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**Minutes of the 2017 Annual General Meeting of Shareholders**  
**Sermsuk Public Company Limited**

**Venue:** Grand Hall, Plaza Athénée Royal Méridien Hotel, 2<sup>nd</sup> Floor, No. 61, Wireless Road, Lumpini Subdistrict, Pathum Wan District, Bangkok

**Date & Time:** Monday, January 23, 2017, 0930 hrs.

**Preliminary Proceedings:**

Miss Pasucha Sinchai, the Company Secretary, acted as the secretary of the Meeting (the “**Secretary**”). The Secretary informed the Meeting of the information regarding the amount of capital and number of shares of Sermsuk Public Company Limited (the “**Company**”), as follows:

Registered capital	THB	265,900,484	
Paid-up registered capital	THB	265,900,484	
Issued ordinary shares		265,900,484	shares
Par value	THB	1	per share

In this regard, November 30, 2016 was scheduled as the date to record the names of the shareholders entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date); and December 1, 2016 was scheduled as the date to close the register book to list the names of shareholders (Closing Date) in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

The Secretary informed the Meeting that at the commencement of the Meeting, there were 97 shareholders attending the Meeting in person or by proxy, representing 238,970,480 shares or equivalent to 89.8721 percent of the total issued shares. A quorum was thus constituted according to Article 31 of the Company’s Articles of Association which provides that there shall be shareholders and proxies present at the meeting in a number of no less than 25 persons or no less than one-half of the total number of shareholders holding an aggregate of no less than one-third of the total number of issued shares.

To ensure compliance with good corporate governance principles with respect to voting in the meeting, the Secretary informed the Meeting of the guidelines and procedures of voting and vote counting, as follows:

1. For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
2. The shareholders attending the Meeting in person, or the proxies appointed in the form prescribed by law, will cast their votes in accordance with the following procedures:
  - Before voting on each agenda item, the shareholders will sign their names on the ballot cards for the purpose of transparency in voting.
  - With respect to voting on all agenda items, with the exception of Agenda Item 7 which is an agenda item to consider and approve the appointment of directors in place of those who are due to retire by rotation, about which the Meeting will be informed

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later, if no shareholder votes against or abstains from voting, the vote will be treated as a vote of approval or in favour of the relevant proposed matter. If a shareholder votes against or abstains from voting, he/she will indicate this on his/her ballot and raise his/her hand to signify to the staff to collect the relevant ballot.

- In the counting of votes, the Company will deduct the number of ballots with a vote against or abstention from the total number of votes. The remaining votes shall be considered as votes in favour. The shareholders who vote in favour for each agenda item shall keep their ballot and return it to the Company's staff after the Meeting. It shall be noted that the voting in this Meeting will be conducted openly, not by the method of secret ballot, but all ballots will be collected for transparency purposes.
- Any vote cast in the following manners shall be considered invalid:
  - 1) A ballot that is filled with more than one mark in the space provided;
  - 2) A ballot that casts a vote expressing a conflict of intent;
  - 3) A ballot with a vote that has been crossed out with no signature affixed; or
  - 4) A ballot that casts a vote exceeding the number of voting rights to which the shareholder is entitled.

A shareholder wishing to correct his/her vote on the ballot must cross out the existing vote on the ballot and affix his/her signature thereto.

3. In the case that a shareholder has exercised his/her rights through Proxy Form B or C, to appoint another person or an independent director to attend the Meeting and cast votes on his/her behalf in accordance with his/her intention or the proxy's intention, the Company will count such votes in accordance with the intention of the shareholder or the proxy.

In the case of a foreign shareholder who has appointed a custodian in Thailand to be a share depository and custodian, his/her votes can be separated whether in favour, against, or abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares he/she holds.

4. With respect to Agenda Item 7 which is the agenda item to consider and approve the appointment of directors in place of those who are due to retire by rotation,
  - 4.1 if a shareholder has exercised his/her rights through Proxy Form B, to appoint another person or an independent director to attend the Meeting and cast votes on his/her behalf in accordance with his/her intention or the proxy's intention, the Company will count such votes in accordance with the intention of the shareholder or the proxy;
  - 4.2 voting for this agenda item will be on an individual basis. The shareholders are requested to vote regardless of whether such votes are in favour, against, or in abstention. The ballots of the shareholders or proxies who vote against or abstain from voting shall be collected first, followed by those who vote in favour.

5. Article 32 of the Articles of Association provides that: "In the ordinary event, the majority vote of the shareholders attending the meeting and eligible to vote shall be considered, whereby, one share shall be equivalent to one vote. In the case of an equality of votes, the

Chairman of the Meeting shall have an additional vote as a casting vote. In the event that it is specifically required by the Articles of Association and by law, the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote shall be considered, whereby, one share shall be equivalent to one vote”.

Therefore, in considering whether or not an agenda item which is required to be passed by a majority vote and the votes of no less than three-quarters of the shareholders is approved, only the votes “in favour” of the shareholders attending the Meeting and eligible to vote will be counted. In the case that the shareholders cast the votes of “against” or “abstention”, it shall be deemed that the shareholders have voted against that particular agenda item.

6. A shareholder wishing to leave the Meeting before the Meeting is adjourned or who is not present in the meeting room during any agenda item, can exercise his/her rights by submitting the ballot to the staff in advance before he/she leaves the meeting room.
7. The total number of votes of the shareholders cast on each agenda item may not be the same as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of persons attending the Meeting during each agenda item may change.

After the explanation of the procedures of voting and vote counting, the Secretary informed the Meeting that for the vote counting, there is a representative from Weerawong, Chinnavat & Peangpanor Ltd., the Legal Advisor, namely, Miss Sawita Peetawan, acting as a witness to the vote counting together with two shareholders. In addition, before casting a vote on each agenda item, the Chairman would give an opportunity to the shareholders to ask questions relevant to that agenda item as appropriate. A shareholder or proxy wishing to ask questions or express opinions is requested to state his/her name and surname before doing so.

In the case of questions or opinions irrelevant to the agenda item being considered, the shareholders are requested to ask such questions or express such opinions during the agenda item for other matters towards the end of the Meeting. Questions asked or opinions expressed should be concise and not repetitive in order that the other shareholders will be able to exercise their rights and so that the Meeting will be conducted within the time frame.

The directors, executives, and advisors who attended the Meeting are as follows:

**Directors in Attendance:**

- |    |                               |  |
|----|-------------------------------|--|
| 1) | Mr. Photipong Lamsam          | Chairman of the Board of Directors, and Independent Director   |
| 2) | Mr. Thapana Sirivadhanabhakdi | Vice Chairman No.3, Vice Chairman of the Executive Committee No. 1, Chairman of the Nominating and Corporate Governance Committee, Member of the Compensation Committee, and Member of the Risk Management Committee |
| 3) | Mr. Vivek Chhabra             | Director, Member of the Risk Management Committee, Executive Director, and President   |
| 4) | Mr. Dhitivute Bulsook         | Director, Vice Chairman of the Executive Committee No.3, Member of the Risk Management Committee   |

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- 5) Prof. Dr. Khunying Suchada Kiranandana  
Independent Director, Chairman of the Audit Committee,  
and Chairman of the Risk Management Committee
- 6) Prof. Rawat Chamchalerm  
Independent Director
- 7) Mr. Sakchai Thanaboonchai  
Director
- 8) Mr. Rangsarn Thammanee Wong  
Director
- 9) Mr. Somchai Bulsook  
Director, Chairman of the Executive Committee, Chief  
Executive Officer, Member of the Nominating and  
Corporate Governance Committee, and Member of the  
Risk Management Committee
- 10) Mr. Suchin Wanglee  
Vice Chairman No.1, Independent Director, Chairman of  
the Compensation Committee, and Member of the Audit  
Committee
- 11) Mrs. Siripen Setasuwan  
Independent Director, Member of the Audit Committee,  
and Member of the Risk Management Committee
- 12) Mr. Sithichai Chaikriangkrai  
Director, Vice Chairman of the Executive Committee  
No.2, and Member of the Risk Management Committee
- 13) Mr. Marut Buranasetkul  
Director and Executive Director
- 14) Mr. Pramoad Phornprapha  
Director

**Executives in Attendance:**

- 1) Mr. Lester Teck Chuan Tan [Vice President – Operations and Management]
- 2) Mr. Parinya Permpnich Sales Operation Director
- 3) Mr. Phromson Ayanaputra Business Development Director
- 4) Mr. Peerapong Krinchai Operations Director
- 5) Miss Nuntaka Watsreevanich Finance Director
- 6) Mrs. Prangnee Chaipidej [Associate Marketing Director]

**Auditors from KPMG Phoomchai Audit Ltd.:**

- 1) Mr. Nirand Lilamethwat
- 2) Miss Nittaya Chetchotiros
- 3) Miss Napaporn Sathitthammaporn
- 4) Miss Kanokorn Phooriphanyawanit
- 5) Miss Yothika Sripongphankul

**Legal Advisors from Weerawong, Chinnavat & Peangpanor Ltd.:**

- 1) Miss Peangpanor Boonklum
- 2) Mr. Sunyaluck Chaikajornwat
- 3) Miss Sawita Peetawan

Mr. Photipong Lamsam, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman welcomed the shareholders and other attendees to the Meeting.

The Chairman then declared the 2017 Annual General Meeting of Shareholders (the “**Meeting**”) duly convened, and conducted the Meeting in accordance with the following agenda items:

**Agenda Item 1: To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 26, 2016**

The Chairman informed the Meeting that this agenda item is to adopt the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 26, 2016. After the Board of Directors had considered this matter, it deemed that the Minutes that were prepared by the Company, are completely and accurately recorded. The Board of Directors, therefore, deemed it appropriate that the shareholders meeting adopt the Minutes. The copy of the Minutes is set out as Attachment 1.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

There were no shareholders asking any questions or expressing any opinion.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 26, 2016.

**Resolution:** After due consideration, the Meeting resolved to adopt the Minutes of the 2016 Annual General Meeting of Shareholders convened on April 26, 2016, as proposed, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,990,599	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

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- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.
  - 2) There was an increase in the number of shareholders attending since the commencement of the Meeting resulting in the votes of the shareholders and proxies attending the Meeting being a total of 238,990,599 votes.
  - 3) There were no invalid ballots for this agenda item.

**Agenda Item 2: To acknowledge the operational results for the nine-month period ending September 30, 2016**

The Chairman stated that this agenda item was to report the operational results of the Company for the nine-month period ending September 30, 2016 as detailed in the 2016 Annual Report and the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016 in Attachment 2 which had been sent to the shareholders together with the Notice calling this Meeting. The Chairman, then, asked Mr. Vivek Chhabra, Director, Member of the Risk Management Committee, Member of the Executive Committee, and President (“**Mr. Vivek**”) to report the operational results of the Company for the nine-month period ending September 30, 2016 to the Meeting.

Mr. Vivek informed the Meeting of the overview of the operational results and major events up to the end of September 2016 and the strategies and business plan and the progress and updates of the strategies and business plan as follows:

1) Trademarks and New Products

The Company has eight trademarks to satisfy the needs of consumers. A new product has been added to the product group, that is, “Rock Mountain” branded soda.

2) Production Facilities and Warehouses

At present, the Company has seven production facilities and 51 warehouses covering every region nationwide. With this extensive coverage, the consumers will be able to conveniently access newly-produced products at a more reasonable price.

3) Sale and Distribution

The Company’s fleet comprises 100 transport trucks and over 1,000 sales trucks which enable the Company to deliver the products for sale to 150,000-200,000 customers. Its network is further supported by the products of Thai Beverage Public Company Limited (“**Thai Beverage**”) such as the products under the brands of “est”, “100 Plus”, “Oishi”, “Jubjai”, and “Rock Mountain”, etc. Additional support from Thai Beverage includes the marketing promotion activities, channels to access consumers through Thai Beverage’s network of modern trade stores, sales trucks or sales agents, as well as the cooperation from the management team of Thai Beverage.

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Mr. Vivek, then, informed the Meeting of the 2016 operational results as follows. In 2015, the accounting period was changed from January - December to October - September. The presentation of the financial statement for January – September 2016 would be compared to the financial statement for January – September 2015. The sales volume for January - September 2016 increased by 10 percent compared to the sales volume of January - September 2015. Significant sales increases were the “est” branded products (an increase of 11 percent) and the “Crystal” branded drinking water (an increase of 17 percent). With respect to its revenue, the Company enjoyed an increase of one percent due to the shift to the sales mix which contributed to the increase in the sale of the “Crystal” branded drinking water. Despite a smaller margin, the increased sales of “Crystal” branded drinking water increased the overall profit. As a result, the loss before interest and income tax before revenue from the sale of goods derived or extraordinary items decreased by THB 421 million, from THB 565 million to THB 144 million or by 74 percent. The net loss before extraordinary items decreased from THB 442 million to THB 89 million or 80 percent. The profit before interest, tax, depreciation, and amortization of extraordinary items was recorded as THB 381 million, an increase of approximately THB 400 million year-over-year.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Sakchai Sakulrisontri (“**Mr. Sakchai**”), a shareholder, raised questions and commented as follows:

- According to page 98 of the 2016 Annual Report, the gross profit margin increased from 20.7 in the previous year to 26.4. However, the revenue showed a negative value. Please advise how the gross profit margin of 26.4 was calculated.
- The Company had a substantial increase in its sales volume. Why did the Company still incur a loss? Was it because of the substantial increase of the selling and administrative expenses that the Company still incurred a loss? Another reason might be that the interest rate of the loans to the affiliated companies which was considerably low, that is, just over a million, was recorded as interest income, despite the substantial amount of the loan. Why was the interest rate quite low?
- How much was the cost of the 400 air tickets in the marketing campaign that offered a trip to Korea? Did the campaign expense justify the income derived?
- Please explain the reason for the dividend payable of THB 73 million.

Miss Nuntaka Watsreevanich (“**Miss Nuntaka**”), Finance Director, clarified as follows:

- The gross profit margin of 26.4 percent is calculated by dividing the difference of the revenues and the cost of sales by the revenues.
- With respect to the loans, they were transactions in 2015 not 2016 which were paid off. As for 2016, the Company granted a loan of approximately THB 3 million only, therefore, the interest income is only a small amount and was included in the other income item.
- With respect to the marketing campaign that offered a trip to Korea, the expenses for the marketing activities of the “est” branded products are borne by Thai Drinks Co., Ltd., a subsidiary of Thai Beverage. Therefore, the expenses are not recorded in the financial

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statements of the Company. In addition, the advertising and public relations activities of the products under the brands of “est”, “100 Plus”, “Jubjai”, were supported by Thai Beverage.

- The dividend payable had been recorded in the financial statements for over 10 years because some shareholders did not collect their dividends. Therefore, the dividends are reflected in the accounts in accordance with accounting standards and the amount was reserved for collection by the shareholders. Only some of the shareholders, both Thai and foreigners, did not collect the dividends.

Miss Jinhak Pornphiboon, a shareholder, raised questions and commented as follows:

- How was the control of the beverage coolers a strategy of the Company?

Mr. Vivek and Miss Nuntaka clarified as follows:

- To control the beverage coolers was very important because they served as a shop as they were the sales channel of the Company. For the sales division or sales unit, it was crucial to ensure that sufficient beverage coolers were put in the market in order that the beverage coolers could be stocked with a sufficient variety of products available for sale. At present, the Company has approximately 150,000 beverage coolers countrywide. Due to the number of the beverage coolers, it was essential for the Company to ensure that those beverage coolers were placed in the right sales channel or shops in order to be competitive. The beverage coolers should be placed extensively so that the competitors would not be able to place their beverage coolers or products. In addition, a new team had been set up led by Mr. Viraj Itthikumjorn, General Manager of Suratthani Factory, to be responsible for the beverage coolers to ensure that they are placed in strategic locations and that the beverage coolers are under efficient management and that repair and maintenance are promptly performed, as well as that the products are properly displayed in the beverage coolers.

Mr. Chadin Julinrak, a shareholder and proxy (“**Mr. Chadin**”), raised questions and commented as follows:

- The presentation of the Company’s performance was comprehensive and related to the issues discussed last year. Mr. Chadin expressed appreciation that there had been progresses in several issues, especially the management of cash flow and assets which were extremely crucial in the future and felt positive about the new unit being set up.
- Mr. Chadin gave a suggestion on a presale approach by using social media channels or online purchase orders, for example, order products from a mobile phone application where a customer is required to log into the system to be able to view and purchase merchandise without having an employee directly take orders from the customers. Merchandise is also delivered two to three times per day, which is the same as the system used by other distributors. By using this system, the Company will be able to increase the flow of merchandise by at least 30-50 percent, which will be particularly beneficial in the case of certain products that do not sell as quickly as others. This approach maximizes the Company’s advantage over its competitors considering that its supply chains are more readily-available to its consumers compared with those of the competitors, which are not as well-developed. If the Company is able to implement its entire supply chain system to reach the consumers, it will be ten years ahead of its competitors, and will be able to maximize its resources and generate a significant income.

- Mr. Chadin suggested that the Company should offer training and development programs for sales persons considering that this is not widespread in the beverage industry. If the Company offers training programs, as a pioneer, it will be able to increase sales and deliver merchandise directly to the distributors without having to store it at the premises of the Company, which enhances the efficiency of the process. If the Company adopts the use of FinTech systems for accepting payments in the future, it will have more cash on hand. Once the FinTech systems are installed, the Company should make preparations for managing its production in order to ensure that the flexibility of the machinery will allow for the production of a wide variety of products, which will maximize the overall worthiness.

Mr. Thapana Sirivadhanabhakdi, Vice Chairman No.3, Vice Chairman of the Executive Committee No. 1, Chairman of the Nominating and Corporate Governance Committee, Member of the Compensation Committee, and Member of the Risk Management Committee (“**Mr. Thapana**”) and Mr. Vivek clarified as follows:

- The recommendations of the shareholder are very beneficial to the beverage industry. At present, the various forms of e-Commerce, whether in the form of the presale approach by using social media channels or on-line purchase orders, enhance the business operations overall. In particular, e-Commerce helps generate more income or profits in other areas. Moreover, in regards to the flexibility of the production process, the Company is fully-prepared, whether in terms of production or distribution, and has business partners in all areas. There are various channels of distribution such as by engaging in Business-to-Business Marketing (B2B marketing). In this case, the objective is to reach the customers rather than the consumers. Examples of channels of distribution are the Company’s delivery trucks and modern trade stores. Modern trade stores can be divided into various categories, including hypermarkets (Makro stores) and convenience stores (7-Eleven). The distribution channel proposed by the shareholder is implemented in order to access customers by means of direct sales, which is certainly an attractive option. The Company will consider those suggestions to determine to what extent the current channels of distribution can be modified so that they are correct and appropriate, and do not affect the existing system. The Company will also look into establishing call centers and will give the shareholders a progress report on the matter in the future.

Mr. Siriwat Woravetvuttikhun (“**Mr. Siriwat**”), a shareholder, raised questions and commented as follows:

- What were the reasons for the change of the accounting period?
- The Company should have a spy team to inspect the products in the beverage coolers placed in various locations. The new product “Rock Mountain” branded soda should be displayed at eye level. As for the products which enjoyed profitable sales, such as “est” branded drinks, “Crystal” branded drinking water should be placed at the middle level. As for the other shelves below the mid-line, items such as vegetables or eggs could be placed, with the exception of other products. The spy team would be responsible for inspection to ensure that no other products were placed in the beverage coolers.

Mr. Thapana clarified as follows:

- The new accounting period will start from October and end in September of each year so as to be in line with the accounting year of the government and that of many other companies. By

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nature, the peak season of the beverage industry is the holiday season (November – December), which is the period in which people tend to spend money and celebrate. Another peak season is between March and April. In the past, the existing accounting period was a setback to the Company’s preparation of the budget and marketing plan given that the subsequent accounting period was too close to the end of the preceding accounting period. However, if the accounting year is changed to start in October and end in September, the Company will have more time for planning for the subsequent year. That is to say, during July – September, the Company will formulate the plans, and will be able to implement those plans from October onwards to accommodate the first peak season in November – December and second peak season in March – May. As a result of the change of the accounting period, the relevant staff will have the opportunity to consult with each other internally in preparing more efficient and comprehensive strategic plans.

Miss Naowarat Ananrak (“**Miss Naowarat**”), a shareholder, raised questions and commented as follows:

- With respect to the beverage coolers, was it possible to allow other items to be stored in the beverage coolers in addition to the Company’s products since the cost of electricity was borne by the shops and the shop owner wanted to maximize the use of the beverage coolers. The Company should, therefore, place the stickers bearing the Company’s logo and names on the fourth and fifth shelves at the bottom in order that other items such as vegetables, eggs, or other products may be stored there.
- Miss Naowarat recommended that the Company establish a spy team for checking and overseeing the Company’s products in small retail stores, and that the Company place particular emphasis on these stores as they form another channel for generating income for the Company.

The Chairman acknowledged the comments and stated that they will be taken into further consideration.

There were no shareholders asking any further questions or expressing any further opinions.

The Secretary informed the Meeting of the Company’s anti-corruption policy. The Company issued a written notice dated 27 February 2015 of its intent pertaining to anti-corruption to the Secretary of the Office of the Securities and Exchange Commission. The Company disclosed the anti-corruption information in its Annual Registration Statement (Form 56-1), stating that it has a clear policy against all fraudulent practices, bribery, and corruption, and has cooperated with or joined various anti-corruption organizations as appropriate. In addition, the Company requires that all directors, executives and employees not be involved with corruption and not accept bribes from public and private officials, whether directly or indirectly, in order to obtain or maintain business or competitive advantage, or to utilize donations and charitable donations in order to facilitate or support fraudulent and corrupt practices under any circumstance. Moreover, the Company has become a member of the Thai Chamber of Commerce, which has a clear policy against corruption. The Company will promote and participate in various activities organized by the Thai Chamber of Commerce in order to contribute to the process of the establishment of concrete anti-corruption practices both internally and at a national level. Furthermore, in 2016, Thai Beverage, the biggest company in the Group, also announced its anti-corruption policy in promoting the sustainable growth of the Company in order to be listed on the Dow Jones Sustainability Emerging Markets Index (Dow Jones Sustainability Indices

(DJSI) in the Food, Beverage & Tobacco group. The board of the Group (with Sermsuk as a Group member), is currently considering the adoption of the policy and to determine practices in line with such policy in the interests of fostering sustainable development by means of establishing a sound relationship with and gaining the confidence of the interested parties through transparency.

This agenda item is only for the shareholders meeting to acknowledge the operational results for the nine-month period ending September 2016; therefore, no voting is required.

**Agenda Item 3: To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016**

The Chairman informed the Meeting that the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016 have been audited by the certified public accountant of KPMG Phoomchai Audit Ltd. (“KPMG”), reviewed by the Audit Committee, and approved by the Board of Directors. The Board of Directors, therefore, proposed that the Meeting consider and approve the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016. The Chairman then Miss Nuntaka Watsreevanich, Finance Director (“Miss Nuntaka”), to inform the Meeting of the details with respect to this agenda item.

Miss Nuntaka informed the Meeting that the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016 have been audited by the certified public accountant who has provided the opinion on the financial statements that they present the operational results of the Company accurately in accordance with the Generally Accepted Accounting Principles (GAAP). The financial statements can be summarized as follows:

The total assets was THB 12,672.2 million, an increase from last year by THB 808.79 million or by 6.8 percent mainly due to trade accounts receivable of THB 465.7 million which decreased from last year by approximately THB 80.29 million due to the debt collection period being 2-3 days shorter than last year, other receivables from related parties of THB 120.4 million which increased from last year by approximately 25.1 million due to an increase in sales promotions, inventories of THB 702.3 million which increased from last year by 38.4 million due to a decrease in allowance, and property, plant, and equipment of THB 9,157.2 million which increased from last year by 464.8 million due to an increase in revaluation.

The total liabilities was THB 3,738 million, increased from last year by 321.7 million due to other payables, i.e. Excise Department payables, and deferred salaries, other payables to related parties, advisor fees, and sales expenses.

The shareholders' equity was THB 8,935 million, increased from last year by 487.1 million due to the net increase in the revaluation of property from the loss incurred from the operational results for the nine-month period ending September 30, 2016.

The cash flow for the nine-month period ending September 30, 2016 comprises net cash payment of THB 90.3 million, net cash from operating activities of THB 132.8 million, net cash used in investment activities of THB 223.2 million, and net cash used in finance activities of THB 0.01 million.

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The operational results for the nine-month period ending September 30, 2016 shows a net loss in the Consolidated Financial Statements of THB 88.7 million, increased by THB 3.4 million compared to last year's figure of THB 85.3 million. If the gain on disposal of non-current assets held for sale of THB 356.6 million is excluded from the net loss of the last period (net income tax), the net loss would decrease to THB 353.2 million or 80 percent compared to that of the last period of THB 441.9 million. The material changes incurred during this period are:

- 1) Revenue from sale of goods and rendering of services of THB 8,096.7 million, increased by 1 percent due to the growth in "est" branded products and "Crystal" branded drinking water, and the launching of a new "est" product, which is Grape Berry flavour, in January 2016 and Korean Orange flavour in August 2016. In addition, the non-returnable "Lipton" branded iced tea and "Gatorade" branded energy drink were canceled during this period.
- 2) Cost of sales of THB 5,958.1 million, decreased by 5 percent due to the change in percentage of product sales, decrease in product development, and cost of materials.
- 3) Selling and administrative expenses of THB 2,600 million, increased by 3 percent due to the increases in sales and marketing expenses.
- 4) Other income of THB 211.7 million, mostly derived from the realization in rendering counsel in "est" product development in foreign markets of THB 86.7 million, and gain from the evaluation of property for investment of THB 32.6 million, the rest is income from sales of scrap.

The operational results for the nine-month period ending September 30, 2016 resulted in the basic loss per share of THB 0.33, increased by THB 0.01 per share compared to that of the last year at THB 0.32 per share.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

The questions asked and opinions expressed by the shareholders are summarized as follows:

Mr. Sakchai, a shareholder, asked and commented that:

- According to Page 103 of the Annual Report (Thai version), the Statement of Financial Position provides that the customers' deposits on bottles and cases had decreased. This means that the sales volume of the Company is unlikely to grow. However, the Company stated that its profit is 26 percent. What is the reason for the customers' deposits on bottles and cases not being increased?
- According to Page 104 of the Annual Report, the Statement of Comprehensive Income provides that the gain from revaluation of property, plant, and equipment in the Consolidated Financial Statements for the nine-month period ending September 30, 2016 is THB 722,112,967, an increase of 658,575,967. The details of such revaluation has not been presented in the financial statements. Please clarify the reason of the increase and the information of the evaluator.
- With regard to the "available-for-sale investments" under the net change in fair value of available-for-sale investments in Page 104 of THB 8,726,372, what is this investment?

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- According to the details on the other income – sale of scrap under Item 23 of the Notes to Financial Statements, Page 178 of the Annual Report regarding Geographical Segment, what is the scrap sold?

Miss Nuntaka clarified that:

- The reason for the customers' deposits on bottles and cases shown in the Statement of Financial Position on Page 103 of the Annual Report not being increased is that it is the statement that represents the financial position as at September 2016 is during the interval of the change of new accounting period and is the period that the sales volume is lower than that of the fourth quarter. Therefore, the sales volume was shown as having decreased. The information given by the Company is of the new year's season around December, therefore, the customers' deposits on bottles and cases is rather high.
- According to the Statement of Comprehensive Income, the amount of THB 658,575,967 does not represent the value of property, plant, and equipment for the nine-month period ending September 30, 2015, but is the revaluation of property, plant, and equipment for the nine-month period ending September 30, 2016 which is the same period as that of the amount THB 722,112,967. The amount of THB 722,112,967 is under the Consolidated Financial Statements which includes that of the subsidiaries. The amount of THB 658,575,967 is under the Separated Financial Statements. The revaluation of property, plant, and equipment will be conducted every three years by an evaluator approved by the Stock Exchange of Thailand.
- With regard to the "available-for-sale investments", the Company has invested in Crown Seal Public Company Limited, a listed company on the Stock Exchange of Thailand in which the Company is a shareholder. There is a change from the last year's market price of approximately THB 51 million to THB 59 million, and the Company is required to increase the value of the available-for-sale securities. According to the accounting standard, the increase in such value will not be recorded under the income statement but it will be presented in the Statement of Comprehensive Income or under the shareholders' equity at THB 8 million.
- The term "sale of scrap" is that of the ruined or damaged bottles and cases from the manufacturing process or in the market that are destroyed at the factory. The Company then sells the scrap at the price of approximately 20-25 percent of the buying price. In addition, such scrap also includes other scrap from the Company e.g. spare parts of used machinery in the Company's factories, etc.

Mr. Kiat Sumongkolthanakul, a shareholder and proxy, asked and commented as follows:

- Please clarify the reversal of inventories of approximately THB 130 million which was specified in the Management Discussion and Analysis on Page 204 that incurred due to the decrease in the allowance.
- With regard to the consultancy service income specified under Item 23 (Other income) of the Notes to Financial Statements on Page 178 of the Annual Report, for the nine-month period ending September 30, 2015 that was THB 130 million, and for 2016 was approximately THB 86 million, is the consultancy service income calculated on a yearly basis or not?

(Translation)

- Please explain the progress on the filing of a lawsuit by the employees and the issue regarding the products under the Liability for Damages Arising from Unsafe Products Act.

Miss Nuntaka clarified that:

- With respect to the reversal of inventories, as the Company (1) analyses the first-in-first-out products, and (2) analyses the age of the products which are categorized into 'Red' and 'Yellow', whereby the Company will try to sell the 'Red' products first because they are the nearly-expired products, therefore, the percentage in allowance is decreased resulting in the decrease in allowance and the Company being required to reverse the item of last year.
- The consultancy service income depends on the work the Company delivered to each country and the success of those works. In 2015, the consultancy service income was calculated on a year-by-year basis at THB 130 million, divided into services provided to Malaysia of approximately THB 86.7 and to Myanmar of approximately THB 43 million. In 2016, the consultancy service income for the nine-month period ending September 30, 2016 was approximately THB 86 million, obtained from Myanmar and Vietnam at approximately THB 43 million for each country.
- The litigation is subject to the legal proceedings in the Court of First Instance, whereby the injured parties claimed damages for an aggregate amount of approximately THB 11 million. However, if the Company was to be liable in accordance with the judgment of the Court of First Instance, the Company will pay damages as actually sustained. In addition, the Company has already taken out insurance to cover such damages.

Mr. Siriwat, a shareholder, asked as follows:

- Please explain the details on the market share of the cola market.

Miss Nuntaka clarified that:

- The market share of the cola market is detailed as follows: the highest market share is Coca-Cola at 50.7 percent, the second highest is Pepsi at 28.7 percent, the third is est at 16 percent, and the fourth is Big Cola at approximately 5 percent. Nevertheless, the Company plans to launch new product that is "100 Plus" branded drink which is a low-sugar beverage. The Company is confident that the new product will be popular among consumers because it promotes health.

Mr. Siriwat, a shareholder, asked:

- With regard to the total sales volume of THB 8,000 during the past nine months, what is the percentage of the sales of cola beverage?

Miss Nuntaka clarified that:

- This sales volume represents the percentage of carbonated drinks of 42 percent, and the sales of 65 percent of the carbonated drinks is cola beverage.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

(Translation)

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016.

**Resolution:** After due consideration, the Meeting resolved to approve the Statement of Financial Position and the Profit and Loss Statement for the nine-month period ending September 30, 2016, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,899	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.
  - 2) In this agenda item, the total number of votes of shareholders and proxies attending the meeting was 238,994,899 votes.
  - 3) There were no invalid ballots in this agenda item.

**Agenda Item 4: To consider and approve the appointment of the auditor and determine the audit fee for the year 2017**

The Chairman delegated Prof. Dr. Khunying Suchada Kiranandana, Independent Director, Chairman of the Audit Committee, and Chairman of the Risk Management Committee (“**Khunying Suchada**”), to inform the Meeting of the details with respect to this agenda item.

Khunying Suchada informed the Meeting that, the Audit Committee has considered the appointment of the auditors for the year 2017, as well as proposed to the Board of Directors to propose that the shareholders meeting approve the appointment of either Miss Nittaya Chetchotiros, Certified Public Account No. 4439, or Miss Sureerat Thongarunsang, Certified Public Accountant No. 4409, or Mr. Ekasit Chudhammasatid, Certified Public Accountant No. 4195, or Miss Napaporn Sathitthammaporn, Certified Public Accountant No. 7494 of KPMG Phoomchai Audit Ltd. (“**KPMG**”) as auditor of the Company. In addition, it was proposed that the shareholders meeting approve the determination of the audit fee for the year 2017 for the twelve-month period ending September 30, 2017 at THB 1,558,000, whereby such proposed audit fee was an increase of that for the nine-month period of 2016 by THB 223,000 or by 22 percent. Nevertheless, if the proposed audit fee is compared to the audit fee for the twelve-month period for the year 2016, the increase would be equivalent to THB 34,000 or an increase of 2 percent.

The four auditors have neither relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or connected persons. As such, in auditing and providing an opinion

(Translation)

on the financial statements, the auditors have demonstrated their independence. Furthermore, the above-named certified public accountants have not audited the accounts of the Company for a consecutive period of five fiscal years.

In addition, it is proposed that KPMG including its related persons or businesses, be appointed as the auditor of the subsidiaries of the Company for the year 2017.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

There were no shareholders asking any questions or expressing any opinion.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the appointment of the auditor and the determination of the audit fee for the year 2017.

**Resolution:** After due consideration, the Meeting resolved to approve the appointment of the auditor and the determination of the audit fee for the year 2017, as proposed, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,899	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.
  - 2) In this agenda item, the total number of votes of shareholders and proxies attending the meeting was 238,994,899 votes.
  - 3) There were no invalid ballots in this agenda item.

**Agenda Item 5: To consider and approve no allocation of profits and no dividend payment**

The Chairman delegated Miss Nuntaka to inform the Meeting of the details with respect to this agenda item.

Miss Nuntaka informed the Meeting that the Company policy is to distribute dividends at the rate of no less than 40 percent of the net profits of the Consolidated Financial Statements after deducting the legal reserves and accumulated losses carried forward (if any). The dividend payment of the Company will be subject to the Company's cash flow, investment plan, conditions and terms of

(Translation)

agreements to which the Company is committed, as well as the necessity and appropriateness in the future.

In 2016, the Company incurred a net loss under the Separated Financial Statements of THB 91.22 million and therefore could not make dividend payments.

Consequently, the Board of Directors deemed it appropriate to propose that the shareholders meeting consider and approve no allocation of profits and no dividend payment in accordance with the following manners:

- No allocation of profits from the 2016 operational results as a legal reserve as the Company's legal reserve is sufficient as required by law.
- No dividend payment from the 2016 operational results due to the net loss incurred in the Separated Financial Statements and the necessity of cash flow management.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Thongchai Lakana, a shareholder, asked :

- What is the accumulated profit or accumulated loss of the Company?

Miss Nuntaka clarified that:

- According to the Separated Financial Statement, the Company's general reserve was THB 2,000 million which would be able to be converted into dividend if the shareholders meeting approves. In addition, unappropriated accumulated profit as at September 30, 2016 was THB 26.7 million.

Mr. Siriwat, a shareholder, provided suggestions that can be summarized as follows:

- For the past four years, the Company has not been distributing a dividend payment due to losses incurred. Now, the losses have gradually declined and it can be assumed that the operational results of the Company have improved. Nevertheless, it would take approximately one to three years for the Company to be able to distribute a dividend payment. Even though the Company attains the general reserve of THB 2,285 million, and there is THB 26 million which is yet to be appropriated, in the situation in which the Company has been incurring losses, according to the general principles, there shall be no dividend payments. It is understandable that the situation is undesirable for the shareholders. As a result, Mr. Siriwat proposed that the Meeting consider capital increase of at least approximately 10 percent of the book value which is at THB 35, for the following two reasons:
  - 1) The capital increase is aimed to aid the minority shareholders (at present, there are approximately 1,099 minority shareholders) who purchased and have been holding the shares which used to perform at the maximum of approximately THB 200 and then gradually declined to approximately above THB 50 due to the book value at THB 33.65. The capital increase would improve the average price of the shares held by the minority shareholders.
  - 2) The proposed capital increase is only an increase in the book value, that is to say, if the capital increase was at 10 percent or approximately at 26.6 million shares at the

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price of THB 35 per share, the Company would obtain THB 927 million or approximately THB 1,000 million, resulting in the shareholders' equity increasing from THB 8,934 million to THB 9,861 million, and the debt-to-equity ratio decreasing from 0.42 times to 0.38 times. This would benefit the Company in a potential major investment project. Currently, the Company is well-prepared and has advantages over Coca-Cola and Pepsi, its competitors, especially advantages with respect to logistics and production facilities which had been well-planned by the previous management. In addition, as a result of Thai Beverage being a shareholder of the Company, the sales volume of "est" branded products in the Northeastern had increased by 30-40 percent. This shows the potential growth in the business opportunity of the Company under the management of the Board of Directors and executives, and the work of all employees. Mr. Siriwat then proposed that the Company approve the capital increase by one times or approximately 10 percent of the total shares.

The Chairman expressed his appreciation for the suggestions, and stated that this proposal must be considered at the Board of Directors meeting of the Company and further approved by the shareholders meeting.

Mr. Sakchai, a shareholder, disagreed with a capital increase while the Company has no new investments and still attains a large amount of capital both in cash and bank credit, since it would yield nothing in return. In addition, even though the sales volume increased by two times from last year, the Company still incurs losses, it is better for the Company not to expand any of its investments.

The Chairman concluded that as another shareholder disagrees with Mr. Siriwat's suggestion, the matter will be proposed to the Board of Directors Meeting first.

There were no shareholders asking any further questions or expressing any opinion.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve no allocation of profits and no dividend payment.

**Resolution:** After due consideration, the Meeting resolved to approve no allocation of profits from the 2016 operational results as a legal reserve as the Company's legal reserve is sufficient as required by law, and no dividend payment, as proposed, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,700	99.9999
Disapproved	200	0.0001
Abstained	0	0.0000

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- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.
  - 2) In this agenda item, the total number of votes of shareholders and proxies attending the meeting was 238,994,900 votes.
  - 3) There were no invalid ballots in this agenda item.

**Agenda Item 6: To consider and approve the remuneration of directors for the year 2017**

In this agenda item, the Chairman asked Mr. Suchin Wanglee, Vice Chairman No.1, Independent Director, Chairman of the Compensation Committee, and Member of the Audit Committee (“**Mr. Suchin**”), to inform the Meeting of the details with respect to this agenda item.

Mr. Suchin informed the Meeting that the determination of the remuneration of directors required approval by the shareholders meeting. After consideration by the Compensation Committee, the Board of Directors has conducted a survey on the remuneration of the Board of Directors and subcommittees for the year 2017, taking into account the responsibilities and performance of the Board of Directors, and a comparison with the rate applicable to other companies in the same industry which are similar in size and with a similar nature of business, as well as the survey results of directors’ remuneration provided by the Thai Institute of Directors (IOD), as well as factors affecting the operation of the Company to be appropriate for and in accordance with the duties and responsibilities of the Board of Directors. The Board of Directors, therefore, deemed it appropriate to propose that the shareholders meeting consider and approve the following:

- To approve that there will be no bonus payment for the directors from the 2016 operational results as the Company has incurred a net loss as stated in the Separated Financial Statement;
- To consider and approve the remuneration of the Board of Directors and subcommittees for the year 2017 at the same rate as approved by the 2016 Annual General Meeting of Shareholders which was convened on April 26, 2016, as follows:

Board of Directors and Subcommittees	2017 (Proposed Year)		2016 (Preceding Year)	
	Annual	Meeting Allowance per meeting	Annual	Meeting Allowance per meeting
1. Board of Directors				
• Chairman	240,000	40,000	240,000	40,000
• Chief Executive Officer	240,000	40,000	240,000	40,000
• Vice Chairman	180,000	30,000	180,000	30,000
• Other directors	120,000	20,000	120,000	20,000
2. Executive Committee				
• Chairman	80,000	25,000	80,000	25,000
• Vice Chairman	60,000	20,000	60,000	20,000
• Other members	40,000	15,000	40,000	15,000
3. Subcommittees				
3.1 Audit Committee				
• Chairman	160,000	50,000	160,000	50,000

(Translation)

• Other members	80,000	25,000	80,000	25,000
3.2 Nomination and Corporate Governance Committee				
• Chairman	80,000	25,000	80,000	25,000
• Other members	40,000	15,000	40,000	15,000
3.3 Risk Management Committee				
• Chairman	80,000	25,000	80,000	25,000
• Vice Chairman	60,000	20,000	60,000	20,000
• Other members	40,000	15,000	40,000	15,000
3.4 Compensation Committee				
• Chairman	80,000	25,000	80,000	25,000
• Other members	40,000	15,000	40,000	15,000
4. Bonus	-	-	-	-
5. Other remunerations and benefits in addition to the annual remuneration and meeting allowance	-	-	-	-

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

There were no shareholders asking any questions or expressing any opinion.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the remuneration of directors.

**Resolution:** After due consideration, the Meeting resolved to approve the remuneration of directors for the year 2017, as proposed, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting
Approved	238,994,900	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by vote of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.
  - 2) In this agenda item, the total number of votes of shareholders and proxies attending the meeting was 238,994,900 votes.
  - 3) There were no invalid ballots in this agenda item.

**Agenda Item 7: To consider and approve the appointment of directors in place of those who are due to retire by rotation**

In this agenda item, the Chairman asked Mr. Thapana to inform the Meeting of the details with respect to this agenda item.

Prior to the commencement of this agenda item, for transparency purposes, Mr. Thapana asked the following directors who are due to retire by rotation to temporarily leave the meeting room,

1. Prof. Rawat Chamchalerm;
2. Mr. Sakchai Thanaboonchai;
3. Prof. Dr. Khunying Suchada Kiranandana; and
4. Mr. Vivek Chhabra.

and asked them to re-enter the meeting room after this agenda item. For Mr. Photipong Lamsam who is another director due to retire by rotation, since he has no intention to continue his directorship, the Chairman then asked Mr. Photipong Lamsam to remain in the meeting room.

Mr. Thapana informed the Meeting that Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 14 of the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the total number of directors shall vacate in proportion. If the number of directors is not a multiple of three, directors in a number closest to one-third shall vacate, whereby the directors retiring by rotation may be re-elected.

At the 2017 Annual General Meeting of Shareholders of the Company, there will be five directors who are due to retire by rotation, as follows:

- |    |  |                      |
|----|--|----------------------|
| 1. | Prof. Rawat Chamchalerm                | Independent Director |
| 2. | Mr. Photipong Lamsam                   | Independent Director |
| 3. | Mr. Sakchai Thanaboonchai              | Director             |
| 4. | Prof. Dr. Khunying Suchada Kiranandana | Independent Director |
| 5. | Mr. Vivek Chhabra                      | Director             |

In this regard, Mr. Photipong Lamsam has no intention to continue his directorship. The Nominating and Corporate Governance Committee, therefore, sought a person who possesses the appropriate characteristics and is fully qualified to hold the position of director in place of Mr. Photipong Lamsam, and proposed that the Board of Directors Meeting approve the appointment of Mrs. Tongjai Thanachanan to hold the position of director in place of Mr. Photipong Lamsam.

Since four of the directors who are due to retire by rotation, and Mrs. Tongjai Thanachanan, possess knowledge, ability, and experience which will be advantageous to the Company's business operations, and given that the Nominating and Corporate Governance Committee and the Board of Directors have screened the nominated directors via the selection process to ensure that they possess appropriate qualifications and are suitable for appointment as directors of the Company, it is appropriate to propose that the shareholders meeting consider and approve (1) the re-election of these four directors, namely, Prof. Rawat Chamchalerm, Mr. Sakchai Thanaboonchai, Prof. Dr. Khunying Suchada Kiranandana, and Mr. Vivek Chhabra; and (2) the appointment of Mrs. Tongjai Thanachanan to hold the position of director in place of Mr. Photipong Lamsam.

The details on the profiles, educational backgrounds, and working experience of the directors who are due to retire by rotation and have been proposed by the Board of Directors for re-election as directors for another term and the person nominated to hold the position of director in place of Mr. Photipong Lamsam are set out in Attachment 3. In this regard, the directors appointed under this agenda item shall receive the remuneration at the rate which has been approved by the shareholders meeting in the aforementioned Agenda Item 6 of this meeting.

Since Mr. Photipong Lamsam has no intention to continue his directorship, after Mr. Photipong Lamsam ceased to hold office as director, Mr. Pramoad Phornprapha will no longer be classified as a person related by legal undertaking as a son-in-law of Mr. Photipong Lamsam. As a result, Mr. Pramoad Phornprapha will be qualified to act as an independent director of the Company, and as he possesses qualifications in accordance with Clause 17 of the Notification No. TorChor. 39/2559, and the Board of Directors Meeting, convened on November 16, 2016, resolved to approve the change of the position of Mr. Pramoad Phornprapha from a director to an independent director after the 2017 Annual General Meeting of Shareholders, at which time Mr. Photipong Lamsam will reach his term and has no intention to continue his directorship.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Siriwat, a shareholder, asked the Meeting to stand up and to give Mr. Photipong Lamsam a round of applause as he was resigning from office after working for the Company for 57 years with devotion, and generosity, as well as for his relentless determination in solving the Company's problems even in difficult times until its continuous recovery today.

In addition, Mr. Siriwat said that Mr. Photipong Lamsam was the driving force behind the Company's independence from Pepsi, a former major shareholder, and saw to the Company's transition to become a Thai-owned company today. If possible, he suggested that the Company ask Mr. Photipong Lamsam to act as a consultant of the Board of Directors in order to give advice, which will benefit the Company, and so that he is given the opportunity to witness the growth of the Company after its recovery from a four-year-long crisis.

There were no shareholders asking additional questions or expressing any opinion.

The Chairman delegated the Secretary to inform the Meeting of the voting requirements.

After the Secretary informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the appointment of the directors in replacement of those who are due to retire by rotation. The voting in this agenda item shall be conducted individually for each director.

**Resolution:** After due consideration, the Meeting resolved to approve the appointment of five directors, namely:

- |    |  |                      |
|----|--|----------------------|
| 1. | Prof. Rawat Chamchalerm                | Independent Director |
| 2. | Mr. Sakchai Thanaboonchai              | Director             |
| 3. | Prof. Dr. Khunying Suchada Kiranandana | Independent Director |
| 4. | Mr. Vivek Chhabra                      | Director             |
| 5. | Mrs. Tongjai Thanachanan               | Director             |

(Translation)

in accordance with the following votes:

**1. Prof. Rawat Chamchalerm**

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,900	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

**2. Mr. Sakchai Thanaboonchai**

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,900	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

**3. Prof. Dr. Khunying Suchada Kiranandana**

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,994,900	100.00
Disapproved	0	0.0000
Abstained	0	0.0000

**4. Mr. Vivek Chhabra**

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,993,900	99.9996
Disapproved	1,000	0.0004
Abstained	0	0.0000

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**5. Mrs. Tongjai Thanachanan**

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and eligible to vote</b>
Approved	238,993,900	99.9996
Disapproved	1,000	0.0004
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and eligible to vote.
  - 2) In this agenda item, the total number of votes of shareholders and proxies attending the meeting was 238,994,900 votes.
  - 3) There were no invalid ballots in this agenda item.

**Agenda Item 8: Other matters**

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to give an opportunity to the shareholders who wish to propose any matter apart from those which the Board of Directors had specified in the notice calling this Meeting in accordance with the criteria and procedures prescribed by the law. The Chairman then asked whether there was any shareholder wishing to propose any other matter.

There were no shareholders proposing any other matters for consideration.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Sakchai, a shareholder, asked and commented as follows:

- What is the sales proportion from beverages in each of the four regions (of Thailand)? How much damage did the Company sustain as a result of the flooding in the Southern region of Thailand? Were there any coolers that were lost in the floods? Was an assessment conducted to determine the amount of damage?

Mr. Vivek and Mr. Peerapong Krinchai gave the following explanation:

- The total sales is divided as follows: 70 percent from sales in Bangkok and the metropolitan area; 15 percent from sales in the Northeastern region; 10 percent from sales in the Northern region, and 5 percent from sales in the Southern region.

With respect to the effects of the flood in the Southern region (of Thailand), based on the survey conducted, it was found that none of the plants of the Company were affected by the flood except for the plant in Nakhon Si Thammarat Province. The said plant had been

(Translation)

flooded, but all of the water has been drained out and the plant is now fully operational. A survey is being conducted to determine the damage to the coolers. Nevertheless, the Company enjoys insurance coverage for all coolers. In terms of the damage sustained by the employees and their families, it was found that 93 families were affected by the flood. The Company is exercising its best efforts to take care of these families accordingly.

Mr. Chadin, a shareholder, asked and commented as follows:

- The price of PET pellets is expected to increase, as is the case with the price of oil, causing the Company to bear more expenses. Therefore, the Company should prepare a contingency plan that takes these factors into account.
- Mr. Chadin suggested that the Company prepare a plan to utilize the glass bottles that are still in good working condition as a means of cost management.
- Given that the Company's market share in the Southern region is still relatively low, the Company should take this opportunity to focus on market expansion in that region. What is the Company's marketing strategy for the Southern region?

Mr. Vivek and Miss Nuntaka gave the following explanation:

- With reference to the PET pellets for the PET bottles, at present, the price of these pellets is increasing. However, given that the Company executed sales and purchase agreements 2 – 3 months in advance, this is not an issue for the Company. In addition, the Company partnered with Thai Beverage, which has a high bargaining power, in investments in PET bottles. With regard to the increased prices, the Company will adjust the costs so as to compensate for the increase in prices accordingly. For this reason, the Company does not expect that this issue will have a significant impact on the Company.
- In respect of the utilization of the glass bottles, the Company employed various marketing strategies such as by implementing the following initiatives: glass bottles can be used by free of deposit; launching new products in returnable glass bottles and giving the sales persons higher remuneration as an incentive for them to sell those products without returning the bottles; conducting marketing activities in new stores; and promoting sales of the “Crystal” branded drinking water in glass bottles.
- Regarding the market expansion in the Southern region, the Company gives importance to the market in this region and will take a variety of initiatives as follows: the Company will increase the production capacity of “Crystal” branded drinking water, starting with production at the “Nateechai” plant of Thai Beverage located in Surat Thani Province, from next month onwards. The Company's goal is to become the number one leading distributor of drinking water in the Southern region of Thailand in the future. It is currently ranked as the third leading distributor of drinking water in that region. The Company believes that transportation cost control is one of the factors that will help it achieve this goal and, therefore, the Company has constructed a new plant in the Southern region in order to reduce transportation costs.

Mr. Chadin commented that:

- In addition to reducing expenses, costs of transportation and supply chain, the Company may consider other opportunities for generating income, namely, implementing marketing

(Translation)

strategies that emphasize the superior quality of the Company's products when compared with those of other companies.

Mr. Sakchai (a shareholder) asked and commented as follows:

- What was the rationale underlying the Company's having launched "est" branded products in glass and PET bottles at the price of THB 10 per bottle, as well as at the price of THB 12 per bottle, considering that the price difference is only THB 2. Will launching the products in this way have an impact on the production costs?

Mr. Thapana explained that:

- Those products were launched as a marketing strategy in increasing the variety of types of distribution channels. There are many different distribution channels such as stores, restaurants, and hypermarkets. For this reason, launching products as previously mentioned will give the consumers the opportunity to choose the products that meet their needs.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman said farewell to the Meeting as he will no longer hold office as director of the Company, and then expressed his appreciation to all shareholders, proxies, and attendees for their participation in this Meeting and for their opinions and suggestions which are beneficial to the Company. In addition, the Board of Directors ensured that it will exercise its best effort to strengthen the Company and drive the Company forward. The Chairman, therefore, declared the Meeting adjourned.

The Meeting was adjourned at 1230 hrs.

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Mr. Photipong Lamsam  
Chairman of the Meeting