

**Minutes of the Annual General Meeting of Shareholders Year 2016**  
**of**  
**Lanna Resources Public Company Limited**

The Meeting was held on Monday, April 25, 2016 at 15:00 hrs, at the Grand Hall Room, 2<sup>nd</sup> Floor, Plaza Athenee Bangkok-A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok.

Mr. Somkiart Limsong, Chairman of the Board, presided as the Chairman of the Shareholders' Meeting, by which he stated that this Shareholders' Meeting had 187 shareholders holding 23,050,668 shares attending the meeting in person and 109 shareholders holding 336,770,763 shares granting proxies to attend the meeting, for a total of 296 persons holding an aggregate amount of 359,821,431 shares or 68.5375 percent of the total paid-up shares, constituting a meeting quorum, according to the Company's regulations. Accordingly, the Chairman commenced the Annual General Meeting of Shareholders Year 2016 and introduced the following directors, executives and the representative of the auditor.

- |                                 |   |
|---------------------------------|---|
| (1) Mr. Somkiart Limsong        | Chairman of the Board                                       |
| (2) Mr. Vanchai Tosomboon       | Director  |
| (3) Mr. Paul Heinz Hugentobler  | Director  |
| (4) Mr. Tanon Tantisunthorn     | Director  |
| (5) Mr. Padoong Techasarintr    | Independent Director and Audit Committee Chairman           |
| (6) Mr. Adul Tantharatana       | Independent Director and Audit Committee Member             |
| (7) Mrs. Duangkamol Suchato     | Independent Director and Audit Committee Member             |
| (8) Mr. Akasit Jirayuwanon      | Independent Director  |
| (9) Mr. Kraisi Sirirungsi       | Director and Nomination and Remuneration Committee Chairman |
| (10) Mr. Suroj Subhasavasdikul  | Director  |
| (11) Mr. Visit Tantisunthorn    | Director  |
| (12) Mr. Srihasak Arirachakaran | Director and Chief Executive Officer                        |
| (13) Mr. Anun Louharanoo        | Director and Risk Management Committee Chairman             |

Thirteen of fourteen directors have attended this general meeting of shareholders as presented above. One director, Mr. Vorathep Rangchaikul, was absent from the meeting, who was retired by rotation at this meeting and had sent a notification letter, declining reappointment after the retirement by rotation as he has many other business obligations and therefore is unable to help manage the business.

Mr. Somkiart Limsong, Chairman, assigned Mr. Saharat Vatanatumrak, Company Secretary and Chief Officer – Corporate, to introduce the Management and the Auditor who attended this meeting as follows:

- |                                |   |
|--------------------------------|---|
| (1) Mr. Prasert Promdech       | Chief Officer – International Marketing   |
| (2) Mr. Sudusit Ounsangchan    | Chief Officer – Coal Business Development |
| (3) Mr. Vacharachai Nachailert | Chief Officer – Domestic Marketing        |
| (4) Mrs. Petcharat Chayanon    | Chief Officer – Finance and Accounting    |
| (5) Mrs. Saifon Inkaew         | Auditor, EY Office Limited                |
| (6) Ms. Kasama Sawetiwat       | Auditor Team Member, EY Office Limited    |
| (7) Ms. Sathida Ratananurak    | Auditor Team Member, EY Office Limited    |

The Thai Investors Association (TIA) as the shareholder has submitted a letter notifying that Ms. Chiraporn Amornphattharasin (“Right Protection Volunteer”) was the proxy from TIA assigned to attend this Shareholders’ Meeting. Accordingly, TIA has carried out the quality assessment of the Annual General Meeting of Shareholders of the listed companies since year 2006 until present.

In cooperation with the Securities and Exchange Commission, before the Annual General Meeting of Shareholders Year 2016 the Company showed to the shareholders three promotional videos raising the awareness concerning corruption provided by King Prajadhipok’s Institute.

Before entering upon the meeting agendas procedure and in order to properly conduct the meeting, the Chairman assigned Mr. Saharat Vatanatumrak, Company Secretary, to clarify the rules of the meeting and practices for voting and vote counting procedures for each of the meeting agenda, which could be summarized as follows (details have been provided within the Meeting Invitation):

(1) The Company made announcement on the Company’s website in order to open opportunity and give right to the shareholders to propose the shareholders’ meeting agendas that were deemed important and to propose names of qualified persons for new directorship appointment in advance during October 1, 2015 until December 31, 2015. Accordingly, there were no shareholders proposing additional meeting agenda. Therefore, the meeting would be carried out according to the Company’s regulation and the meeting agendas as established within the meeting invitation which had been forwarded to the shareholders.

(2) Voting shall be conducted openly with one share being counted as one vote, with the following procedures.

(2.1) The shareholder attending the meeting in person and the proxy holder both natural person and juristic person with Proxy Form A must vote according to the number of shareholding or as granted by the proxy and cannot divide the votes within each of the agendas. If the voting for each agenda is below or exceeding the number of shareholding or as granted by the proxy or being divided or voting not as specified by the Proxy Form in any agenda, the voting shall be deemed incorrect and all be counted as abstained votes.

(2.2) The proxy holder with Proxy Form B and C must vote according to the remarks that the proxy grantor has specified in the Proxy Form. The Company’s staff has written the number of shares or number of votes in the provided voting ballots, to be conducted as follows:

(2.2.1) The proxy holder with Proxy Form B must vote according to the number of shareholding as granted by the proxy and cannot divide the votes within each of the agendas. If the voting for each agenda is below or exceeding the number of shareholding or as granted by the proxy or being divided or voting not as specified by the Proxy Form in any agenda, the voting shall be deemed incorrect and all be counted as abstained votes.

(2.2.2) The proxy holder with Proxy Form C (in the case that the grantor is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares) may divide the voting for each agenda. If the voting in any agenda exceeds the number of shares granted by the proxy or not as specified by the Proxy Form, the voting shall be deemed incorrect and all be counted as abstained votes. If the voting in any agenda is as specified by the Proxy Form but less than the number of shares granted by proxy, all the missing votes shall be counted as abstained votes.

(3) For the voting in any of the meeting agendas (except for Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation, and Agenda No. 8: To Consider the Amendment on Clause 3 of the Memorandum of Association), if there are no other different or conflicting opinions from any shareholder, the voting ballot will not be need to be filled out and the particular meeting agenda will therefore be considered as unanimously resolved. On the other hand, if any shareholder has any other or different or conflicting opinion or disagrees with the proposal of the Board of Directors or abstains from the voting, the voting ballot will be filled out for the vote counts. In order for quick vote counting process, only the votes that disapprove and abstain will be counted. Those who do not object or abstain are assumed to be approving of the particular meeting agenda. Therefore, any shareholder who does not approve or abstain on any meeting agenda should raise his/her hand and the Chairman will ask the Company’s staff to collect the voting ballots for further vote counting and subsequently notify the resolution to the meeting.

(4) For the voting in Agenda No. 5 “To Consider the Appointment of Directors Retired by Rotation”, every shareholder’s vote shall be counted to appoint the director individually. The Company’s staff will be collecting the voting ballots from the shareholders for vote counting and subsequently notify the resolution to the meeting. If any shareholder does not submit the voting ballot, all the missing votes shall be counted as the abstain votes.

(5) For the voting in Agenda No. 8 “To Consider the Amendment on Clause 3 of the Memorandum of Association”, every shareholder’s vote shall be counted. The Company’s staff will be collecting the voting ballots from the shareholders for vote counting and subsequently notify the resolution to the meeting. If any shareholder does not submit the voting ballot, all the missing votes shall be counted as the abstain votes.

(6) The meeting resolutions for each meeting agenda shall normally be based on the majority votes, which have been informed within the Meeting Invitation forwarded to the shareholders for each of the meeting agenda. If the voting counts are equal, the Chairman will have the right for a casting vote. In other cases where different laws or Company’s regulations apply, the Chairman will inform the shareholders before the voting procedure of the particular agenda.

(7) The shareholder who has any direct stake or interest in any agenda is not allowed to vote in the particular agenda. The Chairman shall inform the shareholder before the voting of the particular agenda.

(8) A vote on a secret poll may be taken when a requisition to that effect has been made by at least 5 shareholders and a resolution to that effect has been passed by the meeting. Every shareholder will fill out the voting ballot and the Chairman will ask the Company’s staff to collect and count the votes in order to notify the meeting of the resolution.

(9) If any shareholder or proxy holder with proxy granted from the shareholder wishes to make any comments or additional suggestions, he/she may use the provided microphones by introducing oneself with the first name and last name, and whether he/she is a shareholder or proxy holder.

(10) The whole meeting will be conducted in Thai. If any shareholders wish to speak their concerns, inquiries, and comments, they may do so in Thai, and the Board of Directors will clarify the matter in Thai. Foreign shareholders may proceed as follows: (1) The Company’s employee will discuss with the shareholder to take notes of any questions. The questions will then be presented in Thai, and the Board of Directors will answer the questions in Thai. The Company’s employee will then translate the answers into English for the shareholder; or (2) The shareholders may provide the questions in writing, and the Board of Directors will reply the questions in writing later on.

(11) The Company had hired Inventech Systems (Thailand) Co., Ltd. to perform and supervise the counting of votes of each agenda. The Company’s staff shall collect the voting ballots containing barcodes for vote counting and subsequently showing the voting results for each of the meeting agendas on the designated screens located at both left and right sides of the meeting room for shareholders’ acknowledgment. The Chairman may proceed with consequent agenda while the vote counting is ongoing, and the resolution of the previous agenda shall be notified after the vote counting of the agenda is completed.

**Subsequently, the meeting was commenced according to the meeting agendas procedure as follows:**

**Agenda No. 1: To Adopt and Approve the Minutes of the Annual General Meeting of Shareholders Year 2015**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders’ meeting to consider approving the minutes of the Annual General Meeting of Shareholders Year 2015 with information presented as follows:

**Background and Rationale**

The Company convened the Annual General Meeting of Shareholders Year 2015 on Monday, April 27, 2015 during 15:00 hours to 16:25 hours at the at the Grand Hall Room, 2nd Floor, Plaza Athenee Bangkok – A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting which has been published in the Company’s website and forwarded in advance to every shareholder along with the meeting invitation.

### Board of Directors' Opinion

The Board of Directors has considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the Board of Directors proposes that the Minutes of the Annual General Meeting of Shareholders Year 2015 be approved by the shareholders' meeting accordingly.

### Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

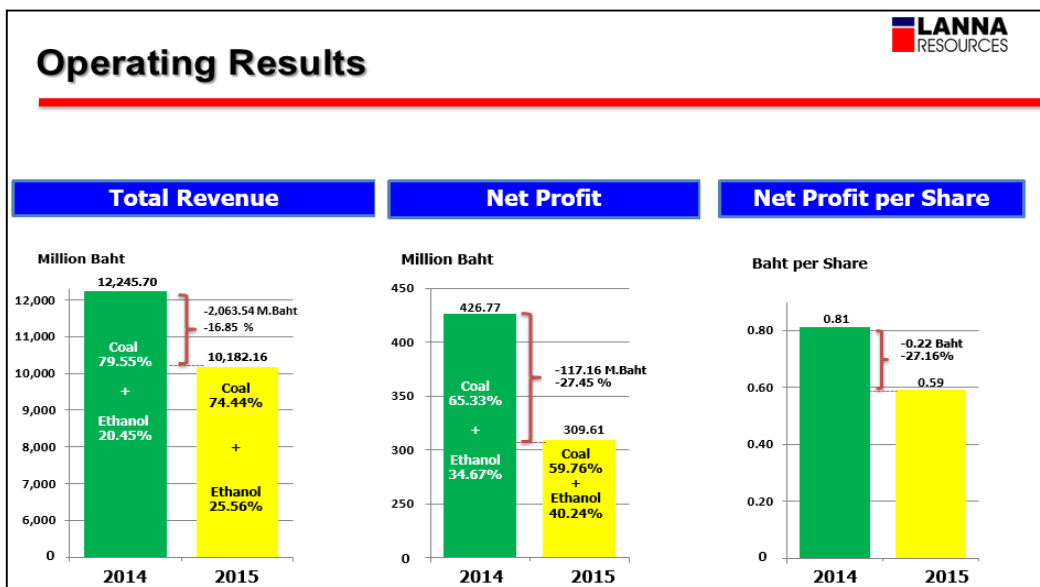
**The Shareholders' Meeting** has considered and unanimously resolved to approve the minutes of the Annual General Meeting of Shareholders Year 2015 as proposed above with the following number of votes.

Voting Results	Approved	Disapproved	Abstained
Number of Votes	413,044,900	0	0
Percentage (%)	100	0	0

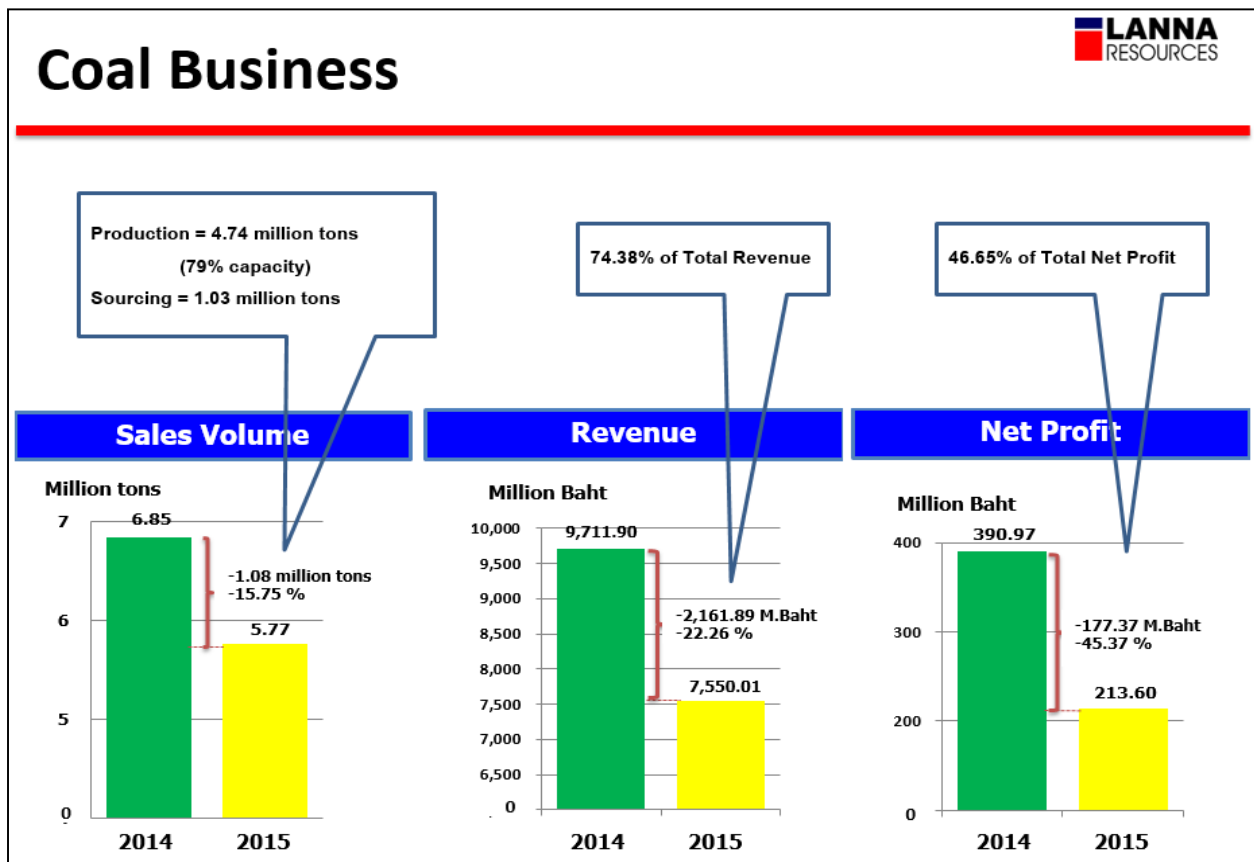
During the voting of this agenda, there were 317 shareholders attending the meeting, holding a total of 413,044,900 shares or 78.6753 percent of all the issued shares with voting right.

### Agenda No. 2: To Acknowledge of the Report of the Board of Directors on the Operating Results of Year 2015

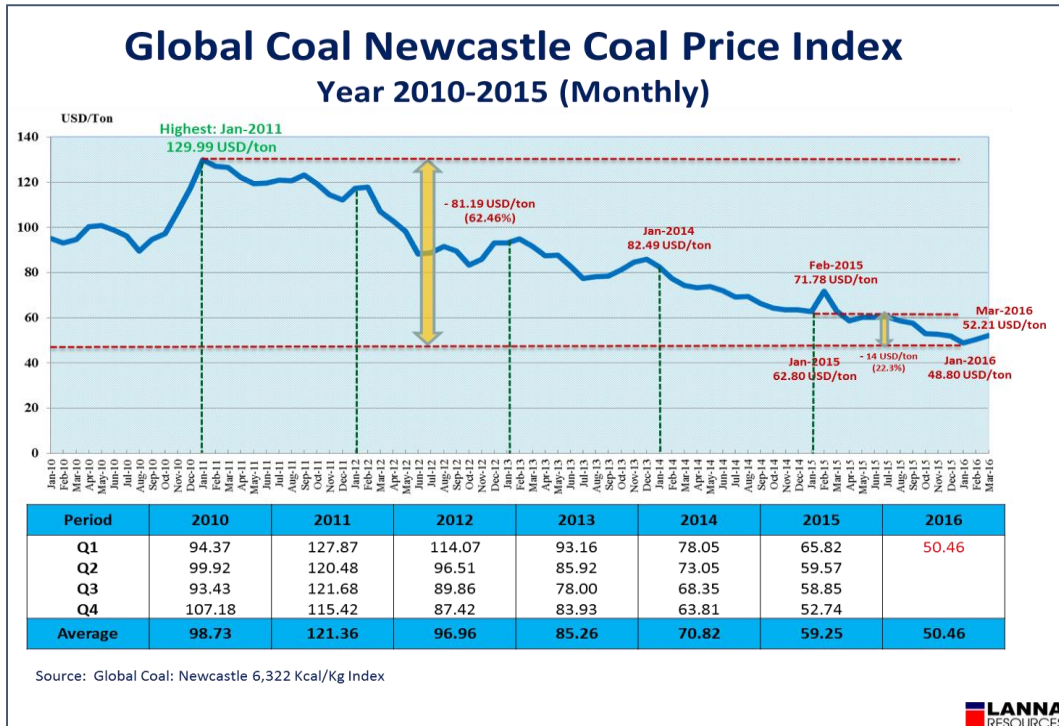
Mr. Somkiart Limsong, Chairman of the Board, presented the Report of the Board of Directors on the operating results, including other information and reports of the Company during year 2015, which had been printed in the Annual Report Year 2015 and disseminated on the Company's website and forwarded to all shareholders in advance in CD-ROM format along with this meeting invitation. The Chairman assigned Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, to briefly report to the shareholders on the operating results of the past year 2015, which still had a satisfactory net profit despite the severely falling coal prices and global economic crisis. According to the consolidated financial statements, the Company and its affiliated companies had total revenue of Baht 10,182.16 million with net profit of Baht 309.61 million or net earnings per share of Baht 0.59. In comparison with year 2014, the revenue decreased by Baht 2,063.54 million or a decrease of 16.85 percent, and the net profit decreased by Baht 117.16 million or a decrease of 27.45 percent. The revenue proportion from sales of coal and ethanol accounted for 74.44 percent and 25.56 percent, and the net profit proportion from the coal business and the ethanol business accounted for 59.76 percent and 40.24 percent, respectively.



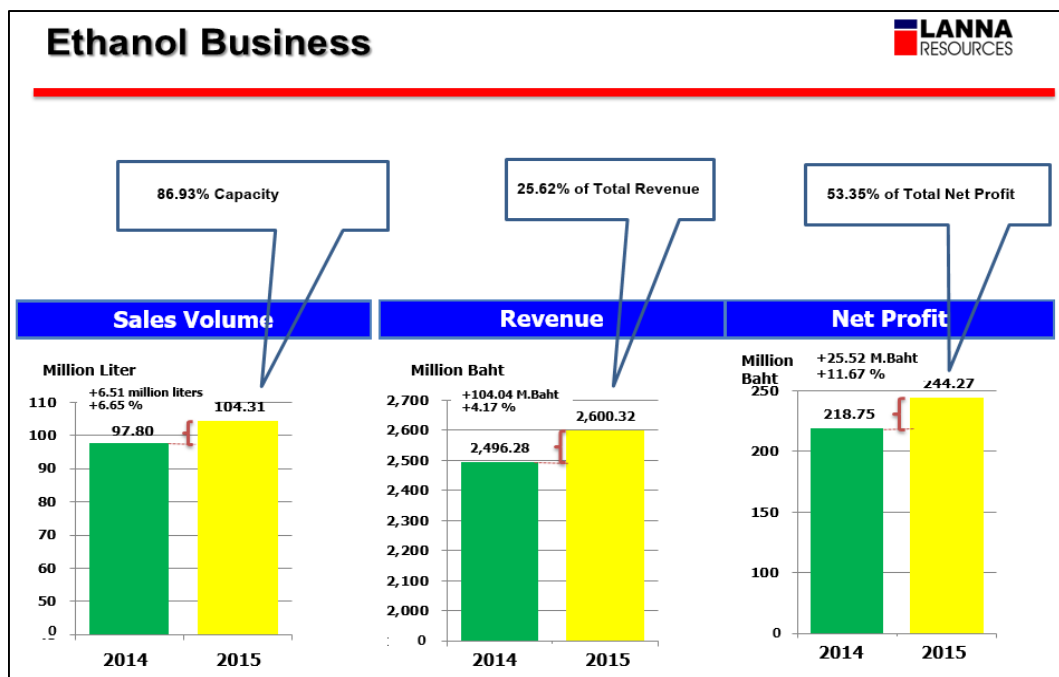
For the coal business, which is the Company's core business, the total revenue in 2015 was Baht 7,550.01 million, a decrease from the previous year of Baht 2,161.89 million or 22.26 percent, and the net profit was Baht 213.60 million, a decrease from the previous year of Baht 177.37 million or 45.37 percent, with a decrease in coal sales volume of 15.75 percent and a decrease in coal sale price of 7.73 percent. The Company currently owns and operates a total of two coal mine concessions in Indonesia with total coal production capacity of approximately 6 million metric tons per year. The remaining concession periods for the first and second coal concession are approximately 15 and 23 years, respectively. Additionally, the Company is currently conducting a feasibility study on coal-fired power plant projects in Thailand and Indonesia. The Company and subsidiary companies have potential to invest in these projects having its own coal concessions. Furthermore, the Company has been actively seeking to invest in additional coal concession projects. Not only will this increase coal production and distribution capabilities, the Company can also enjoy good return from such investments in the power plant projects with greater profitability in the future. The shareholders shall be periodically informed of its progress.



Coal price is still in downtrend as presented in the below table, and it was expected to continue in low level for at least two more years, which will have an impact to coal business performance of the Company and subsidiary company in 2016 to 2017. Management will require prudence, utilizing cost reduction strategy to improve coal production efficiency in order to maintain profitability in the future.

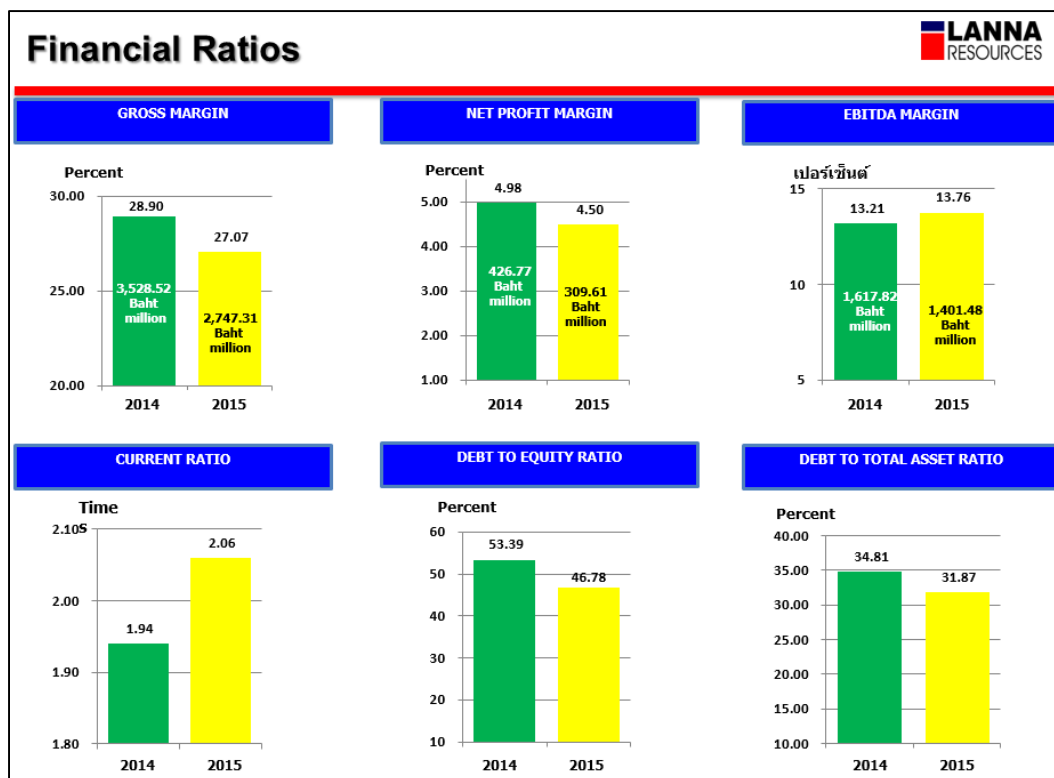


For the ethanol business which is the Company's secondary core business, the total revenue in 2015 was Baht 2,600.32 million or an increase from the previous year of Baht 104.04 million or 4.17 percent, having a net profit of Baht 244.27 million, an increase from the previous year of Bath 24.96 million or 11.38 percent. The ethanol sales volume increased by 6.65 percent but the ethanol selling price slightly decreased by 2.27 percent. The ethanol plant, which is located in Dan Chang District, Suphanburi Province, currently has two production lines, with total ethanol production capacity of 350,000 liters per day, using molasses as the main raw material. Both ethanol production lines have been granted special investment promotion privileges according to the Investment Promotion Act, B.E. 2520. Currently, the construction of the third production line is being studied, having production capacity of 200,000 liters per day. Also, a feasibility study on business expansion into downstream ethanol derivative products has been conducted, as these value added products should yield higher revenue and profit in the future. The shareholders shall be further informed on this matter when it becomes more definite.



The Company's overall financial status and liquidity are still considered satisfactory. The current ratio is at 2.06 times and the total debt to total assets ratio is only 31.87 percent with the debt to equity ratio of only 46.78 percent.

Company's profitability still remains satisfactory. In 2015, the Company had gross margin of 27.07 percent, a decrease from the previous year by 6.33 percent. EBITDA margin was 13.76 percent, an increase from the previous year of 4.18 percent. Net profit margin was 4.50 percent, a decrease from the previous year of 9.69 percent.



The Company operates its business with commitment to corporate social responsibility and sustainable development. As a result, the Company was awarded the Winner of Corporate Social Responsibility at the 2<sup>nd</sup> Thailand Coal Awards 2015 from the Ministry of Energy on June 25, 2015. The subsidiary companies with coal mining operations in Indonesia have also continued to receive the awards and recognitions with regard to their excellent environmental management in compliance with relevant laws and regulations. Additionally, the Company has been certified as a member of "Thailand's Private Sector Collective Action Coalition against Corruption" on July 10, 2015.

The Board of Directors endeavors to manage and resolve any difficulties with prudence, upholding the good corporate governance principle, which allows the Company to always get through any obstacles and maintain good operating results. Accordingly, the Board of Directors shall continue to broaden business investments for sustainable and stable growth of the Company in long term.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry or suggestion to the Board of Directors concerning with the aforementioned Company's management and operating results.

Mr. Ritichai Yibjareonporn, shareholder with meeting attendance registration no. 287, inquired about two topics as follows.

(1) The composition (source of profit and related amount) of the net profit of Baht 309.61 as per the consolidated financial statement year 2015.

(2) A clarification on the situation of the coal industry in terms of supply and demand, and coal price trend in the future.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified in summary as follows:

(1) The net profit as per the consolidated financial statement year 2015, as disclosed in the Annual Report Year 2015, page 110, consisted of: (1) Net profit from coal business of Baht 129.98 million or 41.98 percent of total net profit. (2) Net profit from ethanol business of Baht 122.34 million, or 39.51 percent of total net profit, and (3) Share of profit from subsidiary companies and other income of Baht 57.29 million, or 18.51 percent of total net profit.

(2) Coal was considered a commodity. Currently, coal exported from the United States of America and South Africa could compete with coal from Asia. Indonesia had reduced its coal production – from 420 million tons to about 350 to 360 million tons in the previous year, or a loss of supply of around 60 to 70 million tons. The major consumers of coal in Asia were China and India. However, with the stagnant economy of China, electricity demand in industrial sector had decreased, affecting the amount of imported coal of China – from 120 million tons annually to just 30 million tons in the previous year. This in turn caused reduced coal sales from Indonesia, while the coal production in Australia and South African remained the same. It could be concluded that coal being exported to China were mostly from Indonesia. As for India, due to its geographical advantage, coal could be imported from both South Africa and Australia, and low quality coal were mostly imported from Indonesia. While electricity demand in India was rising, but power plant projects were slowing down due to the economic climate. With the decreased coal supply, the coal demand would decrease accordingly. However, the balance between supply and demand had not been reached, and it was anticipated that it would take two or three more years. As a result, coal price would not be significantly improved until more coal-fired power plants were built when the overall economy was better which would result in increase of industrial production in China, India, and ASEAN countries and subsequent nullification of coal excess supply. At the present, many coal operators were facing loss and unavoidable shutdown. This might increase the coal price in the future, but the situation would require further monitoring in the meantime.

Mr. Ritichai Yibjareonporn, shareholder with meeting attendance registration no. 287, inquired about three further topics as follows:

(1) With the current coal price of around USD 52 per ton, he inquired if this was close to the breakeven point of the Company and what the breakeven coal price of the Company.

(2) At the present, coal usage in industrial sector in China had markedly reduced, and the sector which enjoyed growth was the service sector. He inquired about a perspective of the Company on this matter and its estimation on the lowest point of the decrease in coal demand.

(3) He inquired about an opinion of the Company regarding the carbon tax being pushed by the parties of the global warming agreement for CO<sub>2</sub> emission, and the magnitude of the risk to the Company's businesses.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified in summary as follows:

(1) The breakeven point of coal production varied from location to location, depending on the geography and various other factors. As for the coal production of the Company, the operation was still profitable but the profit margin could be improved, which would require cost reduction for the most part. At the present, the Company could still maintain its coal production. Due to the nature of open pit mines, parts of the mine in production could be individually selected. During low coal price, shallow coal would be a priority for production, but this would cause a reduced coal reserve of the produced coal. If the coal price decreased by 10 to 12 percent from the current price, it would be a challenging situation for the Company. Regardless, if the coal price would actually decrease by that much, the Company still had other options being prepared. Meanwhile, a close monitoring on the situation was all that was viable.



(2) Regarding the decrease of economic growth of China to 6-7 percent, it was normal for the production in industrial sector to be decreased to the point that was still being globally competitive. However, not all industries would have a shrinkage. For example, steel would continue to be in demand but might be in a reduced amount. In a natural cycle of commodity, when the demand was increased, more manufacturing factories would increase until excess supply was reached, causing some operators to shut down and returning to equilibrium once again. As the “Factory of the World”, while China was veering towards service sector, the industrial sector would still remain, and its operators would continue to fight for its survival.

(3) Carbon tax was not a new topic. While carbon tax had been levied in Europe, it did not cause Europe to use any less coal. This was due to the fact that coal, including the tax, was still an energy source with the lowest cost. It was anticipated that countries around the world would require more electricity in the future, and this would still be mainly dependent on oil, natural gas, and coal. Unless sun and wind energy were ever-present all day, the sun and wind energy would not be able to replace every main source of energy. Regardless, the Company agreed with the green tax since it would encourage more development on alternative energy.

Ms. Chiraporn Amornphattharasin, proxy from Thai Investors Association with meeting attendance registration no. 148, inquired about the dissolution of PT. Citra Harita Mineral (CHM), a subsidiary company in Indonesia, on July 31, 2015, if it had any impact to the statements of financial status of the Company.

Mr. Anun Louharanoo, Director and Financial Advisor, clarified in summary that the dissolution of CHM had no impact to the statements of financial status of the Company in 2015 since it was a normal statutory procedure, with reserve being completely set aside in the preceding year.

**The Shareholders’ Meeting** acknowledged the report of the Board of Directors on the operating results of year 2015 as presented above.

**Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Earnings for the Year Ended December 31, 2015**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders’ meeting to consider approving the balance sheets and statements of earnings for the year ended December 31, 2015 by assigning Mr. Anun Louharanoo, Director and Financial Advisor, to present the following information for consideration.

**Background and Rationale**

Mrs. Saifon Inkaew, certified public accountant no. 4434, of Ernst & Young Office Limited, has audited and certified the balance sheets and statement of earnings for the year ended December 31, 2015, of which have been published in the Annual Report Year 2015, under the topic “Report of the Independent Auditor and Financial Statements”, Page 29 to 107, including the analysis of financial status and operation results on Page 108 to 114, which have been disseminated on the Company’s website and forwarded to all the shareholders in advance in the CD-ROM format along with the meeting invitation. Accordingly, the Audit Committee has reviewed the said financial statements and supervised that they comply with the generally accepted accounting standards as well as complete and adequate disclosure of financial information, according to the Report of the Audit Committee included in the Annual Report 2015, Page 134 to 135.

**Board of Directors' Opinion**

The Board of Directors has considered that the Financial Statements of Year 2015 provide complete and adequate information on the financial status and operating results, in accordance with the generally accepted accounting standards. Therefore, the balance sheets and statements of earnings for the year ended December 31, 2015 are being proposed to the shareholders' meeting for its consideration and approval as presented above.

**(1) Consolidated Financial Statements:**

Description (Unit: Million Baht)	Balance Sheets or Statement of Financial Position as at December 31 <sup>st</sup>		Increase (Decrease)	
	2015	2014	Amount	%
Total Assets	8,779.16	8,961.53	(182.37)	(2.04)
Total Liabilities	2,797.97	3,119.19	(321.22)	(10.30)
Total Shareholders' Equity	5,981.19	5,842.34	138.85	2.38
Share Book Value (Baht per Share)	8.11	7.97	0.14	1.76

Description (Unit: Million Baht)	Statements of Earnings		Increase (Decrease)	
	2015	2014	Amount	%
Total Revenues	10,182.16	12,245.70	(2,063.54)	(16.85)
Net Profit	309.61	426.77	(117.16)	(27.45)
Net Earnings per Share (Baht per Share)	0.59	0.81	(0.22)	(27.45)

**(2) Separate Financial Statements:**

Description (Unit: Million Baht)	Balance Sheets or Statement of Financial Position as at December 31 <sup>st</sup>		Increase (Decrease)	
	2015	2014	Amount	%
Total Assets	2,351.14	2,340.27	10.87	0.46
Total Liabilities	137.17	137.41	(0.24)	(0.17)
Total Shareholders' Equity	2,213.97	2,202.86	11.11	0.50
Share Book Value–Baht per Share	4.22	4.20	0.02	0.50

Description (Unit: Million Baht)	Statements of Earnings		Increase (Decrease)	
	2015	2014	Amount	%
Total Revenues	2,327.27	2,480.19	(152.92)	(6.17)
Net Profit	410.69	401.51	9.18	2.29
Net Earnings per Share – Baht per Share	0.78	0.76	0.02	2.29

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry into any problem concerning with the financial statements of year 2015 above.

Mr. Sakchai Sakunsimontri, shareholder with meeting attendance registration no. 305, inquired if the Company complied with Thai Accounting Standards 13: Fair Value Measurement, and Thai Accounting Standards 36: Impairment of Assets.

Mr. Anun Louharanoo, Director and Financial Advisor and Mrs. Saifon Inkaew, Auditor of EY Office Limited, jointly clarified that the Company completely complied with both Thai Accounting Standards 13 and 36, including all other TASs being enforced at the present.

Mr. Sathaporn, Khothiranurak, shareholder with meeting attendance registration no. 343, congratulated the Company on its good performance and inquired about the following two topics:

(1) A clarification on the lack of impairment on goodwill of Baht 185,999,788 as stated on page 31 of the Annual Report Year 2015.

(2) He inquired if the Company used the same accounting standards with its overseas subsidiary companies and if there were any differences. He also inquired if the overseas subsidiary companies also employed auditors from EY Office Limited.

Mr. Anun Louharanoo, Director and Financial Advisor, clarified as follows:

(1) The goodwill of about Baht 186 million had occurred due to the purchase of ordinary shares in PT. Singlurus Pratama (SGP), the owner of the second coal concession in Indonesia, at 65 percent of paid-up capital for the total amount of SGD 8.6138 million, or Baht 204 million. However, the actual ordinary share received was valued around Baht 18 million, resulting in the difference which had been booked as goodwill of Baht 186 million. There had been no impairment of this goodwill due to the fact that the commercial value of the coal reserve was still more than Baht 186 million.

(2) Countries in the ASEAN Economic Community all used the same accounting standards. Also, all subsidiary companies of the Company employed auditors from EY Office Limited and thus using the same accounting standards.

#### **Voting Procedure**

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

**The Shareholders' Meeting** has considered and, by the majority, resolved to approve the balance sheets and statements of earnings for the year ended December 31, 2015 as proposed above with the following number of votes.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
<b>Number of Votes</b>	413,301,270	1,174	0
<b>Percentage (%)</b>	99.9997	0.0003	0

During the voting of this agenda, there were 370 shareholders attending the meeting, holding a total of 413,302,444 shares or 78.7243 percent of all the issued shares with voting right.

#### **Agenda No. 4: To Consider and Approve the Appropriation of Earnings**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider approving the appropriation of earnings to set aside for general reserve and for dividend payment for the operating results of year 2015, by assigning Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, to present the following information for consideration.

### **Background and Rationale**

According to Section 116 of the Public Limited Companies Act B.E. 2535, “The Company is required to set aside a statutory reserve at least five percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches ten percent of the registered share capital, except that the statutory reserve level set in the Company’s Memorandum of Association or in other regulations is required to be higher than ten percent.”. The Company may appropriate the net profit as other reserve.

### **Dividend Payment Policy**

In the case that no additional investments are required and that there are no outstanding loans, the Company’s dividend payment policy is not less than 60 percent of its yearly net profit of the separate financial statements for each financial period after the deductions of statutory reserve and the net loss carried forward (if any).

### **Board of Directors’ Opinion**

According to the operating results of the Company in year 2015, the net profit based on separate financial statements was Baht 404,859,944.02 or a net profit of Baht 0.77 per share, calculated from the issued and paid-up shares of 524,999,679 shares at a share value of Baht 1.00 per share. The Board of Directors has considered that the Shareholders’ Meeting should approve of the appropriation of earnings for the operating results of year 2015, having the following details.

<b>Details of the Appropriation</b>	<b>Amount (Baht)</b>
Retained Earnings from previous year	60,696.40
<b>Plus • Net Earnings of Year 2015</b>	404,859,944.02
Retained Earnings for Appropriation for Year 2015	404,920,640.42
<b>Less • Appropriation for General Reserve</b>	11,100,000.00
• Appropriation for Interim Dividend Payment at Baht 0.35 per share, already approved by the Board of Directors and paid to the shareholders on November 18, 2015	183,749,887.65
• Appropriation for Dividend Payment to be approved for this period at Baht 0.40 per share	209,999,871.60
Earnings Carried Forward	70,881.17

(1) To appropriate the earnings for general reserve at Baht 11,100,000, and

(2) To appropriate the earnings for dividend payment to shareholders at Baht 0.75 per share, totaling Baht 393,749,759.25. The Board of Directors already approved the interim dividend payment to the shareholders on November 18, 2015 at Baht 0.35 per share, totaling Baht 183,749,887.65; therefore, the remaining dividend payment for shareholders is at Baht 0.40 per share, totaling Baht 209,999,871.60. The name list of shareholders having right to receive the dividend for this period will be determined on March 15, 2016 and complied according to Section 225 of the Securities and Exchange Act using share register book closing method, suspending share transfer on March 16, 2016. The dividend payment of this period will be paid on May 16, 2016. Shareholders are required to pay income tax for such dividend according to the Revenue Code. The details on tax credit are as follows.

(2.1) For the dividend at Baht 0.07 per share of 524,999,679 shares, totaling Baht 36,749,977.53, shareholders who are natural persons will receive tax credit at two eighths of the received dividend as the dividend paid from this portion of earnings with corporate income tax of 20 percent of net profit, and

(2.2) For the dividend at Baht 0.33 per share of 524,999,679 shares, totaling Baht 173,249,894.07, shareholders who are natural persons will receive no tax credit as the dividend is paid from the portion of earnings exempted from the corporate income tax.

### **Comparison of Dividend Payment to Net Profit**

The Shareholders will receive the dividend payment appropriated from the net profit derived from the separate financial statements in year 2015 at Baht 0.75 per share or 97.26 percent of the net profit.

### **Comparison of Dividend Payment with the Past Year**

<b>Details of the Dividend Payment</b>	<b>Year 2014</b>	<b>Year 2015</b>
Net Profit	Baht 401,509,828.30	Baht 404,859,944.02
Number of Shares of Interim and Annual Dividend Payment	524,999,679 shares	524,999,679 shares
Total Dividend Payment per Share	0.75 Baht per share	0.75 Baht per share
• Interim Dividend	0.35 Baht per share	0.35 Baht per share
• Annual Dividend	0.40 Baht per share	0.40 Baht per share
Total Dividend Payment	Baht 393,749,759.25	Baht 393,749,759.25
Dividend Payment Ratio	98.07 percent	97.26 percent

The Board of Directors has proposed for the dividend payment from the operating results of the Company in year 2015 at 97.26 percent of the net profit, which is more than the established dividend payment policy but the dividend payment is lower than the previous year by 0.83 percent.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the appropriation of earnings for the operating results of year 2015 above.

Mr. Sakchai Sakunsimontri, shareholder with meeting attendance registration no. 305, inquired the date of the upcoming dividend payment.

Mr. Anun Louharanoo, Director and Financial Advisor, clarified that the Company would pay the dividend on May 16, 2016.

Mr. Thong-in Saeng-ngam, shareholder with meeting attendance registration no. 259, asked for a confirmation on his understanding that the Company proposed for dividend payment at Baht 0.75 per share, in which the interim dividend had previously been paid at Baht 0.35 per share, resulting in the remaining dividend of Baht 0.40 per share. He also inquired if dividend payments would remain at this rate every year, or it would depend on the performance of the Company each year.

Mr. Somkiart Limsong, Chairman of the Board, confirmed that the shareholder's understanding was correct. Regarding dividend payments in the future, the amount was not certain and it would depend on the performance of the Company each year. With good profit, the dividend would increase and vice versa with smaller profit.

### **Voting Procedure**

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

**The Shareholders' Meeting** considered and, by the majority, resolved to approve the appropriation of earnings in year 2015 from the Board of Directors' proposal as follows.

(1) To appropriate the earnings for general reserve at Baht 11,100,000, and

(2) To appropriate the earnings for dividend payment to shareholders at Baht 0.75 per share, totaling Baht 393,749,759.25. The Board of Directors already approved the interim dividend payment to the shareholders on November 18, 2015 at Baht 0.35 per share, totaling Baht 183,749,887.65; therefore, the remaining dividend payment for shareholders is at Baht 0.40 per share, totaling Baht 209,999,871.60. The name list of shareholders having right to receive the dividend for this period will be determined on March 15, 2016 and complied according to Section 225 of the Securities and Exchange Act using share register book closing method, suspending share transfer on March 16, 2016. The dividend payment of this period will be paid on May 16, 2016. Shareholders are required to pay income tax for such dividend according to the Revenue Code. The details on tax credit are as follows.

(2.1) For the dividend at Baht 0.07 per share of 524,999,679 shares, totaling Baht 36,749,977.53, shareholders who are natural persons will receive tax credit at two eighths of the received dividend as the dividend paid from this portion of earnings with corporate income tax of 20 percent of net profit, and

(2.2) For the dividend at Baht 0.33 per share of 524,999,670 shares, totaling Baht 173,249,894.07, shareholders who are natural persons will receive no tax credit as the dividend is paid from the portion of earnings exempted from the corporate income tax.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
<b>Number of Votes</b>	413,302,673	0	0
<b>Percentage (%)</b>	100	0	0

During the voting of this agenda, there were 373 shareholders attending the meeting, holding a total of 413,302,673 shares or 78.7244 percent of all the issued shares with voting right.

**Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider approving the appointments of directors retired by rotation. by assigning Mr. Kraisi Sirirungsi, Nomination and Remuneration Committee Chairman, to present the following information for consideration.

**Background and Rationale**

According to the Article No. 11 of the Company's Articles of Association, corresponding to the Section 71 of the Public Limited Company Act B.E. 2535, stating that "at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall be retired by rotation and if the number of directors are not divisible by one-third, the number of directors to be retired shall be nearest to one-third (1/3).

The number of directors to be retired in the first year and second year after the Company's registration shall be done by lottery selection. For subsequent years, the directors in position for the longest time shall be retired first."

At the Annual General Meeting of Shareholders Year 2016, the following four directors are retired by rotation according to the Article No. 11 of the Company's Articles of Association; namely (1) Mr. Adul Tantharatana, (2) Mr. Vorathep Rangchaikul, (3) Mr. Tanon Tantisunthorn, and (4) Mr. Akasit Jirayuwanon. Mr. Vorathep Rangchaikul has sent a notification letter, declining reappointment after the retirement by rotation as he has many other business obligations and therefore is unable to help manage the business.

### **Board of Directors' Opinion**

The Board of Directors has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the appointment of 4 directors in place of the directors who are retired by rotation. Accordingly, the Shareholder's Meeting shall be proposed for consideration for each appointment individually.

<b>Proposed Names for Appointment of Directors Replacing the Directors Retired by Rotation</b>	<b>Proposed Director's Positions</b>
(1) Mr. Adul Tantharatana	Director and Independent Director
(2) Mr. Siva Mahasandana	Director
(3) Mr. Tanon Tantisunthorn	Director
(4) Mr. Akasit Jirayuwanon	Director and Independent Director

### **Criteria and Nomination Procedure**

Nomination process for the Company's directorship positions has been through the deliberation of the Nomination and Remuneration Committee. It was considered and concluded that all of the four directors above possess the knowledge, capabilities, experience and various expertise, which are deemed beneficial to the Company's business operation and also possess all the qualifications to take the director position of the listed company, according to the Company's Article of Association and governing laws. Past work experiences as the Company's directors have also been reviewed.

The Company provided the opportunity for the shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance principles through the Company's website (www.lannar.com) during October 1, 2015 through December 31, 2015. However, there were no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director.

### **Information of the Proposed Persons for Director Positions**

Brief curricula vitae of all 4 persons being proposed for the director positions, including performance results as the Company's directors during the past years, having details as follows.

#### **(1) Brief curriculum vitae and information of Mr. Adul Tantharatana being proposed as the Independent Director for another term of office**

**Name and Surname:** Mr. Adul Tantharatana  
**Current Positions:** Audit Committee Member, Director, and Independent Director  
**Nationality:** Thai  
**Age:** 75 years  
**Address:** 178 Pibulwatana 2, Rama 6 Road, Samsennai, Phyathai, Bangkok 10400  
**Education:** Bachelor of Engineering (Mechanical), Chulalongkorn University  
**Director Accreditation Program:** Director Accreditation Program (DAP) Class 3/2003  
Director Certification Program (DCP) Class 38/2003  
Audit Committee Program (ACP) Class 4/2005  
Finance for Non-Finance Director (FN) Class 7/2003  
DCP Refresher Course (RE DCP) Class 1/2008  
Monitoring the System of Internal Control and Risk Management (MIR) Class 14/2013  
**Period of Directorship:** Holding Director Position since 1993 until present for total of 23 years.  
Holding Independent Director Position since 1999 until present for total of 16 years.

**Meeting Attendance of the Past Year:** Attended 6 of 6 Board of Directors' Meetings  
Attended 10 of 10 Audit Committee's Meetings

**Shareholding in the Company as at December 31, 2015:** None

**Direct and indirect interest in any of business with Company and its subsidiaries:** None

**Director/Executive Positions in other Business:**

Listed Company		Other Non-Listed Company	Other Position in Competing Business/Connected with Company's Business
Total	Type of Directorship		
None	None	None	None

**Work Experience:**

2003 - 2005: Director, Siam Gypsum Industry Co., Ltd.  
1997 - 2004: Director, Lafarge Prestia Co., Ltd.  
1989 - 1999: Director, Sakdi Chaiyasit Co., Ltd.  
1988 - 1996: President, Siam Industrial Corporation Ltd.

**(2) Brief curriculum vitae and information of Mr. Siva Mahasandana being proposed as the Director in place of the Director retired by rotation**

**Name and Surname:** Mr. Siva Mahasandana

**Current Positions:** Director

**Nationality:** Thai

**Age:** 54 years

**Address:** 1033 Bangkok-Nonthaburi Rd., Wong Sawang, Bang Sue, Bangkok

**Education:**  
- MBA in Finance, Investment, and International Business (Beta Gamma Sigma), George Washington University, USA  
- B. Eng. in Mechanical Engineering, Chulalongkorn University  
- Advance Management Program, Harvard Business School, USA

**Director Accreditation Program:**  
- Corporate Governance for Executive (CGE) Class 2015  
- Director Certification Program (DCP) Class 2015  
- Senior Leadership Program 2005 and 2007, by Holcim Ltd, Switzerland

**Period of Directorship:** Never been in the directorship position

**Shareholding in the Company as at December 31, 2015:** None

**Direct and indirect interest in any of business with Company and its subsidiaries:** None

**Director/Executive Positions in other Business:**

Listed Company		Other Non-Listed Company	Other Position in Competing Business/Connected with Company's Business
Total	Type of Directorship		
1 company	Chief Executive Office, Siam City Cement Pcl.	2 companies	None



**Work Experience:**

April 7, 2016-Present: Chief Executive Officer, Siam City Cement Public Co., Ltd.  
 2013-Present: Director, Energy and Environmental Services Co., Ltd.  
 2012-Present: Director, Siam City Power Co., Ltd.  
 February 1 2015-April 6, 2016: Deputy Chief Executive Officer and Senior Vice President Marketing and Sales, Siam City Cement Public Co., Ltd.  
 2012-2015: Senior Vice President (Saraburi Operations), Siam City Cement Public Co., Ltd.  
 2009-2011: Senior Vice President (RMX & Aggregates), Siam City Cement Public Co., Ltd.  
 2007-2009: Vice President (Professional Customers), Siam City Cement Public Co., Ltd.  
 2004-2012: Chief Executive Officer, Siam City Concrete Co., Ltd.

**(3) Brief curriculum vitae and information of Mr. Tanon Tantisunthorn being proposed as the Director for another term of office**

**Name and Surname:** Mr. Tanon Tantisunthorn

**Current Positions:** Director

**Nationality:** Swiss

**Age:** 43 years

**Address:** 27 Prachanukul Soi 2, Bangsue, Bangsue, Bangkok

**Education:**

- Master of Science (Management), New York University
- MBA Finance, American University
- Bachelor of Engineering (Sanitary), Chulalongkorn University

**Education:**

- Director Certification Program (DCP) Class 56/2005
- Administrative Fairness Management Program Class 3 by the Administrative Court in 2012

**Period of Directorship:** Holding Director Position since 2003 until present for total of 12 years

**Meeting Attendance of the Past Year:** Attended 4 of 6 Board of Directors' Meetings

**Shareholding in the Company as at December 31, 2015:** None

**Direct and indirect interest in any of business with Company and its subsidiaries:** None

**Director/Executive Positions in other Business:**

Listed Company		Other Non-Listed Company	Other Position in Competing Business/Connected with Company's Business
Total	Type of Directorship		
None	None	1 company	None

**Work Experience:**

2007-Present: First Senior Vice President - CEO Office, Gulf J.P. Co., Ltd.  
 2006-2007: Assistant secretary to Finance Minister, Ministry of Finance  
 2005-2006: Business Development Manager, Gulf Electric Public Co., Ltd.  
 2001-2005: Member of the House of Representative, Tak Province  
 1997-2000: Economist Level 4, Fiscal Policy Office, Ministry of Finance

**(4) Brief curriculum vitae and information of Mr. Akasit Jirayuwanon being proposed as the Director and Independent Director for another term of office**

**Name and Surname:** Mr. Akasit Jirayuwanon  
**Current Positions:** Director and Independent Director  
**Nationality:** Thai  
**Age:** 46 years  
**Address:** 68/44 Moo 5 Sawaipracharat Road, Ladsawai, Lumlukka, Pathumthani 12150  
**Education:** - Bachelor of Engineering (Civil Engineering),  
King Mongkut's University of Technology Thonburi  
- Master of Engineering (Structural Engineering)  
King Mongkut's University of Technology Thonburi

**Director Accreditation Program:**

CG Forum 3/2013: Conflict of Interest: Fighting abusive RPT  
CG Forum 4/2013: The Update COSO's 2013 Integrated Internal Control: What the Board and Management Should Do  
CG Forum 1/2014: Effectiveness in Boardroom: Route to Success & Best Practices  
CG Forum 2/2014: Corporate Governance in the Perspective of Investors  
CG Forum 3/2014: Challenging as Expectations for Board Engagement on Strategic Risk Management Oversight  
CG Forum 2/2015: Building Better Board through Effective Independent Director  
**Period of Directorship:** Holding Director Position since 2013 until present for total of 3 years

**Meeting Attendance of the Past Year:** Attended 6 of 6 Board of Directors' Meetings

**Shareholding in the Company as at December 31, 2015:** None

**Direct and indirect interest in any of business with Company and its subsidiaries:** None

**Director/Executive Positions in other Business:**

Listed Company		Other Non-Listed Company	Other Position in Competing Business/Connected with Company's Business
Total	Type of Directorship		
1 company	Consulting Engineer Eastern Star Real Estate Pcl.	4 companies	None

**Work Experience:**

1996 - Present: Civil Engineer, BBTV Equity Co., Ltd.  
2003 - Present: Project Engineer, Merit Holdings (1989) Co., Ltd. and Affiliates  
2007 - Present: Project Engineer, Tonson Property Co., Ltd.  
2007 - Present: Assistant Engineer, Eastern Star Real Estate Pcl.  
2013 - Present: Executive Director, Agriculture and Asset Co., Ltd.

## **Definition of the Independent Director**

Independent director has the following definition and qualifications:

(1) Holding shares not more than one percent of all shares with voting rights of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of the particular Audit Committee Member.

(2) Not being or used to be the director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary, or a controlling person of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level, major shareholder, or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment. Nevertheless, such prohibited characteristic does not include the case where the independent director who used to be a civil servant or an advisor to the Government which is the major shareholder or controlling person of the Company.

(3) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including a child's spouse, to any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the company or subsidiary company.

(4) Not having or used to have business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, in a way which may prevent independent judgment, as well as not being or used to be the significant shareholder or controlling person of the entity having business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

(5) Not being or used to be the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, and not being significant shareholder, controlling person or managing partner of the audit firm with staff being the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company in the firm, except having been out of the above position for at least two years prior to the appointment.

(6) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving the service fee exceeding Baht 2 million per year from the Company, holding company, subsidiary company, associated company, major shareholder, or controlling person of the Company, and not being significant shareholder, controlling person or partner of the such professional service provider, except having been out of the above position for at least two years prior to the appointment.

(7) Not being the director who has been appointed as the representative of the Company, major shareholder or shareholder whom is related to the major shareholder of the company.

(8) Not being an entrepreneur in any business similar to or material competing with the Company or its subsidiary company or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1 percent of total number of shares with voting right of the company similar to or material competing with the Company or its subsidiary company.

(9) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company.

The Independent Director having qualification according to item (1) to (9) may be assigned by the Board of Directors to make decision in the business operation of the Company, holding company, subsidiary company, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, based on a collective decision.

In the event that the person appointed by the Company as the independent director is the person whom has or used to have business relationship or is a provider of professional service with service fee exceeding the amount under the first paragraph of (4) or (6), the Board of Directors may consider for the allowance if it is deemed that the appointment of such person has no impact on the performance of duties and independence of opinions, and the Company has disclosed the following information within the invitation to the shareholders' meeting in the agenda concerning the consideration of the appointment of independent director.

(A) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.

(B) Reason and necessity for maintaining or appointing such person as the independent director.

(C) Opinions of the board of directors for proposing for the appointment of such person as the independent director.

The Company has established the qualifications of the Independent Directors the same as the minimum requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand regarding the shareholding in the Company such that the Independent Director must not hold more than 1 percent of total voting shares of the Company. In addition, the individuals proposed for appointment of the Independent Director possess no other types of relationship as follows.

Type of Relationship	Proposed Independent Directors	
	Mr. Adul Tantharatana	Mr. Akasit Jirayuanon
Shareholding in Company		
• Number of Shares	None	None
• Proportion of All Shares with Voting Right	None	None
Being close relative with Executive/Major Shareholder of the Company/Subsidiary	No	No
Having the following relationship with Company/holding company/subsidiary/associated or juristic person with possible conflict of interest currently or during past 2 years		
(1) Being director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary	No	No
(2) Being professional service provider (such as auditor, legal advisor)	No	No
(3) Having business relationship (such as trading of raw material/service, lending or borrowing) with specified transaction size.	None	None

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the appointment of directors in place of the directors retired by rotation. There was no shareholders expressing their opinion or making inquiry during this meeting agenda.

## Voting Procedure

The resolution for this meeting agenda will be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes by voting according to the following procedures:

(1) The shareholder will have each share being counted as one vote.

(2) Each shareholder must use all the votes according to (1) to appoint one person or several persons for the director position but cannot divide the votes into different number of votes for a particular person.

(3) The persons receiving the highest number of votes in descending order will be appointed as the directors for the total number of director positions available at the time. In the case of a tie (same number of votes) for successive positions available, the Chairman of the Meeting shall have the casting vote.

The Chairman informed the meeting that none of the four directors being proposed were holding shares in the Company and had no direct interest in this meeting agenda.

Afterward, the Chairman proposed the shareholders' meeting to consider appointing four directors in place of the directors retired by rotation by voting for each individual person as follows:

(1) The shareholders' meeting resolved to appoint Mr. Adul Tantharatana to be the Director and Independent Director for another term with the following number of votes.

Voting Results	Approved	Disapproved	Abstained
Number of Votes	411,126,852	2,674	2,182,848
Percentage (%)	99.4712	0.0007	0.5281

(2) The shareholders' meeting resolved to appoint Mr. Siva Mahasandana to be the Director in place of Mr. Vorathep Rangchaikul who had retired by rotation with the following number of votes.

Voting Results	Approved	Disapproved	Abstained
Number of Votes	405,290,837	5,925,689	2,095,848
Percentage (%)	98.0592	1.4337	0.5071

(3) The shareholders' meeting resolved to appoint Mr. Tanon Tantisunthorn to be the Director for another term with the following number of votes.

Voting Results	Approved	Disapproved	Abstained
Number of Votes	406,042,569	5,153,957	2,115,848
Percentage (%)	98.2411	1.2470	0.5119

(4) The shareholders' meeting, by the majority, resolved to appoint Mr. Akasit Jirayuwanon to be the Director and Independent Director with the following number of votes.

Voting Results	Approved	Disapproved	Abstained
Number of Votes	410,310,520	876,006	2,125,848
Percentage (%)	99.2737	0.2120	0.5143

During the voting of this agenda, there were 377 shareholders attending the meeting, holding a total of 413,312,374 shares or 78.7262 percent of all the issued shares with voting right.

## **Agenda No. 6: To Consider the Remunerations of Directors**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider determining the remuneration of Directors by assigning Mr. Kraisi Sirirungsi, Nomination and Remuneration Committee Chairman, to present the following information for consideration:

### **Background and Rationale**

According to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, states that "to prohibit the company from offering payments or assets to the director except for remuneration compensation as stated by the company's articles of association".

The Company's Articles of Association, Article No. 16, second paragraph, states that "the director is entitled to receive remuneration from the company; namely salaries, wages, rewards, meeting allowances, remunerations, bonuses, or other types of benefits in accordance with the articles or the shareholders' meeting consideration, which can specify the amounts or establish the criteria and specify for each occasion, or be effective until any changes."

### **Composition of the Remuneration**

(1) The Board of Directors receives the following remuneration:

(1.1) Fixed monthly remuneration, with the Chairman receiving Baht 60,000 per month and the Directors receiving Baht 30,000 per month each, which were approved by the Extraordinary Meeting of Shareholders No. 2/1993 dated December 8, 1993 and have been used since December 1993 without any changes.

(1.2) Annual remuneration, which must be approved by the shareholders' meeting each year, varied according to the Company's operating results of each year. For the past year 2015, the Annual General Meeting of Shareholders Year 2015 resolved to approve the annual remunerations for 14 directors, totaling Baht 5,907,000, using the same basis as every past year by which 2 parts are given to the Chairman of the Board at Baht 762,204; 1.5 parts to the Chairman of the Board of Executive Directors at Baht 571,644; and 1 part to 12 Directors at Baht 381,096 each person.

(2) Subcommittees receive remunerations, in addition to (1), as follows:

(2.1) The Audit Committee members each receive fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 15,000 per month, with the other Audit Committee Members receiving Baht 10,000 per month per person. The above remuneration rates have been used since October 1999 without any changes. The composition and scope of duties of the Audit Committee have been disclosed within the Annual Report Year 2015, Page 132 to 135 under the topic "Shareholding Structure and Management", which has been disseminated on the Company's website and forwarded to every shareholder along with the meeting invitation.

(2.2) The Nomination and Remuneration Committee members each receive fixed remuneration per meeting. The Chairman of the Nomination and Remuneration Committee receives Baht 15,000 per meeting, with the other Nomination and Remuneration Committee Members receiving Baht 10,000 per meeting per person. The above remuneration rates will be first used from January 1, 2016 onwards, pending approval from the shareholders' meeting. The composition and scope of duties of the Nomination and Remuneration Committee have been disclosed within the Annual Report Year 2015, Page 138 to 140 under the topic "Shareholding Structure and Management", which has been disseminated on the Company's website and forwarded to every shareholder along with the meeting invitation.

(2.3) The Company has not established the Corporate Governance Committee. As for the Risk Management Committee of which members are all executives whom already receive monthly salary and other benefits as the Company's employees; therefore, there are no additional remuneration.

(3) The Company does not provide any other remuneration or offer any other privileges to the directors other than what mentioned in (1) and (2) above. The remunerations paid to each of the directors during year 2014 have been disclosed in the Annual Report Year 2015, Page 166 under the topic "Shareholding Structure and Management", which has been disseminated on the Company's website and forwarded to every shareholder along with the meeting invitation.

### **Board of Directors' Opinion on the Directors' Remuneration for 2016 and Comparison with the Past Year**

The Board of Directors has considered and resolved to propose to the Shareholders' Meeting for approval of the Directors' remunerations for 2016, having details as follows:

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration – The Chairman of the Board shall receive Baht 60,000 per month, and the Directors receive Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Annual remuneration for year 2016 shall be paid as the same as previous year at the rate of 1.50 percent of the dividend paid from the operating results of year 2015, once a year for 14 Directors totaling Baht 5,907,000 using the same basis as year 2015, by which 2 parts are given to the Chairman of the Board at Baht 762,204; 1.5 parts to the Chairman of the Executive Board at Baht 571,644; and 1 part to each of the 12 directors at Baht 381,096 each person.

(2) The Audit Committee members shall receive a monthly remuneration which is fixed every month, with the Audit Committee Chairman receiving Baht 15,000 per month and the other Audit Committee Members receiving Baht 10,000 per month per person, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(3) The Nomination and Remuneration Committee shall receive a remuneration which is fixed per meeting, with the Nomination and Remuneration Committee Chairman receiving Baht 15,000 per meeting and the other Nomination and Remuneration Committee Members receiving Baht 10,000 per meeting per person. The remuneration will be proposed to the shareholders' meeting for approval and will be effective from January 1, 2016 onwards.

### **Criteria, Procedure, and Proposal of Remuneration**

The above remuneration proposed above has been through deliberation from the Remuneration and Nomination Committee, by considering and comparing with references from the same industrial sector, including the business size, business expansion and operating results of the Company. It was deemed appropriate to establish the directors' remuneration as proposed above. The table below shows the comparison of directors' remuneration of the listed companies for year 2014 as published by the Stock Exchange of Thailand and the Thai Institute of Directors with the directors' remuneration paid by the Company.

(a) The comparison of the remuneration of the Board of Directors of the Company with boards of directors of 579 listed companies as surveyed by the Stock Exchange of Thailand in 2014:

Description (Unit: Baht per person per year)	Chairman's Remuneration			Average Director's Remuneration		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2014	1,360,000	50,000	3,940,000	840,000	130,000	2,780,000
Listed companies with income exceeding 10,000 million Baht in 2014	1,570,000	150,000	6,020,000	950,000	150,000	6,500,000
Listed companies with net profit less than 500 million Baht in 2014	850,000	50,000	7,570,000	630,000	60,000	4,020,000
• Only Lanna Resources Public Co., Ltd.						
- Remuneration year 2014		1,534,758		784,354	767,379	971,073
- Remuneration year 2015-2016		1,482,204		755,754	741,096	931,644

(b) The comparison of the remuneration of the Audit Committee of the Company with audit committees of 579 listed companies as surveyed by the Stock Exchange of Thailand in 2014:

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Average Audit Committee Member's Remuneration		
	Avg.	Lowest	Highest	Avg.	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2014	260,000	50,000	1,000,000	220,000	50,000	1,000,000
Listed companies with income exceeding 10,000 million Baht in 2014	380,000	40,000	1,910,000	300,000	30,000	1,870,000
Listed companies with net profit less than 500 million Baht in 2014	270,000	70,000	750,000	200,000	10,000	720,000
• Only Lanna Resources Public Co., Ltd. - Remuneration year 2014-2016	180,000			120,000		

(c) The comparison of the remuneration of the Nomination and Remuneration Committee of the Company with nomination and remuneration committees of 195 listed companies as surveyed by Thai Institute of Directors in 2014:

Description (Unit: Baht per person per year)	Remuneration and Nomination Committee Chairman's Remuneration			Average Remuneration and Nomination Committee Member's Remuneration		
	Avg.	Lowest	Highest	Avg.	Lowest	Highest
Listed companies in Resources sector in 2014	238,200	99,996	375,000	161,244	39,996	300,000
Listed companies with income exceeding 10,000 million Baht in 2014	378,336	90,000	1,392,000	213,468	60,000	748,800
• Only Lanna Resources Public Co., Ltd. - Remuneration year 2016	45,000			30,000		
<b>Remark:</b> The Nomination and Remuneration Committee of Lanna Resources Public Co., Ltd. is expected to hold three meetings per year.						

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the determination of directors' remunerations above.

Mr. Sathaporn, Khothiranurak, shareholder with meeting attendance registration no. 343, expressed his appreciation to the Company for providing proper supporting details and information for consideration in this meeting agenda by including the comparison of directors' remuneration among other listed companies. He inquired about the following two topics:

(1) The financial amount of directors' remuneration of year 2016.

(2) According to the above comparison, the remuneration of the Nomination and Remuneration Committee (NRC) of the Company was much lower than other listed companies. He inquired about the criteria for the consideration on the remuneration of the NRC.

Mr. Kraisi Sirirungsi, NRC Chairman, and Mr. Anun Louharanoo, NRC Member, jointly clarified in summary as follows:

(1) The Company set financial amount for the directors' remuneration of year 2016 as the same as year 2015, having details as shown on Page 166 of the Annual Report Year 2015, or at no more than Baht 12 million per year.

(2) The criteria for the determination of the remuneration of the NRC were not complicated. The remuneration was to be fixed per meeting, with the NRC Chairman receiving Baht 15,000 per meeting and the other NRC Members receiving Baht 10,000 per meeting per person. It was expected that the NRC would hold meeting at no more than 3 to 4 times per year.



### **Voting Procedure**

The resolution for this meeting agenda shall be based on two-thirds of all votes from shareholders attending the meeting and casting their votes. The Chairman informed the meeting that there were 7 directors holding shares in the Company that shall abstain or had no right to vote in this agenda due to direct interest, namely, (1) Mr. Paul Heinz Hugentobler holding 125,400 shares, (2) Mrs. Duangkamol Suchato holding 180,000 shares, (3) Mr. Vanchai Tosomboon holding 1,751,050 shares, (4) Mr. Kraisi Sirirungsi holding 9,697,781 shares, (5) Mr. Visit Tantisunthorn holding 6,340,500 shares, (6) Mr. Anun Louharanoo holding 1,340,894 shares, and (7) Mr. Srihasak Arirachakaran holding 467,268 shares.

**The Shareholders' Meeting** considered and by the majority (more than two-thirds of all votes from shareholders attending the meeting and casting their votes) resolved to approve the remunerations of the Directors for year 2016, having details as follows.

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration – The Chairman of the Board receives Baht 60,000 per month, and the Directors receive Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Annual remuneration for year 2016, which is paid once a year, for 14 Directors totaling Baht 5,907,000, same as year 2015, by which 2 parts are given to the Chairman of the Board at Baht 762,204; 1.5 parts to the Chairman of the Executive Board at Baht 571,644; and 1 part to each of the 12 directors at Baht 381,096 each person.

(2) The Audit Committee members receives a monthly remuneration which is fixed every month, with the Audit Committee Chairman receiving Baht 15,000 per month and the other Audit Committee Members receiving Baht 10,000 per month per person, which is the same as year 2015.

(3) The Nomination and Remuneration Committee receives a remuneration which is fixed per meeting, with the Nomination and Remuneration Committee Chairman receiving Baht 15,000 per meeting and the other Nomination and Remuneration Committee Members receiving Baht 10,000 per meeting per person, effective from January 1, 2016 onwards.

The shareholders' meeting had the following number of votes:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
<b>Number of Votes</b>	364,237,865	875,950	48,567,053
<b>Percentage (%)</b>	88.0480	0.2118	11.7402

During the voting of this agenda, there were 387 shareholders attending the meeting, holding a total of 413,680,868 shares or 78.7964 percent of all the issued shares with voting right.

**Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fee**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider the appointment of the auditor and determination of the audit fee for the year 2016, by assigning Mr. Padoong Techasarintr, Audit Committee Chairman, to present the following information for consideration.

**Background and Rationale**

According to the Company's Articles of Association concerning with the appointment of auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535 states as follows:

Section 120: The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor.

Section 121: The financial auditor must not be a director, employee, or take any position in the company.

**Auditor Appointment Policy**

The Company shall contact various auditor offices, having financial auditors whom have been approved by the Securities and Exchange Commission (SEC) to audit the listed companies, to obtain their service proposals and audit fees for comparison and selection for the best and most suitable service terms and fees.

**Audit Committee's Opinion**

The Audit Committee has considered for the selection of the Company' auditor by reviewing the auditor's qualifications, working quality and standard, expertise and independence, performance results, in comparison with the volume of work and the audit fees; and therefore has recommended to the Board of Directors to propose to the Shareholders' Meeting to consider appointing Mrs. Saifon Inkaew, certified public accountant no. 4434, and/or Mr. Wichart Lokatekrawee, certified public accountant no. 4451, and/or Ms. Siriwan Suratepin, certified public accountant no. 4604 of EY Office Limited, any one person, whom are qualified to be the financial auditor of the listed companies as established by the SEC, to be the Company's financial auditor for the year 2016, and for the approval of the audit fee for year 2016 at Baht 1,100,000, which increases from last year by Baht 50,000 or 4.76 percent and is considered appropriate.

**Board of Directors' Opinion**

In compliance with the Public Limited Company Act B.E. 2535 which stipulates that the Shareholders' Meeting appoints the auditor and determines the audit fee regularly every year, and with recommendation from the Audit Committee, the Board of Directors has considered proposing to the Shareholders' Meeting to consider appointing any one of the auditors from EY Office Limited from the following name list to be the financial auditor for the year 2016 with the yearly audit fee of Baht 530,000 and the three quarterly reviews at Baht 190,000 each quarter, for a total of Baht 1,100,000, which increases from the previous year by 4.76 percent as proposed by the Audit Committee above.

(1) Mrs. Saifon Inkaew, certified public accountant no. 4434 (used to be the auditor signing in the Company's financial statements for from 2003 to 2007, and 2013-2015) and/or,

(2) Mr. Wichart Lokatekrawee, certified public accountant no. 4451 (never been the auditor signing in the Company's financial statements) and/or,

(3) Ms. Siriwan Suratepin, certified public accountant no. 4604 (never been the auditor signing in the Company's financial statements).

### Supporting Information

(1) The proposed audit fee of the Company for year 2016 at Baht 1,100,000 above increases from the previous year by Baht 50,000 or an increase of 4.76 percent, having no change in the audit fee for three years from 2013-2015, with details as follows:

Descriptions	Unit : Baht			%
	2013-2015	2016	Increase (Decrease)	
Yearly Audit Fee	480,000	530,000	50,000	10.42
Interim Financial Statement Audit Fee	570,000	570,000	-	-
<b>Total</b>	<b>1,050,000</b>	<b>1,100,000</b>	<b>50,000</b>	<b>4.76</b>

(2) During year 2015-2016, subsidiary and affiliated companies has engaged the auditor affiliated with the same auditing office, with details as follows:

Subsidiary/Affiliated Company	Auditor/Auditing Office
(1) Thai Agro Energy Public Co., Ltd. (Subsidiary company in Thailand)	Mrs. Saifon Inkaew EY Office Limited (Formerly Ernst and Young Office Limited)
(2) PT. Lanna Harita Indonesia (Subsidiary company in Indonesia)	Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(3) PT. Singlurus Pratama (Subsidiary company in Indonesia)	Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(4) PT. Lanna Mining Services (Subsidiary company in Indonesia)	Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(5) United Bulk Shipping Pte. Ltd. (Affiliated company in Singapore)	Ms. Low Yen Mei Ernst & Young LLP

(3) During the past year 2015, the Company and the subsidiary companies only used audit services, without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(4) The financial auditors proposed above have independence in the audit and opinions to the Company's financial statements, without having any relationship or other stakes or interests whatsoever with the Company/subsidiary companies/executives/major shareholders or relevant persons to the above parties.

(5) The financial auditors proposed above are endorsed by the SEC to audit the listed companies, with the shareholders' meeting having appointed EY Office Limited as the Company's financial auditor for the past 17 years from 1999 to 2015. Accordingly, the Company has strictly complied with the regulation regarding the Auditor Rotation as stipulated by the SEC, by changing the financial auditor every five accounting years.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the appointment of the auditor and determination of audit fee for year 2016 above.

Mr. Sakchai Sakunsimontri, shareholder with meeting attendance registration no. 305, inquired about the following two topics:

(1) The reason for the increase of the audit fee for year 2016 by Baht 50,000.

(2) He inquired if there was any comparison with other audit service providers during the auditor selection.

Mr. Padoong Techasarintr, Audit Committee Chairman, and Mrs. Saifon Inkaew, Auditor of EY Office Limited, jointly clarified in summary as follows:

(1) The increase of audit fee for year 2016 by Baht 50,000 was in line with the inflation and the increase of cost of living. The audit fee had not been increased for three years, from 2013 to 2015. Additionally, the auditor was required to coordinate with the auditors of the overseas subsidiary companies, which had an incremental impact to the working hours of the auditor.

(2) The procedure for auditor selection of the Company started from the sending of invitation letters to auditor offices that were qualified as per the regulations of the Security and Exchange Commission (SEC). Certain auditor offices submitted their proposal and certain one didn't. Then, proposals from each auditor were then compared. Accordingly, audit fee was not the only factor or criterion for the selection of the most suitable and best auditor for the Company. The Audit Committee also considered the qualifications of the auditor including knowledge and expertise as well as being a reputable auditor with reliable auditing standards. As for the selection of the same auditor as before, the Audit Committee had considered the qualification, including past works which was considered reliable, and also recommendation and suggestion received which were beneficial for the Company. All of these factors had been considered for the selection of the auditor that the Company deemed most suitable and best for the Company.

Mr. Sathaporn Khothiranurak, shareholder with meeting attendance registration no. 343, inquired about the following two topics:

(1) The total audit fee of the Company and its subsidiary companies in year 2015.

(2) The distinction of the audit office chosen for the subsidiary companies in Indonesia, which was stated that it was "A member firm of the Ernst & Young Global Limited."

Mr. Anun Louharano, Director and Financial Advisor, and Mrs. Saifon Inkaew, Auditor of EY Office Limited, jointly clarified in summary as follows:

(1) The audit fees of the Company and its subsidiary companies in year 2015 were disclosed on page 177 of the Annual Report Year 2015, having a total amount of Baht 5,230,187.21.

(2) The audit office of the subsidiary companies in Indonesia and EY Office Limited of Thailand were all member firms of the Ernst & Young Global Limited and all used the same auditing standards.

### **Voting Procedure**

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

**The Shareholders' Meeting** considered and by the majority resolved to appoint Mrs. Saifon Inkaew, certified public accountant no. 4434, and/or Mr. Wichart Lokatekrawee, certified public accountant no. 4451, and/or Ms. Siriwan Suratepin, certified public accountant no. 4604 of EY Office Limited; one or the other to be the Company's financial auditor for the year 2016 with a yearly audit fee of Baht 530,000 and the three quarterly reviews at Baht 190,000 each quarter, for a total of Baht 1,100,000, which increased from the previous year by Baht 50,000, as proposed above with the following number of votes.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
<b>Number of Votes</b>	413,667,798	2,074	11,700
<b>Percentage (%)</b>	99.9967	0.0005	0.0028

During the voting of this agenda, there were 391 shareholders attending the meeting, holding a total of 413,681,572 shares or 78.7965 percent of all the issued shares with voting right.

**Agenda No. 8: To Consider the Amendment of Clause 3 of the Memorandum of Association**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider the amendment of Clause 3 of the Memorandum of Association by assigning Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, to present the following information for consideration:

**Background and Rationale**

As the Company imports coal for sale to domestic customers through the Ayutthaya Coal Center, located at 108 Moo 1, Klong Sa Kae Subdistrict, Nakhon Luang District, Ayutthaya Province, which operates business involving ports, ocean-going vessel, coal loading/unloading from ocean-going vessel, and other related businesses, an amendment to Clause 3 of the Memorandum of Association, concerning the Company's objectives, is required for consistency.

**Board of Directors' Opinion**

The Board of Directors has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the amendment of Clause 3 of the Memorandum of Association by adding Clause 26 to the original 25 clauses, totaling 26 clauses as follows:

“No. 3 The objects for which the Company is established comprise 26 clauses as follows:

(1) to (25) remain the same without any changes.

(26): Operating business related to silos, ports, ocean-going vessels, shipbuilding, shipyards, transport stations, cargo loading/unloading from ocean-going vessels, and other businesses related to aforementioned businesses, pending authorization from related authorities.”

During the registration of the amended Memorandum of Association, as per the shareholders' meeting approval, with the public company limited registrar, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting shall then be proposed to authorize the authorized directors of the Company, agents, or employee given proxy with ability to edit, revise, add, delete or cancel the language of the amendment as recommended by the registrar without restrictions.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the amendment of Clause 3 of the Memorandum of Association above.

Mr. Sakchai Sakunsimontri, shareholder with meeting attendance registration no. 305, inquired if the amendment of the objectives of the Company should have any impact to the Company, and if such objective concerning the shipbuilding and shipyards would mean further investment on this sector.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified that the Company imported coal for sale to customers in Thailand by transporting coal from oceangoing vessels to the port of the Company at the Ayutthaya Coal Center, which was situated on the bank of the Pa Sak rivier. Due to new legislation requiring any port operators with gross tonnage exceeding 500 GT to submit for a permit with the Marine Department, the Company was required to amend and add clear objective by adding objective no. 26. The objective was loosely described to cover other businesses. Regardless, the Company had no plan to invest in shipbuilding or shipyards at the moment.

Mr. Pramote Liprattanasakun, shareholder with meeting attendance registration no. 377, inquired about the amount of investment required for the construction of new port.

Mr. Somkiart Limsong, Chairman of the Board, clarified that the Company did not construct any new port. The port being utilized at the Ayutthaya Coal Center at the moment had existed already. The purpose for this amendment of the Memorandum of Association was only to comply with the regulations.

### **Voting Procedure**

Resolution for this meeting agenda shall require three fourths of all the votes of shareholders attending the meeting and casting their votes.

**The Shareholders' Meeting** considered and by the majority (more than three fourths of all the votes of shareholders attending the meeting and casting their votes), resolved to approve the amendment of Clause 3 of the Memorandum of Association by adding Clause 26 to the original 25 clauses, totaling 26 clauses as follows:

“No. 3 The objects for which the Company is established comprise 26 clauses as follows:

(1) to (25) remain the same without any changes.

(26): Operating business related to silos, ports, ocean-going vessels, shipbuilding, shipyards, transport stations, cargo loading/unloading from ocean-going vessels, and other businesses related to aforementioned businesses, pending authorization from related authorities.”

During the registration of the amended Memorandum of Association, as per the shareholders' meeting approval, with the public company limited registrar, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting shall then be proposed to authorize the authorized directors of the Company, agents, or employee given proxy with ability to edit, revise, add, delete or cancel the language of the amendment as recommended by the registrar without restrictions. The number of votes are as follows.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
<b>Number of Votes</b>	411,117,185	0	2,564,654
<b>Percentage (%)</b>	99.3800	0	0.6200

During the voting of this agenda, there were 393 shareholders attending the meeting, holding a total of 413,681,839 shares or 78.7966 percent of all the issued shares with voting right.

### **Agenda No. 9: Consideration of Other Matters**

Mr. Somkiart Limsong, Chairman, provided an opportunity for the shareholders to make inquiries or give suggestions to the Board of Directors concerning the operations of the Company, if any.

Mr. Pramote Liprattanasakun, shareholder with meeting attendance registration no. 377, inquired why the Company did not organize Company's site visits for the shareholders as same as the previous year.

Mr. Anun Louharanoo, Director and Financial Advisor, clarified that the Company followed the guideline as announced by the Thai Investors Association (TIA) who would be responsible for organizing and taking the shareholders of the listed companies for the site visits. Once the Company was contacted by TIA, the Company would arrange a site visit program as required by TIA for the best interest of the shareholders and investors.

Ms. Chiraporn Amornphattharasin, proxy from Thai Investors Association with meeting attendance registration no. 148, stated further that TIA had been assigned to organize program for company visit for the listed companies, having clear rule and procedure for the selection of shareholders receiving right for the visit to the listed companies by which the shareholders might not get to join every year.

Mr. Sakchai Sakunsimontri, shareholder with meeting attendance registration no. 305, stated that he disagreed with TIA for being the organizer for the company visit of the listed companies as he viewed that this matter should be the responsibility of the listed company and its shareholders or the owners of the company and should be handled among themselves.

Mr. Somkiart Limsong, Chairman of the Board, clarified that the Company would study and consider this matter in details once again.

Mr. Ritichai Yibjareonporn, shareholder with meeting attendance registration no. 287, inquired about the progress and details of the investment projects in coal-fired power plant which were under study and undertaken by the Company, including location and expected revenue and profit for the Company.

Mr. Somkiart Limsong, Chairman of the Board, and Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, jointly clarified in summary that the investment projects in coal-fired power plant were being studied and prepared at the time; however, certain information could not be disclosed at the moment. Nonetheless, it could be stated that for such power plant projects, the Company would focus on a mine-mouth coal-fired power plant within the coal concession owned by the subsidiary company first as it would provide higher profitability as compared to other location where additional coal transport would be required. The investment rate of return (IRR) for such base-load power plant project was typically around 8-12 percent.

Ms. Chiraporn Amornphattharasin, proxy from Thai Investors Association with meeting attendance registration no. 148, expressed appreciation for the Company for having received certification as the member of the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in July 2015 and wished to know whether or not the Company would extend this CAC program to the Company's trading partners.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified that it would depend on the readiness of the trading partners who were mostly transport service companies that might not yet be ready to join the CAC program. Nonetheless, the Company had suggested the subsidiary company, Thai Agro Energy Public Co., Ltd. (TAE) to join the CAC program and TAE was waiting to be certified as member of the CAC.

Mr. Khomthat Chotirak, shareholder with meeting attendance registration no. 350, inquired about the progress of the port construction project in Ayutthaya Province for the transfer and export of clinker.

Mr. Somkiart Limsong, Chairman of the Board, clarified that the Company already had existing port and jetty at the Ayutthaya Coal Center which was being utilized for transfer of imported coal. Nonetheless, the Company had looked for business opportunity to provide the transfer and handling service for other products as well to increase revenue for the Company, such as the transfer of clinker. Such investment project was under study and preparation and the shareholders would be informed of the progress when it became more certain.

Mr. Sathaporn Khothiranurak, shareholder with meeting attendance registration no. 343, inquired about the following three topics:

(1) According to his knowledge, certain companies investing in Indonesia had encountered legal problems involving in lawsuits on tax refund; however, when looking at the Notes to Consolidated Financial Statements of the Company, there was none of these legal issues for the Company, which should be appreciated. Nonetheless, he wished to have confirmation from the Company again that there were no remaining issues as mentioned above.

(2) The difference in quality of coal from Thailand and Indonesia.

(3) Does the Company have the Risk Management Committee?

Mr. Anun Louharanoo, Director and Financial Advisor, and Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, jointly clarified in summary as follows:

(1) The subsidiary companies in Indonesia did not have any significant litigation cases involving tax issues that would impact the Company's financial statements.

(2) The quality of coal from Indonesia was mostly classified as sub-bituminous type, which had higher quality than coal from Thailand, which were mostly of lignite type. The sub-bituminous coal from Indonesia typically had higher calorific value and lower Sulphur content and this was one of the reasons the Company went into Indonesia to produce and distribute good quality coal to customers in Thailand and other countries within this region.

(3) The Company had established the Risk Management Committee for several years and the details and information could be found on Page 136-137 of the Annual Report Year 2015 which had been forwarded to the shareholders already.

Ms. Suwannee Chiensirikraiwut, shareholder with meeting attendance registration no. 373, inquired about the following three topics:

(1) Future development trend of the Company

(2) Investment budget for the power plant projects and locations of the power plants

(3) She agreed with earlier comment from the shareholder requesting that the Company organized the company visit for the shareholders.

Mr. Somkiart Limsong, Chairman of the Board, and Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, jointly clarified in summary as follows:

(1) Coal business was still in a downward trend; however, the Company was trying to sustain itself and increase profit margin and also believed that the existing coal reserve should be kept for better margin in the future. The ethanol business, as the secondary business being operated by the subsidiary company, was expected to invest in its business expansion during the next 2 to 3 years. Nonetheless, it was anticipated that coal market situation would be better and the Company would invest in the coal-fired power plant in the future which should bring about Company's growth satisfactory to the shareholders.

(2) Power plant investment projects had been explained to the shareholders earlier that the Company would emphasize investment on the mine-mouth coal-fired power plant within the Company's coal concession first before investment on other coal concessions, which were interesting and worthwhile the investment. As for the investment budget, it would depend on the size of the power plant. Currently, the Government of Indonesia was planning to announce the new power development plan for the country. Once this project became more certain, details of the project would be put forth for acknowledgment and consideration by the shareholders.

(3) The suggestion concerning the company visit being organized by the Company was much appreciated and would be studied and considered in details once again.

Mr. Taweechat Jurangkool, shareholder with meeting attendance registration no. 316, expressed appreciation for the Company's executives for having selectively invested in such projects which were in line with the business conditions and inquired about the following two topics:

(1) Ethanol Business: According to the Annual Report Year 2015, describing the ethanol demand in the next 20 years until year 2036 that the Company referenced from the Alternative Energy Development Plan of the National Energy Policy Council, he inquired if such forecast would be too far ahead and believed that that the Company should consider the policy of the government in each specific period.

(2) Coal Business: He asked for a clarification on the vision ahead for both two coal mines of the Company. Also, he inquired if additional coal mine acquisition would be aligned with the new policy of the government as the government had announced that the energy policy of Thailand would rely more on coal energy. Regardless, he believed that governments of every country would have more stringent environmental policy.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified in summary as follows:

(1) Ethanol Business: The government had a goal and resolved to bring it to fruition. It had a distinct guideline to terminate 91-octane Gasohol E10 in the future, which in turn would increase the ethanol demand rapidly. The consideration on the governmental policy by Thai Agro Energy Public Co., Ltd., a subsidiary company, was to gauge the actual demand against the target from the government, which at some time was delayed depending on governmental policy at a specific period. Regardless, the Company should reference the alternative energy development plan as announced by the government at first.



(2) Coal Business: The Company put emphasis on the environment and had always received environmental awards. Regarding the investment plan on coal-fired power plants by the government, he believed that in order to ensure competitiveness of Thailand in the future, Thailand should have power plants with a variety of energy source. Natural gas should not be the only main source with over 79 percent dependence. This was due to the fact that the natural gas sources of Thailand would deplete in the next three years, and the country might have to rely on gas from Myanmar over 50 percent of the future demand, as well as natural gas from Malaysia. Various options should be available for Thailand, including alternative energy whether it was wind or solar energy, as well as coal energy, and all of these would require comprehensive study to ensure global competitiveness of Thailand and to attract foreign investment in the future.

Afterward, the Chairman inquired whether any person had any other matters for further consideration.

It appeared that there was no one proposing any other matter for consideration.

Therefore, the Chairman had expressed his appreciation to all the Shareholders for attending the Meeting and for all the suggestions received from the shareholders during this Meeting, by which the Board of Directors shall use them for consideration of future implementation.

The Chairman then declared the meeting closed. At the closure of the meeting, 263 shareholders were present in person, holding 76,793,835 shares; and 130 proxy holders were present, holding 336,888,004 shares. The total number of meeting attendants was 393 persons, holding 413,681,839 shares, or 78.7966 percent of the total shares with voting rights.

The meeting was closed at 17.20 hrs.

(Mr. Somkiart Limsong)  
Chairman of the Meeting

(Mr. Saharat Vatanatumrak)  
Secretary to the Meeting