



(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2011

SPCG Public Company Limited

Date and Place

The Meeting took place on Tuesday, 6 September 2011 at 10:00 a.m., at 1st floor of the 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 proxies) representing 403,160,500 shares equivalent to 80.63 percent of the Company's total issued 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. 2/2011 and introduced all 9 Directors and Senior Management attending the Meeting as follows:

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



There were four Directors and Senior Management absent from the Extraordinary General Meeting of Shareholders No. 2/2011 as follows:

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| 1. Mr. Kiatichai Pongpanich | Chairman of Audit Committee/ Independent Director |
| 2. Mr. Somsak Khunchornyakong | Director/ Executive Director |
| 3. Mr. Jirakom Padumanon | Director |
| 4. Miss Nuchanat Sangchat | Chief Financial Officer |

The Chairman also introduced Ms. Thaneenat Maneechai, a representative from S.K. Accountant Services Company Limited, the Company's auditor, and Mr. Vicha Tomana and Ms. Naliwan Chinnapha, representatives from Phillip Securities (Thailand) Public Company Limited, the Company's independent 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 11 voting agenda from 12 meeting agenda and voting ballots are prepared for each voting agenda. For each voting agenda, the Chairman will ask shareholders/proxies to cast votes where they 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:

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| 1. Ms. Thaneenat Maneechai | Representative from auditor firm |
| 2. Asst. Prof. Dr. Siripong Preutthipan | Independent Director |
| 3. Ms. Thanthita Thammisakul | Representative from the 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. 2/2011 in accordance with the Meeting agenda.

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2011

The Chairman proposed to the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011 held on 16 June 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 Extraordinary General Meeting of Shareholders No. 1/2011, 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 casting their votes.

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

Agreement	403,160,500	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 adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011 as proposed by the Chairman.

Agenda 2 To consider and approve the decrease of the Company's registered capital from Baht 515,000,000 to Baht 500,000,000 by cancelling 15,000,000 unissued shares of the Company with a par value of Baht 1 each

The Chairman informed the Meeting that the Company intends to increase its registered capital as per details which will appear in Agenda No. 4. Under Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) which states that the Company may increase the amount of its registered capital by issuing new shares only after all the shares have been completely issued and paid-up in full unless the remaining shares are those reserved for the exercise of rights under convertible debentures or warrants. Therefore, in order to comply with the law, the Company would like to propose to the Meeting to consider and approve the decrease of the Company's registered capital in the amount of 15,000,000 shares with a par



value of Baht 1 each from the registered capital of Baht 515,000,000 to Baht 500,000,000 by cancelling the authorized but unissued shares of the Company.

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 decrease of the Company's registered capital from Baht 515,000,000 to Baht 500,000,000 by cancelling 15,000,000 unissued shares of the Company 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the decrease of the Company's registered capital from Baht 515,000,000 to Baht 500,000,000 by cancelling 15,000,000 unissued shares of the Company with a par value of Baht 1 each as proposed by the Chairman.

Agenda 3 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the capital decrease



The Chairman proposed to the Meeting that to be consistent with the decrease of the Company's registered capital as detailed in Agenda No. 2, the Company is required to amend Clause 4 of its Memorandum of Association, which must be approved by the Shareholders' Meeting, the details of which are as follows:

“Clause 4.	Registered capital	Baht 500,000,000	(Five hundred million Baht)
	Divided into	500,000,000 Shares	(Five hundred million Shares)
	Each has a par value of	Baht 1	(One Baht)
	Divided into:		
	Ordinary Shares	500,000,000 Shares	(Five hundred 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 Company's Memorandum of Association to be in accordance with the capital decrease 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:



Resolution The Meeting, by unanimous votes, resolved to approve the amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the capital decrease as proposed by the Chairman.

Agenda 4 To consider and approve the increase of the Company's registered capital from Baht 500,000,000 to Baht 840,000,000 by issuance of 340,000,000 new ordinary shares with a par value of Baht 1 each

The Chairman informed the Meeting that the Company intends to increase its registered capital from Baht 500,000,000 to Baht 840,000,000 by issuance of 340,000,000 new ordinary shares with a par value of Baht 1 each. The proceeds obtained from the capital increase will be used as a source of fund for conduct of solar farm business which is currently operated by the Company through its subsidiaries, the details of which appear in the Capital Increase Report (Form 53-4), which was enclosed and mailed with the notice of the Meeting to shareholders.

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 Company's registered capital from Baht 500,000,000 to Baht 840,000,000 by issuance of 340,000,000 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote



Abstention - votes

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the increase of the Company's registered capital from Baht 500,000,000 to Baht 840,000,000 by issuance of 340,000,000 new ordinary shares with a par value of Baht 1 each as proposed by the Chairman.

Agenda 5 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association 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 4, the Company is required to amend Clause 4 of its Memorandum of Association, which must be approved by the Shareholders' Meeting, the details of which are as follows:

"Clause 4.	Registered capital	Baht 840,000,000	(Eight hundred and forty million Baht)
	Divided into	840,000,000 Shares	(Eight hundred and forty million Shares)
	Each has a par value of	Baht 1	(One Baht)
	Divided into:		
	Ordinary Shares	840,000,000 Shares	(Eight hundred and forty 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 to Clause 4 of the Company's Memorandum of Association 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

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

Agenda 6 To consider and approve the issuance and offering of warrants

The Chairman informed the Meeting that the Company intends to issue and offer warrants in the amount of not more than 280,000,000 units, the details of which were enclosed and mailed with the notice of the Meeting to shareholders. For the purpose of issuing the aforesaid warrants to purchase newly issued ordinary shares of the Company, the Company must authorize Miss Wandee Khunchornyakong, the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors to (1) determine, change or modify the terms and conditions in relation to the offering of warrants, e.g. issue date, details of offering, allocation method and exercise period, last date of exercise, the date determining names of the shareholders who are entitled to allocation of the warrants and any other conditions (2) sign application and other supporting documents concerning issuance of warrants including communicating with and submitting such application and documents to governmental agencies or other relevant authorities and arrange for the warrants to be listed on the Stock Exchange of Thailand, and (3) take all other necessary and appropriate actions concerning issuance and offering of the warrants.

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 issuance and offering of warrants in the amount of not more than 280,000,000 units, the details of which were enclosed and mailed with the notice of the Meeting to shareholders, and approve the authorization of the Chairman of the Company and/or the Board of Directors and/or any person authorized by the Board of Directors 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 casting their votes.

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

Agreement	403,160,500	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 issuance and offering of warrants in the amount of not more than 280,000,000 units, the details of which were enclosed and mailed with the notice of the Meeting to shareholders, and approved the authorization of the Chairman of the Company and/or the Board of Directors and/or any person authorized by the Board of Directors as proposed by the Chairman.

Agenda 7 To consider and approve the allocation of the Company's newly issued shares

The Chairman informed the Meeting that as the Company will increase the registered capital from Baht 500,000,000 to Baht 840,000,000 by issuance of 340,000,000 new ordinary shares with a par value of Baht 1 each as proposed to the Shareholders' Meeting for approval in Agenda No. 4, the Board of



Directors has resolved to propose the allocation of the shares to the Shareholders' Meeting to consider and approve, the details of which are as follows:

- (i) approve the allocation of up to 60,000,000 shares with a par value of Baht 1 each to be offered to general public, whereby the offering price will be later determined by the person authorised as per the details in (iii) below by way of book building and based on the market price of the Company's shares as well as trading conditions in the Stock Exchange of Thailand during the time; and
- (ii) approve the allocation of up to 280,000,000 shares with a par value of Baht 1 each, which are reserved for the exercise of up to 280,000,000 warrants as proposed to the Meeting for approval in Agenda No. 6; and
- (iii) approve the authorization of Miss Wandee Khunchornyakong, the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors to be empowered to (1) determine, change or modify the terms and conditions in relation to the allocation of such new ordinary shares including allocation of shares at once or in different intervals, offering period, offering price, subscription payment and other details and conditions concerning allocation of the shares (2) negotiation, entry into agreement and execution of any agreement or document concerning allocation of the shares and appointment of a securities company to be the Company's underwriter and (3) sign application and other supporting documents concerning allocation of the shares including communicating with and submitting such application and documents to governmental agencies or other relevant authorities and arrange for the shares to be listed on the Stock Exchange of Thailand as well as taking all other necessary and appropriate actions concerning the allocation of the shares.

The Chairman then gave shareholders an opportunity to ask questions.

A shareholder inquired about the following:

- The offering period of the aforesaid new ordinary shares

The Chairman informed him that the financial advisor, Kasikorn Securities Public Company Limited, is currently in the process of preparing the documents to be submitted to the related authorities for approval.

- Will the new shares that will be offered to the general public be allocated through any one particular broker?

The Chairman informed him that Kasikorn Securities Public Company Limited will be the lead underwriter with a few other partner underwriters.



As there were no further questions asked, the Chairman then asked shareholders to consider and approve the allocation of up to 60,000,000 shares with a par value of Baht 1 each to be offered to general public and the allocation of up to 280,000,000 shares with a par value of Baht 1 each which are reserved for the exercise of warrants, as well as to approve the authorization of the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors 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 casting their votes.

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

Agreement	403,160,500	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 allocation of up to 60,000,000 shares with a par value of Baht 1 each to be offered to general public and the allocation of up to 280,000,000 shares with a par value of Baht 1 each which are reserved for the exercise of warrants, as well as to approve the authorization of the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors as proposed by the Chairman.

Agenda 8 To consider and approve the allocation of the Company's warrants

The Chairman informed the Meeting that as the Company intends to issue and offer warrants as proposed to the Shareholders' Meeting for approval in Agenda No. 6, the Board of Directors has resolved to



propose to the Shareholders' Meeting to consider and approve the allocation of the warrants in the amount of not more than 280,000,000 units to the following persons without consideration:

- (i) up to 30,000,000 warrants are to be offered to general public who subscribes for the Company's newly issued ordinary shares at a ratio of two newly issued shares per one warrant, whereby any fraction shall be disregarded, with the exercise price of Baht 1 per share; and
- (ii) up to 250,000,000 warrants are to be offered to the existing shareholders of the Company in proportion to their shareholdings at a ratio of two existing shares per one warrant, whereby any fraction shall be disregarded, with the exercise price of Baht 1 per share.

For the purpose of allocating the aforesaid warrants, the Board of Directors has resolved to propose to the Shareholders' Meeting to consider and approve the authorization of Miss Wandee Khunchornyakong, the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors to be empowered to (1) determine, change or modify the terms and conditions in relation to the offering of warrants, e.g. issue date, details of offering, allocation method and exercise period last date of exercise, the date determining names of the shareholders who are entitled to allocation of the warrants and any other conditions, (2) sign application and other supporting documents concerning issuance of warrants including communicating with and submitting such application and documents to governmental agencies or other relevant authorities and arrange for the warrants to be listed on the Stock Exchange of Thailand, and (3) take all other necessary and appropriate actions concerning issuance and offering of the warrants.

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 allocation of the Company's warrants, the details of which appear in Agenda No. 6, to the following persons without consideration (i) the general public who subscribes for the Company's newly issued ordinary shares in the amount of not more than 30,000,000 units, and (ii) the existing shareholders of the Company in proportion to their shareholdings in the amount of not more than 250,000,000 units at a ratio of two newly issued or existing shares per one warrant, whereby any fraction shall be disregarded, with the exercise price of Baht 1 per share, as well as to approve the authorization of the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors 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 casting their votes.

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

Agreement	403,160,500	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 allocation of the Company's warrants, the details of which appear in Agenda No. 6, to the following persons without consideration (i) the general public who subscribes for the Company's newly issued ordinary shares in the amount of not more than 30,000,000 units, and (ii) the existing shareholders of the Company in proportion to their shareholdings in the amount of not more than 250,000,000 units at a ratio of two newly issued or existing shares per one warrant, whereby any fraction shall be disregarded, with the exercise price of Baht 1 per share, as well as to approve the authorization of the Chairman of the Company, and/or the Board of Directors and/or any person authorized by the Board of Directors as proposed by the Chairman.

Agenda 9 To consider and approve the entry into a transaction to acquire assets by the Company

The Chairman informed the Meeting that the four subsidiaries of Solar Power Co., Ltd. ("SPC"), a subsidiary of the Company, namely Solar Power (Korat 3) Co., Ltd. ("SPKR3"), Solar Power (Korat 4) Co., Ltd. ("SPKR4"), Solar Power (Korat 7) Co., Ltd. ("SPKR7"), and Solar Power (Korat 8) Co., Ltd. ("SPKR8") (the "Four Subsidiaries") will acquire assets for the business of developing four solar power plant projects worth approximately Baht 650,000,000 each in the total value of not exceeding Baht 2,600,000,000. The Company will seek funds from public offering of its shares as detailed in Agenda No. 7 and warrants as detailed in Agenda No. 8 to the general public, loans from financial institutions and/or from other source of



fund to provide a loan to or increase capital in SPC so that SPC can use the proceeds from such source of fund to purchase the newly issued shares of the 4 Subsidiaries as per the following details:

- The Company will invest through SPC in each of SPKR3, SPKR4 and SPKR7 in the amount of approximately Baht 117,000,000 totalling Baht 351,000,000, whereby SPC aims to hold 60% shares in SPKR3, SPKR4 and SPKR7; and
- The Company will invest through SPC in SPKR8 in the amount of Baht 195,000,000, whereby SPC aims to hold 100% shares in SPKR8.

The entry into such transactions, when calculating with the aggregate value of the acquisition of assets of Solar Power (Khon Kaen 1) Co., Ltd. ("**SPKK1**"), a subsidiary of SPC, which was previously approved by SPC's Board of Directors Meeting No. 25/2010 on 13 December 2010 and from SPKK1's Board of Directors Meeting No. 4/2010 on 27 August 2010, is an acquisition of assets by the Company, which result in the total value of the transactions equivalent to 83.7% (under the assumption that SPC holds 100% of the shares in SPKK1, 60% of the shares each in SPKR3, SPKR4 and SPKR7, and 100% of the shares in SPKR8 and the calculation is based on the consolidated financial statements of the Company for the period ended 31 March 2011) on the basis of total value of consideration, which obtains the highest value compared to other basis under 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 ("**Asset Acquisition Rule**"), according to which the transaction is a Class 1 transaction.

Therefore, the Company is required to disclose information regarding the said transaction to the Stock Exchange of Thailand (the "**SET**"), the details of which was enclosed and mailed with the notice of the Meeting to shareholders and propose this matter to the Shareholders' Meeting to approve the entry into the transaction to acquire assets by the Company by no less than three fourth of the total votes of shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders.

In this regard, the Company has appointed Phillip Securities (Thailand) Public Company Limited as the independent financial advisor to render opinions regarding the transaction to provide information for the shareholders' consideration in the matter, which is in accordance with the Asset Acquisition Rule, the report of which was mailed with the notice of the Meeting to shareholders.

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 entry into a transaction to acquire assets by 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the entry into a transaction to acquire assets by the Company as proposed by the Chairman.

Agenda 10 To consider and approve the amendment to Clause 5 of the Company's Memorandum of Association to be in accordance with the change of its head office

The Chairman informed the Meeting that the resolution of the Board of Directors Meeting No. 13/2011 held on 4 August 2011 approved the change of the Head Office of the Company to be the following:

<u>Former</u>	No. 8/88, Moo. 12, Rachathewa, Bangplee, Samutprakarn 10540
<u>New</u>	No. 333/20, Soi Sukhumvit 55 (Thonglor), Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110

Therefore, to be consistent with the change of the Company's head office, the Board of Directors has resolved to propose this matter to the Shareholders' Meeting to consider and approve the



amendment to Clause 5 of the Company's Memorandum of Association regarding the change in location of the registered Head Office to the following:

"Clause 5. The Head Office is located in Bangkok"

In addition, the Board of Directors has resolved to propose to the Shareholders' 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 wordings to the Memorandum of Association where the registrar of public limited companies orders and/or recommends any amendment to wordings 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 to Clause 5 of the Company's Memorandum of Association to be in accordance with the change of its head office and to approve the authorization of the Chairman 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:



Resolution The Meeting, by unanimous votes, resolved to approve the amendment to Clause 5 of the Company's Memorandum of Association to be in accordance with the change of its head office and to approve the authorization of the Chairman of the Company as proposed by the Chairman.

Agenda 11 To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association re: the Objectives of the Company

The Chairman informed the Meeting that to be consistent with the operation of its the business, the Board of Directors have resolved to propose to the Shareholders' Meeting to consider and approve the amendment to Clause 3 of the Memorandum of Association re: the Objectives of the Company by adding 2 objectives as follows, and in this regard, the new objectives of the Company will consist of 33 objectives:

- "No. (32) Conduct business in relation to all types of renewable energy power systems, namely solar power, wind energy, energy from burning materials from agriculture, waste energy, water etc.
- No. (33) Conduct business in relation to providing guarantee in respect of any indebtedness, liabilities or performance of obligations of any other person including providing guarantee in favor of a person who travels to or from Thailand according to the law governing immigration, taxation law or any other law."

In addition, the Company would like to propose 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 wordings to the Memorandum of Association where the Registrar of public limited companies orders and/or recommends any amendment to wordings in the said document.

The Chairman then gave shareholders an opportunity to ask questions.

As there were no questions asked, the Chairman then asked the Meeting to consider and approve the amendment to Clause 3 of the Company's Memorandum of Association re: the Objectives of the Company and to approve the authorization of the Chairman 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	403,160,500	votes	equivalent to	100	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Disagreement	-	votes	equivalent to	-	percent of the total number of votes of the shareholders attending the meeting and having the right to vote
Abstention	-	votes			

The Chairman then concluded the resolution as follows:

Resolution The Meeting, by unanimous votes, resolved to approve the amendment to Clause 3 of the Company's Memorandum of Association re: the Objectives of the Company and to approve the authorization of the Chairman of the Company as proposed by the Chairman.

Agenda 12 To consider other matters (if any)

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

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

(Miss Wandee Khunchornyakong)

Chairman of the Meeting

(Ms. Ratima Ngamsa-nga)

Secretary at the Meeting