,132,382	1,039,701,044	25.34
Total Asset	6,706,929,247	5,935,249,032	13.00
Total Liability	1,398,856,650	1,341,991,000	4.24
Shareholders' Equity	5,308,072,597	4,593,258,032	15.56
Fully-paid up Registered Capital	450,000,000	450,000,000	-
Total Number of Common Stocks	450,000,000	450,000,000	-
Book Value per Share	11.80	10.21	

The Report of the Board and the operating results of the Company were shown in the Annual Report of the Company for the year 2015, and had been sent to the shareholders in advance together with the invitation letter of the General Shareholders' Meeting. On this regard, the Board is of the opinion that such report was prepared in compliance with the regulations of the Securities

and Exchange Commission and the Stock Exchange of Thailand. Then, the Board asked the meeting for any queries.

When there was no query or question, it was deemed that the meeting already acknowledged the operating results of the Company for the accounting year 2015 as presented.

The Voting Result: No voting on this agenda because this agenda was for acknowledgement only.

(Before passing to the Agenda 3, there was 1 additional shareholder or proxy holder to attend the meeting, holding 17,500 shares, thus constituting the total of 137 shareholders and proxy holders, altogether holding 369,401,441 shares or 82.09% of total shares sold by the Company)

**Agenda 3 : To Approve Balance Sheet, and Income Statement of the Company for the Year ended on December 31, 2015 as Audited by the External Auditors of the Company**

Miss Petcharat Anantawichai reported to the meeting that the Balance Sheet and Income Statement of the Company for the year ended on December 31, 2015 had been prepared in compliance with the general accounting standards and had been audited and certified by the external auditors as per details in the Annual Report for the year 2015 which was sent to the shareholders in advance together with the invitation letter of the General Shareholders' Meeting. The Board proposed to the meeting to approve the Balance Sheet and Income Statement of the Company for the Year ended on December. 31, 2015 as presented.

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to approve the Balance Sheet and Income Statement of the Company for the year ended on December 31, 2015 as proposed.

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,441	None	None
100%	- %	- %

(Before passing to the Agenda 4, there was no additional shareholder or proxy holder to attend the meeting)

**Agenda 4 : To Consider Profit Allocation and Approve Dividend Payment of the Company for the Year 2015**

Miss Petcharat Anantawichai reported the Performance Results of the Company in 2015 as following,

- Net Profit	1,303,132,382 Baht
- Total Non-appropriated Retained Earning as of ending of period	4,143,454,324 Baht

The Company stipulated the dividend payment policy to pay the dividend of no less than 50% of its net profit after tax and reserve requirement. However the dividend payment was subjected to be changeable according the performance, financial status, investment plan of the Company. The Board proposed to meeting to approve dividend payment to the shareholders at the rate of 1.45 Baht per share.

However, the Company had already paid an interim dividend for the operating results during the first half-year at the rate of 0.62 Baht per share on September 17, 2015. Such interim dividend was paid by BOI-promoted business, which was exempted from income tax, at the rate of 0.37 Baht per share and by Non-BOI-promoted business at the rate of 0.25 Baht per share. Thus, the remaining dividend for the year 2015 would be paid at the rate of Baht 0.83 per share. The said remaining dividend would be paid by BOI-promoted business at the rate of 0.49 Baht per share and by Non-BOI-promoted business at the rate of 0.34 Baht per share. The latter amount of dividend payment which was paid by Non-BOI-promoted business was allocated from the net profit after 30% corporate income tax.

On this regard, the Company had set the Record Date on May 3, 2016 to aggregate the list of rightful shareholders who may receive the dividend under Section 225 of Securities and Stock Exchange Act B.E.2535 by share registration closing on May 4, 2016, and scheduled to pay the dividend on May 19, 2016. If the Meeting unanimously resolved to the appropriation of profit, according to the board of directors resolution. The company has retained earnings unappropriated 3,769,954,324 Baht.

**The statistical summary of dividend payment of the Company was as followed;**

Dividend Payment	2015 (Proposed)	2014 (Already Paid)
Net Profit (million Baht)	1,303.13	1,039.70
Number of total shares (million shares)	450	450
Interim Dividend Payment(Baht per share)	0.62	0.50
Remaining Dividend Payment (Baht per share)	0.83	0.66
Total Dividend Payment (Baht per share)	1.45	1.16
Dividend Payment Ratio	50.07%	50.21%

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to approve the dividend payment of the Company for the year 2015 as proposed.

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,441	None	None
100%	- %	- %

(Before passing to the Agenda 5, there was 1 additional shareholders or proxy holders to attend the meeting, holding 100 shares, thus constituting the total of 138 shareholders and proxy holders, altogether holding 369,401,541 shares or 82.09% of total shares sold by the Company)



## **Agenda 5 : To Elect the Directors of the Company to Replace Those Who Retire by Rotation**

Miss Petcharat Anantawichai explained to the meeting that the Article 21 in the Section 3 of Articles of Association of the Company stipulated that “At every annual ordinary shareholders’ meeting, one-third (1/3) of the Directors or, if the number of Directors cannot be divided exactly into three parts, the number of Directors nearest to one-third (1/3) shall retire. A retiring Director may be eligible for re-election.” For this Shareholders’ Meeting, there were 6 Directors due to retire by rotation as below,

1. Mr. Suchat Rattanajajaroen
2. Mrs. Aim-on Pathumaruk
3. Mr. Apisate Thammanomai
4. Miss Petcharat Anantawichai
5. Dr. Pojjanee Paniangvait
6. Prof.Dr. Suwimon Keeratipibul

The Board proposed to the meeting to re-elect 5 retiring Directors, namely 1) Mrs. Aim-on Pathumaruk 2) Mr. Apisate Thammanomai 3) Miss Petcharat Anantawichai 4) Dr.Pojjanee Paniangvait and 5) Prof Dr. Suwimon Keeratipibul, to be the Directors of the Company for another term.

The Board also nominated Mr. Pun Paniangvait as New Directors to replace one vacating Director.

The Board had conducted the selection of qualified person to replace those retiring Director under the review of Nomination Committee of the Company as per following procedure,

1. The shareholders were eligible to nominate the qualified person to be selected as the Director of the Company during December 1, 2015 to December 30, 2015. And there was no any nominated person to be proposed.
2. The Nomination Committee of the Company, in exclusive of interested Directors, shall consider and propose the qualified persons with proven knowledge, expertise, experience, performance, and dedication to the Company to replace those retiring Directors and to be new Director to the shareholders’ meeting. The Company has already sent the profiles of nominated Directors as per the Attachment of the invitation letter.

The Board asked the meeting to vote for each individual nominated person to be the Director of the Company.

In addition, to comply with the Clause 86 of Public Company Act, B.E 2535 which not allowed the Director to conduct any business in the same nature and in competition to the business of the Company no matter for his/her own benefit or for other person's benefit, except that the shareholders' meeting had been acknowledged before passing the resolution to do so. Thus, the Board disclosed to the meeting that the persons to be nominated as the Director of the Company in this meeting had also performed the executive positions of the other companies doing business in the same nature or in competition of the Company as Dr. Pojjanee Paniangvait is Director/Management at Thai President Foods PLC.

Miss Petcharat Anantawichai requested the meeting to vote for this agenda by Separating into 6 following sub-agendas,

**5.1 To Re-elect Mrs. Aim-on Pathumarak to be the Directors of the Company for another term.**

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Mrs. Aim-on Pathumarak to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

**5.2 To Re-elect Mr. Apisate Thammanomai to be the Directors of the Company for another term.**

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Mr. Apisate Thammanomai to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below.**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

**5.3 To Re-elect Miss Petcharat Anantawichai to be the Directors of the Company for another term.**

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Miss Petcharat Anantawichai to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below.**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

**5.4 To Re-elect Dr.Pojjanee Paniangvait to be the Directors of the Company for another term.**

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Dr.Pojjanee Paniangvait to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

**5.5 To Re-elect Prof.Dr. Suwimon Keeratipibul to be the Directors of the Company for another term.** Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Prof. Dr. Suwimon Keeratipibul to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

**5.6 To Re-elect Mr.Pun Paniangvait to be the Directors of the Company for another term.**

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to re-elect Mr. Pun Paniangvait to be the Directors of the Company for another term with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below.**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,401,541	None	None
100%	- %	- %

The shareholders' meeting unanimously resolved to approve to re-elect 5 retiring Directors to be the Directors of the Company for another term; namely 1) Mrs. Aim-on Pathumaruk 2) Mr. Apisate Thammanomai, 3) Miss Petcharat Anantawichai 4) Dr.Pojjanee Paniangvait 5) Prof.Dr.Suwimon Keeratipibul, and elect Mr. Pun Paniangvait as new Director to replace one vacating Director.

Therefore, the company has 15 directors in 2016 whose names as follows:

1. Mr. Pipat Paniangvait
2. Mr. Apichart Thammanomai
3. Mr. Kamthorn Tatiyakavee
4. Dr. Pojjanee Paniangvait
5. Mr. Pun Paniangvait
6. Mrs. Malee Tangjaisanong
7. Miss Petcharat Anantawichai
8. Mr. Apisate Thammanomai
9. Mr. Tavach Keawpitag
10. Miss Panida Prayottaweekij
11. Prof. Dr. Suwimon Keeratipibul
12. Assoc.Prof. Dr. Kulpatra Sirodom
13. Dr. Yupa Soontrapa
14. Mr. Boonsak Chiempricha
15. Mrs. Aim-on Pathumaruk

Concerning the authority of the Directors, two of those Directors, except for Independent Directors, were authorized to commonly sign their names together with the Company's seal affixed in order to engage in any acts on behalf of the Company.

(Before passing to the Agenda 6, there was 1 additional shareholders or proxy holders to attend the meeting, holding 1,000 shares, thus constituting the total of 139 shareholders and proxy holders, altogether holding 369,402,541 shares or 82.09% of total shares sold by the Company)

**Agenda 6 : To Approve the Appointment of Audit Committee and Independent Directors of the Company**

Miss Petcharat Anantawichai explained to the meeting that the Securities and Exchange Commission(SEC) and Stock Exchange of Thailand(SET) required the Listed Company to comply with Good Corporate Governance Principles to support operational efficiency. The Company defined the definition of “Independent Director” to be stricter than the regulation of SEC, especially on the issue of “Shareholding of Independent Director” as per Attachment No. 4. In addition, the Company stipulated that the number of Independent Directors of the Company must represent at least one-third of all Directors and must be not less than 3 Directors to comply with the regulation of SEC in order to ensure sufficient independence of such Independent Directors.

The profiles of the Directors nominated to be Audit Committee and Independent Director of the Company were detailed as per Attachment No. 2 and No. 5

The Board proposed to the meeting to approve the appointment of Audit Committee and Independent Directors of the Company as below,

1. Prof. Dr. Suwimon Keeratipibul	Chairman of Audit Committee and Independent Director
2. Assoc.Prof. Dr. Kulpatra Sirodom	Member of Audit Committee and Independent Director
3. Dr. Yupa Soontrapa	Member of Audit Committee and Independent Director
4. Mr. Boonsak Chiempricha	Member of Audit Committee and Independent Director
5. Mrs. Aim-on Pathumaruk	Independent Director

Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to appoint all 5 Audit Committee and Independent Directors of the Company as proposed with the voting of 100% of total shareholders and proxy holders attending the meeting and having the voting right.

**The voting result on this agenda was detailed below.**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
369,402,541	None	None
100%	- %	- %

(Before passing to the Agenda 7, there were 2 additional proxy holders to attend the meeting, holding 4,510,500 shares, thus constituting the total of 141 shareholders and proxy holders, altogether holding 373,913,041 shares or 83.09% of total shares sold by the Company)

**Agenda 7 : To Approve the Remuneration of the Directors**

Miss Petcharat Anantawichai clarified the Article 32 of Articles of Association of the Company stipulating that the Directors shall be eligible to receive remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus, or other fringe benefit in accordance with the regulations of the Company, apart from his/her own remuneration or welfare as an ordinary officer or employee of the Company.

The Board also agreed on the amount of remuneration for the Directors as determined by the Nomination and Remuneration Committee of the Company, which was deemed appropriate with the operating results and business growth of the Company.

Thus, the Board proposed to the meeting to approve the remuneration of the Directors at the total amount not exceeding Baht 15,000,000 per year. And the Board shall be eligible to allocate the amount of such remuneration by their own discretion. The remuneration which had been paid to the Directors in 2015 was detailed as below,

Remuneration	2015	2014
Approved Total Amount	12,000,000	12,000,000
Paid Amount:		
1. Remuneration for directors	9,060,000	7,680,000
2. Meeting Allowance for Directors	1,616,000	1,344,000
3. Meeting Allowance for Audit Committee	134,000	116,000
4. Meeting Allowance for the other Sub-Committee	214,000	138,000
Total	11,024,000	9,278,000
Remaining Amount	976,000	2,722,000

The Nomination and Remuneration Committee determined the remuneration of the Board and Sub-Committee as following,

Remuneration of the Board and Sub-Committee	Amount
1. Meeting Allowance	
- Chairman of the Board	12,000 Baht/person/time
- Director	10,000 Baht/person/time
2. Remuneration for directors	Allocated by Nomination and Remuneration Committee

Miss Petcharat Anantawichai asked the meeting for any queries.

**Shareholder asked:** Refer to the invitation letter to the shareholders' meeting on Page 5, the meeting allowance to be paid for the Chairman and Directors in 2015 was different from the information on Page 18. Please clarify which number was correct. The allowance of Sub-Committee was higher, was there any additional Sub-Committee?

**Ms. Petcharat Anantawichai informed,**

After the General Shareholders' Meeting no. 36, the amount of meeting allowance for the Chairman was raised to 12,000 Baht from 10,000 Baht, and the meeting allowance for the Director was raised to 10,000 Baht from 8,000 Baht. The amount of meeting allowance for Sub-Committee was higher, because there were higher numbers of the meeting, thus causing higher total allowance accordingly



Miss Petcharat Anantawichai asked the meeting whether there would be any voting to disapprove or to abstain the proposal. When there was no such voting objective, she requested the meeting to vote for this agenda.

**Resolution of the Meeting:** The meeting unanimously resolved to approve the remuneration of the Directors at the total amount not exceeding Baht 15,000,000 per year as per all details presented by Miss Petcharat Anantawichai

**The voting result on this agenda was detailed below,**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
373,913,041	None	None
100%	- %	- %

(Before passing to the Agenda 8, there was no additional shareholder or proxy holder to attend the meeting)

**Agenda 8 : To Approve the Appointment of Auditors of the Company and to determine their Remuneration for the Year 2016**

Miss Petcharat Anantawichai clarified the Article 49, 50 of Articles of Association of the Company stipulating that the Auditor of the Company must not be the Director, staff, employee, or have any positions in the Company. The appointment of Auditors shall be approved by the General Shareholders' Meeting on annual basis, and the retiring auditor may be eligible for re-election.

The Board proposed to the meeting to appoint the auditors of the Company in 2016 as following,

1. Miss Kamontip Lertwitworatep, with Certified Public Accountant No. 4377  
(has signed in Company Financial Statement since 2013-2015)
2. Mr. Wichart Lokatekrawee, with Certified Public Accountant No. 4451  
(has signed in Company Financial Statement since 2010-2012)
3. Mrs. Sarinda Hirunprasertwutti, with Certified Public Accountant No. 4799  
(has been never signed in Company Financial Statement)

Those Auditors are the auditors for the year 2016 from EY Office Limited., whereas one of which shall audit and report the opinion upon the financial statements of the Company. The Board proposes the Auditing Fee for the year 2016 at the total amount of Baht 980,000. The Auditing Fee is not included BOI inspection fee for BOI-promoted business that is Baht 92,500 for each. As below,

Fee	2016 (Proposed)	2015
Auditing Fee	980,000	930,000

And the Company had 1 Associated Company, namely President Green House Foods Co., Ltd. which appointed the auditors from the same auditing company as the Company. In addition, the nominated Auditors had no material relationship or benefit with the Company / affiliated company and subsidiary / Managements / major shareholders / or any related entity of the Company. Those Auditors had sufficient independence, and performed satisfactory accounting performance as required by the Regulation of the Company, and SEC.

Furthermore, EY Office Limited. shall be responsible to send the other auditor to replace any nominated Auditors when that person was not qualified to perform his/her duty.

Miss Petcharat Anantawichai asked the meeting for any queries. When there was no query or question, she requested the meeting to vote to appoint the Auditors of the Company and to determine their Remuneration for the Year 2016.

**Resolution of the Meeting:** The meeting unanimously resolved to approve the appointment of the Auditors of the Company in 2016 from EY Office Limited. as following,

1. Miss Kamontip Lertwitworatep, with Certified Public Accountant No. 4377
2. Mr. Wichart Lokatekrawee, with Certified Public Accountant No. 4451
3. Mrs. Sarinda Hirunprasertwutti, with Certified Public Accountant No. 4799

One of the auditors shall audit financial statements of the Company. The Auditing Fee in 2016 at the total amount of Baht 980,000. The Auditing Fee is not included BOI inspection fee for BOI-promoted business that is Baht 92,500 for each.

**The voting result on this agenda was detailed below.**

<u>Approve</u>	<u>Disapprove</u>	<u>Abstain</u>
373,913,041	None	None
100%	- %	- %

(Before passing to the Agenda 9, there was 1 additional proxy holders to attend the meeting, holding 500 shares, thus constituting the total of 142 shareholders and proxy holders, altogether holding 373,913,541 shares or 83.09% of total shares sold by the Company)

**Agenda 9 : To Consider the Other Business**

**Ms. Petcharat Anantawichai informed,**

The Company had opened for the shareholders to submit any relevant queries with regards to the meeting agenda in advance, and there was 1 shareholder sending the query to the Company as following,

**Shareholder asked:** When our new factory, or Bangchan Factory 2, will start production? What product items to be produced? How many years the capacity can serve market demand?

**Mr. Apichart Thammanomai answered:**

New factory will start production by November-December 2016. The Company previously planned to install 4 product lines, namely 2 lines of bread, 1 line of filled buns, and 1 line of burger buns. However, the Company has already installed 3 product lines, not including the line of burger buns for further consideration. The cost of construction, machinery and equipment totaled to Baht 2,000 million, and the Company will raise the production capacity by 20% from present, thus enough to serve market for next 4-5 years. The source of funds was raised by our working capital, not by the loan of financial institutions.

**Shareholder asked:** How the Company will utilize our liquidity?

**Mr. Apichart Thammanomai answered:**

Apart from the investment in Bangchan Factory 2, the Company invested in private fund, amounting to Baht 900 million, and deposited the remaining liquidity with the financial institutions.

**Shareholder asked:** Was there any plan to invest in joint-venture enterprise either in Thailand or in foreign countries?

**Mr. Apichart Thammanomai answered:**

The Company had no plan to invest in any joint-venture enterprise at present.

**Shareholder asked:** Was there any plan to develop new product with longer shelf life period? And propose the Company to consider about healthy products.

**Mr. Apichart Thammanomai answered:**

At present, the Company has already developed new nutrient products, such as Royal Whole Bread, Royal 12 Grain, which received good feedback from the consumers. Moreover, the Company planned to launch wider range of nutrient products. With regard to the products, such as cookie or fruit pie, which currently had shelf life period of 45 days, the Company was studying to raise their shelf life to have longer storage period.

#### **Additional queries from the attending Shareholder**

**Shareholder asked:** Propose the Company to encourage more variety of products in the Traditional Trade to offer the additional choices for the customers.

**Mr. Apichart Thammanomai answered:**

Appreciate the valuable opinion. The Company had provided the catalog of goods to facilitate our customers in making their own purchase orders, compared with previous purchase orders prepared by our salespersons. The company has already distributed the catalog of goods to 3,000-4,000 shops during the past year.

**Shareholder asked:** Propose the Company to promote the use of our products as soft meal in the funeral.

**Mr. Apichart Thammanomai answered:**

This strategy was currently performed with limited opportunity by Deliya Shop, because the funeral shall be a sudden event, or unpredictable. In addition, there always was the existing supplier.

**Shareholder asked:** Was there the information of the sales volume in metropolitan and provincial areas? Propose the Company to cooperate with 7-Eleven Shop to organize sale promotion activities, such as multiple packs between bread and milk to boost the sales volume.

**Mr. Apichart Thammanomai answered:**

The Company has collected the information of the sales volume to be categorized by shops and by products, thus enabling us to monitor how much each particular product was ordered by each individual shop. The sales volume in metropolitan area accounted for 30% of total sales. The sales volume in provincial areas was rising up to 70%, ranging from Northeastern, Central, Southern, and Northern Region respectively.

With regard to sale promotion, the Company currently coordinated with “Nutella”, sweetened spread product, to sell our products at Top Supermarket, and we were negotiating with any other products. The Company has performed sales promotion activities since early this year, such as 2 Baht discounting price of Royal 12 Grain until 15 May, 2016, and discounting price from 10 Baht to 9 Baht of filled bun products effective from 1 May, 2016 nationwide.

**Shareholder asked:** Agree with the suggestion to promote the use of our product as soft meal in the funeral, because the Company has many applicable products, such as cake and bread.

**Mr. Apichart Thammanomai answered:**

Thanks.

**Queries from the representative of Thai Investor Association:**

Congratulation with the Company to have a solid profit and perform a good dividend. As be previously known that Sahapat Group has encouraged anti-corruption practice, and has declared intention to participate in anti-corruption activities since 2013. Please inform the progress of the Company to apply for the certificate.

**Ms. Petcharat Anantawichai explained,**

The Company had already submitted all needed documents to the Collective Action Coalition (CAC), and the CAC will report the examination result in April. If “Pass”, the Company will be granted as “Level 4 Certified”.

**Shareholder asked:** We saw that our products at 7-Eleven Shop were rising. How much the proportion of sales volume, because we concerned that our products were placed on the poorer position than their own brand products?

**Mr. Apichart Thammanomai answered:**

The sales volume accounted for 40%. The display of product within the shop was the policy of 7-Eleven, and the Company had already put our best effort. However, we tried to optimize the limited

available place in the shop by reviewing the effective way to present our products, and the result was satisfying.

**Shareholder asked:** Please inform the growth of Vending Machine business in the past year, and how much growth projection?

**Mr. Apichart Thammanomai answered:**

The Company started placing the vending machine at many factories and any other areas in the past year to study consumers' behavior. The Company installed 6 vending machines at Siriraj Hospital, and was installing vending machine at Ramathibodi Hospital. The sales volume in the hospital was very good, because the number of visitors and their turnover was high, and they stayed at the hospital for a long time during the day. Moreover, the hospital's staffs were also our customers. At present, the Company installed the total of 25 vending machines, and will widen this additional distribution channel.

**The Chairman Declared to close the meeting,**

The Chairman, on behalf of the Board, appreciated the shareholders to attend the meeting, and provide valuable suggestions which were very useful to the Company. Thank you.

The meeting was closed at 11:00

*Apichart Thammanomai*

(Mr. Apichart Thammanomai)

Managing Director

*Pipat Paniangvait*

(Mr. Pipat Paniangvait)

Chairman of the Board

Minuted by *Petcharat Anantawichai*

(Miss Petcharat Anantawichai)

Director / Secretary