



Minutes of the Ordinary Meeting of Shareholders Year 2013
Of
SPCG Public Company Limited

Date and Place

The meeting has been held on April 29, 2013 01.00 p.m., at Jaturathit room, 3rd floor, Golden Tulip Sovereign Hotel, 92 Soi Saengjam, Rama IX Rd., Huaykhwang, Bangkok.

The Meeting Started

Mr. Kiatchai Phongphanit, Chairman of Audit Committee / Chairman of Independent Committee, acting company's chairperson, has performed as Chairman of the meeting.

Chairman has greeted and thanked to shareholders who attended into this ordinary meeting and reported the meeting that Miss Wandee Kunchornyakong, SPCG's Chief executive Officer, went abroad then assigned Mr. Kiatchai Phongphanit, Chairman of Audit Committee / Chairman of Independent Committee, to represent as Chairman and Chairman of the meeting.

Chairman has reported the meeting that there were 89 shareholders attended by themselves, equals to 25,088,702 shares, 72 shareholders' proxies, equals to 333,046,509 shares, total 161 attendants, equals to 358,135,211 shares or 63.95% of issued shares, in which more than 50%, the quorum therefore has been completed under the article of association, then opened the ordinary meeting of shareholders for year 2013.

Chairman has introduced directors, executives, and committees which comprise with Audit Committee, Nomination and Remuneration Committee, total 10 persons, but the following 6 persons attended the meeting.

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|---------------------------------|---|
| 1. Mr. Kiatchai Phongphanit | Chairman of Audit Committee and Independent Committee |
| 2. Mr. Wanchai Lorwattanatrakul | Audit Committee, Independent Committee, and Chairman of Nomination and Remuneration Committee |
| 3. Mr. Withoon Manomaikul | Director |
| 4. Mr. Kevin Gerald Parnell | Director |
| 5. Miss Omsin Siri | Deputy CEO |
| 6. Mr. Chaiwat Tangsuwanphanit | (Acting) Vice President of Accounting and Finance |

There were 4 unattended directors as follows:

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|---|---|
| 1. Miss Wandee Kunchornyakong | Chairperson, CEO, Nomination and Remuneration Committee |
| 2. Special Asst. Prof. Dr. Siripong Preuthiphan | Audit Committee and Independent Committee |
| 3. Mr. Somsak Kunchornyakong | Director |
| 4. Mr. Jirakhom Padumanon | Director |

In addition, the following representatives from Weerawong, Chinnawat, and Phiangphanor Law Office have been introduced to be legal advisory and attended the meeting.

1. Mr. Kudan Sukhumanon
2. Mr. Khongkot Yongsawatkul

Representative of Pricewaterhouse Coopers Co., Ltd., Company's auditor, was;

1. Mrs. Unakorn Pruetthithada

Before starting any agenda, Chairman has explained the meeting how to vote by ballot. There were 6 of 8 agendas needs voting and ballot has provided separately individual, unless directors election that will be separated by candidates. In addition, Chairman has requested for cooperation in voting of any agendas. Chairman has asked the meeting that "if no shareholders not agreed or suspended, it shall be deemed that approved or agreed. And if there are shareholder(s) not agreed or suspended, ballot which provided by

company shall be used. For director election agenda, ballot will be picked up from all attendants (whether agreed, not agreed, or suspended), by company's officer and then bring to canvasser, who are;

1. Company's Officer, Miss Yupha Nok-yu
2. Officer of Thailand Securities Depository Co., Ltd.
3. Officer of Weerawong, Chinnawat, and Phiangphanor Law Office
4. Chairman requested shareholders to be voluntary vote counting observer.
Mr. Somchai Sathid accepted to be vote counting observer.

Canvasser Committee would conclude votes and submitted to Chairman to report the meeting. Suffrage of shareholder is 1 shares 1 vote.

Chairman then began the meeting under the following agendas;

Agenda 1 Certifying the Minutes of Ordinary Meeting of Shareholders Year 2012 and Extraordinary Meeting of Shareholders No. 1/2012

Chairman proposed the meeting to certify the minutes of ordinary meeting of shareholders year 2012 and extraordinary meeting of shareholders No. 1/2012, held on April 10, 2012 and July 30, 2012 respectively, in which copy of those minutes have been already delivered to shareholders together with invitation letter. Chairman gave shareholders opportunities for inquiring and commencing, but no one inquired. Therefore, Chairman has requested the meeting to certify the minutes of ordinary meeting of shareholders year 2012 and extraordinary meeting of shareholders No. 1/2012, by attendants who disagreed or suspended would vote into ballot provided by company.

Chairman additionally reported to the shareholders that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with major votes of attended and voted shareholders.

After the committee completed counting, Chairman has reported following result to the meeting;

Voting of Agenda 1, there were qualified voters	358,679,411	shares
Qualified voters	358,677,711	shares
Agreed	358,676,711	shares, equals to 99.9997 %
Disagreed	1,000	shares, equals to 0.0002 %
Suspended	1,700	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by major votes of total attended and qualified shareholders to certify the minutes of ordinary meeting of shareholders year 2012 and extraordinary meeting of shareholders No. 1/2012.

After agenda 1 ended, there were 22 shareholders attended. This caused to total attended shareholders (by themselves and proxies) were 183 persons, total 358,679,411 shares, equals to 64.0499% of total issued shares.

Agenda 2 Certifying Company's Operating Results Ended on December 31, 2012

Chairman has proposed the Company's Operating Results ended on December 31, 2012 by assigning Miss Omsin Siri, Deputy CEO, to present company's operating results of previous year.

Miss Omsin Siri has reported the Company's Operating Results by separate into the following significant issues:

1. The Company's progressive of solar farm projects which more than 4 projects have been developed until commercial operation (COD), total capacity of 24.5 Megawatts. In addition, developing 7 more solar farms until succeeded and commercial operation (COD) in the last January, although there were some delaying from prospected schedule, but we have achieved in solar farm developments under specified time of government, within October 2013.

2. In 2012, the Company has increased capital by offering common share to public together with issuing Warrants certificate to subscribe and existed shareholders. This caused company to raised fund 1,260,000,000 Baht. The Company has spent all such fund to develop our solar farms. Its operation has been achieved smoothly and under its targets.

3. The Company has already moved securities trading to the Stock Exchange of Thailand (SET) from the Market for Alternative Investment (MAI) which is for small and medium business. This led to the security of SPCG Public Co., Ltd. is integrated into SET100 since January 2013. We are pride of this successfulness.

4. Business developing to support the future growth began on joint venturing to Enegate (Japan) Co., Ltd. and Thai Aichi Denki Co., Ltd. to establish Enegate (Thailand) Co., Ltd. who function in manufacture electrical control equipment for solar farm and houses, including any future electrical control equipments. This would led us to expandable to another business.

5. The Company has purchased more shares of 2 solar farms from Dr. Art-Ong Chumsai Na Ayudhaya. There are total 6 megawatts from such 2 projects, 3 megawatts individually. Therefore, SPCG Public Co., Ltd. has total 36 projects with total capacity of 240 megawatts, in accordance with distribution agreement, we would be derived 8 Baht Adder for 10 years. This is the worthiest of the Company's assets in this time.

6. The Company has expanded our business to solar roof in which being under business planning that would be seen in next 2 weeks. Company should continually be leader in solar farm system development both solar farm and solar roof.

7. The Company has plan to develop several projects abroad through Solar Power Engineering Co., Ltd., which SPCG Public Co., Ltd. is holding 100% shares, by transferring personnel, working team, and executives to develop those projects in which being under preparation its readiness and implementing investment scheme. Major partner is KYOCERA.

8. The Company's operating results in the last year, whether solar farm or metal business, had total income 1,214 million Baht, gross profit or 646.7 million Baht at gross profit 53%. For this segment, we could make net profit to our group 166 million Baht at rate 16%. This income was achieved by only 9 solar farm of year 2012. Moreover, upon distribution increased by any projects, income should be also increased. For expenses, most were fixed expenses, then caused to the Company has efficient profitability, and now plans to expand into other businesses.

9. The Company had own profit 39 million Baht, from total net profit 166 million Baht, because 9 projects which had COD already are held at 51% - 70%, but 7 projects which had COD since January 2013 together with some projects which will COD in the future are held by the Company 100%, as appeared in the Company's Annual Report.

Chairman gave shareholders an opportunity to inquire information and comment.

Miss Sumnapha Watthanasin, minor shareholder, inquired that;

- In 2013, how many solar farm will be open and if SPCG hold 100% shares or not?

Chairman assigned Miss Omsin Siri to reply that;

- In 2013, the Company will open more solar farm until completed 36 projects. In 2012, the Company had COD 9 projects and in the past January 2013 had COD 7 projects, therefore, the Company will COD 20 more projects in 2013.

On April 2013, the Company had hastened to develop electric synchronized into PEA system, because electrical crisis by Myanmar's gas pipeline repairing. Therefore, the Company hastened construction as fast as possible to distribute electric to PEA without charge. This led to completed more 7 projects. Then, now there are 13 projects remaining namely first 7 projects are under construction that more than 50% completed and Company already provided land for other 6 projects and ready for construction in which will be completed within October 2013.

For budgetary of operation, Company had been supported by Kasikorn Bank, Krungthai Bank, and other banks which is under loan agreement preparation and would be withdrawn by completion of individual projects.

Mr. Meechai Hadthakitthatri, minor shareholder, inquired that;

- As Company derived ADDER for 10 years, then thereafter Company will remain profitable or not? And do the Company search for other businesses to support before such 10 years?

Chairman assigned Miss Omsin Siri to reply that;

- Today ADDER is assumed to be the Company's main income and if 10 years past, any loan agreements that the Company entered between the banks will be matured, thus the Company's obligation on liabilities and interest will be gone as well. Moreover, the executives and board of directors would consider other financial instruments to implement and manage our fund for more efficiency.

By estimation of executives, after 10 years, the Company will remain profitable because electrical rate that the Company obtained by distribution to the PEA will be growing every year, even though at minimum estimated rate at 3%, upon 10 years past, we will remain profitable continually.

For any electronic devices, their life is more than 30 years and warranty by KYOCERA for 25 years. Therefore, after no ADDER, the Company's solar farm still remains productivities with full efficiency.

Minor shareholders had inquired as follows:

- Today, which projects are already COD?

Chairman assigned Miss Omsin Siri to reply that;

The Company has distributed electric by starting from project 1 to 9 and project 10 to 16, respectively. For project 17 to 21 and 35 to 36 projects had been developed during electric crisis, now being under license approving to COD, and for its construction, they have already been linked to the system.

- How does the progress of solar roof?

From the decision of the Board of Directors on mid 2012 and the Extraordinary General Meeting of Shareholders No. 1/2012, the meeting had decided to co-invest in solar roof with Thai Solar Future Co., Ltd., owned by Dr.Dusit Khrueng-ngam, who is the leader in solar roof of Thailand.

Today, the Company is under agreement preparation and marketing simultaneously, in which will be opening this May. In addition, the government is under consideration supporting of solar roof projects with its benefits and facilities.

Miss Piyada Phongseree, proxy, inquired that;

- If 2 main factors of business are fund and land, therefore, the Company's future plan in fund, how does infrastructure fund assist? how about land? In the future, will the Company be able to provide land to develop solar farm continually or not, and how?
- Providing land, for last 2 projects, its lands have been provided already. About land providing for future projects, the Company will search mainly in North-Eastern. Moreover, cost of land has been raised, then the Company will planning on land providing and investment for optimal efficiency.
- IFF in documentary including readiness preparation have been nearly 100% completed. The meeting with all related confederates had been held to establishing infrastructure fund that most suitable with the Company, and now cleared. The Company had submitted SEC some documents and all the remained documents will be completed within this week which will be submitted within 3 months. By this, the infrastructure fund will be completed and able to funding.

About size of fund, the Company will use future income from project 10 – 16 to be fund's initial assets with valued of 5,200 million Baht. After funded, a part of fund will be repaid to bank loan, and remaining will be spent by planned operation, both solar roof and EPC project that targeted to the international market.

- For solar roof project, the Company ought to emphasize on privileges shareholders, also dividends should be allocated suitably.

Chairman informed the meeting that relationship with shareholders will be developed. And if there are no other inquiry and comment additionally, Chairman has concluded as follows:

Resolution: The meeting has acknowledged the Company's Operating Results ended December 31, 2012.

Agenda 3 Approving the Company's Consolidated Statement, Ended December 31, 2012

Chairman assigned Miss Omsin Siri to propose financial statement for year 2012 ended December 31, 2012 in which audited by the Auditor, as appeared in Annual Report of Year 2012, to the meeting.

Miss Omsin Siri has summarized company's financial statements as following table;

Financial Status considered by Income Statement on December 31, 2012 compared to December 31, 2011.

Unit : Thousand Baht

	Consolidated Statements		Separated Statements	
	2012	2011	2012	2011
Total Current Assets	1,295,426	723,996	165,845	60,296
Land, Building, and Equipments	11,147,901	4,070,894	63,621	66,475
Total Assets	13,021,677	5,201,199	2,662,897	1,397,320
Total Current Liabilities	4,046,411	1,638,946	105,494	50,594
Long-term Loan from Financial Institution	6,241,666	2,221,760	-	-
Total Non-current Liabilities	6,416,780	2,417,753	808	740
Total Liabilities	10,463,191	4,056,699	106,302	51,334
Issued and Paid Capital	560,000	500,000	560,000	500,000
Total Equity of Shareholders	2,558,486	1,144,500	2,556,595	1,345,986
Total Liabilities and Equity of Shareholders	13,021,677	5,201,199	2,662,897	1,397,320

Operating Results, considered by Income Statement on December 31, 2012 compared to December 31, 2011

Unit : Thousand Baht

	Consolidated Statements		Separated Statements	
	2012	2011	2012	2011
Revenue of sales and service	1,214,357	578,565	68,831	324,422
Cost of goods sold and services	567,621	305,493	63,595	276,576
Gross Profit	646,736	273,072	5,236	47,846
Profit (Loss) on foreign exchange rate	34,895	-	-	-
Other Income	26,198	7,722	23,438	8,230
Profit before expenses	707,829	280,794	28,674	56,076
Total Expenses	267,290	131,477	39,376	51,857
Profit before financial cost and corporate tax	440,539	149,317	(10,702)	4,219
Financial cost	229,860	102,738	1,514	682
Corporate Tax	42,855	32,596	-	1,692
Net Profit	166,065	13,982	(12,216)	1,845
Net Profit Allocation				
Net Profit of Shareholders	39,363	(11,787)	(12,216)	1,845

Net Profit of Non-controlling Interests	126,702	25,769	-	-
Profit (Loss) per Share				
Shareholders (Baht)	0.07	(0.02)	(0.02)	0.01
Weighted Average Common Share (thousand shares)	551,148	488,082	551,148	393,973

Chairman gave shareholders opportunities to inquire and comment.
Unknown minor shareholder has inquired that;

- Are value of building and equipments of 1,100,000,000 Baht included land or not? Will its value be changed whenever reevaluate the land price?
- For liabilities segment, according to Notice No. 20, Page 115, common share of affiliates that having returning condition, what's it mean? And why does it reduce from year 2011 to 2012 and what is future company's policy about this issue?

Chairman assigned Miss Omsin Siri to reply that;

- Land has also been integrated into such value and whenever land has been reevaluated, such value will be changed also, but today the Company has no policy to officially reevaluate land.
- Common shares of affiliates that have 2 returning condition namely;
 - 1) Group of Energy for Environment Foundation, the Company had contracted to the Energy for Environment Foundation that Company has entitled to repurchase from the Foundation, and reduced figure was caused by a half of common shares has been repurchased from the Foundation by Company at end of 2012.

In addition, the Energy for Environment Foundation aims to promote investment in alternative energy development for expanding of this industry. However, the Foundation has been limited in aging, then could not hold Company's shares for long term, then Company needs to trade shares with the Foundation.

- 2) Group of International Financial Company (IFC), which their conditions are similar to the Energy for Environment Foundation, has been funded by the World Bank and take to invest in only green energy of developing country

- Has SPCG Public Co., Ltd. entered into agreement with KYOCERA?

The Company has not contracted with KYOCERA in written, but trading by covenant that KYOCERA shall collect products price whenever Company has distributed. And now, Company is under preparation areas to support solar cells storage for future solar roof projects.

There were no more inquiries and commenting, then Chairman requested the meeting to approve the consolidated financial statements ended on December 31, 2012 by shareholders who disagreed or suspended votes into provided ballot.

Chairman informed the shareholders additionally that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with majority votes of total attended and qualified shareholders.

After the committee completed counting, Chairman has reported the following results to the meeting;

Voting of Agenda 3, there were qualified voters	377,699,641	shares
Qualified voters	377,699,641	shares
Agreed	377,696,641	shares, equals to 99.9997 %
Disagreed	1,000	shares, equals to 0.0002 %
Suspended	0	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total attended and qualified shareholders to approve the consolidated financial statements ended December 31, 2012.

After agenda 3 ended, there were 27 shareholders attended additionally. This caused to total attended shareholders (by themselves and proxies) were 210 persons, total 377,699,641 shares, equals to 64.4464% of total issued shares.

Agenda 4 Approving Dividend for Operating Results of Year 2012

Chairman informed the meeting that to expand business opportunity in developing 36 solar farm projects to completed within year 2013, Company need a lot of funds to develop those projects under our business plans, then the meeting had been requested to consider the dividend suspension for operating results of year 2012 and to use in solar farm for further projects.

Chairman gave shareholders opportunities to inquire information and comment.

Unknown minor shareholder inquired that;

- Agenda for approving to suspend dividend for operating results of year 2012 should be put into agenda for profit allocation firstly and if agreed to suspend dividend then submit to approved by the Board of Directors and report to the meeting of shareholders.

Chairman has thanked to this recommendation and promised that they will be more clearly next time and said that opportunity of dividend may be highly next year.

There was no more inquiry and commenting, then Chairman requested the meeting to approve the dividend suspension for Operating Results of year 2012 by shareholders who disagreed or suspended votes into provided ballot.

Chairman informed the shareholders that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with majority votes of total attended and qualified shareholders.

After the committee completed counting, Chairman has reported the following results to the meeting;

Voting of Agenda 4, there were qualified voters	377,699,641	shares
Qualified voters	377,699,641	shares
Agreed	377,001,641	shares, equals to 99.8260 %
Disagreed	657,000	shares, equals to 0.1739 %
Suspended	1,000	shares
Voided	40,000	shares

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total attended and qualified shareholders to approve the dividend suspension for operating results of year 2012.

Agenda 5 Electing New Directors to Substitute the Terminated Directors

Chairman has informed the meeting that, according to the Public Company Limited Acts B.E.2535 and article 14 of the Article of Association defined that director shall terminated one-third of all directors in the date of Annual General Meeting of shareholders, then in 2013 there were 3 directors, Miss Wandee Kunchornyakong, Mr. Jirakhom Padumanon, and Mr. Kevin Gerald Parnell (as appeared in attachment No. 3), and because of all 3 directors had central role to the successful of company's operating, then the Board of Directors were nominating 3 directors who were terminated in this period to reappoint 1 more term.

However, nominating 3 terminated directors to reappoint 1 more term need to be considered and screened by the Nomination Committee and Remuneration before.

There was no more inquiry and commenting, then Chairman requested the meeting to elect new directors substitute the terminated directors by individual as follows:

First, Miss Wandee Kunchornyakong;

Second, Mr. Jirakhom Padumanon; and

Third, Mr. Kevin Gerald Parnell;

by shareholders who disagreed or suspended votes into provided ballot.

Chairman informed the shareholders additionally that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with majority votes of total attended and qualified shareholders.

After the committee completed counting, Chairman has reported the following results to the meeting;

Voting of Agenda 5.1, there were qualified voters	377,707,341	shares
Qualified voters	377,707,341	shares
Agreed	374,870,441	shares, equals to 99.2489 %
Disagreed	2,836,900	shares, equals to 0.7510 %
Suspended	0	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total at tended and qualified shareholders to approve the reappointment of Miss Wandee Kunchornyakong for the Company's director for more 1 term.

Voting of Agenda 5.2, there were qualified voters	377,707,341	shares
Qualified voters	377,707,341	shares
Agreed	374,863,441	shares, equals to 99.2470 %
Disagreed	2,843,900	shares, equals to 0.7529 %
Suspended	0	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total attended and qualified shareholders to approve the reappointment of Mr. Jirakhom Padumanon to the Company's director for 1 more term.

Voting of Agenda 5.3, there were qualified voters	377,707,341	shares
Qualified voters	377,706,326	shares
Agreed	374,830,426	shares, equals to 99.2385 %
Disagreed	2,875,900	shares, equals to 0.7614 %
Suspended	1,015	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total attended and qualified shareholders to approve the reappointment of Mr. Kevin Gerald Parnell to the Company's director for more 1 term.

After agenda 5 ended, there were 3 shareholders attended additionally. This caused to total attended shareholders (by themselves and proxies) were 213 persons, total 377,707,341 shares, equals to 67.4477% of total issued shares.

Agenda 6 Approving Remuneration of Directors, Audit Committee, and Nomination and Remuneration Committee for Year 2013

Chairman reported the meeting that the Nomination and Remuneration Committee had considered directors' remuneration carefully and compared to references by same industry, including business expansion and growth, it is deemed to assess remuneration of directors, audit committee, and nomination and remuneration committee for year 2013 in same rate of year 2012, as detailed in the invitation letters sent to shareholders.

Moreover, remuneration of Board of Directors includes;

Monthly director allowance

- Chairman, 35,000 Baht a month (only who are not the Company's executive)
- Director, 20,000 Baht a month (only who are not the Company's executive)

Meeting allowance

- Chairman, 20,000 Baht a time (only attended person)
- Director, 15,000 Baht (only attended person)

Remuneration of Audit Committee includes;

Monthly committee allowance

- Chairman, 35,000 Baht a month
- Committee, 30,000 Baht a month

Meeting allowance

- Chairman, 20,000 Baht a time (only attended person)
- Committee, 15,000 Baht (only attended person)

Remuneration of Nomination and Remuneration Committee includes;

Meeting allowance

- Chairman, 20,000 Baht a time (only attended person)
- Committee, 15,000 Baht (only attended person)

Bonus of Board of Directors

- It deems to settle directors' remuneration in bonus that reflect and link to Company's operating result or net profit not over 2% of annual net profit;
- Limits maximum 1,200,000 Baht for Chairman of board of directors and chairman of Audit Committee;
- Limits maximum 1,000,000 Baht for President;
- Limits maximum 800,000 Baht for directors and member of Audit Committee

However, foresaid bonuses of committee are same rate which approved by the meeting of shareholders in 2012, but Board of Directors has not received those amounts of correspondence regarding to dividend payment to shareholders.

Chairman gave shareholders opportunities to inquire information and comment.

Unknown shareholder inquired that;

- In last line of page 103, annual report, there is high figure in remuneration of directors, it may be errors.

Chairman assigned Miss Omsin Siri to reply that;

- Company has verified details in remuneration of directors and executives according to the decision of the meeting of shareholders year 2012 found that it had been entered correctly and audited by Auditor under authority of decision of the meeting of shareholders year 2012.

About high figure, it is because the Company has frequently held the meeting of board of directors and Audit Committee, due to during year 2012 Company had continually developed solar farm projects which have purchasing and procuring and needed to bring to the meeting for its clearness, including business expansion and reorganization. In previous year, there were over 30 meetings of committee and Audit Committee.

There was no more inquiry and commenting, then Chairman requested the meeting to approve in remuneration of directors, Audit Committee, and Nomination and Remuneration Committee for year 2013 by shareholders who disagreed or suspended votes into provided ballot.

Chairman informed the shareholders that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with majority votes of total attended and qualified shareholders.

After the committee completed counting, Chairman has reported the following results to the meeting;

Voting of Agenda 6, there were qualified voters	377,707,341	shares
Qualified voters	377,707,341	shares
Agreed	377,134,741	shares, equals to 99.8484 %
Disagreed	1,000	shares, equals to 0.0002 %
Suspended	571,600	shares

Voided 40,000 shares

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: The meeting has decided by majority votes of total attended and qualified shareholders to approve the proposal of remuneration of directors, Audit Committee, and Nomination and Remuneration Committee for year 2013.

Agenda 7 Approving to Appoint Auditor and Assess Remuneration for Year 2013

Chairman informed the meeting that the Company desires to appoint Auditor for year 2013. By performing in 2012, Pricewaterhousecoopers ABAS Co., Ltd. (“PWC”) had performed as Company’s Auditor with international standard. In 2013, they has quoted professional fee of auditing for Company 710,000 Baht and total 12,551,000 Baht included 40 affiliates both directly and indirectly control.

For optimal benefits of shareholders, the Company has proposed to the Audit Committee and they have recommended to the Board of Directors. Therefore, for suitability and universality, its deem to appoint auditor of Pricewaterhousecoopers ABAS Co., Ltd. The following name list;

Mrs. Unakorn Pruetthithada, CPA No. 3257;

Miss Sakuna Yaemsakun, CPA No. 4906; and

Mr. Phaiboon Tankoon, CPA No. 4298;

The Company’s auditor for second year of year 2013, along with assessing the Company’s auditor remuneration of 710,000 Baht and total 12,551,000 Baht for Company and all affiliates. However, auditors have no relationship and interests to Company, affiliates, executives, major shareholders, and related persons.

No.	Name	Year 2013 (Baht)	Year 2012 (Baht)
1	SPCG Public Co.,Ltd.	710,000	710,000
2	Solar Power Co., Ltd.	870,000	870,000
3	Steel and Solar Roof Co., Ltd.	870,000	870,000
4	Solar Power Engineering Co., Ltd.	176,000	110,000
5	Disposed Affiliates	16 firms @ 175,000	5 firms @ 180,000
	Affiliates who be under construction	12 firms @ 355,000	4 firms @ 324,000
	Affiliates who be under preparation	6 firms @ 330,000	-
	Affiliates who be not embark	-	25 firms @ 30,000
6	Solar Power Asset Co., Ltd.	175,000	-
7	AJ Technology Co., Ltd. (under construction)	355,000	-
8	Thipnarai Co., Ltd. (under construction)	355,000	-
	<u>Total</u>	<u>12,551,000</u>	<u>5,326,000</u>

Chairman gave shareholder opportunities to inquire information and comment.

Mr. Prasert Phongphairot has recommended that;

- Agenda 4, 6, and 7 should be presented by table compared to previous year for its clearness and simpler.

Chairman thanked to recommendation and promised to improve in next year.

Miss Siriporn Sangoptham, representative of Thai Investor Promoting Association, inquired that;

- As description sent to shareholders, Agenda 7 in approving to appoint auditor and assess remuneration for year 2013, was not found report of auditing fee valued 12 million Baht. Therefore, we needed to know if this corresponding information has been sent to shareholders or not.

Chairman assigned Miss Omsin Siri to reply that;

In considering to approving audit fee, the meeting of shareholders has authorization to consider Company's audit fee, but could not consider in audit fee of other companies who are affiliates.

Chairman assigned Mr. Kudan Sukhumanon, representatives of Weerawong Law Office and Chinnawat and Phiangphanor Co., Ltd. who are legal advisory, to explain additionally.

Mr. Kudan Sukhumanon informed the meeting that considering in Company's audit fee shall be presented only Company's information, but affiliates' information may be presented in the meeting.

There was no more inquiry and commenting, then Chairman requested the meeting to approve to appoint Auditor and assess remuneration for year 2013 by shareholders who disagreed or suspended votes into provided ballot.

Chairman informed the shareholders that, according to the Article of Associations, this agenda need to be approved by the meeting of shareholders with majority votes of total attended and qualified shareholders.

After the committee completed counting, Chairman has reported the following results to the meeting;

Voting of Agenda 7, there were qualified voters	377,707,341	shares
Qualified voters	377,674,326	shares
Agreed	377,673,226	shares, equals to 99.9997 %
Disagreed	1,100	shares, equals to 0.0002 %
Suspended	33,015	shares
Voided	None	

There were 100% of total attended and qualified shareholders, then Chairman has concluded as follows:

Resolution: **The meeting has decided by majority votes of total attended and qualified shareholders to approve the proposal of Auditor appointment and remuneration assessment for year 2013.**

Agenda 8 To Consider Other Matters (If any)

Chairman gave shareholders opportunities to inquires information.

Unknown minor shareholder inquired that;

- In 2013 no dividend for shareholders, so, will the bonuses be paid to the directors?

Chairman replied that the directors will no bonuses for year 2013.

- Shareholder recommended that;

For the meeting place, the Company should choose the hotel that is convenient for traveling and nearby to the subway or skytrain. In addition, the meeting room should have monitor on both left and right. If Golden Tulip Sovereign Hotel is the meeting place for next time, shuttle buses should be provided including that invitation letter should have traveling information and telephone number for more information.

Chairman has appreciated to the recommendation and promised to improve under those recommendations.

- Minor shareholder inquired that how much profit of offering in infrastructure fund will the Company derived, how many shares of fund the Company hold, and what is the target of investment abroad compared to domestic?

Chairman assigned Miss Omsin Siri to reply that;

- The Offering of Infrastructure Fund (IFF), rights off only 7 projects that starting COD in the last January. There will be temporarily transferred for 10 years according to the ADDER that has been received, which differed from BTS's IFF that temporarily suspended income. Whenever 10 years reached, all income will return to the Company, including all assets that belong to the Company. Because the temporarily transferring, could not recognize its income in the statements, but the Company will have more liquidity that caused by future income of 10 years which will be used to invest in advance.
- Expanding abroad are separated into 2 groups, namely, invest and contracting for construction or EPC, in which investing assumes to be very high obligation in today, because numerous fund must be spent in 36 projects domestic, but the Company currently have more liquidity due to having electric distribution revenue and allocating allowance for loan payment, then could take remaining to develop in other businesses.

If such fund is spent abroad, financial management planning is needed along with the Company has solar roof projects that have higher investment return when compared to other projects. Therefore, the Company has planned to allocate the fund with optimal efficiency by the following priority;

- 1.) Completely Constructing all 36 projects of solar farm;
- 2.) Developing solar roof project, due to rapid cash flow;
- 3.) If expand abroad, EPC scheme shall be used, namely, no investment but to be employed for the planning of solar farm's construction for investors who already have project, due to the Company high efficiency personnel.

No other matter has been proposed, so the meeting has been closed at 3.25 p.m. by the chairman.

Yours sincerely,



(Mr. Kiatchai Phongphanit)
Chairman



(Mrs. Prapatsorn Kantawong)
Company Secretary / Recorder