

**Enclosed Document No. 1 (For Agenda 1)****Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011****SPCG Public Company Limited****Date and Place**

The Meeting has taken place on Thursday, 16 June 2011 at 10:00 a.m., Training Room of the Company, No. 8/88 Moo 12 Tambol Rachathewa, Amphur Bangplee, Samutprakarn.

Commencement of Meeting

Miss Wandee Khunchornyakong, Chairman of the Board of Directors, acted as Chairman of the Meeting. The Chairman thanked all shareholders attending the Meeting. The meeting was attended by 29 shareholders in person and by shareholders' proxies representing 402,656,393 shares equivalent to 80.53 percent of total shares, thereby constituting a quorum in accordance with the Company's Articles of Association. The Chairman officially declared the opening of Extraordinary General Meeting of Shareholders No. 1/2011 and introduced all 10 Directors and Senior Management as follows:

- | | |
|---|---|
| 1. Miss Wandee Khunchornyakong | Chairman of the Board of Directors/ Member of Remuneration Committee/ Executive Director/ CEO |
| 2. Mr. Chanchai Kultavarakorn | Director/ Executive Chairman/ Member of Remuneration Committee/ President – Investment Management |
| 3. Mr. Prasit Ounvorawong | Director/ Executive Director/ President – Steel Business |
| 4. Mr. Somsak Khunchornyakong | Director/ Executive Director |
| 5. Mr. Kiatichai Pongpanich | Chairman of Audit Committee/ Independent Director |
| 6. Dr. Art-ong Jumsai na Ayudhya | Member of Audit Committee/ Independent Director/ Chairman of Remuneration Committee |
| 7. Asst. Prof. Dr. Siripong Preutthipan | Member of Audit Committee/ Independent Director |
| 8. Mr. Supote Wannarote | Vice President – Sales & Marketing |
| 9. Mr. Somchai Vongratanavichit | Vice President – Operations |
| 10. Mr. Chaiwat Tungsuwanpanit | Vice President – Accounting & Finance |

The Chairman also introduced Mr. Pisarn Lertthanasarn, a representative from S.K. Accountant Services Company Limited and the Company's auditor, Mr. Vicha Tomana and Ms. Naliwan Chinnapha, representatives



from Phillip Securities (Thailand) Public Company Limited, the Company's independent financial advisor, and Mr. Thinnaphan Wanglee, a representative from Kasikorn Securities Public Company Limited, the Company's financial advisor.

Before starting with the meeting agenda, the Chairman explained the voting procedures using voting ballots which the Company had distributed to shareholders during the registration process. There are 10 voting agenda from 15 meeting agenda and voting ballots are prepared for each voting agenda. For each voting agenda, the Chairman will ask shareholders/proxies to cast votes in cases where they disagree or abstain. For the agenda to appoint new directors, the Chairman will ask shareholders/proxies to cast votes (regardless of whether the shareholders agree, disagree or abstain) and submit their voting ballots to the staff. The staff will hand in the ballots to the Ballot Counting Committee for counting the ballots, which consists of:

- | | |
|----------------------------------|----------------------------------|
| 1. Mr. Pisarn Lerthanasarn | Representative from auditor firm |
| 2. Dr. Art-ong Jumsai na Ayudhya | Independent Director |
| 3. Ms. Thanthita Thammisakul | Representative from Company |

The Ballot Counting Committee will summarize the votes to the Chairman, who will announce the voting results to the Meeting, with 1 share equal to 1 vote.

The Chairman proceeded with the Extraordinary General Meeting of Shareholders No. 1/2011 in accordance with the Meeting agenda.

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2011

The Chairman proposed to the Meeting to consider and adopt the Minutes of the Annual General Meeting of the Shareholders for the year 2011 held on 29 April 2011, a copy of which was enclosed and mailed with the notice of the Meeting to shareholders.

The Chairman gave shareholders an opportunity to ask questions. As there were no questions asked, the Chairman then asked shareholders to consider and adopt the Minutes of the Annual General Meeting of the Shareholders for the year 2011, and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by a majority of votes by shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:



Agreement	402,656,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by majority of the total entitled votes, resolved the adoption of the Minutes of the Annual General Meeting of the Shareholders for the year 2011 as proposed by the Chairman.

Agenda 2 Notify the changes of directors of the Company

The Chairman informed the Meeting that as the Company had held the Board of Directors' Meetings to appoint new directors in replacement of 6 former directors who resigned before the end of their term, the Company would therefore like to notify the changes of directors of the Company as follows:

- (1) The Board of Directors Meeting No. 3/2011 held on April 1, 2011 approved the appointment of Miss Wandee Khunchornyakong as the director of the Company replacing Miss Sureerat Thongbri; and approved the appointment of Mr. Chanchai Kultavarakorn as the director of the Company replacing Mr. Somchai Vongratanavitchit; and approved the appointment of Mr. Somsak Khunchornyakong as the director of the Company replacing Mr. Supote Wannarote; and
- (2) The Board of Directors Meeting No. 4/2011 held on April 18, 2011 approved the appointment of Mr. Kiatichai Pongpanich as a director of the Company who is a member of the Audit Committee and an independent director in replacement of Dr. Suradej Chuntranuluck; and approved the appointment of Dr. Art-ong Jumsai na Ayudhya as a director of the Company who is a member of the Audit Committee and an independent director in replacement of Mr. Lertchai Wongchaiyasit; and approved the appointment of Assistant Professor Dr. Siripong Preutthipan as a director of the Company who is a member of the Audit Committee and an independent director in replacement of Mr. Numpon Ngurnnumchoke.



Whereby each of the new directors appointed will retain office as the directors of the Company only for the remaining terms of office of the resigned directors.

The Chairman then gave shareholders an opportunity to ask questions. As there were no questions asked, the Chairman then informed the Meeting that this agenda was presented for acknowledgement and therefore required no voting.

The Chairman then concluded the resolution as follows:

Resolution The Meeting acknowledged the changes of directors of the Company.

After the commencement of the Meeting, 1 additional shareholder with a total of 1,000 shares registered to the Meeting. The total number of shareholders/proxies attending the meeting became 30 with 402,657,393 shares equivalent to 80.53 percent of total shares.

Agenda 3 To consider and approve the increase in number of the Board of Directors and the appointment of new directors

The Chairman informed the Meeting that due to the expansion of the Company's business, the Company would like to propose to the Meeting to consider and approve the increase in number of the Board of Directors of the Company from 7 persons to 9 persons, whereby the appointment of 2 new directors be, namely, Mr. Jirakom Padumanon and Mr. Kevin Gerald Parnell, to be the new directors of the Company as per the biography of the 2 nominated new directors which was enclosed and mailed with the notice of the Meeting to shareholders.

The Chairman then gave shareholders an opportunity to ask questions.

Mr. Janepipat Kosakul, a proxy from Thai Investors Association inquired the following:

- Are the 2 directors who were nominated present at this meeting?

The Chairman informed him that one of the nominated directors, Mr. Kevin Gerald Parnell was present.

- Please ask the nominated director to share his vision with the Meeting.

The Chairman asked Mr. Kevin Gerald Parnell to share his vision with the Meeting, and Mr. Kevin Gerald Parnell said:

I've also been in the solar energy business on and off for over 30 years. I think I have a very strong background and knowledge in this industry. I'm well known by many people in the group including Dr. Art-ong; Khun Wandee and Khun Somsak and I have known each other for a long time. I have



a strong background in this business. I also believe passionately in this company and Khun Wandee's vision for the future. Beside our own projects, we see this company going international, especially around Indochina and Southeast Asia. I've lived in Singapore for more than 30 years. I believe that I can fulfill the role of being the overseas representative for the company looking at potential projects in Malaysia, Philippines or Indonesia which is a big part of our vision and our plan to expand the revenue base of Solar Power Company.

As there were no more questions asked, the Chairman then asked shareholders to consider and approve the increase in number of the Board of Directors and the appointment of new directors on an individual basis in which if the Meeting approves the appointment of 2 new directors as proposed, the Meeting shall be deemed to have approved the increase in number of directors as follows:

No. 1 Mr. Jirakom Padumanon

The Chairman informed the Meeting that for the agenda of appointing directors, the voting ballots will be collected from all shareholders attending the meeting (regardless of whether the shareholders agree, disagree or abstain) and informed shareholders that according to the Company's Articles of Association, this agenda must be approved by a majority of votes by shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by majority of the total entitled votes, resolved to approve the appointment of Mr. Jirakom Padumanon to be the new directors of the Company as proposed by the Chairman.



No. 2 Mr. Kevin Gerald Parnell

The Chairman informed the Meeting that for the agenda of appointing directors, the voting ballots will be collected from all shareholders attending the meeting (regardless of whether the shareholders agree, disagree or abstain) and informed shareholders that according to the Company's Articles of Association, this agenda must be approved by a majority of votes by shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by majority of the total entitled votes, resolved to approve the appointment of Mr. Kevin Gerald Parnell to be the new directors of the Company and approved the increase in number of the Board of Directors of the Company from 7 persons to 9 persons as proposed by the Chairman.

Agenda 4 To consider and approve the change of name of the Company

The Chairman announced to the Meeting that pursuant to the completion of the Company's acquisition of the ordinary shares in Solar Power Company Limited ("**SPC**") ("**Share Swap**"), the Chairman would like to propose to the Meeting to consider and approve the change of the Company's name to be consistent with the change of the Company's structure.

By proposing the Company's name to be the new name as follows:



Company's Name บริษัท เอสพีซีจี จำกัด (มหาชน),
having its English name as SPCG PUBLIC COMPANY LIMITED

Symbol of the Company SPCG

Company's Seal



The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the change of name of the Company as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by a majority of votes by shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:



Resolution The Meeting, by majority of the total entitled votes, resolved to approve the change of name of the Company as proposed by the Chairman.

Agenda 5 To consider and approve the amendment of Clause 1 of the Memorandum of Association of the Company re: the Name of the Company

The Chairman informed the Meeting that to be consistent with the change of the Company's name, the Chairman would like to propose to the Meeting to consider and approve the amendment to Clause 1 of the Memorandum of Association re: the Company's Name to be as follows

Clause 1. The name of the Company is “บริษัท เอสพีซีจี จำกัด (มหาชน)”,
having its English name as SPCG PUBLIC COMPANY LIMITED.

In addition, the Chairman proposed to the Meeting to consider and approve the authorization of Miss Wandee Khunchornyakong and/or any persons assigned by Miss Wandee Khunchornyakong to be the authorized person to amend and add wording to the Memorandum of Association in case the registrar of public limited companies, and/or the Securities and Exchange Commission, including the Stock Exchange of Thailand have orders and/or recommendations to amend certain words in the said document

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the amendment of Clause 1 of the Memorandum of Association of the Company re: the Name of the Company as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by no less than three fourths of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
-----------	-------------	-------	---------------	-----	--



Disagreement - votes equivalent to - percent of the total number of votes of the shareholders attending the meeting and casting the votes

Abstention - votes

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the amendment of Clause 1 of the Memorandum of Association of the Company re: the Name of the Company and approved the authorized person as proposed by the Chairman.

Agenda 6 To consider and approve the amendment of the Articles of Association of the Company

The Chairman informed the Meeting that to be consistent with the change of the Company's name and to be in accordance with the Public Limited Companies Act, B.E. 2535, the Chairman would like to propose to the Meeting to consider and approve the amendment to the entire Articles of Association of the Company.

However, the Chairman informed the Meeting that after the Company sent the summary of the significant amendment to the entire Articles of Association with the Notice convening the Extraordinary General Meeting of Shareholders No. 1/2011 to the shareholders on 1 June 2011, the Company consulted with the relevant authorities of the Securities and Exchange Commission and the Stock Exchange of Thailand regarding the authority of directors who can sign on behalf of the Company in Article 24 paragraph 1 which reads, "The chairman of the Board or the president has the power to sign on behalf of the Company, together with the company seal of the Company, or any other 2 directors of the Company shall have the power to jointly sign on behalf of the Company, together with the company seal of the Company" in accordance with the details of which appears in the summary of the significant amendment to the entire Articles of Association sent to shareholders on 1 June 2011. In order to comply with good corporate governance, the Board of Directors' Meeting No. 9/2011 which was held on 3 June 2011 resolved to approve the authority of the directors who can sign on behalf of the Company, which shall be in accordance with the current Articles of Association of the Company, in which Clause 24 paragraph 1 specifies that "Any 2 directors of the Company shall have the power to jointly sign on behalf of the Company, together with the company seal of the Company".

In this connection, the Company has amended the summary of the significant amendment to the entire Articles of Association and sent the amendment of the invitation to the Extraordinary General Meeting of Shareholders No. 1/2011 and the enclosure for the Extraordinary General Meeting of Shareholders No. 1/2011 which is the summary of the significant amendment to the entire Articles of Association (Enclosed Document



No.3) to the shareholders on 8 June 2011. In this connection, other articles which are not mentioned in the summary of the significant amendment to the entire Articles of Association shall remain unchanged.

In addition, the Chairman proposed to the Meeting to consider and approve the authorization of Miss Wandee Khunchornyakong and/or any persons assigned by Miss Wandee Khunchornyakong to be the authorized person to amend and add wording to the amended Articles of Association in case the registrar of public limited companies, and/or the Securities and Exchange Commission, including the Stock Exchange of Thailand have orders and/or recommendations to amend certain words in the said document.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the amendment of the entire Articles of Association of the Company and approve the authorized person as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by no less than three fourths of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the amendment of the entire Articles of Association of the Company and approved the authorized person as proposed by the Chairman.

**Agenda 7 To consider and approve the change of the authorized directors of the Company**

The Chairman informed the Meeting that due to the Notice convening the Extraordinary General Meeting of Shareholders No. 1/2011 which was sent to the shareholders on 1 June 2011 proposed to amend the Articles of Association of the Company in Article 24 paragraph 1 to be **“The chairman of the Board or the president, has the power to sign on behalf of the Company, together with the company seal of the Company, or any other 2 directors of the Company shall have the power to jointly sign on behalf of the Company, together with the company seal of the Company”**. However, as described above in Agenda No. 6, following the consultation with the relevant authorities of the Securities and Exchange Commission and in order to comply with good corporate governance, the Board of Directors’ Meeting No. 9/2011 which was held on 3 June 2011 resolved to approve the authority of the directors who can sign on behalf of the Company, which shall be in accordance with the current Articles of Association of the Company, in which Clause 24 paragraph 1 specifies that **“Any 2 directors of the Company shall have the power to jointly sign on behalf of the Company, together with the company seal of the Company”**. Since there is no amendment to the authority of the directors who can sign on behalf of the Company as per the aforementioned details, the Board of Directors’ Meeting No. 9/2011 which was held on 3 June 2011 resolved to approve the authorized directors of the Company which shall remain unchanged as “Miss Wandee Khunchornyakong jointly sign with Mr. Prasit Ounvorawong or Mr. Chanchai Kultavarakorn or Mr. Somsak Khunchornyakong, totaling two persons, together with the Company seal affixed” and has also approved that the Company will not propose Agenda No. 7 re: To consider and approve the change of the authorized directors of the Company, to the shareholders for consideration, approval and resolve in the Extraordinary General Meeting of Shareholders No. 1/2011, whereby the details are as per the amendment of the invitation to the Extraordinary General Meeting of Shareholders No. 1/2011 and the enclosed document of the General Meeting of Shareholders No. 1/2011 regarding the Summary of the Significant Amendment to the Entire Articles of Association (Enclosed Document No. 3) which was sent to shareholders on 3 June 2011. Therefore, there is no cause for the shareholder to consider and vote in Agenda No. 7 due to the aforementioned reason and the Company will not propose the matter to the Meeting for consideration and approval.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then informed the Meeting that this agenda has no matter to consider and approve and the Chairman therefore proposed the next agenda.



Agenda 8 To consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company re: the Objectives of the Company

The Chairman proposed to the Meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company re: the Objectives of the Company in order to be consistent with the operation of the business as follows:

- No. (28) Manufacture and distribute materials for manufacturing solar cell including Silicon chunk, Silicon quartz, Wafer sheet, solar cell, Moist Block substance, solar cell material back-attached, frame and all kind of materials.
- No. (29) Services of design, building, distribution, installation, control, testing in electricity generator system with all kinds of alternative energy, including machines and all tools which use for generate electricity in solar power.
- No. (30) Services of energy management mean design, build, service, manage and maintenance power plant with all kinds of alternative energy.
- No. (31) Service in consultation, research, development in electricity generator system with all kinds of alternative energy.

In this regard, the new Objectives of the Company will consist of 31 Objectives.

In addition, the Chairman proposed to the Meeting to consider and approve the authorization of Miss Wandee Khunchornyakong and/or any persons assigned by Miss Wandee Khunchornyakong to be the authorized person to amend and add wording to the amended Articles of Association in case the registrar of public limited companies, and/or the Securities and Exchange Commission, including the Stock Exchange of Thailand have orders and/or recommendations to amend certain words in the said document.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company re: the Objectives of the Company as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by no less than three fourths of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:



Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, approved the amendment of Clause 3 of the Memorandum of Association of the Company re: the Objectives of the Company and approved the authorized person as proposed by the Chairman.

Agenda 9 To consider and approve the increase of the registered capital of the Company by Baht 15,000,000 from Baht 500,000,000 to Baht 515,000,000 by issuance of 15,000,000 new ordinary shares with a par value of Baht 1 each

The Chairman informed the Meeting that for the operation of solar power plant development of the Company through its subsidiary companies, the Board of Directors have resolved to approve the increase of the registered capital of the Company by Baht 15,000,000 from Baht 500,000,000 to Baht 515,000,000 by issuance of 15,000,000 new ordinary shares with a par value of Baht 1 each by way of private placement, pursuant to the Notification of the Capital Market Supervisory Board ThorChor. 28/2551 Re: Application and Approval for Offering of Newly Issued Shares dated December 15, 2008. In this connection, the Company will use the proceeds from the capital increase to lend to SPC, a subsidiary of the Company, which would use the proceeds to purchase capital increase shares issued by its subsidiaries operating and developing solar power plant businesses in 3 companies in the amount of approximately Baht 107,000,000 per company, or in the total amount of Baht 321,000,000.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the increase of the registered capital of the Company from Baht 500,000,000 to Baht 515,000,000 by issuance of 15,000,000 new ordinary shares with a par value of Baht 1 each as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.



The Chairman then informed shareholders that according to the Company’s Articles of Association, this agenda must be approved by no less than three fourths of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, approved the increase of the registered capital of the Company by Baht 15,000,000 from Baht 500,000,000 to Baht 515,000,000 by issuance of 15,000,000 new ordinary shares with a par value of Baht 1 each as proposed by the Chairman.

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the capital increase

The Chairman proposed to the Meeting that to be consistent with the increase of the Company’s registered capital as detailed in Agenda No. 9, the Chairman asked shareholders to consider and approve the amendment of Clause 4 of Memorandum of Association of the Company, the details of which are as follows:

“Clause 4.	Registered capital	515,000,000 Baht	(Five hundred and fifteen million Baht)
	Divided into	515,000,000 Shares	(Five hundred and fifteen million Shares)
	Each has a par value of	1 Baht	(One Baht)
	Issued as:		
	Ordinary Shares	515,000,000 Shares	(Five hundred and fifteen million Shares)
	Preferred Shares	- Shares	(-)”



The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the capital increase as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by no less than three fourths of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the capital increase as proposed by the Chairman.

Agenda 11 To consider and approve the allotment of up to 15,000,000 shares with a par value of Baht 1 each to Thai Fa Power Co., Ltd.(who is not a connected person of the Company pursuant to the relevant notifications of the Capital Market Supervisory Board and/or the Notification of the Stock Exchange of Thailand) at the price which is not less than 90% of its market price

The Chairman informed the Meeting that Thai Fa Power Co., Ltd. ("TFP") notified the Company in writing on 10 June 2011 that TFP could not proceed as set forth under the Share Subscription Agreement ("SSA") dated 12 May 2011 that TFP signed with the Company due to certain limitations; therefore it requested



that the said SSA be cancelled. The Board of Directors' Meeting No. 10/2011 (on urgent basis) convened on 13 June 2011 discussed and resolved unanimously to approve the cancellation of the said SSA made with TFP and for the Chairman to inform at this Extraordinary General Meeting of Shareholders that there is no need for the shareholders to consider and vote on Agenda No. 11 since the Company is in the process of cancelling the SSA as requested by TFP; therefore this agenda will not be proposed to the Meeting for consideration and approval, and when the Chairman and/or the Board of Directors and/or any persons assigned by the Board of Directors or authorized directors is able to find a new investor (who is not a connected person of the Company pursuant to the relevant notifications of the Capital Market Supervisory Board and/or the notification of the Stock Exchange of Thailand), the allotment of shares of the Company to such new investor will be proposed to the next shareholders' meeting for consideration.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked informed the Meeting that this agenda has no matter to consider and approve and the Chairman therefore proposed the next agenda.

Agenda 12 To consider and approve the purchase of assets by subsidiary companies of Solar Power Co., Ltd., a subsidiary of the Company, which constitutes the category 1 transaction pursuant to the Notification of the Capital Market Supervisory Board ThorChor. 20/2551 Re: Rules on Significant Transactions Constituting Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of a Listed Company on Acquisition or Disposition of Assets B.E. 2547 (the "Acquisition/Disposition Rule")

The Chairman informed the Meeting that as notified in Agenda No. 11, TFP notified in writing to the Company on 10 June 2011 that TFP could not proceed as set forth under the SSA dated 12 May 2011 that TFP signed with the Company and requested that the said SSA be cancelled, and the Board of Directors' Meeting No. 10/2011 convened on 13 June 2011 discussed and had a resolution for the Chairman to inform at this Extraordinary General Meeting of Shareholders that there is no need for the shareholders to consider and vote on Agenda No. 12, as in Agenda No. 11, since the Company is in the process of cancelling the SSA as requested by TFP; therefore this agenda will not be proposed to the Meeting for consideration.

However, the Board of Directors' Meeting No. 10/2011 resolved to approve the acquisition of assets of Solar Power (Khon Kaen 1) Co., Ltd., the value of which, excluding the value of the proposed acquisition of assets of the 3 subsidiary companies of SPC being Solar Power (Buriram 2) Company Limited, Solar Power (Korat 3) Company Limited and Solar Power (Korat 4) Company Limited, (the "3 Subsidiaries"), will be Baht 189



million, constituting the acquisition of assets equivalent to 33.8 per cent on the basis of total book value of net tangible assets, which is the highest value compared to other calculation basis, and constitutes Category 2 transaction under the Acquisition/Disposition Rule, under which the Company is required to disclose information regarding the acquisition of assets transaction of Solar Power (Khon Kaen 1) Co., Ltd. according to (i) the memorandum of information under schedule (1) of the Acquisition/Disposition Rule; and (ii) the memorandum of information at minimum under schedule (2) 1, 2, 3, 5 (3), 7 and 8 of the Acquisition/Disposition Rule.

The Board of Directors deems that (i) the memorandum of information under schedule (1) of the Acquisition/Disposition Rule having been submitted to the SET on 29 April 2011; and (ii) the memorandum of information under schedule (1) of the Acquisition/Disposition Rule having been delivered to the shareholders, the information of which has been prepared for the purpose of entering into the asset acquisition transaction under the Agenda No. 12 of the EGM and being already submitted to the shareholders on 1 June 2011, constitutes the action taken for the acquisition of the asset of Solar Power (Khon Kaen 1) Co., Ltd. deemed Category 2 transaction under the Acquisition/Disposition Rule.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then informed the Meeting that this agenda has no matter to consider and approve and the Chairman therefore proposed the next agenda.

Agenda 13 To consider and approve the change of remuneration of directors, member of Audit Committee and the Remuneration Committee for the year 2011

The Chairman informed the Meeting that the Annual General Shareholders' Meeting 2011 on April 29, 2011 resolved to approve the remuneration of directors, members of the Audit Committee and the Remuneration Committee as follows:

The remuneration for directors, Audit Committee, and Remuneration Committee for the year 2011 is:

Board of Directors – meeting allowances (same as Year 2010)

Chairman of BOD	Bht 6,000/meeting attendance
Directors	Bht 4,000/meeting attendance

Audit Committee – meeting allowances (same as Year 2010)

Chairman of Audit Committee	Bht 5,000/meeting attendance
Audit Committee member	Bht 3,000/meeting attendance

**Remuneration Committee – meeting allowances (same as Year 2010)**

Chairman of Remuneration Committee	Bht 3,000/meeting attendance
Remuneration Committee	Bht 2,000/meeting attendance

In this regard, a shareholder inquired whether the remuneration should be reconsidered to be in accordance with the Company's current business, which expanded and includes the addition of solar energy business to the steel business, which resulted in the change in structure and scope of work of the Company. The Remuneration Committee has reconsidered the appropriate remuneration by taking into account the performance level in the industry, experience, scope of work and responsibilities of directors that have changed, and proposed to change the remuneration of directors, members of the Audit Committee and the Remuneration Committee for the year 2011 as follows:

Remuneration of the Board of Directors consists of:**- Salary**

Chairman of BOD	Bht 25,000/month
(Only for non-executive directors)	
Directors	Bht 10,000/month
(Only for non-executive directors)	

- Meeting allowances

Chairman of BOD	Bht 15,000/meeting attendance
(Only for directors who attend the meetings)	
Directors	Bht 10,000/meeting attendance
(Only for directors who attend the meetings)	

Remuneration of the Audit Committee consists of:**- Salary**

Chairman of Audit Committee	Bht 25,000/month
Audit Committee member	Bht 20,000/month

- Meeting allowances

Chairman of Audit Committee	Bht 15,000/meeting attendance
(Only for directors who attend the meetings)	
Audit Committee member	Bht 10,000/meeting attendance
(Only for directors who attend the meetings)	

Remuneration for Remuneration Committee consists of:**- Meeting allowances**

Chairman of Remuneration Committee	Bht 15,000/meeting attendance
(Only for directors who attend the meetings)	
Remuneration Committee	Bht 10,000/meeting attendance
(Only for directors who attend the meetings)	



Bonus

Agreed to determine remuneration for directors in the form of bonuses that reflect and are in conjunction with the performance or net profit of the Company, but which does not exceed 2% of the annual profit.

- Maximum limit not exceeding Bht 1,200,000 for Chairman of BOD and Chairman of Audit Committee
- Maximum limit not exceeding Bht 1,000,000 for Executive Directors and Presidents
- Maximum limit not exceeding Bht 800,000 for Directors and Audit Committee Directors

The Remuneration Committee shall determine the criteria and allocation of said bonuses.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the change of remuneration of directors, member of Audit Committee and the Remuneration Committee for the year 2011 as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Public Limited Companies Act B.E. 2535 Section 90, this agenda must be approved by no less than two thirds of the total votes of shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and casting the votes
Abstention	-	votes			

The Chairman then concluded the resolution as follows:



Resolution The Meeting, by unanimous votes, approved the change of remuneration of directors, members of the Audit Committee and the Remuneration Committee for the year 2011 as proposed by the Chairman.

Agenda 14 To consider and approve the additional remuneration of the auditor for the year 2011 in respect of the consolidated financial statements of the Company and Solar Power Co., Ltd. and subsidiaries

The Chairman informed the Meeting that the Annual General Shareholders' Meeting 2011 on 29 April 2011 resolved to approve the appointment of Mr. Ampol Chamnongwat Certified Public Accountant No.4663 or Ms. Wanraya Puttasatien Certified Public Accountant No.4387 or Mr. Naris Saowalagsakul Certified Public Accountant No. 5369 of S.K. Accountant Services Co., Ltd. to be the Company's Auditor for the financial period ended December 31, 2011 and determined the auditor fee at Baht 540,000 which was the same rate as year 2010. The stated remuneration is for the review of the Company's financial statements; however, the Company completed its merger afterwards, which resulted in the auditors having to prepare the consolidated financial statements of the Company and SPC and its subsidiary companies. The Audit Committee resolved to propose to approve the additional remuneration of the auditor in respect of the consolidated financial statements in the amount of Baht 200,000, which brings the total amount of the remuneration of the auditor for the year 2011 to Baht 740,000.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked shareholders to consider and approve the additional remuneration of the auditor for the year 2011 in respect of the consolidated financial statements of the Company and Solar Power Co., Ltd. and subsidiaries as proposed and asked shareholders who wish to disagree or abstain to submit their voting ballots.

The Chairman then informed shareholders that according to the Company's Articles of Association, this agenda must be approved by a majority of votes by shareholders attending the meeting and having the right to vote.

The Ballot Counting Committee summarized the votes to the Chairman, who concluded the results as follows:

Agreement	402,657,393	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and casting the votes
-----------	-------------	-------	---------------	-----	--



Disagreement - votes equivalent to - percent of the total number of votes of the shareholders attending the meeting and casting the votes

Abstention - votes

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by majority of the total entitled votes, approved the additional remuneration of the auditor for the year 2011 in respect of the consolidated financial statements of the Company and Solar Power Co., Ltd. and subsidiaries as proposed by the Chairman.

Agenda 15 To consider other matters (if any)

The Chairman gave shareholders an opportunity to ask questions for other matters.

Mr. Janepipat Kosakul, a proxy from Thai Investors Association inquired the following:

- In the case of Thai Fa Power Company Limited's cancellation of the Share Subscription Agreement, does the Company have a new investor yet?

The Chairman informed him that in this instance, the Board of Directors is required to hold a meeting to consider and select new investors for further proceedings to which there is no resolution on the matter as of yet.

- Has the Company considered issuing the said capital shares to the same shareholder?

The Chairman informed him that since the capital increase in this round was by way of private placement, when there is a cancellation of the said agreement, the matter must be brought into the Board of Directors' Meeting for consideration and proposal of the next investor in line.

No more issues were raised at the Meeting, and the Chairman declared the Meeting adjourned at 11:30 a.m.

Ratima Ngamsa-nga
(นางสาวรัติตมา งามสง่า)
เลขานุการที่ประชุม

(นางสาวรัติตมา งามสง่า)
ประธานที่ประชุม