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|-----|----------------------------------|--|
| 2. | Dr. Somchai Phagaphasvivat | Chairperson of Audit Committee and Independent Director |
| 3. | Mr. Charoenchit Nasongkhla | Chairperson of Nomination and Remuneration Committee, Independent Director and Member of Audit Committee |
| 4. | Mrs. Supawadee Komaradat | Director and Member of Nomination and Remuneration Committee |
| 5. | Mrs. Rarin Utakapan Punjarungroj | Director and Member of Nomination and Remuneration Committee |
| 6. | Mr. Chokchai Punjarungroj | Director and Member of Nomination and Remuneration Committee |
| 7. | Mr. Cheewapat Nathalang | Director and Member of Nomination and Remuneration Committee |
| 8. | Mrs. Suphab Noi-Um | Director |
| 9. | Mr. Smat Ruangnarong | Director |
| 10. | Mr. Ampon Ruayfupant | Independent Director and Member of Audit Committee |

List of other management members and persons attending the Meeting:

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Chantachat Dhanesnitaya | Assistant Managing Director, Accounting & Finance Department |
| 2. | Miss Tanaree Pimparu | Company Secretary and Accounting and Finance Director |
| 3. | Miss Sulalit Ardsawang | Auditor, representative from Dharmniti Auditing Co., Ltd. |
| 4. | Mr. Somphon Thiansuwan | Legal Advisor from Khunnatham Law Office |

In addition, the Company invited Miss Suvapha Charoenying, Miss Sunan Loetsithong, Miss Chanthira Buriprasoet, Miss Nina Tepanwong and Miss Aphitchaya Techathit who are independent financial advisors attached to Thanachart Securities Public Company Limited, supplier of information used in consideration of Agenda 11.

Miss Thidarat Samanmit informed the Meeting that, in order to maintain transparency in the Meeting and vote-counting procedure in each agenda, 3 volunteers from those shareholders attending the Meeting were requested to act as vote-counting inspector. However, only one shareholder volunteered to participate in vote counting, namely, Miss Supawadee Dangwongchareonporn and she was a proxy of another shareholder.

Miss Thidarat Samanmit informed the Meeting that 5 shareholders requested that voting for this

Meeting be conducted in secret by means of the ballots provided by the Company. The Meeting was then requested to vote on the use of the Company-provided ballots in the Meeting as proposed.

Upon due consideration, the Meeting unanimously resolved to approve the use of the Company-provided ballots in the voting procedure of this Meeting as proposed. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,542,314 | 99.8730 |
| Disapprove | 205,500 | 0.1270 |
| Abstain | - | |
| Total | 161,747,814 | 100.0000 |

After the Meeting approved the issue, **Miss Thidarat Samanmit** explained, and set the terms regarding, the voting procedure for each agenda. Namely, shareholders should use the ballot provided by the Company for voting and one share would be counted as one vote in conformity with the Company's Articles of Association. In the vote-counting procedure, the 'disapprove' and 'abstain' votes would be subtracted from the total votes. For shareholders who appointed proxies to attend the Meeting and vote on their behalf based on their intention, the Company had already input the respective votes on each agenda, i.e. approve, disapprove or abstain, into the computer system. When there was no objection to this practice, this vote-counting method would be deemed accepted.

As there was no objection from shareholders, Miss Thidarat Samanmit proceeded with the Meeting according to the following agenda:

Agenda 1: To consider and approve the Minutes of the 2013 Annual General Meeting of Shareholders held on April 19, 2013.

Miss Thidarat Samanmit pointed out to the Meeting that a copy of the minutes of the 2013 Annual General Meeting of Shareholders, held on April 19, 2013, had been delivered in advance to shareholders along with the Meeting invitation. The said minutes had also been published in advance on the Company's website at www.amarin.com prior to the date of this Meeting for shareholders' thorough consideration of the agenda.

For this agenda, The Board's opinion given to the Meeting was "Upon due consideration, the Board found the Minutes of the 2013 Annual General Meeting of Shareholders to have been accurately recorded and that it should be further proposed to the Meeting for final consideration and approval."

Upon due consideration, the Meeting unanimously resolved to approve the Minutes of the 2013 Annual General Meeting of Shareholders. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,725,814 | 99.9864 |
| Disapprove | - | - |
| Abstain | 22,000 | 0.0136 |
| Total | 161,747,814 | 100.0000 |

Agenda 2: To consider and acknowledge the operating results for the 2013 fiscal year, the 2013 Annual Report and the 2014 Business Plan.

Miss Thidarat Samanmit pointed out to the Meeting that details of the 2013 operating results had been delivered to shareholders along with the meeting invitation. They had also been published on the Company's website at www.amarin.com for acknowledgement among all shareholders.

Chairperson of the Meeting reported to the Meeting the Company's operating results for the year 2013 as follows: The overall performance of the Company's operations remained satisfactory to a certain extent despite a decrease in its annual sales and net profit as a consequence of a host of external factors. Those contributing external factors ranged from unfavorable economic and political situations to adverse impacts of the increase in statutory minimum wage resulting in increased commodity prices and to exchange rate volatility. All of these factors were impediments to the Company's business operations during the year. In addition, the Company's branching out into new business frontier, the digital television business, lifted the Company's performance figures in the fourth quarter of the year. The Company has historically generated the highest revenue in the fourth quarter of each year as a result of extraordinarily frequent order placement in its advertising and printing businesses.

In 2013, the Company's total revenues from all its business lines amounted to 2,088 million Baht, down by 91 million Baht or 4.71% from the previous year. Net profit stood at 285 million Baht, down by 65 million Baht or 19% year-on-year. Earnings per share were 1.43 Baht.

In addition, another important issue was imparted to shareholders. Namely, on December 26, 2013, the Company participated in the digital television bid through its subsidiary, Amarin Television Co., Ltd., and won the concession on the high-definition general category, better referred to in a short form as "HD", with its bid value of 3,320 million Baht, the lowest bid in the category. The awarded concession period is 15 years. This is considered a great leap critical to the Company's development history, as the concession will enable the Company to broadcast various internally developed program contents via digital television channels, thereby making the Company a modern fully integrated media organization, while also further strengthening its existing businesses. However, Amarin Television may not generate profit during its first three-year period, as the digital television business requires high start-

up costs by nature. It is anticipated, however, that when the business is settled down and when Thailand regains normal political and economic stability, the digital television business should become successful and serve as another revenue-generating channel for the Company.

Chairperson of the Meeting later assigned Mrs. Rarin Utakapan Punjarungroj, in her capacity as Chief Executive Officer, to report to the Meeting the performance of each business line as well as explaining the future operation plan, with details as follows:

Mrs. Rarin Utakapan Punjarungroj reported to the Meeting that the achieved 2013 operating results were considered an exceptional success and could be described in each business line as follows:

Printing Business: The overall performance of the printing business was below expectations, as Chairperson of the Meeting had just mentioned. The major contributing factors for the lower performance were mostly external. However, without taking into account the investments made in the digital television business, the performance figures achieved during the first 9-month period of the year were positive year-on-year.

Despite a decrease in its annual performance, especially in the fourth quarter of the year, the printing business succeeded in making improved gross profit margin in the year by virtue of efficient cost management. Cost reduction initiatives were successfully implemented and resulted in lower payments for paper, ink and repairs. This was made possible by the efforts of engineering team members who introduced various techniques to help lower costs. Some of those practical techniques are unique, internally developed, unavailable and impractical in other printing houses.

Magazine Business: The Company managed to successfully maintain its superiority position in this business in terms of both target readership and advertising. Although the Company did not release any new magazine amidst the unusual economic situation, each of the existing magazines issued its "BOOKAZINE" version, or special edition, in addition to their normal circulation. Furthermore, the special editions did have the advantage of diverse distribution locations, plus longer-than-usual sales period via newsstand/bookstore, thereby increasing distribution opportunity for the Company in both magazine and advertising sales.

Book Publishing Business: The Company was well on track to offer to readers new books as per the annual goals. In 2013, this business line of the Company managed to register 7% annual revenue growth rate against an over -10% growth rate of the overall industry. In addition, the Company's "108 King Bhumibhol's Auspicious Words of Wisdom" reported a robust sales of up to 500,000 copies during the year.

Activ Amarin Business: The Company doubled the number of fairs that it hosted annually; from 3 to 6 events. Amarin Baby & Kids Fair was held twice in the year, with one of them as a debut. Each of

the following entertaining events was also held twice during the year; Baan Lae Suan Fair and Health, Cuisine & Beauty Festival. Each of these events proved successful.

With regards to the emergence of Amarin Active TV, the Company had discontinued the operations of the channel since January 2014 in order to prepare the ground for the digital television business. Despite negative operating results in the first-year operations of Amarin Active TV, the channel was a good start for the Company to gain direct experience in the television business, which in turn became a stepping stone for the Company's presence in the digital television business at present.

Mrs. Rarin Utakapan Punjarungroj reported to the Meeting the Company's business plan for the year 2014 as follows. Initially, the Company's corporate vision had been outlined as "Amarin strives towards being one of the top-three organizations in Southeast Asian region to provide customers with information, knowledge and enjoyment in a fully integrated manner with an eye to promote their life quality in parallel with good career progress and multilateral happiness and unity among the ASEAN nations within 2018."

The Company is committed to achieving the following goals in 2014:

First Goal: To raise annual revenue growth rate by 15% on the basis of digital marketing era and normal business operating environment.

Second Goal: To forge a closer bond with customers and to gain dominant market share of each product or service category in which the Company is active.

Third Goal: To place emphasis on people performance increase.

In regard to main strategy, the Company will consolidate all its available business networks to present the entire products or services to customers in a fully integrated manner, including being in constant quest of new sensations in support of organizational operations.

Major initiatives for each business line are as follows:

Printing Business: Core policy on cost management and cost reduction will be continued. Electrical consumption, in particular, will be further managed through cost-reduction procedures designed to help save substantial costs. Effort to control other consumable expenses will also be a prime focus. In addition, digital printing goals have been set to specifically meet the market demand for orders that require quick processing in small volume, essentially book publishers. The Company itself also has a requirement for such service, for example, reprint of fiction in a relatively small volume. This effort will be an additional revenue augmentation channel for the Company.

Furthermore, qualitative capability will be expanded. The main focus is on producing quality works and inventing innovative production approach to better meet customer demand in an internally developed and unique manner. Another division to be focused is Amarin Publishing Service, which is commercially engaged in provision of printing service to external customers. Amarin Publishing Service

has reported highly robust annual growth rate, driven by its strengths in content production – a strong point that successfully attracts its customers. In addition, the Company will place emphasis on opening up new markets in AEC.

Magazine Business: In 2014, the Company does not have any policy to introduce new magazine to the market. Instead, there will be a lot of emphasis on engagement and online content in response to today's more diversified media consumption tendency among the consumers, especially those online media. The Company's operations will be further developed in the direction that meets those trends. The Company aims to take dominant position in each of its business lines.

Book Publishing Business: The Company will set up a special unit to be referred to as "Blitz". In partnership with Amarin Book Center, the new unit will be active in analyzing trendy and popular topics among the general public that are currently evolving at a rapid pace. When the market trends are identified, books in direct response to the identified trends and popularity in any given period will be produced on an immediate basis.

In addition, the Company has engaged in its new business initiative, as having been aware among the general public as the digital television business. This issue would be subsequently described in details in Agenda 11.

Following the report of the 2013 operating results and the presentation of the 2014 business plan by the management, Miss Thidarat Samanmit informed the Meeting of the opinions given by the Board of Directors as follows: "The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should acknowledge the 2013 operating results of Amarin Printing and Publishing Public Company Limited and its 2014 business plan as proposed."

The Meeting acknowledged the said operating results and business plan of Amarin Printing and Publishing Public Company Limited as proposed.

This agenda did not require any voting.

Agenda 3: To consider and approve the Statement of Financial Position as of December 31, 2013, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2013, all of which have been audited by the Company's auditor for the year 2013.

Miss Tanaree Pimparu, Accounting and Finance Director, reported to the Meeting that the Statement of Financial Position and the Statement of Comprehensive Income for the year 2013, which had been audited by the auditor and reviewed by the Audit Committee, were properly prepared and accurate. The Company and its subsidiaries posted an annual net profit of 285,076,057.30 Baht in the 2013 fiscal year. The details of the said statements and profit achievement had been delivered to

shareholders in advance prior to the date of this Meeting for their thorough consideration. The summary of those financial statements are as follows:

Consolidated Financial Statements

| | | |
|--|----------|--------------|
| Total Assets | 2,527.44 | Million Baht |
| Total Liabilities | 468.75 | Million Baht |
| Shareholders' Equity | 2,058.69 | Million Baht |
| Total Revenue | 2,088.63 | Million Baht |
| Net Profit for Equity Holders of the Company | 285.08 | Million Baht |
| Earnings per Share (Baht) | 1.43 | Baht |

Individual Financial Statements

| | | |
|--|----------|--------------|
| Total Assets | 2,524.99 | Million Baht |
| Total Liabilities | 465.34 | Million Baht |
| Shareholders' Equity | 2,059.65 | Million Baht |
| Total Revenue | 2,090.51 | Million Baht |
| Net Profit for Equity Holders of the Company | 286.62 | Million Baht |
| Earnings per Share (Baht) | 1.43 | Baht |

An opinion given to the Meeting by the Board of Directors: "The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the said Statement of Financial Position, Statement of Comprehensive Income and Cash Flow Statement for the year 2013."

Mr. Chalernpol Waitayangkura, a shareholder, raised the following questions:

The first question: With reference to the financial policy ratio, as appeared in the financial statements on page 100 of the Annual Report, what factors contribute to the obvious difference in the interest coverage ratios achieved in the year 2011 (3,843.96 times), 2012 (1,159.41 times) and 2013 (827.32 times)?

The second question: With reference to page 113 of the Annual Report, the new and revised accounting standards that were not in force during the year 2013 (but have currently become effective since January 2014), and with reference to the statement on page 114 which says that "The Company management is evaluating the potential impacts on the financial statements to occur as a result of the practice of those new accounting standards", what potential impacts that the management have identified so far?

The third question: With reference to the write-off of bad debt during the year 2013, as appeared on page 126 of the Annual Report, is there any litigation through court of justice to settle the issue before final decision to write off those bad debts?

Mr. Chantachat Dhanesnitaya, Assistant Managing Director, Accounting & Finance Department, responded to the questions raised by Mr. Chalernpol Waitayangkura as follows:

With regard to the first question on the interest coverage ratios, the figures are consistent with the financial cost data presented on page 101 of the Annual Report. The financial costs are 596 thousand Baht and 694 thousand Baht for the year 2012 and 2013 respectively. It is obvious that the figure for the year 2013 does not have a significant increase from that of the year 2012. These financial costs are incurred by the Company's purchase of assets, as reported earlier to shareholders during the 2013 Annual General Meeting of Shareholders that those asset purchases were made by means of lease purchase. Technically, lease purchase incurs interest. The incurred interest is then used as a basis for calculation of the financial costs. As a matter of fact, the Company did not make significant asset purchase in 2013, but the assets were from purchase made in 2012. However, during that year, the amount was not calculated based on the entire year and payments have been made in installments on a continued basis into 2013. Indeed, it is these ongoing installments that have an influence on the interest coverage ratios. Actually, the amount of the interest payment involved is minimal but the way the data is calculated and presented in times exaggerates their variances.

As for the question on the new and revised accounting standards, the Company has been consulting with the auditor on a continued basis. Some parts of the revisions are unrelated to the Company's business. Those revisions directly related to the Company's business have only minimal impact on the Company.

In regard to the question on bad debt write-off, the Company files lawsuits against default parties before ultimately proceeding to write-off decision. However, the Company has established printing subcontract procedures designed to prevent occurrence of bad debts.

An anonymous shareholder raised the following questions:

The first question: What is the current revenue ratio of hard-copy magazine to digital one?

The second question: With reference to the data as appeared on page 105 of the Annual Report, there is an approximate increase by over 200 million Baht in cash flow in 2013, when compared to that of 2012. In the notes to financial statements, it is clarified that such increase is caused by current investments. What current investments that the Company is engaged in through the use of those amount?

The third question: The ratio of trade payables to trade receivables in 2013, as appeared on page 106 of the Annual Report, increases by approximately 10 million Baht when compared to its 2012 counterpart. However, the item 17 of the notes to financial statements state that the major causes of the increase in the trade payables are set out on page 134, which mentions "Others". Please explain the causes of the increase in details.

In response to the first question, Mrs. Rarin Utakapan Punjarungroj explained as follows: At present, the revenues generated from digital books account for less than 5% of those from the conventional printed format. The figure is considered relatively low. However, the digital book reports continued annual revenue growth each year.

Mr. Chantachat Dhanesnitaya responded to the second question on the cash flow and current investments as follows: Based on the data presented in the notes to financial statements on page 123 of the Annual Report, the cash flow in question is in the form of cash and bill of exchange (maturity of not over 3 months). The Company's current investments are utilized in fixed deposit account (maturity of 4-11 months) and government bond (maturity of 4-7 months). The reason behind both of the Company's investment choices is directly related to the digital television bid in December 2013. During and after the bid period, the NBTC, at that time, did not mention precisely when and how to collect bid payment from successful bidder. There was only an approximate time frame of 3 months after the end of the bid. Therefore, the Company decided to put the fund, originally set aside for the digital television business bid, into the said short-term investments, seeing that they were the most effective financial management available at that time.

As for the third question on the increase in the trade payables, the item 17 of the notes to financial statements on page 134 of the Annual Report indicates that the increase amounts approximately to 10 million Baht. As a matter of fact, the increased amount is a part of an advance deposit paid to the Company by a customer that had entered into several printing agreements with the Company, though the tasks have not been specified. Such payment by this single customer alone amounts approximately to 10 million Baht.

After all questions were answered by the management and no additional questions were raised by other shareholders, the Meeting was requested to cast their votes on this agenda.

After due consideration, the Meeting unanimously resolved to approve the said Statement of Financial Position, the Statement of Comprehensive Income and Cash Flow Statement for the year 2013. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,752,096 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,752,096 | 100.0000 |

Note: For this agenda, there were 4 more shareholders totaling 4,282 shares who registered for the Meeting, since Agenda 1.

Agenda 4: To consider approving the annual dividend payment for the operating results between January 1, 2013 and December 31, 2013.

Miss Thidarat Samanmit pointed out to the Meeting that it was the Company's policy to allocate not less than 60% of the achieved net profit after corporate income tax as dividend. As the operating results in the past year demonstrated a net profit of 285.05 million Baht, as reported to the Meeting in the earlier agenda, the Meeting was therefore requested to approve the annual dividend payment for the fiscal year 2013 in the form of stock and cash as per the details given below:

1. The dividend is to be paid in the form of common share of not over 20,000,000 shares at the par value of 1 Baht to the existing shareholders in proportion to their shareholding. The allocation ratio to be applied is 10 existing shares per 1 new share. (The Company has 200,000,000 common shares in total.) The total value to be involved in the stock dividend arrangement is not in excess of 20,000,000 Baht and represents a dividend of 0.10 Baht per share. In the event that, following the allocation of such stock dividend, there is any remaining portion of the existing shares, such remaining portion of the shares is subject to cash dividend, instead of stock dividend, at the ratio of 0.10 Baht per share.

2. The dividend is to be paid in the form of cash at 0.011111111111 Baht per share. (The Company has 200,000,000 common shares in total.) The total value to be involved in the cash dividend arrangement is 2,222,222.22 Baht.

Both of the dividend payment arrangements are equivalent to not over 22,222,222.22 Baht. The entire dividend will be subject to statutory withholding tax at the rate stipulated by law. The cash dividend will be used to pay the withholding tax. Shown below are the comparative payout ratios of the previous years.

| Year | Annual Dividend Pay-out Ratio | % Payment |
|------|-------------------------------|-----------|
| 2013 | 0.111111111111 Baht/Share | 8% |
| 2012 | 1.20 Baht/Share | 69% |
| 2011 | 0.90 Baht/Share | 76% |
| 2010 | 0.80 Baht/Share | 65% |
| 2009 | 0.80 Baht/Share | 72% |

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should

approve the annual dividend payment for the year 2013 as proposed. The dividend will be paid to eligible shareholders whose names are to be appeared in the shareholder registration book on April 28, 2014. The shareholder registration book will be closed on April 29, 2014, to collect the shareholder name list. The dividend payment is scheduled on May 12, 2014.”

After due consideration, the Meeting unanimously resolved to approve the said annual dividend payment for the operating results between January 1, 2013 and December 31, 2013 at the proposed pay-out ratio and terms. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,740,296 | 99.9913 |
| Disapprove | - | - |
| Abstain | 14,000 | 0.0087 |
| Total | 161,754,296 | 100.0000 |

Note: For this agenda, there was 1 more shareholder totaling 2,200 shares who registered for the Meeting, since Agenda 3.

Agenda 5: To consider and approve the registered capital increase initiative in support of the stock dividend payment.

Miss Thidarat Samanmit pointed out to the Meeting that in consequence of the dividend payment in the form of common share, the Company would need to allocate not over 20,000,000 common shares in support of the stock dividend payment. Therefore, the Company would need to increase its registered capital from 200,000,000 Baht to 220,000,000 Baht by means of issuance of 20,000,000 new common shares at the par value of 1 Baht for the purpose of implementing the said stock dividend arrangement.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the registered capital increase initiative in support of the stock dividend payment as proposed.”

After due consideration, the Meeting unanimously resolved to approve the registered capital increase initiative from 200,000,000 Baht to 220,000,000 Baht by means of issuance of 20,000,000 new common shares at the par value of 1 Baht in support of stock dividend payment as proposed. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,754,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,754,296 | 100.0000 |

Agenda 6: To consider and approve the amendment to be made to Article 4 of the Memorandum of Association to be in line with the registered capital increase initiative.

Miss Thidarat Samanmit pointed out to the Meeting that in consequence of the registered capital increase initiative to be implemented in support of the stock dividend payment, as per the details set forth in Agenda 5, the Company would need to make an amendment to Article 4 of the Memorandum of Association. Namely, the Company's registered capital would be changed from 200 million Baht to 220 million Baht.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the amendment to be made to Article 4 of the Memorandum of Association governing the amount of the Company's registered capital in order to be in line with the registered capital increase initiative."

After due consideration, the Meeting unanimously resolved to approve the amendment to be made to Article 4 of the Memorandum of Association governing the amount of the Company's registered capital in order to be in line with the registered capital increase initiative. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,754,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,754,296 | 100.0000 |

Agenda 7: To consider and approve the allocation of new common shares in support of the stock dividend payment.

Miss Thidarat Samanmit pointed out to the Meeting that in consequence of the registered capital increase initiative in support of the stock dividend payment, as per the details set forth in Agenda 5, the Company would need to allocate the new common shares to implement the stock dividend arrangement. For this purpose, the Meeting was requested to consider approving the

allocation of the Company's new common shares of not over 20,000,000 shares at the par value of 1 Baht to the existing shareholders in proportion to their shareholding. The allocation ratio to be applied is 10 existing shares per 1 new share. This practice is intended for the fulfillment of the stock dividend arrangement. In the event that, following the allocation of such stock dividend, there is any remaining portion of the existing shares, such remaining portion of the shares is subject to cash dividend, instead of stock dividend, at the ratio of 0.10 Baht per share. For this purpose, President or Chief Executive Officer, or their authorized persons, shall have the authority to consider and determine other details relevant to the allocation of the said new common shares.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the the allocation of new common shares in support of the stock dividend payment as proposed."

After due consideration, the Meeting unanimously resolved to approve the allocation of the Company's new common shares of not over 20,000,000 shares at the par value of 1 Baht to the existing shareholders in proportion to their shareholding. The allocation ratio to be applied is 10 existing shares per 1 new share. This practice is intended for the fulfillment of the stock dividend arrangement. In the event that, following the allocation of such stock dividend, there is any remaining portion of the existing shares, such remaining portion of the shares is subject to cash dividend, instead of stock dividend, at the ratio of 0.10 Baht per share. For this purpose, President or Chief Executive Officer, or their authorized persons, shall have the authority to consider and determine other details relevant to the allocation of the said new common shares. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,754,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,754,296 | 100.0000 |

8.2 After due consideration, the Meeting resolved to approve the re-election of Mr. Somchai Phagaphasvivat for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,766,296 | 99.9994 |
| Disapprove | 1,000 | 0.0006 |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Note: For this agenda, there was 1 more shareholder totaling 13,000 shares who registered for the Meeting, since Agenda 8.1

8.3 After due consideration, the Meeting resolved to approve the re-election of Mrs. Supawadee Komaradat for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,652,996 | 99.9293 |
| Disapprove | 114,300 | 0.0707 |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

8.4 After due consideration, the Meeting resolved to approve the re-election of Mrs. Suphab Noi-Um for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,766,296 | 99.9994 |
| Disapprove | 1,000 | 0.0006 |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Agenda 9: To consider and fix the remuneration of directors for the year 2014.

Miss Thidarat Samanmit pointed out to the Meeting as follows: The remuneration to be provided to directors, independent directors and Audit Committee members for the year 2014 has been determined by taking account of the Company's business type and size and the directors' functional contribution to the Company's operating performance. These considerations are comparable to those being applied in other companies in the same industry and commensurate with the functions,

responsibilities and commitments assigned to the Board of Directors, independent directors and Audit Committee members. The details regarding this issue had been delivered to shareholders prior to the date of this Meeting for their thorough consideration.

The remuneration to be paid to directors for the year 2014 is described below:

1. No remuneration is paid to directors who are employee of the Company.
2. Monthly remuneration of 10,000 Baht is paid to non-employee directors.
3. External directors who are also members of Audit Committee will receive the monthly remuneration of 30,000 Baht and meeting allowance of 20,000 Baht per session.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the said remuneration as proposed by the Nomination and Remuneration Committee.”

Mr. Chalernpol Waitayangkura, a shareholder who attended the Meeting in person, remarked that, in order for this agenda to be approved, not less than two-thirds of the votes present in the Meeting, instead of the majority votes, should be cast in favor of the agenda. According to Mr. Chalernpol, he said that he would like to make this remark just for the records in order to comply to the law even if, as a matter of fact, the approval by majority votes might be granted by shareholders in excess of two-thirds of the total votes present in the Meeting.

After due consideration, the Meeting unanimously resolved to approve the said remuneration for directors for 2014 according to the proposed rates and terms with votes more than two-thirds of the shareholders, who were present and eligible for voting as follows

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,767,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Agenda 10: To consider the appointment of independent auditor and the determination of the audit fees for the year 2014.

Miss Thidarat Samanmit pointed out to the Meeting that the Company has given opportunity for various accounting firms to propose the remuneration for their audit service for the year 2014. The Audit Committee would select the accounting firm for the Company and its subsidiaries based on their service track records, independence and remuneration. The Company approved to propose to the Meeting that one of the following auditors from Dharmniti Auditing Co., Ltd. be appointed as the auditor for the fiscal year 2014:

1. Ms. Sulalit Ardsawang CPA License No. 7517 or
2. Mr. Thanawut Piboonsawat CPA License No. 6699 or
3. Ms. Wannisa Ngambuatong CPA License No. 6838

The selected auditor will be authorized to audit and approve the financial statements of the Company and its subsidiaries. The auditor remuneration for the year 2014 comprises:

- (1) Quoted audit fees for Amarin Printing and Publishing Public Company Limited: 850,000 Baht
- (2) Quoted audit fees for Amarin Television Co., Ltd.: 335,000 Baht

The total annual audit fees for the year 2014 amounts to 1,185,000 Baht. The amount represents a year-on-year increase by 165,000 Baht, or 16.18%, from 2013.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Board of Directors should approve the appointment of Dharmniti Auditing Co., Ltd., to act as the Company’s independent auditor and the proposed annual remuneration for the year 2014.”

After due consideration, the Meeting unanimously resolved to approve the appointment of one of the above-mentioned three auditors: Ms. Sulalit Ardsawang CPA License No. 7517; or Mr. Thanawut Piboonsawat CPA License No. 6699; or Ms. Wannisa Ngambuatong CPA License No. 6838, from Dharmniti Auditing Co., Ltd., to act as the Company’s independent auditor for the year 2014. The selected auditor will be authorized to audit and approve the financial statements of the Company and its subsidiaries for the remuneration of 1,185,000 Baht according to the proposed rates and terms. The vote breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,767,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Agenda 11: To consider and ratify the transaction, implementation in compliance with the bid criteria, procedures and conditions imposed by the Office of the National Broadcasting and Telecommunications Commission (“NBTC”), as well as ratifying any necessary and relevant implementation of preconditions for the purpose of acquiring frequency permit to enable Amarin Television Co., Ltd. (“Amarin Television”), whose 99.99% of its shares is owned by the Company, to provide digital television service on nationwide business category (“Permit”). The ratification is required on the grounds that the size of the asset acquired or disposed by the Company exceeds 100%. (As per the details given in Enclosure No. 6 and No. 7)

Miss Thidarat Samanmit pointed out to the Meeting that as Amarin Television Co., Ltd. (“Amarin Television”), whose 99.99% of its shares is owned by the Company, had entered into the transaction and implemented preconditions to comply with the bid criteria, procedures and conditions imposed by the Office of the National Broadcasting and Telecommunications Commission (“NBTC”), as well as implementing any necessary and relevant preconditions for the purpose of acquiring frequency permit to enable it to provide digital television service on nationwide business category (“Permit”) with the bid price of 3,320,000,000 Baht (excluding VAT). In addition, Amarin Television also had entered into the High Definition Terrestrial Digital Television Network Service Agreement with the Royal Thai Army Radio and Television for a period of 14 years and 5 months that would incur total approximate fees of 2,449,680,000 Baht (excluding VAT). Amarin Television also had anticipated that it would require another 100,000,000 Baht budget to fund additional investments in studio building and equipment procurement. Therefore, the total value of the transaction would be approximately 5,869,680,000 Baht. The said transaction is considered the acquisition or disposition of assets according to the Capital Market Supervisory Board Notification No. TorChor. 20/2551 governing Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand governing Disclosure of Information and Required Actions of Listed Companies concerning the Acquisition or Disposition of Assets, 2004. This is based on the maximum transaction size of 230.47% on the basis of total consideration paid; and calculated at the time the Board of Directors approved the transaction using the consolidated financial statements for the period ended September 30, 2013. In addition, the transaction is based on the maximum transaction size of 232.24% on the basis of total consideration paid; and calculated using the consolidated financial statements for the period ended December 31, 2013.

As the transaction size exceeds 100%, it therefore falls under Class 4 Transaction pursuant to the notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, as stated above. Therefore, the Company is required to report and disclose the information on the acquisition of those assets to the Stock Exchange of Thailand and other relevant governmental agencies as well as hosting a shareholder meeting to seek final approval for the entry into such transaction. However, pursuant to the NBTC criteria, procedures and conditions on acquiring the said permit, Amarin Television would need to pay permit fees within 30 days after its receipt of written confirmation of being a successful bidder and after its entry into the said Network Service Agreement with the Royal Thai Army Radio and Television. Such time frame for the permit fee payment had been in effect before shareholders approved the Company’s entry into the transaction. The Board of Directors Meeting No. 1/2014, held on January 30, 2014, resolved to follow the bid criteria, procedures and conditions imposed by the NBTC in order to acquire the permit. Due to the reasons as explained, it was necessary

for the Company to seek final approval from the Meeting for the ratification of the transaction.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the ratification of the said transaction to be in compliance with the bid criteria, procedures and conditions imposed by the NBTC. The Meeting should also approve the ratification of any necessary and relevant implementation of the preconditions to acquire the frequency permit that will enable Amarin Television Co., Ltd. (“Amarin Television”), whose 99.99% of its shares is owned by the Company, to provide digital television service on nationwide business category (“Permit”) due to the fact that the size of the asset acquired or disposed by the Company exceeds 100%.”

In addition, Mrs. Rarin Utakapan Punjarungroj gave additional information on the business of Amarin Television to the Meeting as follows: When considering the total annual value of revenue generated by all media in the entire advertising industry in the year 2013, worth approximately 140,000 million Baht, advertising on television media alone accounts for around 80,000 million Baht, or equivalent to 60% of the entire advertising industry revenue for the year. The data indicates that the advertising on television media is very critical to the Company’s revenue generation capability. Therefore, when the NBTC took efforts to introduce the digital television system in Thailand, the Company decided to branch out into this new business as a digital television operator, especially in the high-definition category, or “HD”. The Company anticipates that the high-definition category is highly likely to generate the highest value when compared to other categories. After entering into the digital television business, the Company managed to develop the strategy for television program broadcast in the direction that will allow audience to view the program from all reception channels such as computer, mobile phone or tablet, based on the concept of TV Everywhere. The concept will promote access to the Company’s digital television service among the audience. In addition, the entry into the digital television business provides great benefits to the Company as it can reinforce organizational strengths and potential as well as enabling the Company to service customers in a fully integrated manner. The major advantage of the Company over other competitors is that the Company’s advertising customer base consists dually of both advertising agency and product/service owner. Although the emergence of many digital television channels will reduce the rate of per-minute advertising charge, there is also an advantage in that larger number of target audiences/customers will be able to access advertising media that are broadcast via the digital television service as a consequence of lower per-minute charge rate. The Company will enjoy considerable advantages over other competitors out of its strong business bond with the advertising agency and product/service owner. Furthermore, as the Company also owns and operates other media, it is commercially viable for the Company to develop strategy for integrating sales of those other media into the television media.

After that, samples of television programs, planned to be broadcast on the digital television channel, were shown to the Meeting.

Mrs. Rarin Utakapan Punjarungroj further pointed out to the Meeting as follows: The program content to be broadcast on the Company's digital television channel will be make available from a combination of sources; namely in-house production, import, including joint production with business alliances.

An anonymous shareholder raised the following questions: Will audience in the other ASEAN nations be able to view the programs after the Company begins to provide its digital television service? And from where the Company will broadcast its programs?

Mr. Cheewapat Nathalang responded to the question as follows: As for the broadcast coverage area, at present the programs is subject to be broadcast in compliance with the regulations imposed by the NBTC, called criteria for general television broadcast, or otherwise referred to as "Must Carry". The "Must Carry" requires television networks to broadcast programs on concession channels. As for the broadcast signal to overseas target area via Thaicom satellite, technically speaking, other countries geographically located within the footprint of Thaicom satellite service network will be able to receive the signal. This allows the audience in those countries to view the broadcast programs. However, in some cases, broadcast programs are allowed to be on air only within Thailand due to copyright requirements. Therefore, in order to view those copyrighted programs, the audience will need signal encryption system in their set-top boxes. Only domestically-produced set-top box can control signal reception. As for the broadcast station, the Company will renovate the venue at its head office on Arun Amarin Road to be the center for all of its digital television business operations.

Mr. Chalernpol Waitayangkura, a shareholder who attended the Meeting in person, made suggestions and raise questions as follows:

The first case: As the opinions on the Company's digital television project, as given by independent financial advisor, is based only on current data, there is no guarantee in the long term that the project will reach breakeven point or generate profit within the specified time frame, as anticipated by the financial advisor. In addition, the financial advisor should have made projections about the operating results of the project in different possibilities and on a comparative basis; namely normal operating results, worst-case scenario, and best possible results. This data should have been made available and presented to shareholders and the management of the Company.

The second case: Mr. Chalernpol made a suggestion to the Company's management as follows: As the Company is originally active in publishing business with high-end target customer base. This is considered a revenue generation from advertising media directed at specific target group. However, now that the Company has branched out into the television business that will generate

revenue from larger customer base, it is advisable for the Company to realign its strategy development in response to the television media.

The third case: Mr. Chalernpol made another suggestion as follows: He agrees with the Company to have planned its customer base expansion initiative to the audience in other ASEAN nations. However, he would like to propose an initial expansion into the neighboring countries, which are CLMV countries (Cambodia, Lao PDR, Myanmar and Vietnam).

After that, an anonymous shareholder re-inquired whether the Company's broadcast of its digital television channel will cover the audience in other ASEAN nations. Additional suggestion was made: If the audience in those countries can also view the programs, this will be highly beneficial to the Company's revenue generation capability given the large population of those nations.

Mrs. Rarin Utakapan Punjarungroj pointed out to the Meeting as follows: Technically speaking, the audience in other ASEAN nations will be able to view the television programs that the Company will broadcast. But that may not be interpreted as a direct contributing factor for the Company's higher revenue. This is due to the fact that the revenue to be generated from the digital television business will be derived from advertising media sales within Thailand. The contributing factor for the advertising media sales is rating, or the outcome of audience measurement systems that specify the audience size for each broadcast television program. The measurement of the rating is carried out mainly among domestic audience. However, plans for customer base expansion into other ASEAN markets have been in the pipeline and will be implemented in an appropriate manner that should generate tangible revenue to the Company.

In regard to the suggestion that the Company should pay attention to the shift in revenue generation strategy from the specific customer base to the larger one, the Company has been keeping in mind such a move and a number of strategies have been developed to be in response to the strategy shift. However, the useful opinions and suggestions made by shareholders will be considered for possible integration into the Company's operations.

Mr. Chokchai Punjarungroj, Managing Director to Amarin Television, further pointed out the digital television business to the Meeting as follows: In the future, television programs that have been broadcast will be configured to be accessible to audience via various reception channels in addition to television, especially the content reception via smart phone. The Company will capitalize on this capability to promote revenue generation from e-commerce. Namely, television programs will be used as a channel for presentation and sales of the Company's products. In doing so, the Company will rely on its big advantage over other competitors in terms of its ownership of publishing business, bookstore, printed materials including logistical systems that are readily available for such business move.

In addition, Mr. Chokchai gave additional information to the Meeting as follows: The key factor in the television business is program content. In the future, the Company will implement plans to create its own music artists and film stars in order to support in-house content production in a fully integrated manner. However, in order to reach that point, there will be step-by-step procedures to provide the foundations and readiness for concrete implementation of each step.

An anonymous shareholder inquired about revenue projections for the year 2014-2016 and television advertising charge rate to be applied.

Mr. Chokchai Punjarungroj pointed out as follows: In regard to the plan to generate revenue from the digital television business, as a person directly in charge of the matter, I can confirm that the Company is determined to, and ready to take strenuous efforts to, make the business generate strong returns on investment and reach its breakeven point as soon as possible. However, certain strategies are confidential and unsuitable to be disclosed.

Representatives from Thanachart Securities Public Company Limited, also in capacity as independent financial advisors for the Company's asset acquisition, further pointed out to the Meeting the revenue projections for the digital television business as follows: The annual revenue projections between 2014 and 2029 have been made and available in the independent financial advisors' opinions heading on page 27. The projected revenue for the year 2014, 2015 and 2016, as inquired, are 230 million Baht, 653 million Baht and 801 million Baht, respectively. The projections are based on diversified data gathered from various sources that include the interview sessions with executives and the data obtained from other corporations in the television industry. The major factor directly influential in the possibilities of the projections is the rate of per-minute advertising charge. However, the per-minute advertising charge rate is considered a trade secret and unable to be disclosed at present, as stated earlier by the management. In addition, in regard to the shareholder's opinion on positive and negative data analysis that should have been prepared by independent financial advisors for presentation to the management, the data pertaining to the said issue is referred to as sensitive analysis and has been made available on page 33. The data is meant to provide the hypotheses about potential impacts on the project in the case of increase or decrease in the advertising charge rate.

An anonymous shareholder inquired about the progress that had been made on television media advertising sales when compared to sales projections. And what approach the Company adopts to purchase the program content at a reasonable price?

Mrs. Rarin Utakapan Punjarungroj pointed out as follows: At present, the Company's advertising sales agents have not yet received order placement confirmation from specific business operators because the Company is under broadcast trial period and television program introduction to sales agents is being implemented. As for the approach to program content provision, the Company places

emphasis on in-house production by its own staff so as to better meet the demand and preference of the target audience. As for the purchase of program content from overseas sources, highly prudential strategy is deployed. In particular, the Company capitalizes on its status of television channel that deals directly with the sources in order to negotiate an agreement for more reasonable purchase price, when compared to general minor purchasers.

Mr. Suwit Sriwilairit, a shareholder who attended the Meeting in person, inquired about the ratio of in-house program content to that purchased from external sources. He also inquired whether, and how, the programs that had been broadcast through satellite television on Amarin Active TV would be rerun on the digital television. Another question raised was whether those programs that had been produced and broadcast on free TV, such as Baan Lae Suan on Channel 9 MCOT, would remain available. He opined that the annual write-off of permit fee depreciation, worth over 200 million Baht per year, through straight-line method at the same amount each year over the entire period of 15 years might be a burden during the initial years. He noted that the said write-off method might not reflect actual operating results to be achieved. He proposed that the write-off that increases the amount on a yearly basis would be more appropriate.

Mr. Chantachat Dhanesnitaya pointed out as follows: In regard to the write-off of the said permit fee depreciation, it is necessary to use the straight-line method in order to comply with accounting standard. In addition, according to further explanation by the auditor from Dharmniti Auditing Co., Ltd, the straight-line method is more appropriate.

Mr. Chokchai Punjarungroj pointed out the provision of the program content as follows: Our program content is in part provided by overseas sources to help create our clearer channel format. This part accounts for approximately over 10% of our overall program content. Another 25% is made available through joint production with domestic producers. The remainder is produced in-house. As for those programs previously broadcast on Amarin Active TV, they will be rerun on the digital television, with certain additional content to refresh the programs and with opportunity to integrate commercial product presentation into the program. In addition, advertising agencies, during the Company's television program introduction session, prefer the Company to place emphasis on in-house production so as to provide greater sales opportunity, as products or services can be integrated into the program. Such integration is highly unlikely among those imported television programs. As for the previous involvement in the program production for free TV, the Company has discontinued those services and relocated its personnel to the head office to focus efforts on program development to be broadcast on the digital television channel.

Mr. Chalernpol Waitayangkura, a shareholder who attended the Meeting in person, made an additional suggestion for the digital television project as follows: As the Company has just entered into

this business and therefore is not much recognized among the general public. It is advisable to place emphasis on brand building efforts to gain quick public recognition. In addition, he stresses that as the revenue projections are the figures calculated based on business operations under normal situations, the Company will have to be more cautious about managing this new business in the face of the current abnormal domestic situations. According to his comment, he will be keeping his fingers crossed that the Company will weather the difficulties unscathed. He urged the Company to have in place a listing preparedness plan for Amarin Television to be traded on the Stock Exchange of Thailand to raise funds from the public in the future.

Mr. Winai Sirisasithon, a shareholder who attended the Meeting in person, expressed concern over the Company's investment in the digital television business whether, and how, it would have any adverse impact on the Company's dividend payment performance. He also urged the Company to list Amarin Television on the Stock Exchange of Thailand.

Mrs. Metta Utakapan pointed out the issue of concern over the impact on dividend payment performance as follows: If the digital television business operations are implemented on track as planned, there will be no adverse impacts on its mother company's operations. This is because the investment by Amarin Television is funded by bank loans. Therefore, as long as the Company is able to generate profit, and although Amarin Television will have to report a loss operating results during its initial period, the Company will still be able to pay dividend to shareholders, depending on the economic and political situations at the time when the future dividend payment is to be made. The Company has placed strong emphasis on shareholders.

After due consideration, the Meeting unanimously resolved to approve the ratification of the transaction, implementation in compliance with the bid criteria, procedures and conditions imposed by the Office of the National Broadcasting and Telecommunications Commission ("NBTC"), as well as approving the ratification of any necessary and relevant implementation of preconditions for the purpose of acquiring the frequency permit to enable Amarin Television Co., Ltd. ("Amarin Television"), whose 99.99% of its shares is owned by the Company, to provide the digital television service on the nationwide business category ("Permit"), on the grounds that the size of the asset acquired or disposed by the Company exceeds 100%. The resolutions were passed according to the proposed rate and terms and based on the majority of votes by the shareholders who were present and eligible for voting. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,767,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Agenda 12: To consider and approve the debenture issuance and offer worth not in excess of 1,500 million baht. (As per the details given in Enclosure No. 8)

Miss Thidarat Samanmit pointed out to the Meeting as follows: In consequence of the Company's requirement of spare liquidity and improvement in cost capital management, the Company has therefore proposed a plan to raise additional funds by means of debenture issuance and offer worth not in excess of 1,500 million Baht, as per the details given below:

Type of Debenture: All types of debentures, with and/or without debenture holder name registration, secured and/or unsecured, with and/or without proxy for debenture holder, subordinated and/or unsubordinated, depending on market condition at each issuance and offer.

Value: The value of the debenture to be issued is not in excess of 1,500 million Baht and funds to be raised by means of either single or multiple offers.

Currency: To be offered in Thai Baht and/or other currencies.

Coupon Rate: Depending on market condition at each issuance and offer.

Maturity: Not over 7 years after each issuance date.

Early Redemption: Debenture holder and/or the Company may have or may not have rights to redeem the debenture before the end of its maturity, depending on the terms and conditions to be laid down in each issuance.

Offer: To be domestically and/or overseas offered by means of public offering and/or private placement and/or to major shareholders and/or domestic and/or overseas institutional investors in compliance with the Notification of the Capital Market Supervisory Board and/or other relevant regulations applicable at the time of issuance and offer.

Special Conditions: In the event of the Company's redemption or repayment to be made to the above debenture, the Company will be entitled to subsequently issue additional debenture units to offset the redeemed or repaid portion. This implementation must fulfill the required terms and conditions and be within the approved capital-raising amount (Revolving Basis). In addition, when combined with other remaining debenture

units, the maximum aggregate value of the overall debenture after such an implementation must not exceed the approved capital-raising limit.

For this purpose, the Board and/or President and/or Chief Executive Officer and/or their authorized persons shall have the authority to lay down the terms and conditions and determine details necessary for and relevant to the debenture issuance and offer. These include the followings, for example, determination of debenture title, number of debenture units to be available in each offer, debenture type, collateral (if required), offering price per unit, requirement, maturity, redemption period, early redemption right, coupon rate, repayment procedure, distribution procedure, offer details as well as arranging debenture registration with the Thai Bond Market Association or other secondary markets. These persons and/or their authorized persons also have the authority to appoint financial advisor, lead arranger, credit-rating agency, asset appraiser, legal advisor, debenture holder registrar, proxy for debenture holder or other advisors or any other persons relevant to the debenture issuance and offer. In addition, they are also authorized to sign relevant documents and agreements as well as making contact, providing required information and submitting documents to the Securities and Exchange Commission (SEC) or associated agencies and taking any other actions deemed necessary for and relevant to the debenture issuance.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Board of Directors has considered the details of the agenda and agreed to propose that the Meeting should approve the said debenture issuance and offer as proposed.”

Mr. Chalernpol Waitayangkura, a shareholder who attended the Meeting in person, make suggestions as follows: The Company should take this opportunity to seek approval from the Meeting to issue the debenture in the form of general mandate. Namely, the value of the debenture should be approved by the Meeting in advance and the Meeting should authorize the Board of Directors to be able to consider each issuance and offer as deemed appropriate. This mechanism will enable the Company to raise the required funds in a more flexible manner and require shorter implementation period.

Mr. Chantachat Dhanesnitaya pointed out as follows: The Company has thoroughly considered the fund requirement and concluded that 1,500 million Baht is sufficient to cover the needs in parallel with adherence to good corporate governance principles. Therefore, the Company has decided to seek approval from shareholders on a yearly basis. In addition, switching to another debenture issuance method as suggested will require additional agenda for shareholders to further vote on the issue. At this stage, the chosen debenture issuance method is viewed appropriate and sufficient, and the general mandate method is not yet necessary.

As there were no more questions raised, Chairperson of the Meeting requested the Meeting to vote on the agenda.

After due consideration, the Meeting unanimously resolved to approve the debenture issuance and offer as proposed, based on the majority of votes cast by the shareholders who were present and eligible for voting. The voting breakdown is shown below:

| | Votes | Percent |
|------------|-------------|----------|
| Approve | 161,767,296 | 100.0000 |
| Disapprove | - | - |
| Abstain | - | - |
| Total | 161,767,296 | 100.0000 |

Agenda 13: To consider other issues.

No other issues were raised by shareholders.

Miss Thidarat Samanmit informed the Meeting that as the voting procedures of each agenda had been completed, it was then the time to move on to the Q&A session and expression of opinions to the Company. Below are summary of questions raised by shareholders and responses made by the management members.

Mrs. Pensri Chintananon, a representative from Thai Investors Association, inquired about the collective action coalition for Thai private sector against corruption. The anti-corruption initiative is currently implemented by Thai Listed Companies Association in partnership with other agencies. According to Mrs. Pensi, the Company has not yet ratified the initiative. She inquired about the Company's policy towards the issue.

Mr. Chantachat Dhanesnitaya pointed out to the Meeting as follows: In 2013, the Board of Directors resolved to approve the Company's response to participate in the implementation of the initiative. At present, the Company's ongoing step is to ratify the initiative.

No other shareholders raised any further questions. Chairperson of the Meeting thanked all shareholders and participants and declared the Meeting adjourned at 5.15 pm.

Mrs. Metta Utakapan
Chairperson of the Meeting

(Mrs. Ampawan Suwanruangsri)

Minutes Taker