



Minute of the Annual General Meeting of shareholders 01st /2013

Of

Sriracha Construction Public Company Limited

Time and Place:

The Annual General Meeting was held on April 10, 2013 time 13:30 pm at Pacific Room, The Tide Resort Bangsaen located at 44/1 Hardbangsaen Rd., Saensuk, Muang, Chonburi Province.

Attended Directors:

- | | | |
|-------------------|---------------|--|
| 1. Mr.Yiem | Chundprasit | Chairman |
| 2. Mr.Dusit | Choopanya | Independent Director/Chairman of Audit Committee |
| 3. Mr.Narong | Sooksawasdi | Independent Director/Audit Committee |
| 4. Mr.Kamol | Ratanachai | Independent Director |
| 5. Mr.Boonkrua | Khemapiratana | Director/Managing Director |
| 6. Mr.Gridsada | Potisomporn | Director/Deputy Managing Director |
| 7. Mr.Chatmongkol | Khemapirat | Director/Assistant Managing Director |

Unattended Directors:

- | | | |
|------------------|----------------|--------------------------------------|
| 1. Mr.Aphinant | Klewpatinond | Independent Director/Audit Committee |
| 2. Mrs.Sudchinda | Sethakulvichai | Director/Company Secretary |

Certified Auditor from AST Master Company Limited

- | | | |
|---------------|----------------|--------------|
| 1. Ms.Nongram | Laohaareedilok | License 4334 |
|---------------|----------------|--------------|

Mr.Yiem Chunprasit, Chairman of the Board, presided over and opened the meeting by informing that the record date for the right of shareholders to attend the annual general meeting 2013 was on March 13, 2013 and the closing date to collect the name of shareholders under section 225 of the Securities and exchange act was on March 14, 2013. As of now, The company has sold the total amount of shares at 304,230,400 shares

The detail of shareholders attended the meeting ;

Personal Attendants 31 person held the total of 79,162,602 shares and accounting for 26.02 of the total shares
Attendant with proxy 114 person held the total of 154,581,801 shares and accounting for 50.81 of the total shares
Total shareholders 145 person held the total of 233,744,403 shares and accounting for 76.83 of the total shares

Chairman informed the shareholders about the company guidelines in conducting the annual general meeting as of follow;

Shareholders or proxies will receive the voting card after complete the registration process. One shareholders or proxies will held the voting right of one vote equal to one share. The shareholders or proxies



shall not divide their shares or split their votes. The company will collect all the voting card of approve, disapprove and abstain vote. If there is any disapprove or abstain, the shareholder must raise their hand to allow the officer to collect the disapprove and abstain voting card respectively. The approved voting card shall be collected at the end of the meeting. To approve and appoint the replacement directors, shareholders must vote each director individually. Chairman will announce the voting result from agenda to agenda. The shareholders who wish to ask question or comment shall have to announce their names and amount of shares being held together with the order number printed in the voting card.

Chairman then proceeded to the following agenda.

Agenda 1 Chairman's report (if any)

Agenda 2 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders 01st /2012 held on June 2, 2012.

The minute of Extraordinary General Meeting of shareholders 01st/2012 was held on June 02, 2012 has been stated as true and correct with full detail of information and has been sent along with the notice of invitation to shareholder for consideration.

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions No additional question and opinions were raised. Chairman has proposed shareholders to vote to approve the Minutes of the extraordinary general meeting of shareholders 01st/2013.

Resolution : The shareholders approved the minute of extraordinary general meeting as proposed with the following vote

Approve 148 persons 234,236,503 shares accounting for 100% of shareholders attending the meeting with voting rights

Disapprove 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Abstain 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 3 To acknowledge the Company's annual report and the operation results of the year 2012.

The Financial report of the company's performance for the year 2012 which is published in the annual report was well prepared and sent to shareholders along with the notice of invitation for consideration. The company presented the company's performance in accordance with the annual report sent.

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

- No additional question and opinions were raised. Chairman proposed to shareholders to acknowledge the report.



Agenda 4 To consider and approve the Company's Financial Statement: Statement of Financial Position and Statement of Comprehensive Income for the year 2012 ended on December 31, 2012

Chairman informed that the Company's Financial Statement for the year 2012 ended on December 31, 2012 was audited, inspected and verified independently by the auditor with comment of unconditional. The Board of Directors has determined all the details and agreed that the Financial Statement for the year 2012 was recorded and presented fairly under the accounting standard practice with correct and reliable information. Chairman then asked all shareholders to consider the Financial Statement which was attached to the Notice of invitation.

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

- No additional question and opinions were raised. Chairman proposed shareholders to vote for approval of the Company's Financial Statement for the year 2012 ended December 31, 2013

Resolution : The shareholders approve the company's financial statement as proposed with following votes;

Approve 148 persons 234,236,503 shares accounting for 100% of shareholders attending the meeting with voting rights

Disapprove 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Abstain 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 5 To consider and approve the dividend payment from the operation results of the year 2012

Chairman informed that the board of directors will consider from the company's performance each year and see if the company has earned enough profit to pay dividend and has yet remained the substantial Capital fund to accommodate growth and business expansion. However the company must reserve the legal amount of 31,000,000 baht which is 10% of registered capital in accordance with the law and AOA article 59 of the company. The Dividend policy of the company is to pay dividend at no less than 50% of net profit which is stated and shown in the approved company financial statement each year.

For the year 2012, the board of directors has considered the financial statement of the year 2012 and see that the company has earned enough profit to pay dividend and has yet remained the substantial Capital fund to accommodate growth and business expansion so the Board of Directors resolved to propose to the Annual General Meeting of shareholders to consider and approve the dividend payment for the company's performance of the year 2012.

In 2012, the company's net profit is at 1,015,087,615 baht in which the company dividend policy stated that the company will pay dividend at no less than 50% of net profit each year. The Board of Directors resolved to propose to pay the dividend of 2.50 baht per share to the shareholders at the total amount of 759,595,600 baht or at 74.83% of net profit as shown in the company financial statement of the year 2012. The proposed amount of dividend will comply accordingly with the dividend policy of the company. However, the company has made an interim dividend to 303,250,000 shares at 1 baht/share on September 6, 2012 or at the total amount of 303,250,000 baht. The company will pay the remaining dividend of 1.50 baht per share for 304,230,000 shares at the amount of 456,345,600 baht to the entitled shareholders this time. The company's cash



flow and/or equivalent on December 31, 2012 is at 1,530.11 million baht. The Record Date is scheduled on April 22nd, 2013 for the right of entitled shareholders to receive dividend. The Closing Date for collecting shareholders' names under the Section 225 of the Securities and Exchange Act shall be on April 23rd, 2013. The Dividend shall be paid on May 09th, 2013.

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

No additional question and opinions were raised. Chairman proposed to shareholders to approve dividend payment as proposed.

Resolution : The shareholders agreed to approve the dividend payment as proposed with following votes

Approve 148 persons 234,236,503 shares accounting for 100% of shareholders attending the meeting with voting rights

Disapprove 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Abstain 0 persons 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 6 To Consider and approve the appointment of the new directors as the replacement for retired directors.

According to Company's AOA article 20, at every annual general meeting, one-third (1/3) of directors shall retire from office. If the number of retiring directors is not a multiple of three (3), the number of directors that is the nearest to one-third (1/3) shall retire. Directors to retire from office in the first year and the second year after the registration of the Company shall be determined by way of drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. Retiring directors may be reappointed. According to the company's regulation, one third of the Board of Directors shall be retired by way of drawing lots for the first two years in which the following Directors shall retire this year from the result of drawing lots:

1. Mr.Chatmongkol Khemapirat Director
2. Mr.Gridsada Potisomporn Director
3. Mr.Dusit Choopanya Independent Director/Chairman of Audit Committee

The Board of Directors (in exclude of the interested directors) has fully considered and commented that those retired directors have devoted fully to perform their duties and have made a great contribution to the benefit of the company. Their knowledge and background are highly beneficial and have support the company greatly. The Board of Directors propose the re-election of all three directors to hold their position for another term and to propose to re-elect Mr.Dusit Choopanya as independent Director and Chairman of Audit Committee.

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

- No additional question and opinions were raised. Chairman proposed shareholders to vote to approve and to appoint the director individually.



Resolution : The shareholders has voted to approve and to appoint the following directors with following votes

Mr.Dusit Choopanya appointed as Independent Director/Chairman of Audit committee

Approve 234,236,503 shares accounting for 100% of shareholders attending the meeting with voting rights

Disapprove 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Abstain 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Mr.Gridsada Potisomporn appointed as Director

Approve 232,207,203 shares accounting for 99.13% of shareholders attending the meeting with voting rights

Disapprove 2,029,300 shares accounting for 0.87% of shareholders attending the meeting with voting rights

Abstain 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Mr.Chatmongkol Khemapirat appointed as Director

Approve 232,207,203 shares accounting for 99.13% of shareholders attending the meeting with voting rights

Disapprove 2,029,300 shares accounting for 0.87% of shareholders attending the meeting with voting rights

Abstain 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 7 To consider and approve the remuneration of the Director for the year 2013

According to the company's AOA article 34, the company may not pay any money or distribute such other assets to directors except for remunerations of directors. Directors are entitled to receive remunerations, meeting allowance, allowance and such other benefits in the form of commission, bonus or benefits of similar nature in accordance with the Articles of Association of the Company or with the resolution of general meetings of shareholders. Such remunerations may be determined in certain number or set out as guidelines to be applicable either from time to time or to take effects until further amended. Directors shall also be entitled to receive allowance and welfares in accordance with the regulations of the Company. The board of Directors has deliberately considered and resolved to propose the remuneration for directors of the year 2013 to the Annual General Meeting of shareholders for the approval. The remuneration amount has been considered based on the database provided by the SET together with the company's performance and the directors' work scope, responsibilities of work, their contribution and dedication to the company. Chairman proposed the following fee as the remuneration of Directors for the Year 2013



POSITION	Allowance/Time	Remuneration Fee	
		Monthly	Yearly Fee
Chairman of BOD	15,000	50,000	The remuneration of all Directors in total is no less than 0.1% but not greater than 0.5% of gross revenue stated in Financial Statement that has been approved by shareholders in the Annual General Meeting.
Board of Directors	15,000	25,000	
Chairman of AC	20,000	-	-
Audit of Committee	10,000	-	-
Executive Chairman	-	10,000	-
Executive Directors	-	5,000	-

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

- No additional question and opinions were raised. Chairman has asked the shareholders to vote to approve the remuneration as proposed.

Resolution : The shareholders approved the remuneration as proposed with the following votes;

Approve 234,190,603 shares accounting for 99.13% of shareholders attending the meeting with voting rights

Disapprove 45,900 shares accounting for 0.87% of shareholders attending the meeting with voting rights

Abstain 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 8 To consider and approve the appointment of auditor and fixing their remuneration for the year 2013

According to the Public Limited Companies Act B.E.2535 Section 120, the company's auditor and their remuneration shall be appointed with approval of shareholders from the annual general meeting that meet with the rules and regulation of the Securities and Exchange Commission Thailand and also bound within the AOA of the company article 46. The Board of Directors has deliberately considered with determination and resolved to propose AST Master Company Limited as an appointed audit company for the year 2013 and propose the remuneration of Auditor for auditing the Company's Financial Statement as shown below. The propose auditor has been auditing the company and the affiliate for three years consecutively and has performed well in the past. The auditor team shall consist of the following persons.

- | | | |
|----------------|----------------|---------------------------|
| (1) Mr.Pradit | Rodloytuk | License number 218 and/or |
| (2) Ms.Nongram | Loahaareedilok | License number 4334 |



	Sriracha Construction Public Company Limited
Year Fee	500,000
3 semester fee	360,000

Chairman provides the opportunity to all shareholders for additional queries or to express their opinions

- No additional question and opinions were raised. Chairman has asked the shareholders to vote to approve the appointment of the auditor with proposed remuneration.

Resolution : The shareholders approved to appoint the auditor and their remuneration as proposed with the following votes;

Approve 234,236,503 shares accounting for 100% of shareholders attending the meeting with voting rights

Disapprove 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Abstain 0 shares accounting for 0% of shareholders attending the meeting with voting rights

Agenda 9 Others (if any)

As there is no additional agenda and comment, Chairman expresses his thanks to the shareholders for attending the meeting.

The meeting adjourned at 15:30 pm.

Mr.Yiem Chundprasit

Chairman