

**Minutes of the Annual General Meeting of Shareholders Year 2018**  
**of**  
**Lanna Resources Public Company Limited**

The Meeting was held on Monday, April 23, 2018 at 15:00 hrs., at the Crystal Hall A Room, 3<sup>rd</sup> Floor, The Athenee Hotel Bangkok, A Luxury Collection 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 161 shareholders holding 84,295,369 shares attending the meeting in person and 82 shareholders holding 342,578,733 shares granting proxies to attend the meeting, for a total of 243 persons holding an aggregate amount of 426,874,102 shares or 81.3094 percent of all the issued shares with voting right, constituting a meeting quorum, according to the Company's regulations. Accordingly, the Chairman commenced the Annual General Meeting of Shareholders Year 2018 and introduced the following directors.

- |                                 |   |
|---------------------------------|---|
| (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 or 92.86 percent of the total number of Company's Directors. One director, Mr. Siva Mahasandana, was absent from the meeting with notification letter informing of the absence due to other important business obligations

Mr. Somkiart Limsong, Chairman, assigned Mr. Saharat Vatanatumrak, Company Secretary and Chief Officer – Corporate, to introduce the following executives and auditors attending this meeting.

- |                                  |   |
|----------------------------------|---|
| (1) Mr. Vacharachai Nachailert   | Chief Officer – Domestic Marketing        |
| (2) Mr. Sudusit Ounsangchan      | Chief Officer – Coal Business Development |
| (3) Mr. Prasert Promdech         | Chief Officer – International Marketing   |
| (4) Mrs. Petcharat Chayanon      | Chief Officer – Finance and Accounting    |
| (5) Ms. Patcharawan Koonarangsri | Auditor Representative, EY Office Limited |

The Thai Investors Association ("TIA") as the shareholder has submitted a letter notifying that Mr. Pornsak Chaiwanichaya ("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.

According to the Office of the National Anti-Corruption Commission has provided a promotional video under the theme of “Civil Power on Thailand-Reformation” with the objectives to indicate the effect of corruption and raising awareness of Thai people concerning negative effects and causes of corruption. The Securities and Exchange Commission (SEC) has requested the Company to support and disseminate such promotional video by any means as part of the campaign against corruption. The Company had shown such promotional video to the shareholders before this Annual General Meeting of Shareholders commenced and also presented the Corporate Social Responsibility of the Company in year 2017, which was awarded by the Ministry of Industry and the Company’s anti-corruption certification of accreditation by the Thailand’s Private Sector Collective Action Coalition Against Corruption.

Before entering upon the meeting agendas procedure and in order to properly conduct the meeting, Mr. Somkiart Limsong, Chairman of the Board, assigned Mr. Saharat Vatanatumrak, Company Secretary, to clarify the rules for this meeting including practices for voting and vote counting procedures for each of the meeting agenda, which could be summarized as follows (details had 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, 2017 until December 31, 2017, for a total period of 3 months. 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 abstention.

(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 abstention.

(2.2.2) The proxy holder with Proxy Form C (in 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 abstention. 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 abstention.

(3) For the voting in any of the meeting agendas (except for Agenda No. 5: The Appointment of Directors Retired by Rotation, Agenda No. 8: The Amendment to Article 18 and Article 22 of the Company’s Articles of Association, and Agenda No. 9: The Amendment to Clause 3 of the Company’s 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 "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 abstention.

(5) For the voting in Agenda No. 8 "The Amendment to Article 18 and Article 22 of the Company's Articles of Association and Agenda No. 9: "The Amendment to Clause 3 of the Company's 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 abstention.

(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 screen installed in 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.

(12) Before the meeting was commenced, the Company has invited shareholders' representative to be the observer in the vote counting process for each agenda by performing duty with Company's staff at the provided seat, by which Mr. Pajit Tantimedh, shareholder with meeting attendance registration no. 213, volunteered to be the observer in the vote counting process for each agenda.

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

**Agenda No. 1: To Approve the Minutes of the Annual General Meeting of Shareholders Year 2017**

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 2017 with information presented as follows:

**Background and Rationale**

The Company convened the Annual General Meeting of Shareholders Year 2017 on Tuesday, April 25, 2017 during 15:00 hours to 16:17 hours at the at the Crystal Hall A Room, 3<sup>rd</sup> Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the Annual General Meeting of Shareholders Year 2017 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 2017 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.

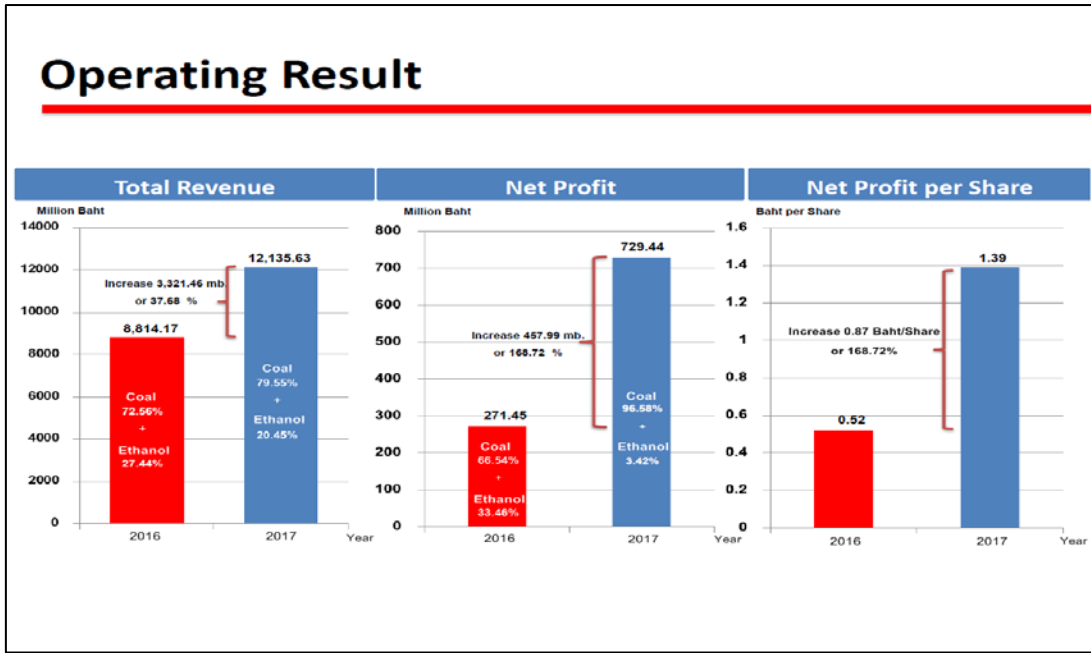
**The Shareholders' Meeting** has considered and unanimously resolved to approve the minutes of the Annual General Meeting of Shareholders Year 2017 as proposed above with the following number of votes.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	427,046,815	0	0
<b>Percentage (%)</b>	100.0000	0	0

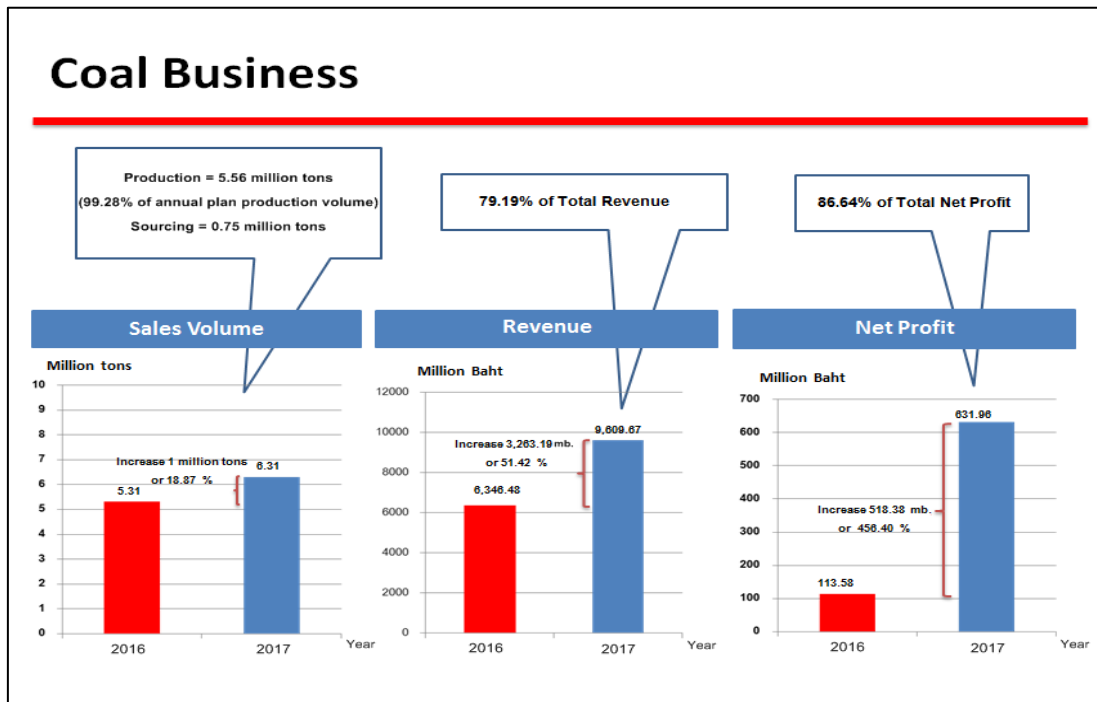
During the voting of this agenda, there were 264 shareholders attending the meeting, holding a total of 472,046,815 shares or 89.9134 percent of all the issued shares with voting right.

**Agenda No. 2: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2017**

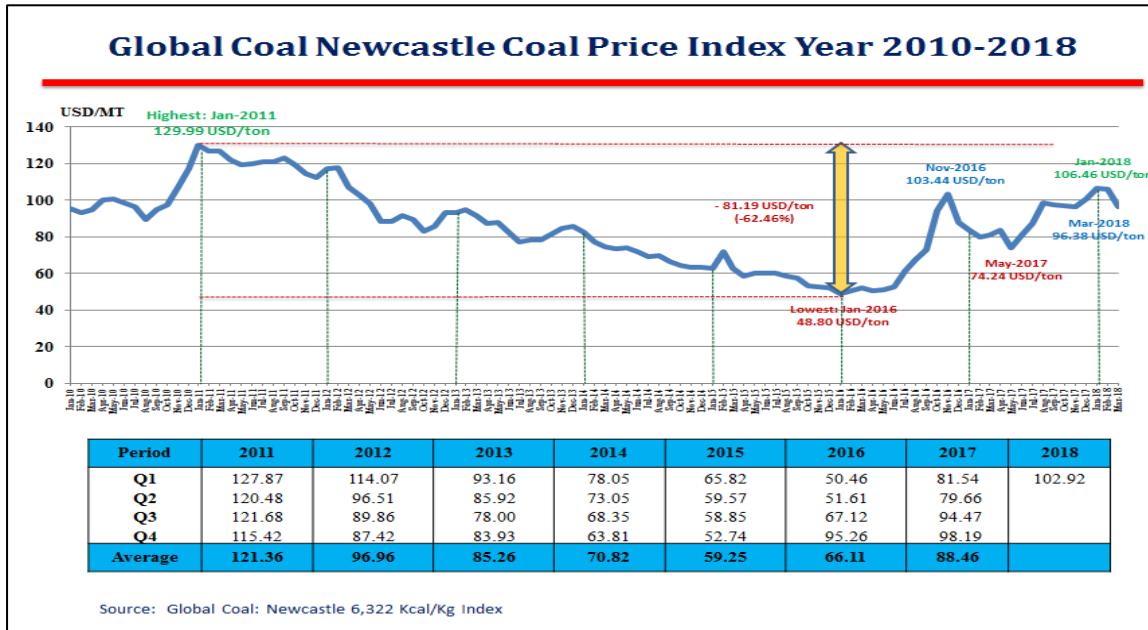
Mr. Somkiart Limsong, Chairman of the Board, presented the Report of the Board of Directors on the operating results and financial status, including other information of the Company and affiliated companies during year 2017, which had been printed in the Annual Report Year 2017 and disseminated on the Company's website and forwarded to all shareholders in advance in CD-ROM format along with this meeting invitation. Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, was assigned to briefly report to the shareholders on the operating results of the past year 2017, which is considered excellent and satisfactory as profitability has improved significantly. The net profit increased nearly twofold from the previous year, which is the highest in the past five years. The overall operating results in 2017 has a total revenue of Baht 12,135.63 million with the net profit of Baht 729.44 million or net earnings per share of Baht 1.39. In comparison with year 2016, the revenue and net profit increased by Baht 3,321.46 and 457.99 million or an increase of 37.68 and 168.72 percent, respectively. The revenue proportion from the sales of coal and ethanol accounted for 79.55 percent and 20.45 percent with the net profit proportion from the coal business and ethanol business of 96.58 percent and 3.42 percent, respectively.



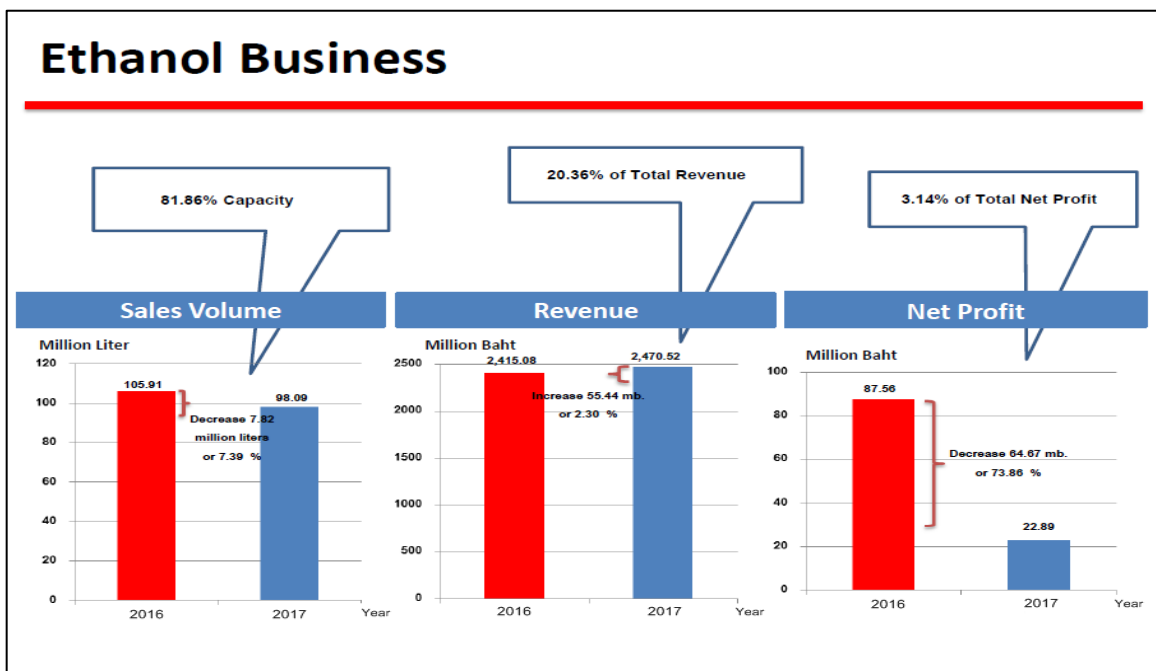
Operating results of the coal business, which is the core business, the total revenue in 2017 was Baht 9,609.67 million and the net profit was Baht 1,169.93 million, increase from the previous year of Baht 3,263.19 million and Baht 934.48 million or an increase of 51.42 percent and 396.88 percent, respectively. Even though coal sales volume increased by only 18.87 percent but the average coal selling price increased by 27.38 percent due to rising global coal prices throughout the past year 2017. Currently, there are two coal mining concessions in operation in Indonesia with total coal production capacity of approximately 6 million metric tons per year. More discussions and negotiations are under way as well for new investment opportunities in coal mining concessions in order to expand Company's production and distribution capacity in the future.



As global coal prices have continued to rise, it is expected that the operating results of the coal business, which is a core business, will be able to make more profit growth in year 2018 with positive global coal price trend. In early 2018, PT. Lanna Harita Indonesia (“LHI”) and PT. Lanna Singlurus Pratama (“SGP”), subsidiary companies in Indonesia, have amended their coal mining concession on the divestment of foreign or non-Indonesian shareholding to not more than 49 percent of paid-up capital within year 2019, by which the Company has disclosed this information to the Stock Exchange of Thailand to inform the shareholders and investors. Nevertheless, the Company still has management control in both subsidiary companies, which allows for the consolidation of both subsidiary companies’ financial statements into the Company’s consolidated financial statements as before.



Operating results of the ethanol-for-fuel business, which is the secondary core business; the total revenue in 2017 was Baht 2,470.52 million, an increase from the previous year of Baht 55.44 million or 2.30 percent. Nonetheless, the net profit was Baht 48.86 million, a decrease from the previous year of Baht 129.25 million or 72.57 percent due to the flood incident causing the treated wastewater pond of the ethanol production plant of the subsidiary company to collapse in the late 2017. Consequently, there was no income during a 2-month temporary shutdown of the ethanol production plant for repair during October and November 2017. The ethanol production plant, which is located in Dan Chang District, Suphanburi Province, consists of two ethanol production lines with a total production capacity of 350,000 liters per day, mainly utilizing molasses and cassava as the raw materials. Both ethanol production lines have been granted special investment promotion privileges according to the Investment Promotion Act, B.E. 2520.



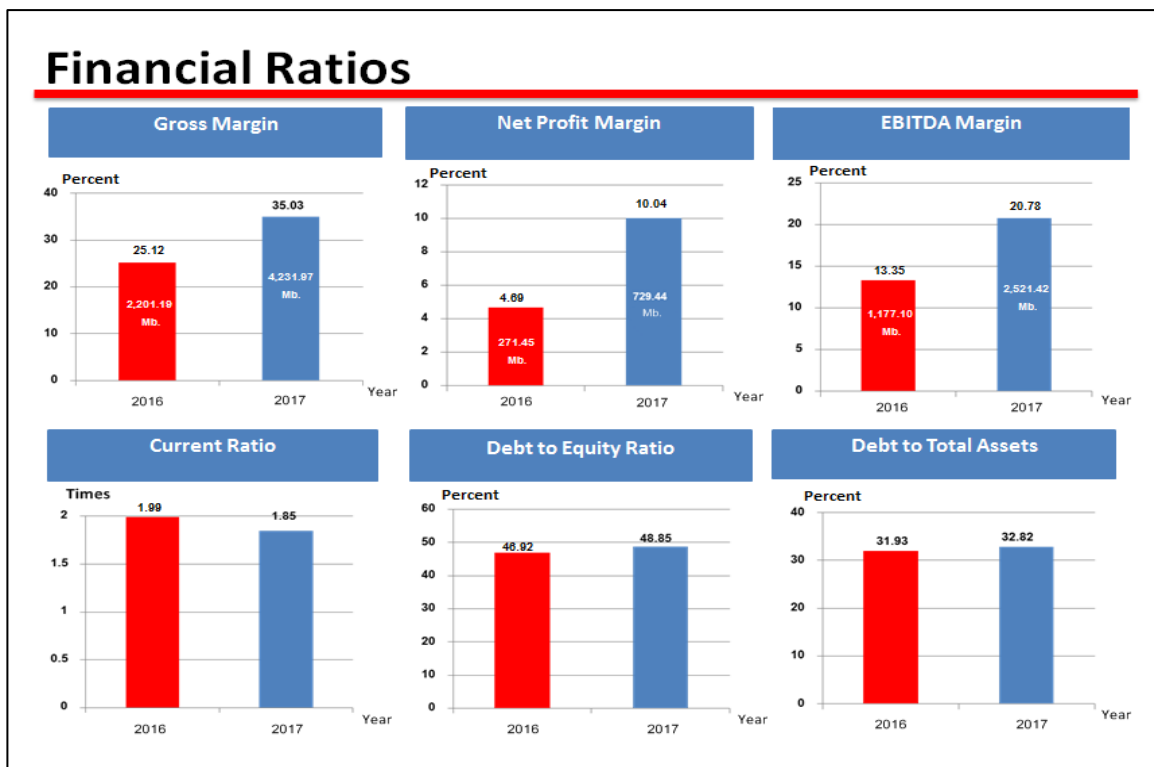
Impact from the flood incident in late 2017 as described above has caused the operating results of ethanol business in 2017 to be lower than expectation. It is anticipated that the ethanol business will be profitable in year 2018 as before as the Energy Business Department is considering the direction on gasohol 91 phase-out which will drive the use of gasohol E20 and should result in higher demand for ethanol.

For future investment, the Company plans to invest in coal-fired power plant and other renewable energy projects in both Thailand and overseas, having established Lanna Power Generation Co., Ltd. in 2016, a wholly-owned subsidiary company, to conduct feasibility studies and prepare to invest in such businesses. To begin with, the Company and PT. Indonesia Power, a state enterprise of Indonesia, entered into the memorandum of understanding to establish partnership and look into viable joint venture investment in coal-fired power plant project in Indonesia. The Company and subsidiary companies certainly have potential to invest in such project with its own coal mining concessions. In addition to the increase in coal production and distribution capacity, the return on investment in such power plant projects should yield higher revenue and profit for the Company in the future.

The overall financial position in 2017 was in good standing having the total asset as at the end of 2017 of Baht 8,774.60 million, an increase from the previous year of Baht 244.10 million or 2.86 percent and the total liabilities as at the end of 2017 of Baht 2,879.59 million increased from the previous year by Baht 155.45 million or 5.71 percent. The total shareholders' equity as at the end of 2017 of Baht 5,895.01 million increased from the previous year by Baht 88.65 million or 1.53 percent, resulting in an increase in the book value from Baht 7.84 per share in 2016 to Baht 8.26 per share in 2017, an increase of Baht 0.42 per share or 5.36 percent.

The overall liquidity in 2017 was also considered in good standing with the current ratio as high as 1.85 times with the total debt to total asset ratio was only 32.82 percent and the total debt to equity ratio was only 48.85 percent. In addition, the Company has cash flow and credit facilities from financial institutions that are sufficient for business operations and future investments.

The overall earnings efficiency of the Company in 2017 was considered in good standing having the EBITDA margin increased from 13.35 percent in 2016 to 20.78 percent in 2017, the net profit margin increased from 4.69 percent in 2016 to 10.04 percent in 2017 and the return on equity increased from 6.48 in 2016 to 17.25 percent in 2017, which is considered that the profitability has improved significantly in 2017.



The Company continues to give priority to the principles of good corporate governance and realizes the importance of corporate social responsibility to create sustainable development for the corporation in the long run, as well as being committed to promoting anti-corruption in every form. Accordingly, the Company has received the following rewards and recognitions in 2017:

- The Company was placed in a “Very Good” level or 4 stars (▲▲▲▲) for the assessment of Corporate Governance (“CGR”) Year 2017 by the Thai Institute of Directors Association, having received a score of 88 percent, higher than the previous year 2016 with the score of 86 percent, ranking in the Top Quartile of the group of companies with a market capitalization of Baht 3,000-9,999 million.

- The Company received a full 100-score or “excellent” level on the Annual General Meeting Quality Assessment of the Listed Companies (“AGM Checklist”) Year 2017 conducted by the Thai Investors Association. The Company has received the full 100-score assessment for seven consecutive years from 2011 to 2017.

- The Company has been officially certified as a member of “Thailand’s Private Sector Collective Action Coalition Against Corruption” since 2015 and will proceed with the certificate renewal in 2018.

- The Ayutthaya Coal Center conducts its business operation in Thailand with responsibility toward the communities, society and environment, having been granted the Green Industry Accreditation (Green System) Level 3 and recently awarded with the Corporate Social Responsibility Department of Industrial Works (CSR-DIW Award 2017) from the Ministry of Industry in 2017.

- Both subsidiary companies with coal mining operations in Indonesia have been consistently awarded every year with regard to their excellent environmental management from the Governor of East Kalimantan. Both subsidiary companies also received safety management certificates from the Directorate General of Mineral and Coal for good environmental and safety management standards in compliance with relevant laws and regulations.

The Board of Directors has endeavored to manage and resolve any difficulties with prudence and diligence by adhering to good corporate governance principles, having allowed the Company to get through any obstacles and maintain good operating results, which enables the Company to pay dividend to the shareholders at high level every year. Accordingly, the Board of Directors shall continue to consider business expansion for sustainable development 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. Komtouch Chotirak, shareholder with meeting attendance registration no. 128, inquired about 2 topics as follows:

- (1) As reported that the ethanol production plant had to halt its ethanol production and distribution, has the problem been resolved and whether or not the ethanol plant has returned to its normal operation? If not, when will it be completed?

- (2) Has the insurance claim for the damages been completed?

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

- (1) The subsidiary company had already resolved the problem since the end of year 2017, which was caused by a force majeure incident with heavy rain and flood damaging the treated wastewater pond of the subsidiary’s ethanol plant during the end of year 2017. The repair was carried out according to the measures as stipulated by the authority, by which the Ministry of Industry had inspected and permitted the subsidiary company to recommence its ethanol production and distribution since December 2017, which happened in time for the sugarcane crushing period this season. In addition, the subsidiary company would invest in the construction of the wastewater evaporation plant for the spent wash or vinasse to effectively treat the wastewater from the ethanol production process and mitigate environment impact sustainably in long term. The construction was expected to be completed by March 2019. For this year, the subsidiary company has carried out several measures and prepared to handle increasing volume of vinasse or wastewater from the ethanol production process until at least the middle of next year and is confident that such problem earlier will



not occur again this rainy season in year 2018. Actually, the wastewater evaporation plant had been planned from the beginning; however, initially the ethanol plant had only one production line with relatively small amount of wastewater or vinasse and it was not necessary to invest in such a plant. Therefore, the treated wastewater has been sent to the settling pond before going to the natural evaporation ponds, which is a conventional and industrially acceptable method of wastewater treatment system. The investment of the wastewater evaporation plant has become necessary after the construction of ethanol production plant line no. 2 and the timing is appropriate as the long term loan of the subsidiary company is about to be paid off within this year and more loan can be obtained for the investment of the wastewater evaporation plant. In fact, the subsidiary company has recently disclosed information concerning the investment for the construction of the wastewater evaporation plant to the Stock Exchange of Thailand and the public with stated investment capital of over Baht 400 million.

(2) As for the claim of damage compensation from the insurance company, the assessment of damage on the ethanol production plant by the insurance company has just been completed and the matter is under consideration by the insurance company, by which the compensation is expected to be paid soon afterward.

Ms. Suwannee Chiansirikraiwt, shareholder with meeting attendance registration no. 249, inquired about 4 topics as follows:

- (1) The progress on the investment in the power plant projects in Indonesia.
- (2) Future coal consumption trend
- (3) Impact on the ethanol-for-fuel business from future development and utilization of electric vehicles (“EV”)
- (4) Information on the remaining coal reserves and coal production and distribution plan of the Company

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified on topic (1) and topic (2) as follows.

(1) The Company has explored investment opportunities in power plant projects in Indonesia as the Indonesian Government has policy encouraging investment in several coal-fired power plants, more than in Thailand. The Company also has already had long time experience operating in Indonesia. Currently, the Company is conducting a feasibility study on the investment of 2 to 3 power plant projects in Indonesia. Accordingly, the Company has established a wholly-owned subsidiary, Lanna Power Generation Co., Ltd. in 2016 to conduct a study and explore investment opportunities in such power business with aim to invest in the coal-fired power plant and other renewable energy projects both in Thailand and overseas. The Company and its subsidiary should have potential or advantage in the development of coal-fired power plant, having their own coal mine concessions. Besides having potential to increase its coal production and distribution, the Company and subsidiaries may also have investment return with higher revenue and profit in the future. As such power plant projects above have become more definite, the Company shall report on the progress of such development to the shareholders for acknowledgment in due time.

(2) Coal consumption trend should lean toward the use of good quality coal, especially coal with low sulfur content and produced from coal mine concessions that practice strict environmental and safety standards, by which both subsidiary companies have produced good quality coal with low sulfur content suitable for coal-fired power plant. Both subsidiary companies have also been consistently awarded with certificates displaying excellence in environmental and safety management in accordance with the standards and in compliance with relevant laws and regulations. Therefore, it is anticipated that the Company’s coal business will grow steadily and sustainably.

Mr. Somkiart Limsong, Chairman, clarified on topic (3) and topic (4) as follows.

(3) Several more years will be needed for the electric vehicles (“EV”) to be widely used due to the lack of charging stations for the electric vehicles, which have not covered every area possible to make it convenient for the electric vehicle owners. Moreover, the electricity charging time for the electric vehicles currently takes a long time when compared with the time period for filling gasoline into the car. There are also millions of combustion engine cars on the road which will take quite a long time for all to change to the electric vehicles. Accordingly, it is not anticipated that electric vehicles will significantly impact Company’s ethanol business for at least another ten years.

(4) There are still large amount of coal reserves in the coal mine concessions of the subsidiary companies in Indonesia with several more years of coal production and distribution. Nonetheless, the Company realizes the depletion of coal reserves every year and therefore has been looking for additional investments in other coal mine concessions and recently the Company has agreed to invest in a new coal mine concession in Indonesia, with details on such investment reported and disclosed to the Stock Exchange of Thailand and general public in March 2018, which should considerably add more coal reserves for the Company to increase its production capacity for several more years.

Ms. Suwannee Chiansirikraiwut, shareholder with meeting attendance registration no. 249, further inquired about the investment budget required for such investments in the power plant projects, including the sizes of the power plants and investment structure as to what shareholding proportion the Company planned to take.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified that initially the Company has no restriction on the size of the power plant for the investment; however, the investment is considered based on the appropriateness and capability of the Company on the investment. Currently, the Company is conducting feasibility studies for the investment in both 600 megawatts and even less than 100 megawatts. Priority is given to power plant projects which are located in the vicinity of Company's own coal mine concessions. As for the shareholding proportion, the Government of Indonesia has a clear policy stipulating that foreign investors or non-Indonesian entity shall not hold more than 49 percent of the paid-up capital in the power plant project. Therefore, the Company would not have total management control in such projects, basically similar to power plant project investments in Thailand for the foreigner or non-Thai investors. The Company considers that the investment in power plant projects in Indonesia to be appropriate and feasible with its own coal mine concessions in Indonesia, which should add more value and capacity in the coal production and distribution and the Government of Indonesia has also encouraged such investment in the coal-fired power plant projects, issuing measures stipulating domestic coal mine operators to produce and distribute coal for domestic consumption, especially for the increasing number of coal-fired power plants in Indonesia. Accordingly, the Company should meet its obligation according to such policy of the Indonesian Government. Anyhow, the Company would enjoy investment return from the power plant projects, which should bring more revenues and profit for the Company in the future. As for the investment budget, it is estimated that a 50-megawatt may cost up to USD 100 million and if the project could be financed at 2:1 debt to equity ratio or shareholders' equity of about USD 30 million. 49-percent shareholding by the Company would require only USD 15 million of investment capital for the Company, which should be within Company's financial capability without having to raise addition capital from the shareholders. Nonetheless, if required, the Company would report to the shareholders for further consideration in due time.

**The Shareholders' Meeting** acknowledged the report of the Board of Directors on the operating results of year 2017 as presented above.

**Agenda No. 3: To Consider and Approve the Statement of Financial Position (Balance Sheets) and Statements of Earnings for the Year Ended December 31, 2017**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider approving the statement of financial position (balance sheets) and statements of earnings for the year ended December 31, 2017 by assigning Mr. Anun Louharanoo, Director and Financial Advisor, to present the following information for consideration.

**Background and Rationale**

Ms. Siriwan Suratepin, certified public accountant no. 4604, of EY Office Limited, has audited and certified the balance sheets and statement of earnings for the year ended December 31, 2017, of which have been published in the Annual Report Year 2017, under the topic "Report of the Independent Auditor and Financial Statements", Page 31 to 110, including the analysis of financial status and operation results on Page 111 to 118, 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 2017, Page 138 to 139.

### Board of Directors' Opinion

The Board of Directors has considered that the Financial Statements of Year 2017 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, 2017 are being proposed to the shareholders' meeting for its consideration and approval as presented above, which can be summarized as follows:

#### (1) Consolidated Financial Statements:

Description (Unit: Million Baht)	Balance Sheets or Statement of Financial Position as at December 31 <sup>st</sup>		Increase (Decrease)	
	2017	2016	Amount	%
Total Assets	8,774.60	8,530.50	244.10	2.86
Total Liabilities	2,879.59	2,724.14	155.45	5.71
Total Shareholders' Equity	5,895.01	5,806.36	88.65	1.53
Share Book Value (Baht per Share)	8.26	7.84	0.42	5.36

Description (Unit: Million Baht)	Statements of Earnings		Increase (Decrease)	
	2017	2016	Amount	%
Total Revenues	12,135.63	8,814.17	3,321.46	37.68
Net Profit	729.44	271.45	457.99	168.72
Net Earnings per Share (Baht per Share)	1.39	0.52	0.87	168.72

#### (2) Separate Financial Statements:

Description (Unit: Million Baht)	Balance Sheets or Statement of Financial Position as at December 31 <sup>st</sup>		Increase (Decrease)	
	2017	2016	Amount	%
Total Assets	2,661	2,343	318	13.57
Total Liabilities	112	186	(74)	(39.78)
Total Shareholders' Equity	2,549	2,157	392	18.17
Share Book Value–Baht per Share	4.86	4.11	0.75	18.17

Description (Unit: Million Baht)	Statements of Earnings		Increase (Decrease)	
	2017	2016	Amount	%
Total Revenues	2,882	1,910	972	50.89
Net Profit	754	337	417	123.74
Net Earnings per Share – Baht per Share	1.44	0.64	0.80	123.74

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry into any problem concerning with the financial statements of year 2017 above.

Mr. Taweecat Chulangkul, shareholder with meeting attendance registration no. 238, inquired about 2 topics as follows:

(1) At current coal price, what is Company's policy on long-term or advanced coal sale and purchase agreement for the past year and this year?

(2) What kind of impact to the Company concerning with the news on China's new measure on controlling and restriction on coal import through it ports in the southern and eastern parts of China and what is the export and sale proportion of the Company for coal produced from Indonesia to overseas countries?

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified in summary that although the Company tried to enter into a long-term coal sale and purchase agreement in advance when coal prices were at the high level but if coal price declined significantly, the buyers would try to negotiate for postponement of coal shipment and delivery and also for new lower coal prices. Therefore, the Company has set the policy for appropriate and balanced coal sales by not entering into the coal sale and purchase agreement of more than 6 months in advance. Normally, the Company would commit and enter into the coal sale and purchase agreement for approximately 60 percent of the production and distribution plan for each year. For the remaining coal sale volume, monitoring and assessment of coal market situation would be undertaken and certain customers would be given right to purchase the coal at market price. Problem might still arise if coal price fell sharply. However, if coal price gradually declined, similar to current situation, contract price would be based on coal price index of the previous month for coal shipment and delivery this month. If the customer came to take coal delivery as agreed in the contract, the Company would not have much problem. As for China's recent measure on banning certain coal import through its ports in order to utilize its remaining coal inventory in the country and convert its power generation from fuel to hydropower, which certainly had an impact on global coal prices. Nonetheless, the Company did not directly sell its coal into China; therefore, the Company had no direct impact, although there could be impact to coal prices indices overall. Currently, the Company exported and sold majority of coal to India. The Company would start to produce coal that is suitable for Chinese market during the next 2 years and coal sale and marketing policy would be considered again in due time.

Mr. Tanpong Tansalarak, shareholder with meeting attendance registration no. 215, inquired about the divestment of shareholding proportion of the Company in the 2 subsidiary companies in Indonesia as to what assumptions and reference pricing would be used for the sales of such shares and how the Company would recognize this revenue from such shares sales whether or not the revenue recognition would be by quarter or at once for the whole amount.

Mr. Srihasak Arirachakaran, Director and Chief Executive Officer, clarified that the divestment of shareholding of the foreigners that are non-Indonesian from 65 percent to no more than 49 percent of the paid-up capital must be carried out in succession starting from October 2017 and to be completed within October 2019 according to the Indonesian law. Nonetheless, the Company had been in discussion with relevant units of the Government of Indonesia concerning with such policy. It appeared that the Company must offer to sell the excess shares from such regulation to the state enterprises of the Central Government of Indonesia first, such as the electricity authority of Indonesia (Perusahaan Listrik Negara or "PLN") before such shares could be offered to the local enterprises of the local government where coal mine concessions of the subsidiary companies are located. Then, private entities or individuals of Indonesian national would be next for such share sale offer. Accordingly, the Company had been in discussion and negotiation with potential purchasers whom were interested in the shares of both subsidiary companies. As for the share sale price, the specification by the regulation was very broad, stating that the sale price should be at a fair market value. Nonetheless, other divestment transactions by other companies previously did not calculate their share price value based on the discounted cash flow method by using future free cash flow projections and discounting them to present value. Thus, the major issue would be the deciding factor for the Government or interested buyers to arrive at the fair market value. Accordingly, the Company had engaged the financial advisor, acceptable by the Government of Indonesia, to carry out share price assessment and valuation in order to determine the fair market value of the shares to be divested so that it could be used to start the share sale negotiation with the Government and interested buyers.

Mr. Anun Louharano, Director and Financial Advisor, clarified on the matter concerning with the revenue recognition from the share sale of the subsidiary companies that the Company would monitor the information daily; however, financial statements would be closed monthly. Company's independent auditor would review the financial statements quarter as stipulated by the Stock Exchange of Thailand. The revenue from share sale would be recognized for the whole amount at one time, when such share sale and purchase transaction occurs.

### **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 statement of financial position (balance sheets) and statements of earnings for the year ended December 31, 2017 as proposed above with the following number of votes:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	426,785,468	0	586,800
<b>Percentage (%)</b>	99.8626	0	0.1374

During the voting of this agenda, there were 306 shareholders attending the meeting, holding a total of 427,372,268 shares or 81.4043 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 2017, 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 2017, the net profit based on separate financial statements was Baht 754,000,376.47 or a net profit of Baht 1.44 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 2017, having the following details.

<b>Details of the Appropriation</b>	<b>Amount (Baht)</b>
Retained Earnings from previous year	22,112.41
<b>Plus</b> • Net Profit of Year 2017	754,000,376.47
Retained Earnings for Appropriation for Year 2017	754,022,488.61
<b>Less</b> • Appropriation for General Reserve	297,200,000.00
• Appropriation for Interim Dividend Payment at Baht 0.40 per share, already approved by the Board of Directors and paid to the shareholders on November 15, 2017	209,999,871.60
• Appropriation for Dividend Payment to be approved for this period at Baht 0.47 per share	246,749,849.13
Earnings Carried Forward	72,767.88

(1) To appropriate the earnings for general reserve at Baht 297,200,000 and;

(2) To appropriate the earnings for dividend payment to shareholders at Baht 0.87 per share, totaling Baht 456,749,720.73 The Board of Directors already approved the interim dividend payment to the shareholders on November 15, 2017 at Baht 0.40 per share, totaling Baht 209,999,871.60; therefore, the remaining dividend payment for shareholders is at Baht 0.47 per share, totaling Baht 246,749,849.13 The record date for the name list of shareholders entitled to receive dividend payment for this period will be determined on March 20, 2018 and the dividend will be paid on May 15, 2018. Accordingly, shareholders are required to pay income tax for such dividend according to the Revenue Code, having details on tax credit as follows:

(A) For the dividend at Baht 0.16 per share of 524,999,679 shares, totaling Baht 83,999,948.64, shareholders who are natural persons will receive tax credit at two-eighth of the received dividend as the dividend is paid from the portion of earnings with corporate income tax of 20 percent of net profit, and

(B) For the dividend at Baht 0.31 per share of 524,999,670 shares, totaling Baht 162,749,900.49, 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 2017 at Baht 0.87 per share or 60.58 percent of the net earnings.

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

<b>Details of the Dividend Payment</b>	<b>Year 2017</b>	<b>Year 2016</b>
Net Profit	Baht 754,000,376.47	Baht 337,251,025.53
Number of Shares of Interim and Annual Dividend Payment	524,999,679 shares	524,999,679 shares
Total Dividend Payment per Share	0.87 Baht per share	0.64 Baht per share
• Interim Dividend	0.40 Baht per share	0.35 Baht per share
• Annual Dividend	0.47 Baht per share	0.29 Baht per share
Total Dividend Payment	Baht 456,749,720.73	Baht 335,999,794.56
Dividend Payment Ratio	60.58 percent	99.63 percent

The Board of Directors has proposed for the dividend payment from the operating results of the Company in year 2017 at 60.58 percent of the net profit, which is higher than the established dividend payment policy but lower than the previous year by 39.20 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 2017 above.

Mr. Somwang Poonsombat, shareholder with meeting attendance registration no. 234, inquired about the reason of the relatively low dividend payment ratio for year 2017, or the Company wished to reserve fund for future investments.

Mr. Somkiart Limsong, Chairman of the Board, clarified that in normal situation the Company would try to maintain its dividend payment ratio according to the Company's dividend payment policy above and reserve certain part for investment and operation in the future, by which the money would still belong to the shareholders. Nevertheless, Company's operating results during the past few years were not in good condition due to the decline in coal prices but the Company shared the feeling with the shareholders, thus tried to pay dividend to shareholders as much as possible keeping a small reserve. However, in 2017, the net profit was quite high, the Company therefore decided to return to the original practice in accordance with the dividend payment policy.

### **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 2017 from the Board of Directors' proposal as follows.

(1) To appropriate the earnings for general reserve at Baht 297,200,000 and

(2) To appropriate the earnings for dividend payment to shareholders at Baht 0.87 per share, totaling Baht 456,749,720.73. The Board of Directors already approved the interim dividend payment to the shareholders on November 15, 2017 at Baht 0.40 per share, totaling Baht 209,999,871.60; therefore, the remaining dividend payment for shareholders is at Baht 0.47 per share, totaling Baht 246,749,849.13. The record date for the name list of shareholders entitled to receive dividend payment for this period will be determined on March 20, 2018 and the dividend payment of this period will be paid on May 15, 2018. Accordingly, shareholders are required to pay income tax for such dividend according to the Revenue Code, having details on tax credit as follows:

(A) For the dividend at Baht 0.16 per share of 524,999,679 shares, totaling Baht 83,999,948.64, shareholders who are natural persons will receive tax credit at two-eighth of the received dividend as the dividend is paid from the portion of earnings with corporate income tax of 20 percent of net profit, and

(B) For the dividend at Baht 0.31 per share of 524,999,670 shares, totaling Baht 162,749,900.49, 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, with voting results as follows:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	427,372,268	0	0
<b>Percentage (%)</b>	100.00	0	0

During the voting of this agenda, there were 306 shareholders attending the meeting, holding a total of 427,372,268 shares or 81.4043 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 2018, the following four directors are retired by rotation according to the Article No. 11 of the Company's Articles of Association; namely (1) Mr. Somkiart Limsong, (2) Mr. Padoong Techarintr, (3) Mr. Paul Heinz Hugentobler, and (4) Mr. Anun Louharanoo.

### **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 four 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 as follows:

<b>Proposed Names for Appointment of Directors Replacing the Directors Retired by Rotation</b>	<b>Proposed Director's Positions</b>
(1) Mr. Somkiart Limsong	Director
(2) Mr. Padoong Techasarintr	Director and Independent Director
(3) Mr. Paul Heinz Hugentobler	Director
(4) Mr. Anun Louharanoo	Director

### **Criteria and Nomination Procedure**

Nomination process for the Company's directorship positions has been through the deliberation of the Nomination and Remuneration Committee ("NRC"). 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.

According to the good corporate governance principles which suggest that the tenure of an independent director should not exceed a cumulative term of 9 years. Although Mr. Padoong Techasarintr has served as the independent director from April 27, 1993 until present for a total of 24 years and 8 months, Mr. Padoong Techasarintr has always performed his duties appropriately, possessed good knowledge, capabilities and experience, and been able to express independent opinions in accordance with relevant laws, as well as having variety of expertise which are beneficial to the Company's business operation. Accordingly, the Board of Directors has thoroughly considered and therefore proposed to the Shareholders' Meeting for its consideration to appoint Mr. Padoong Techasarintr for the position of Independent Director for another term.

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 by submitting a written proposal by mail or facsimile (FAX) to the Company Secretary in advance, during October 1, 2017 to December 31, 2017, for a period of 3 months. However, there was 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 four persons being proposed for the director positions, including performance results as the Company's directors during the past years, which has been forwarded to every shareholder along with the meeting invitation and disseminated on the Company's website, having details as follows:

#### **(1) Information of the Proposed Person for Director Position**

**Name and Surname:** Mr. Somkiart Limsong  
**Current Position:** Chairman of the Board of Directors and Director  
**Nationality:** Thai  
**Age:** 76 years  
**Address:** 251 Soi Sarasin, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330  
**Education:** MBA, Harvard Business School  
**Director Accreditation Program:** Director Accreditation Program (DAP) Class 5/2003  
**Date of Appointment:** October 2, 1985  
**Period of Directorship:** Holding Director Position since 1985 until present for total of 32 years and 3 months.  
**Meeting Attendance of the Past Year:** Attended 4 of 6 Board of Directors' Meetings  
**Shareholding in the Company as at December 31, 2017:** 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:**

1994 - 2001: Chairman, Gulf Electric Public Co., Ltd.

1968 - 1999: Last position; Vice-Chairman of the Board, President, Executive Chairman and Managing Director, Siam City Cement Public Co., Ltd.

**(2) Information of the Proposed Person for Director and Independent Director Positions**

**Name and Surname:** Mr. Padoong Techasarintr

**Current Position:** Audit Committee Chairman and Independent Director

**Nationality:** Thai

**Age:** 77 years

**Address:** 41/9 Rim Klong Bangsakae Road, Bangkor, Chomthong, Bangkok 10150

**Education:** Bachelor Degree, Accounting and Commerce, Thammasat University

**Director Accreditation Program:** The Role of Chairman Program (RCM) Class 6/2002

Director Accreditation Program (DAP) Class 3/2003

Director Certification Program (DCP) Class 55/2005

**Date of Appointment:** April 27, 1993

**Period of Directorship:** Holding Director Position since 1993 until present for total of 24 years and 8 months.

Holding Audit Committee Member Position since 1999 until present for a total of 18 years.

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

Attended 10 of 10 Audit Committee Meetings

**Shareholding in the Company as at December 31, 2017:** 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/Executive		
4 companies	(1) Independent Director / Audit Committee Member, Kulthorn Kirby Public Co., Ltd. (2) Independent Director / Audit Committee Member, C.P. All Public Co., Ltd. (3) Independent Director / Audit Committee Member, Textile Prestige Public Co., Ltd. (4) Independent Director / Audit Committee Member, Thanulux Public Co., Ltd.	1 place (Foundation)	-None-

**Work Experience:**

- 2000 - Present: Independent Director and Audit Committee Member, Kulthorn Kirby Public Co., Ltd.
- 1999 - Present: Independent Director and Audit Committee Member, C.P. All Public Co., Ltd.
- 1999 - Present: Independent Director and Audit Committee Chairman, Textile Prestige Public Co., Ltd.
- 1994 - Present: Independent Director and Audit Committee Chairman, Thanulux Public Co., Ltd.
- 1988 - Present: Director, Than Tao Mahaprom Foundation Erawan Hotel

**(3) Information of the Proposed Person for Director Position**

**Name and Surname:** Mr. Paul Heinz Hugentobler

**Current Position:** Director

**Nationality:** Swiss

**Age:** 68 years

**Address:** 898 Ploenchit Tower Floor 8F, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330

**Education:** Havard Business School International Senior Management Program

: Graduate School of Economics and Business of St.Gallen, Switzerland Lic.Oec.HSG

: Swiss Federal Institute of Technology, Zurich B.SC in Civil Engineering

**Date of Appointment:** April 26, 2000

**Period of Directorship:** Holding Director Position since 2000 until present for total of 17 years and 8 months.

**Meeting Attendance of the Past Year:** Attended 3 of 6 Board of Directors' Meetings

**Shareholding in the Company as at December 31, 2017:** 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	Director and Chairman, Nomination and Remuneration Committee Chairman, Siam City Cement Public Co., Ltd.	1 company	-None-

**Work Experience:**

- 2017 - Present: Chairman, Siam City Cement Public Co., Ltd.
- 2014 - Present: Nomination and Remuneration Committee Chairman, Siam City Cement Public Co., Ltd.
- 2007 - Present: Commissioner, PT. Lanna Mining Services (Subsidiary company)
- 2014 – 2017: Director of Governance Risk and Compliance Committee, Siam City Cement Public Co., Ltd.
- 2004 – 2014: Director, Holcim Participations Ltd.
- 2001 – 2014: Member of the Executive Committee, Holcim Ltd.
- 1998 – 2014: Director, Holcim Capital (Thailand) Ltd.
- 1998 – 2014: Director, Thai Roc-Cem Ltd.

**(4) Information of the Proposed Person for Director Position**

**Name and Surname:** Mr. Anun Louharanoo

**Current Position:** Director, Authorized Director, Financial Advisor, Risk Management Committee Chairman, and Nomination and Remuneration Committee Member

**Nationality:** Thai

**Age:** 64 years

**Address:** 95/81 Golden Lanna Village, Soi Ramkumhang 92, Ramkumhang Road, Sarnsoong, Bangkok 10240

**Education:** Bachelor Degree, Accounting and Law, Thammasat University

**Director Accreditation Program:**

Director Accreditation Program (DAP) Class 1/2003  
 Director Certification Program (DCP) Class 29/2003  
 Audit Committee Program (ACP) Class 2/2004  
 DCP Refresh Course Class 2/2006  
 Improving the Quality of Financial Reporting (QFR) Class 2/2006  
 Monitoring the Internal Audit Function (MIA) Class 1/2007  
 Monitoring the System of Internal Control and Risk Management (MIR) 1/2007  
 Role of Compensation Committee Program (RCC) Class 7/2008  
 Corporate Governance Workshop Board Performance Evaluation Year 2007  
 R-ACF-Audit Committee Forum (R-ACF 1/2016)

**Director Development Program of the Stock Exchange of Thailand:**

CG Forum 4/2014: Discussion on Performance Evaluation of the Board of Directors to the Remuneration of Directors  
 CG Forum 1/2015: CG in Substance: Organization Culture and Corporate Governane  
 CG Forum 3/2015: Risk Oversight: High Priority Roles of the Board  
 CFO in the new financial world, The Securities and Exchange Commission Year 2015  
 Board and Management Responsibility for Internal Control Year 2015  
 M&A, The Role of Director Year 2015

**Date of Appointment:** October 2, 1985

**Period of Directorship:** Holding Director Position since 1985 until present for total of 32 years and 3 months

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

Attended 12 of 12 Risk Management Committee Meetings

Attended 2 of 2 Nomination and Remuneration Committee Meetings

**Shareholding in the Company as at December 31, 2017:** 1,380,587 shares or 0.26 percent of all shares with voting rights

**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/Executive		
3 companies	(1) Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member, Diamond Building Products Public Co., Ltd. (2) Independent Director and Audit Committee Chairman, TCM Corporation Public Co., Ltd. (3) Director, Thai Agro Energy Public Co., Ltd.	4 companies	-None-

**Work Experience:**

2016 - Present: Director, Lanna Power Generation Co., Ltd.

2012 – Present: Independent Director and Audit Committee Chairman, TCM Corporation Public Co., Ltd.

2008 – Present: Director, PT. Singlurus Pratama (Subsidiary)

- 2006 – Presnet: Commissioner, PT. Lanna Mining Services (Subsidiary)
- 2005 – Present: Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member, Diamond Building Products Pcl. (Formerly Diamond Roofing Tiles Pcl.)
- 2003 – Present: Director, Thai Agro Energy Public Co., Ltd. (Subsidiary)
- 1998 – Present: Director, PT. Lanna Harita Indonesia (Subsidiary)

### **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 with qualifications in (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 the 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 (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 shares with voting right of the Company. In addition, the individuals proposed for appointment of the Independent Director possess no other types of relationship as follows.

<b>Type of Relationship</b>	<b>Proposed Independent Director Mr. Padoong Techasarintr</b>
Shareholding in Company <ul style="list-style-type: none"> <li>• Number of Shares</li> <li>• Proportion of All Shares with Voting Right</li> </ul>	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p>
Being close relative with Executive/Major Shareholder of the Company/Subsidiary	<p style="text-align: center;">No</p>
Having the following relationship with Company/holding company/subsidiary/associated or juristic person with possible conflict of interest currently or during past 2 years <p>(1) Being director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary</p> <p>(2) Being professional service provider (such as auditor, legal advisor)</p> <p>(3) Having business relationship (such as trading of raw material/service, lending or borrowing) with specified transaction size.</p>	<p style="text-align: center;">No</p> <p style="text-align: center;">No</p> <p style="text-align: center;">None</p>

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 above. There was no shareholders making inquiry and/or expressing their opinion.

### **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 there was one director holding shares in the Company who would not exercise their right to vote in this agenda due to direct interest, namely, Mr. Anun Louharano, holding 1,380,587 shares.

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. Somkiart Limsong to be the Director for another term with the following number of votes.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	407,526,857	18,904,100	941,466
<b>Percentage (%)</b>	95.3564	4.4233	0.2203

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

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	422,767,057	3,630,100	975,266
<b>Percentage (%)</b>	98.9224	0.8494	0.2282

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

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	405,916,357	20,495,700	960,366
<b>Percentage (%)</b>	94.9795	4.7958	0.2247

(4) The shareholders' meeting resolved to appoint Mr. Anun Louharanoo to be the Director for another term with the following number of votes.

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	405,672,020	19,231,800	2,468,603
<b>Percentage (%)</b>	94.9224	4.5000	0.5776

During the voting of this agenda, there were 308 shareholders attending the meeting, holding a total of 427,372,423 shares or 81.4043 percent of all the issued shares with voting right.

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

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 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 2017, the Annual General Meeting of Shareholders Year 2017 resolved to approve the annual remunerations for 14 directors, totaling Baht 5,040,000, using the same basis as every past year by which 2 parts are given to the Chairman of the Board at Baht 672,000; and 1 part to 13 Directors at Baht 336,000 each person.

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

(2.1) The Audit Committee members 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 2017, Page 136 to 137 under the topic "Management Structure", 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 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 have been used since January 1, 2016 without any changes. The composition and scope of duties of the Nomination and Remuneration Committee have been disclosed within the Annual Report Year 2017, Page 142 to 143 under the topic "Management Structure", which has been disseminated on the Company's website and forwarded to every shareholder along with the meeting invitation.

(2.3) The Corporate Governance Committee and 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 2017 have been disclosed in the Annual Report Year 2017, Page 179 under the topic "Management Structure", 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 2018 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 2018, having details as follows:

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

(1.1) Fixed monthly remuneration with the Chairman of the Board shall receive Baht 60,000 per month, and the Directors shall 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 shall be paid once a year according to the Company's operating results of each year. For year 2018, the annual remuneration shall be paid to 14 Directors totaling Baht 6,852,000, which is higher than the past year 2017 by Baht 1,812,000 or 35.95 percent, to be paid on the same basis as in the previous year, by which 2 parts are given to the Chairman of the Board at Baht 913,600; and 1 part to each of the 13 directors at Baht 456,800 per person.

(2) The Audit Committee members shall receive a monthly remuneration which is fixed every month, with the Audit Committee Chairman receiving Baht 20,000 per month, higher than the previous year by Baht 5,000 or 33.33 percent and the other Audit Committee Members receiving Baht 15,000 per month per person, higher than the previous year by Baht 5,000 or 50 percent.

(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, which is based on the same basis as of the remuneration paid in the previous year without any changes.

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

The above remuneration proposed above has been through deliberation from the Nomination and Remuneration 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 determine the directors' remuneration as proposed above. The tables below show the information of directors' remuneration of the listed companies for year 2016 as surveyed and published by the Stock Exchange of Thailand and Thai Director Compensation Survey Report for year 2016 by the Stock Exchange of Thailand and the Thai Institute of Directors Association compared with the directors' remuneration paid by the Company as follows.

#### **(1) Comparison of Directors' Remuneration of Listed Companies for year 2016 by the Stock Exchange of Thailand;**

##### **(a) Comparison of Remuneration of Directors of the Company with 632 Listed Companies on 2016 Survey Report by the Stock Exchange of Thailand:**

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 2016	1,470,000	50,000	5,010,000	970,000	80,000	3,150,000
Listed companies with revenue exceeding 10,000 million Baht in 2016	1,570,000	50,000	4,730,000	900,000	60,000	3,820,000
Listed companies with net profit (loss) less than 500 million Baht in 2016	920,000	60,000	3,950,000	580,000	60,000	3,190,000
Lanna Resources Public Co., Ltd. • Remuneration year 2017	1,392,000			696,000		

##### **(b) Comparison of Remuneration of the Audit Committee of the Company with 632 Listed Companies on 2016 Survey Report by the Stock Exchange of Thailand:**

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Average Audit Committee Member's Remuneration		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2016	260,000	30,000	1,030,000	200,000	30,000	1,030,000
Listed companies with revenue exceeding 10,000 million Baht in 2016	360,000	30,000	192,000	290,000	30,000	1,880,000
Listed companies with net profit (loss) less than 500 million Baht in 2016	250,000	50,000	790,000	200,000	40,000	630,000
Lanna Resources Public Co., Ltd. only • Remuneration year 2017	180,000			120,000		



**(2) Comparison of Thai Director Compensation for year 2016 by the Thai Institute of Directors Association;**

**(a) Comparison of Compensation of Directors of the Company with 228 Listed Companies on 2016 Survey Report by Thai Institute of Directors Association:**

Description (Unit: Baht per person per year)	Chairman's Compensation			Average Director's Compensation		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Resources sector in 2016	639,036	252,000	1,800,000	438,108	150,000	1,440,000
Listed companies with revenue exceeding 10,000 million Baht in 2016	1,144,560	231,204	4,080,000	428,676	120,000	900,000
Lanna Resources Public Co., Ltd. only • Remuneration year 2017	1,392,000			696,000		

**(b) Comparison of Compensation of the Audit Committee of the Company with 228 Listed Companies on 2016 Survey Report by Thai Institute of Directors Association:**

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Average Audit Committee Member's Remuneration		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Resources sector in 2016	269,004	99,996	480,000	210,000	39,996	360,000
Listed companies with income exceeding 10,000 million Baht in 2016	399,924	120,000	1,392,000	279,492	80,004	748,800
Lanna Resources Public Co., Ltd. only • Remuneration year 2017	180,000			120,000		

**(c) Comparison of Compensation of the Nomination and Remuneration Committee of the Company with 228 Listed Companies on 2016 Survey Report by Thai Institute of Directors Association:**

Description (Unit: Baht per person per year)	Nomination and Remuneration Committee Chairman's Compensation			Average Nomination and Remuneration Committee Member's Compensation		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Resources sector in 2016	21,354.-	5,000.-	60,000.-	15,800.-	5,000.-	15,000.-
Listed companies with income exceeding 10,000 million Baht in 2016	26,140.-	1,200.-	60,000.-	19,233.-	5,000.-	40,000.-
Lanna Resources Public Co., Ltd. only • Remuneration year 2017 (2 meetings were held)	15,000			10,000		
<b>Remark:</b> The Nomination and Remuneration Committee of Lanna Resources Public Co., Ltd. holds 2 to 3 meetings per year.						

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the remuneration of directors.

Mr. Pornsak Chaiwanichaya, the proxy of Thai Investors Association, with meeting attendance registration no.106, inquired that the Company has paid dividend from the operating result in 2017 at the lower rate than that of the previous year but propose to increase the annual remuneration for the directors at the higher rate than that of the previous year for what reason.

Mr. Somkiart Limsong, Chairman of the Board, clarified that the dividend payment ratio at approximately 60 percent of the net profit had been in practice by the Company throughout the past. However, during the past 2-3 years, due to poor operating results, dividend payment ratio had been reduced but the Board of Directors still considered paying dividend at a higher ratio as compared to the net profit of that year for the highest return to the shareholders, but the remunerations for the Directors were not increased in line with the dividend payment ratio. Accordingly, the lower dividend payment ratio did not decrease from the previous base but the decrease was due to significant decline in coal price situation, resulting in a poor operating results during the past 2-3 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 6 directors holding shares in the Company that had no right to vote in this agenda due to direct interest, namely, (1) Mrs. Duangkamol Suchato holding 180,000 shares, (2) Mr. Vanchai Tosomboon holding 560,000 shares, (3) Mr. Kraisi Sirirungsi holding 9,697,781 shares, (4) Mr. Visit Tantisunthorn holding 6,430,500 shares, (5) Mr. Anun Louharanoo holding 1,380,587 shares, and (6) Mr. Srihasak Arirachakaran holding 508,010 shares.

**The Shareholders' Meeting** considered and resolved to approve the remunerations of the Directors for year 2018, having details as follows.

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

(1.1) Fixed monthly remuneration with the Chairman of the Board receives Baht 60,000 per month, and the Directors receive Baht 30,000 per month each, which is the same as in year 2017.

(1.2) Annual remuneration shall be paid once a year to 14 Directors totaling Baht 6,852,000, which is higher than year 2017 by Baht 1,812,000 or 35.95 percent, by which 2 parts are given to the Chairman of the Board at Baht 913,600; and 1 part to each of the 13 directors at Baht 456,800 per person.

(2) The Audit Committee members shall receive a monthly remuneration which is fixed every month, with the Audit Committee Chairman receiving Baht 20,000 per month, higher than the previous year by Baht 5,000 or 33.33 percent and the other Audit Committee Members receiving Baht 15,000 per month per person, higher than the previous year by Baht 5,000 or 50 percent.

(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, which is the same as in year 2017.

The shareholders' meeting had the following number of votes more than two-third of all votes from shareholders attending the meeting with voting right as follows:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	406,331,573	2,285,200	18,765,878
<b>Percentage (%)</b>	95.0744	0.5347	4.3909

During the voting of this agenda, there were 315 shareholders attending the meeting, holding a total of 427,382,651 shares or 81.4063 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 2018, 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 Nomination 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 nomination of the Company' auditor, which either proposing the appointment of or discontinue the service of the same auditors, 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 Ms. Siriwan Suratepin, certified public accountant no. 4604, and/or Ms. Kamontip Lertwitworatep, certified public accountant no. 4377, and/or Ms. Satida Ratananurak, certified public accountant no. 4753 of EY Office Limited, one or the other, whom is 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 2018, and for the approval of the audit fee for year 2018 at Baht 1,200,000, which is equivalent to the previous year, which is deemed 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. 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 2018 with the yearly audit fee of Baht 630,000 and the three quarterly reviews at Baht 190,000 each quarter, for a total of Baht 1,200,000, which is equivalent to the previous year, as proposed by the Audit Committee above.

(1) Ms. Siriwan Suratepin, certified public accountant no. 4604 (used to be the auditor signing in the Company's financial statements for 2017) and/or,

(2) Ms. Kamontip Lertwitworatep, certified public accountant no. 4377 (used to be the auditor signing in the Company's financial statements from 2008 to 2012) and/or,

(3) Ms. Satida Ratananurak, certified public accountant no. 4753 (never been the auditor signing in the Company's financial statements).

**Supporting Information**

(1) The proposed audit fee of the Company for year 2018 at Baht 1,200,000 above is equivalent to year 2017, having details as follows:

Descriptions	Unit : Baht		Remark
	2017	2018	
Yearly Audit Fee	630,000.-	630,000.-	The audit fee for year 2018 as proposed above is equivalent to the year 2017
Interim Financial Statement Audit Fee	570,000.-	570,000.-	
<b>Total</b>	<b>1,200,000.-</b>	<b>1,200,000.-</b>	

(1) Subsidiary and affiliated companies have engaged the auditor affiliated with the same auditing office of the Company in year 2018, having details as follows:

Subsidiary/Affiliated Company	Auditor/Auditing Office
(1) Thai Agro Energy Public Co., Ltd. (Subsidiary company in Thailand)	Ms. Kamontip Lertwitworatep EY Office Limited
(2) Lanna Power Generation Co., Ltd. (Subsidiary company in Thailand)	Ms. Satida Ratananurak EY Office Limited
(1) PT. Lanna Harita Indonesia (Subsidiary company in Indonesia)	Mr. Benediktio Salim Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(4) PT. Singlurus Pratama (Subsidiary company in Indonesia)	Mr. Benediktio Salim Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(5) PT. Lanna Mining Services (Subsidiary company in Indonesia)	Mr. Benediktio Salim Purwantono, Sungkoro & Surja (A member firm of Ernst & Young Global Limited)
(6) United Bulk Shipping Pte. Ltd. (Affiliated company in Singapore)	Ms. Low Yen Mei Ernst & Young LLP

(3) During the past year 2017, in addition the above audit services, the Company and the subsidiary company also used non-audit services or had not-audit fees from the auditing office affiliated with the auditor and person or business related with the auditor or the auditing office affiliated with the auditor, having details as follows:

Company and Subsidiary Company	Service Fee	Purpose of Use
(1) Lanna Resources Public Company Limited	Baht 350,000	To evaluate the conciseness and appropriateness of Anti-Corruption practice guidelines.
(2) PT. Lanna Harita Indonesia	IDR 340,000,000 (Approximately Baht 863,770)	To inspect coal selling price between the companies within the same group that it is established on an arm's length basis.
<b>Remark:</b> The Company and subsidiary company have recently used non-audit services from the auditing office mentioned above in year 2017. There were no non-audit services used prior to year 2017.		

(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 (Formerly Ernst and Young Office Limited) as the Company's financial auditor for the past 19 years from 1999 to 2017. Accordingly, the Company has strictly complied with the regulation regarding the Auditor Rotation as stipulated by the SEC, i.e., 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 2018 above. There was no shareholders making inquiry and/or expressing their opinion.

### **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 Ms. Siriwan Suratepin, certified public accountant no. 4604, and/or Ms. Kamontip Lertwitworatep, certified public accountant no. 4377, and/or Ms. Satida Ratananurak, certified public accountant no. 4753 of EY Office Limited; one or the other, to be the Company's financial auditor for the year 2018 with the yearly audit fee for year 2018 of Baht 630,000 and the three quarterly reviews at Baht 190,000 each quarter, for a total of Baht 1,200,000, which is equivalent to the year 2017, with the following number of votes:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	408,841,452	18,541,200	0
<b>Percentage (%)</b>	95.6617	4.3383	0

During the voting of this agenda, there were 316 shareholders attending the meeting, holding a total of 427,382,652 shares or 81.4063 percent of all the issued shares with voting right.

### **Agenda No. 8: To Consider and Approve the Amendment to Article 18 and Article 22 of the Company's Article of Association**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders' meeting to consider and approve the amendment to Article 18 and Article 22 of the Company's Article of Association, by assigning Mr. Anun Louharanoo, Director and Financial Advisor, to present the following information for consideration:

#### **(1) Amendment to Article 18 of the Company's Articles of Association**

##### **Background and Rationale**

According to the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing dated June 27, 2014, Clause 3, states that "The conference under the provisions of law which requires that the conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the person serving as the chairman of the conference may determine that the conference be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure" and according to the Explanation of the Department of Business Development dated September 23, 2016, in case where a public limited company wishes to conduct conference through electronic media, they must specify the provision for such electronic conferencing in the Articles of Association of public limited company. Therefore, it is necessary to amend Article 18 of the Company's Articles of Association in order to be able to conduct conference through electronic media.

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

The Board of Director resolved to propose to the Shareholders' Meeting for consideration and approval of the amendment to Article 18 of the Company's Articles of Association in order to be able to conduct conference through electronic media or electronic conferencing as follows:

**The original statements read as follows:**

“Article 18: Not less than one-half of the total directors must be present at a meeting of the Board of Directors to constitute a quorum. In the event the chairman is not present at the meeting or is not able to perform his duty, the vice-chairman, if any, shall preside at the meeting. If there is no vice-chairman or there is a vice-chairman he is not able to perform his duty, the directors present shall choose one of their members to be chairman of the meeting.

The decision of the meeting shall be made by a majority vote.

A director has one vote, except that a director having interests in a given matter has no right to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.”

**The amended statements read as follows:**

“Article 18: Not less than one-half of the total directors must be present at a meeting of the Board of Directors to constitute a quorum. In the event the chairman is not present at the meeting or is not able to perform his duty, the vice-chairman, if any, shall preside at the meeting. If there is no vice-chairman or there is a vice-chairman he is not able to perform his duty, the directors present shall choose one of their members to be chairman of the meeting.

The decision of the meeting shall be made by a majority vote.

A director has one vote, except that a director having interests in a given matter has no right to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

The Board of Directors’ meeting or the sub-committee meeting of the Company can be conducted through electronic media in accordance with the requirements of the laws.”

**(2) Amendment to Article 22 of the Company’s Articles of Association**

**Background and Rationale**

According to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business dated April 4, 2017, with Section 100 of the Public Limited Companies Act B.E. 2535 was repealed and replaced, in order to promote and facilitate the ease of doing business. Therefore, it is necessary to amend Article 22 of the Company’s Articles of Association in corresponding to the amended provisions of the law as follows:

**Board of Directors’ Opinion**

The Board of Director resolved to propose to the Shareholders’ Meeting for consideration and approval of the amendment to Article 22 of the Company’s Articles of Association to be in correspondence with the amended provisions of the law as follows:

**The original statements read as follows:**

“Article 22: The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding **not less than one-fifth (1/5) in the aggregate of the total number of outstanding shares or not less than twenty-five (25) shareholders holding not less than one-tenth (1/10) in the aggregate of the total number of outstanding shares** may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing.”

**The amended statements read as follows:**

“Article 22: The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding **not less than ten (10) percent in the aggregate of the total number of outstanding shares** may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing. In this case, **the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receiving the letter from the shareholders.”**

(3) During the registration with the public company limited registrar of the amended Articles of Association of the Company under (1) and (2) as approved by the shareholders’ meeting above, 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 is proposed to grant authorization to the Company’s Board of Directors or Company’s employee or authorized representative of the Company to further amend, revise, 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 to Article 18 and Article 22 of the Company’s Articles of Association above. There was no shareholders expressing their opinion or making inquiry during this meeting agenda.

**Voting Procedure**

The resolution for this meeting agenda shall be based on three-fourth of all votes from shareholders attending the meeting with voting right.

**The Shareholders’ Meeting** considered and by the majority (more than three-fourth of all votes from shareholders attending the meeting and casting their votes) resolved to approve the amendment to Article 18 and Article 22 of the Company’s Articles of Association with the following number of votes:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	425,942,213	0	1,440,439
<b>Percentage (%)</b>	99.6630	0	0.3370

During the voting of this agenda, there were 316 shareholders attending the meeting, holding a total of 427,382,652 shares or 81.4063 percent of all the issued shares with voting right.

**Agenda No. 9: To Consider and Approve the Amendment to Clause 3 of the Company’s Memorandum of Association by Adding Objectives From 26 Clauses to 29 Clauses with the Addition of 3 Objectives; Namely, Clause 27, Clause 28 and Clause 29**

Mr. Somkiart Limsong, Chairman of the Board, proposed to the shareholders’ meeting to consider and approve the amendment to Clause 3 of the Company’s Memorandum of Association by adding objectives from 26 Clauses to 29 Clauses with the addition of 3 objectives; namely, Clause 27, Clause 28 and Clause 29, by assigning Mr. Anun Louharanoo, Director and Financial Advisor, to present the following information for consideration:

**Background and Rationale**

As the Company wishes to distribute its products through electronic media via internet network system and to utilize technological innovation for the benefit of conducting the business according to the objectives of the Company; therefore, for conformity with the intention, it is necessary to amend Clause 3 of the Company’s Memorandum of Association, concerning with the Company’s objectives.

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

The Board of Director resolved to propose to the Shareholders' Meeting for consideration and approval of the amendment to Clause 3 of the Memorandum of Association by adding objectives from 26 clauses to 29 clauses with the addition of 3 objectives; namely Clause 27, Clause 28 and Clause 29, according to details as appeared in the document (BorMorJor. 002) as attached with this meeting agenda, which can be summarized as follows:

“Clause 3 The objectives of the Company consist of 29 items as follows:

(1) to (26): Remain the same without any changes.

(27) To engage in business of distribution of all kind of products such as coal, etc., using electronic media through internet network in compliance with the laws.

(28) The use of innovation and robotics technology and/or machinery, for the benefit of the business objectives of the Company in compliance with the laws.

(29) The use of innovation, technology and/or radio communication equipment used in the unmanned aerial vehicles controlled by external systems (Drone), for the benefit of the business objectives of the Company in compliance with the laws.”

During the registration of the amended Memorandum of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, 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 is proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, 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 to Article 18 and Article 22 of the Company's Articles of Association above. There was no shareholders expressing their opinion or making inquiry during this meeting agenda.

### **Voting Procedure**

The resolution for this meeting agenda shall be based on three-fourth of all votes from shareholders attending the meeting with voting right.

**The Shareholders' Meeting** considered and by the majority (more than three-fourth of all votes from shareholders attending the meeting and casting their votes) resolved to approve the amendment to Clause 3 of the Company's Memorandum of Association according to BorMorJor. 002 Form, by adding objectives from 26 Clauses to 29 Clauses with the addition of 3 objectives; namely, Clause 27, Clause 28 and Clause 29, with the following number of votes:

<b>Voting Results</b>	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained/Voided Ballot</b>
<b>Number of Votes</b>	425,943,813	0	1,440,196
<b>Percentage (%)</b>	99.6630	0	0.3370

During the voting of this agenda, there were 317 shareholders attending the meeting, holding a total of 427,384,009 shares or 81.4065 percent of all the issued shares with voting right.



**Agenda No. 10: Consideration of Other Matters**

Mr. Somkiart Limsong, Chairman, provided an opportunity for the shareholders to make inquiries, express their opinion and give suggestions to the Board of Directors concerning the operations of the Company (if any). There was no shareholders expressing their opinion or making inquiry.

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. The total number of meeting attendants was 317 persons, holding 427,384,009 shares, or 81.4065 percent of all the issued shares with voting rights.

The meeting was closed at 16.39 hrs.

(Mr. Somkiart Limsong)  
Chairman of the Meeting

(Mr. Saharat Vatanatumrak)  
Secretary to the Meeting