



Minutes of The Annual General Meeting of Shareholders Year 2014 No.1/2015

April 23,2015

at Meeting Room, 3rd Floor, Soi Siam Silo, Puchao saming phrai Road, Samrong Klang Sub-district, Phra Pradaeng District, Samutprakarn Province

The Meeting was convened at 2.00 p.m. Mr.Prapas Chutimavoraphand, Chairman of Executive Directors served as Chairman, replacing Mr. Pricha Attavipach, this rest assured intuition due to other engagements. Miss Siriporn Sirisap , Corporate Secretary, acted as Secretary of the meeting. The Corporate Secretary reported that the Annual General Meeting of Shareholders was attended by 29 shareholders include their representatives. There were 13 shareholders who attended the meeting by themselves and held total of 33,078,263 shares and there were 16 representatives who held total of 73,402,722 shares. The total shares held by the attendees were 106,480,985 or 73.33 percent of the total 145,199,929 shares which is more than half of the paid-up shares of the Company a quorum in accordance with the regulations, the Secretary introduced directors and executives of the Company and representatives who attended the meeting as following:

1. Mr. Prapas	Chutimavoraphand	Chairman / Managing Director and Chairman of Executive Directors
2. Mr. Chadej	Insawang	Director and Chairman of Audit Committee
3. Mr. Pong	Chinthammit	Deputy Managing Director and Executive Vice Chairman of Executive Directors
4. Mr. Chanachai	Chutimavoraphand	Director and Executive Vice Chairman of Executive Directors The Nomination and Compensation Committee
5. Dr. Charnkrij	Dejvitak	Executive Director
6. Mr. Narong	Chenlarpwatanakul	Executive Director
7. Mr. Chalush	Chinthammit	Director
8. Mr. Somchai	Chinthammit	Director
9. Dr. Suphsorn	Chayovan	Director
10.Mr. Win	Chinthammit	Director
11. Mr. Suang	Ruangsook	Director and Member of Audit Committee
12. Mr. Nisakorn	Parkpean	Director and Member of Audit Committee and Chairman of The Nomination and Compensation Committee
13. Miss. Jutatip	Arunanondchai	Director and The Nomination and Compensation Committee

Director that unable to attend the meeting

1. Mr. Pricha	Attavipach	Chairman / Independent Director
2. Mr. Dhanadol	Sujiphinyo	Director



Participants

1. Mr. Pallop	Heamataksin	Vice Chairman of Executive Directors
2. Mr. Damrong	Teramok	Vice Chairman of Executive Directors
3. Mrs. Wanna	Surattanasurang	Manager of Finance Department
4. Miss Amornrat	Hattakam	Manager of Accounting Department
5. Miss Siriporn	Sirisap	Corporate Secretary
6. Mr. Prasarn	Chutimavoraphand	Vice of Managing Director
7. Mr. Charoon	Srilueng	Manager of T S Oil industry Co.,Ltd
8. Mr. Sataporn	Pongsawad	Marketing Manager
9. Mr. Suchart	Junyapongkit	Acting Manager of T S Transport and Logistics Co.,Ltd
10. Miss Chamaiporn	yaowa	Dharmniti Auditing Co., Ltd (Internal Audit)
11. Miss Wanlapa	Wutchalatantaroj	Dharmniti Auditing Co., Ltd (Internal Audit)
12. Miss Prapasri	Leelasupa	Sam nak ngan AMC Co., Ltd. (Auditor)
13. Mr. Narit	Saovalaksakul	Sam nak ngan AMC Co., Ltd. (Auditor)

The secretary informed to the meeting that according to the company open opportunity for shareholders to propose agenda and nominate candidates to be elected as directors and for shareholders to submit questions on the agenda prior to the Annual General Meeting of Shareholders during 1 December 2014 to 15 January 2015. It appear that no other shareholder proposals to be included in the agenda or persons to be nominated for election as directors at this meeting.

Prior the meeting agenda, the Secretary explained how to vote at the meeting as follow.

1. Shareholders attending the meeting in person or by proxy of shareholders entitled to vote will vote the shares held by the stock was a sound one, so the vote on agenda can vote on each agenda to agree to disagree or abstain from sound not just any way can not only split the number of shares to allocate the number of voice so vote on the agenda.

2. OJ international Co.,Ltd service for manage meeting program and barcode system for register and calculate vote.

3. The vote on the agenda If any shareholder. " Disapproved " or "Abstain" deemed approval. According to the proposed resolutions but if you need your shareholder vote. " Disapproved " and "Abstain", mark down ballots then hands. To allow staff to collect voting cards of shareholders and the Agenda 5. To elect directors who retired by rotation. The company has arranged for shareholders to vote on individual directors. The Company would collect the ballots of all shareholders present at the meeting.

4. The total shares at the meeting and entitled to vote at the meeting may not be equal because there are some shareholders who attended the meeting increased after the opening of the meeting. The result of the ballot will present Approved, Disapproved and Abstain on each agenda base on shares of attendess last.

In order for the meeting to be transparency. The company has invited representatives from the Sam nak ngan AMC Co., Ltd. is Mr. Narit Saovalaksakul auditor and representatives from Dharmniti Auditing Co., Ltd is Miss Chamaiporn Yaowa, Internal Audit, witness the vote counting and invited the Chairman presented the agenda to consider the following.



Agenda No. 1 - To consider adopting the Minutes of the AGM of Shareholders for year 2013, No. 1/2014 held on April 24, 2014.

The Chairman requested the meeting to consider and approve the Minutes of the Annual General Meeting of Shareholders year 2013 No. 1/2014 on April 24, 2014. In this regard copy of the minutes together with notice to attend the meeting have already been sent to all shareholders. If any shareholder would like to make any changes to the minutes, he/she could propose to the meeting.

There were no holds any objection or request to amend the minutes as otherwise the Chairman requested the meeting shareholders approve the Minutes of the Annual General Meeting year 2013 No. 1/2014 on April 24, 2014 with a vote as follows:

Approved	106,480,985	votes, equal to 100%	of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to	0%
Abstained	0	votes, equal to	0%

The meeting concluded that the vote on and approve the Minutes of the Annual General Meeting year 2013 No. 1/2014 on April 24, 2014.

Agenda No. 2 – To acknowledge the result of the Company operation for the year 2014.

The Chairman, Thank you for all shareholders and for taking time to attend the Annual General Meeting of Shareholders year 2014 No.1/2015 on this day and by the Committee, the report of the Company for the year 2014 as income as Annual Report 2014, which was sent to shareholders along with the Notice of Meeting was then. We concluded the year 2014, the company had invested in the construction of warehouses, increasing the number one area of 2,800 square meters in the sugars to use our services has increased by about 9,800 tons and road improvements within the area. The company results of operations, statements of the year 2014, the Company had net income after deduction of dividends received from subsidiaries amounting to 98.02 million baht, increase from last year, profit was 68.22 million baht, 29.80 million baht increased of 43.67 percent because the income from the service in 2014, increase from 2013 in the amount of 47,935,894 baht representing 22.71 percent.

The meeting a resolution to acknowledge of operations of the Company during the year 2014.

Agenda No. 3 – To consider and approve the Balance Sheet and the Profit and Loss Statement for the year ended 31st December 2014.

The chairman requested the meeting to consider and approve Statement of Financial Position and the Statement of Income for the financial year that ended on 31 December, 2014, which was considered by the Audit Committee and audited by the Auditor. The details appear in the summary financial information in Part 2 of the Annual Report 2014 which was sent to shareholders with the Notice of this meeting, so ask the Accounting department to report to the meeting.

The Manager of Accounting Department reported financial status and operating results for the financial year that ended on 31 December, 2014 as following;



Statement of Financial Position as 31 December 2014 and 2013

Unit: Baht

	<i>Consolidated financial statements</i>		<i>Financial statements of the Company</i>	
	2014	2013	2014	2013
Current assets	647,879,607	763,172,286	141,008,910	115,130,398
Non-current assets	2,367,433,238	1,894,622,173	1,503,867,120	1,406,355,965
Total assets	3,015,312,845	2,657,794,459	1,644,876,030	1,521,486,363
Current liabilities	538,663,214	644,151,372	210,654,046	184,958,826
Non-current liabilities	489,220,925	232,363,529	202,172,086	187,840,088
Total liabilities	1,027,884,139	876,514,901	412,826,132	372,798,914
Total shareholders' equity	1,693,265,650	1,514,191,076	1,232,049,898	1,148,687,449
Non-controlling interests of subsidiaries	294,163,056	267,088,482	0	0
Total liabilities and shareholders' equity	3,015,312,845	2,657,794,459	1,644,876,030	1,521,486,363

Income statement for the year ended December 31, 2014 and 2013

Unit: Baht

	<i>Consolidated financial statements</i>		<i>Financial statements of the Company</i>	
	2014	2013	2014	2013
Total revenues from operation	1,568,922,818	2,516,925,654	258,993,956	211,058,062
Total cost from operation	(1,139,408,147)	(2,217,434,031)	(86,695,358)	(73,900,998)
Gross profit	429,514,671	299,491,623	172,298,598	137,157,064
Other income	28,891,472	10,945,157	9,761,227	3,653,329
Dividend income	67,295	35,850	19,830,605	29,680,815
Sale expenses	(30,044,220)	(44,820,828)	(610,200)	(548,570)
Administrative expenses	(108,368,343)	(134,187,105)	(47,186,717)	(42,153,215)
Financial cost	(21,067,166)	(41,720,191)	(11,831,139)	(12,374,445)
Profit before income tax	298,993,709	89,744,506	142,262,374	115,414,978
Income tax expenses	(49,689,896)	(26,950,505)	(24,480,950)	(17,547,106)
Profit for the year	249,303,813	62,794,001	117,781,424	97,867,872
Shareholders of the Company	213,493,549	37,653,050	117,781,424	97,867,872
Non-controlling interests of the subsidiaries	35,810,264	25,140,951	0	0
Earnings per share	1.47	0.26	0.81	0.67



Note : In 2014, the Company and its subsidiaries have income from operations as 1,568.922 million baht, decrease last year 948.003 million baht, representing 37.67 percent, with earnings as net profit 213.494 million baht compared to the performance. Full year 2013 net profit was 37.653 million baht, 175.841 million baht, increase of 467 percent of the revenue from cargo handling and warehousing increased. The palm oil business is profitable, the consolidated financial year 2014, increase from last year.

The results of operations, statements of the year 2014, the Company had net income after deduction of dividends received from subsidiaries. The amount is 98.02 million baht, an increase from last year, profit was 68.22 million baht, 29.80 million baht, increased of 43.67 percent because the income from the service in 2014, increase from 2013 in the amount of 47,935,894 baht representing 22.71 percent.

After the manager of account detail present the statement of financial position and income statement year 2014. The chairman informed to meeting, If no shareholder have any question or any complaint will ask for the meeting endorsed the statement of financial position and income statement for the year 2014 ended December 31, 2014.

There were no questions or expostulate. The meeting should vote share.

Approved	106,485,275	votes, equal to 100%	of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to	0%
Abstained	0	votes, equal to	0%

There was additional shareholder attending the meeting 4 shareholders representing 4,290 shares, so the total number of shares presented in the meeting were 106,485,275 shares.

Concluded that the meeting unanimously approved the Financial Statement for the year 2014 ended December 31, 2014.

Agenda No. 4 – To approve the allocation of profit for the year 2014 and backed by law.

The Chairman informed the Meeting that, in accordance with the meeting's approval of Statement of Financial Position and profit and loss statements for the financial year that ended on 31 December, 2014. The Board of Directors Meeting No. 3/2015 held on March 12, 2015 has resolved to propose to the shareholders' meeting to approve the allocation of net profit for year 2014 by paying this dividend rate as the Board of Directors considers appropriate.

- Pay the cash dividend of 0.50 baht per share totaling 72,599,964.50 baht , representing 61.64 percent of its annual net profit in 2014. All dividends will be taxed at source at the rate law. Incidentally, the above dividend rate as the Board of Directors deems appropriate.
- Not allocated to the legal reserve company allocated to the Company as required by law.

The Chairman asked the Annual General Meeting of shareholders to consider and, if no shareholder has any questions to ask shareholders to vote and shareholders voted with a vote as follows:



Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

Concluded that the meeting approved the allocation of dividends for the year 2014 to the shareholders approved the Board of Directors.

Agenda No. 5 – To consider and approve the appointment of directors replacing those retired by rotation and approve the director’s remunerations and pension.

5.1 To elect directors to retire by rotation

The Corporate Secretary informed the meeting that according to the regulations of Article 14 requires that "In every Annual General Meeting, The directors have to retire one-third of, It's if the number can not divided into three part. Then divided number to nearest one-third directors to retire in the first and second years after the registration of the company shall draw lots to decide who has to leave. The subsequent year, the directors who were in office the longest shall retire from office. According to the company an opportunity for shareholders to nominate a qualified and not disqualified for granted candidates for election as directors for the year 2015 between December 1, 2014 until January 15, 2015, the results showed that no shareholder nominated candidates for consideration for appointment to the Board of Directors. Thus, the number of directors to retire by rotation, 5 are as follows.

1.	Mr. Prapas	Chutimavoraphand	Director / Chairman of Executive Director
2.	Mr. Narong	Chenlarpwatanakul	Director / Executive Director
3.	Mr. Chanachai	Chutimavoraphand	Director / Vice Chairman of Executive Director/ Nominating and Remuneration Committee
4.	Dr. Suphsorn	Chayovan	Non-Executive Director
5.	Dr.Charnkrij	Dejvitak	Director / Executive Director

The meeting of the Nomination and Remuneration Committee has considered all the features variety of experience and expertise will benefit the operation of the company and presented to the Board of Directors that the full term of the 5 persons who are qualified competent reasonable and has generated benefit to the Company as well as the directors and not prohibited by law and the Board of Directors' Meeting No. 3/2015 held on 12 March 2015, excluding the directors who have interests in this case, a resolution will be proposed at a meeting of shareholders to elect directors retiring by rotation of 5 people back annual report of the company for another term. The Company has attached a detailed history and contributions of the five persons as shown in the documents to be sent with the invitation letter to shareholders in advance.



It will ask shareholders to vote on all directors individually by sending their ballots for Approved , Disapproved and abstained with the vote to company officials incorporated count and resolution of the meeting acknowledged voting with the display screen in front of conference room and a meeting to consider and with a vote as follows. -

1. Mr. Prapas Chutimavoraphand Director/ Chairman of Executive Director

Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

2. Mr. Narong Chenlarpwatanakul Director / Executive Director

Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

3. Mr. Chanachai Chutimavoraphand Director / Vice Chairman of Executive Director/ Nominating and Remuneration Committee

Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

4. Dr. Suphsorn Chayovan Non-Executive Director

Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

5. Dr.Charnkrij Dejvitak Director / Executive Director

Approved	106,485,275	votes, equal to 100% of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to 0%
Abstained	0	votes, equal to 0%

The Meeting concluded that shareholders elect five directors who retire by rotation back into the director of the Company continue for another term. Therefore, the Board of Directors consists of 15 members.

1. Mr. Pricha	Attavipach	Chairman / Independent Director
2. Mr. Prapas	Chutimavoraphand	Director / Chairman of Executive Director
3. Mr. Pong	Chinthammit	Director / Vice Chairman of Executive Director
4. Mr. Chanachai	Chutimavoraphand	Director / Vice Chairman of Executive Director
5. Mr. Narong	Janlarpwatanakul	Director / Executive Director
6. Mr. Chadej	Insawang	Independent Director /Chairman of Audit Committee



7. Mr. Suang	Ruangsook	Independent Director /Member of Audit Committee
8. Mr. Nisakorn	Parkpien	Independent Director /Member of Audit Committee
9. Miss Jutatip	Arunanondchai	Independent Director
10.Mr. Chalush	Chinthammit	Director
11.Mr. Win	Chinthammit	Director
12.Mr. Somchai	Chinthammit	Director
13.Mr. Dhanadol	Sujiphinyo	Director
14.Dr. Suphsorn	Chayovan	Director
15.Dr. Charnkrij	Dejvitak	Director / Executive Director

5.2 Approve the director's remunerations and pension.

The Corporate Secretary informed the meeting that the Board Nomination and Remuneration, the remuneration of Directors and committees of the Company on the basis of the same business group. Therefore, the fixed monthly remuneration and attendance fees for the board of director equal to last year. The details are as follows.

	Unit : Baht		
	<u>Year 2014</u>	<u>Year 2015</u>	<u>Increase (decrease)</u>
		(For approve)	
- Chairman of Board of Directors' remuneration per month	33,000.-	33,000.-	-
- Director's Remuneration each per month	16,500.-	16,500.-	-
- Meeting Allowances for the Board of Directors each per meeting (no more than 1 meeting a month)	11,000.-	11,000.-	-
- Chairman of Audit Committee's Remuneration per month	11,000.-	11,000.-	-
- Member of Audit Committee's Remuneration each per month	5,500.-	5,500.-	-
- Meeting compensation for minor Board of Directors is up to per meeting	6,000.-	6,000.-	-

A total compensation in 2014 was 7,083,000 baht. The compensation mentioned above do not include gratuities paid late. The amount of money will be paid at a rate that is at the discretion of the Board, which will consider the results of the year 2015 ended December 31, 2015, submitted to the meeting for approval.

The meeting and voted as follows.-

Approved	106,485,275	votes, equal to 100%	of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to	0%
Abstained	0	votes, equal to	0%

Concluded that the shareholders approve the remuneration of Directors and Annual 2015 as proposed.



Agenda No. 6 – To consider and approve the appointment of auditors and fix their remuneration.

The Chairman presented to the conference, The Board Audit Committee has considered the performance of The audit for the year 2014 and agreed to the appointment Mr. Ampol Jumngongwat CPA License No. 4663 and / or Miss Prapasri Leelasupha CPA License No. 4664 and / or Mr. Narit Saovalaksakul CPA License No. 5369 form the Sam Nak Ngan A.M.C. Co., Ltd. to be auditor of the Company for the year 2015 by with remuneration for review and audit the annual accounts and 610,000 baht. Increase from the previous year by 20,000 baht, or change grew 3.39% based on The cost of living rate by the Board of Directors Meeting No. 3/2015 on 12 March 2015 resolved to propose to the annual general meeting year 2014 No.1/2015 for approval to appoint auditors for the year 2015 and approve the compensation. If no shareholder have any question and nominate.

The Chairman requested the Meeting to vote by ballot at the meeting as follows:

Approved	106,485,275	votes, equal to 100%	of the total shares of the shareholders attending the meeting and voting
Disapproved	0	votes, equal to	0%
Abstained	0	votes, equal to	0%

That the meeting approved the appointment of auditors and the audit for the year 2015, as proposed and approved by the management with the authority to pay other expenses. In addition to auditing the auditor as appropriate and to provide accounting and auditing standards of the company and its subsidiaries as the Board of Directors of the Company has resolved to propose to the annual general meeting year 2014 No.1/2015 of each company to approve the appointment of the Sam Nak Ngan A.M.C. Co., Ltd. as the auditors for the year 2015 all of its subsidiaries. The remuneration of the auditor of a total of 1,070,000 baht (one million and seven thousand baht) as detailed in the document has already been considered.

Agenda No. 7 – To consider other business (if any)

The Chairman informed the meeting that when a shareholder any other offer to be held. If shareholders have any additional questions about the business of the Company and its subsidiaries. Board of Directors and Management are pleased to answer to shareholders increased understanding.

Mr.Rittikai Auerpaimmongkol, shareholders to notice that the news from the Stock Exchange of Thailand that the Company has expanded its business areas to improve project cargo, asked that the project is container berths and construction of the project on the grounds of the company's products, or not.

The Chairman clarify that investment projects container berth by TS transport and logistics Co.,Ltd. (a subsidiary), the Company has a subsidiary leasing land 16C and the port number for a business. The progress of the project is to determine the strength of a berth, estimated to be in January 2016 to operate a business.

Mr. Chanachai Chutimavoraphand Director / Vice Chairman of Executive Director is additional information that the land business container berths as the land of the Company and the same piece of land. The Company holds 85.90 percent subsidiary so that when the financial results of the subsidiaries improved. The company will get a return back as well.



Mr. Chadej Insawang Chairman of Audit Committee, He added that all activities and projects to expand the company and its subsidiaries The Audit Committee has engaged monitor and adhere to the principles of good governance, clearly the numbers of container berths, the Audit Committee have joined together to study and monitor the Board of Directors. The resolution process. All shareholders are being asked to invest in the Company's compliance with good governance and regulations and the company's requirements.

Miss Sunisa Wattanawijan Proxy Investors, Thai Investor Association is ask if the company has joined the campaign against corruption or not and there has been progress, however.

The Chairman explained that with the anti-corruption, but the Company is not aware of the guidelines.

The Corporate Secretary notice that the current policy against corrupt part of the corporate governance policy. In the month of May 2015 will be added to the agenda of policy against corrupt consideration to the approval of the Board of Directors to prepare a written policy further.

Mr. Chadej Insawang Chairman of Audit Committee, He added that the company pursue the matter but did not receive an invitation to join the project. The business operations, The company was operating under the assumption that. If the company is operating under the principle of good governance and that a comprehensive approach to abide the policy against corrupt. However, the request to the Company Secretary on track to join the campaign against corrupt anyway and let our shareholders know that the company will conduct its business with transparency are key good governance, with strengthened to combat and prevent corruption, corrupt forever.

Furthermore, during the meeting included questions of others. Shareholders attended the meeting, as well as two cases of 2,097 shares. The number of shares totaled 106,487,372 shares at the meeting.

When no shareholder has any additional questions about the business operations of the Company and its subsidiaries and more. The Chairman then thanked all shareholders who take the time to attend this meeting and the meeting closed.

Meeting closed at 3 p.m.

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(Mr. Prapas Chutimavoraphand)

Chairman / Chairman of Executive Director

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(Miss Siriporn Sirisap)

Corporate Secretary