

(Translation)

Minutes of the Ordinary General Meeting of Shareholders for the Year 2018

Amata VN Public Company Limited

Time and Place:-

The Meeting was held on April 23, 2018 at 14.00 hrs. at Wassana 6-7 Room, Golden Tulip Sovereign Hotel, No. 92, Soi Saengcham, Rama IX Road, Huay Kwang, Bangkok.

The Meeting was presided over by Dr. Huynh Ngoc Phien – Vice Chairman of the Board – as the Chairman of the Meeting.

The Chairman informed the Meeting that 318 shareholders and proxies were in attendance of the Meeting, holding 841,806,076 shares, or equivalent to 90.0327% of the total issued shares of 935,000,000 shares; therefore, a quorum was duly constituted according to the Articles of Association of the Company.

The Chairman convened the Meeting to consider the various agenda items. After the Chairman had declared the Meeting open, it was found that additional shareholders (including those represented by proxies) had arrived at the Meeting. Therefore, the new total number of attendees was 326 shareholders and proxies attending the Meeting, representing a total of 841,888,216 shares equivalent to 90.0415% of the total issued shares.

As the language used in the Meeting was Thai, Dr. Huynh Ngoc Phien therefore asked a native Thai director, Prof. Dr. Warapatr Todhanakasem, to be the Moderator for the Meeting. Prof. Dr. Warapatr The Chairman introduced directors, executives of the Company, auditors and legal advisors attending the Meeting as follows: -

Directors attending the Meeting:-

1. Dr. Huynh Ngoc Phien Vice Chairman
2. Prof. Dr. Warapatr Todhanakasem Director, Member of the Nomination and Remuneration Committee
3. Mrs. Somhatai Panichewa Director, Chairman of the Executive Committee, Chief Executive Officer
4. Ms. Songchom Tangnawapan Director
5. Mrs. Ajarie Visessiri Independent Director and Chairman of the Audit Committee
6. Mr. Mats Anders Lundqvist Independent Director, Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee

Director not attending the Meeting:-

1. Mr. Le Cong Phung Independent Director and Member of the Audit Committee

Equivalent to 85.71% of directors' attendance

Executives attending the Meeting:-

1. Mrs. Varaporn Vatcharanukroh Company Secretary
2. Mr. Nattorn Kijssamrej Vice President - Finance & Accounting

Auditor and representatives from EY Office Limited:-

1. Ms. Supanee Triyanantakul Auditor
2. Ms. Thitiporn Lommek Representative of the Auditor to inspect the Meeting procedures to be transparent, legal and in accordance with the Company's articles of association

Legal Advisors from Kudun and Partners Limited:-

1. Mr. Kom Vachiravarakarn Legal Advisor/Partner
2. Ms. Pacharaboon Purnaveja Legal advisor to inspect the vote counting and Meeting procedures to be transparent, legal and in accordance with the Company's articles of association.

The Moderator asked the Company Secretary to present the details of the Meeting and vote counting procedures as follows:

This Meeting consisted of mostly only regular agenda items and, according to Clause 35 of the Company's Articles of Association, regarding the voting of the shareholders' meeting, each shareholder shall have 1 (one) vote for each share he or she holds.

Votes on each agenda, shareholders shall cast their votes stating that they agree, are against or abstain by marking the voting card with their signatures and giving it to the officer. The officer shall collect all voting cards on which are stated affirmative votes, vote against or vote to abstain.

For vote counting, votes against or to abstain will be subtracted from the total number of votes cast by the shareholders present at the Meeting and the rest shall be affirmative votes in favor of such agenda item. Also, in any vote counting, the Meeting will count the votes of shareholders with proxies as they appear in the proxy forms. Each agenda item shall be passed by a majority vote of the shareholders present at the Meeting and casting their vote, except the agenda item

to consider and approve the remuneration for the Company’s Directors, which will require the approval of not less than two-thirds (2/3) of the shareholders who are present at the Meeting and the agenda item to consider and approve the amendment of the Articles of Association of the Company, which will require the approval of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

The Company Secretary then invited shareholders to witness the vote counting, but no shareholder showed his/her intention to do so.

After the Meeting acknowledged and agreed with the Meeting procedures and vote counting as described above, the Moderator requested the Meeting to consider the following agenda items :-

Agenda Item 1 To acknowledge the Annual Report and the Board of Directors’ Report for the year 2017

Prof. Dr. Warapatr Todhanakasem, the Moderator, requested Mrs. Somhatai Panichewa, Chief Executive Officer, to report on the Company’s performance during the year 2017 to the Meeting.

Mrs. Somhatai Panichewa reported following information:

Operating Results for the year 2017

- **Record-high land sales of Amata City Bien Hoa (ACBH):** Presales 35.2 ha, Land transfer/Revenue recognition 21.9 ha, Backlog 16.7 ha
- **Satisfying operating results and financial status:** Total revenue THB 1,171 million (31% increase), Net profit THB 422 million (586% increase), Bank loan THB 2,356 million, D/E ratio 0.96 times
- **Projects progressed as planned**

<p>Amata City Halong</p> <ul style="list-style-type: none"> - Received Investment Registration Certificate on March 30, 2018 	<p>Amata City Long Thanh</p> <ul style="list-style-type: none"> - Land acquisition process completed as planned - Phase 1 land expected to receive from government by mid-2018
<p>Amata City Bien Hoa</p> <ul style="list-style-type: none"> - New phase expanded as planned - Investment Certificate of new phase expected to receive by mid-2018 	<p>Amata Township Long Thanh</p> <ul style="list-style-type: none"> - Registered capital increased from USD 9.2 million to USD 15.0 million

- **Corporate governance development and sustainable human resource development:** CG score “Very Good”, To hire more employees to accommodate business growth, Reorganization and job positions arrangement to match business goals, Continuous and sustainable human resource development

- **Vietnam Overview**

In 2017, Vietnam’s economic figures showed constant growth and expected to carry on in 2018.

- FDI: USD 35.88 billion
- GDP: Highest in decade
- GDP per capita: USD 2,385 (7.7% increase)
- Labor force 53.7 million

- **Challenges in Vietnam:** Land acquisition in strategic locations, Land acquisition process, Relationship with government and locals, Changes of laws and regulations

- **5-year goals**

1. To obtain the right to develop 80 km² or 50,000-rai land: Amata City Bien Hoa 7.0 km², Amata City Long Thanh 12.7 km², Amata City Halong 58.0 km²
2. To generate reliable and sustainable income: Organic growth: 35% growth of recurring income from land occupied by more clients, Inorganic growth from new services
3. To apply Sustainable Development principles in business: To upgrade our industrial estates to Eco/Green Cities, To develop our human resource in line with SD principles

- **Amata VN 2018 goals**

- To maintain satisfying operating results of Amata City Bien Hoa
- To start Phase 1 of Amata City Long Thanh
- To finish process related to Amata City Halong investment certificate including application for Economic Zone

Later, the Moderator asked Mrs. Varaporn Vatcharanukroh, Company Secretary, to inform the Meeting about the anti-corruption practices in the Company. Mrs. Varaporn informed the Meeting that the Company had signed a declaration on Thailand's Private Sector Collective Action Coalition Against Corruption on November 28, 2016. To achieve the goal of anti-corruption, the Company had taken necessary actions to establish moral standards in the Company according to the declaration. In 2017, the Company had performed the anti-bribery and corruption risk assessment, reviewed risk

management measures to ensure they were appropriate, informed the employees both in Thailand and Vietnam regularly of various forms of bribery/corruption to act against them, encouraged the employees to be honest and responsible, established channels for whistle blowing, specified the punishment process for those involved with bribery and corruption and specified the protection process for whistle blowers.

The Company was in the process of examining the sufficiency of the internal control system to prevent employees from misconduct. The Company also ensured Good Corporate Governance principles were applied, promoted honesty and responsibility to be the Company's culture and examined the system for whistle blowers protection. The Company had planned to gradually communicate the mentioned policy to employees and outsiders, both in Thailand and Vietnam, along with developing the policy progressively.

Comments/ Questions/ Answers

The Moderator opened for inquiries from shareholders.

Mr. Adirek Pipatpatama, volunteer/representative from Thai Investors Association, asked following questions.

1. Regarding Amata City Bien Hoa, covering 700 ha, almost sold out and there should be 168 ha left, the phase the company was asking the government to expand, if it was the 168 ha left, how many years would be used to develop the phase and recognize the revenue. And in what year the phase would be developed.
2. Regarding Amata City Bien Hoa, which had 23 ha allocated for ready-built factories. On this 23-ha land, how many more ready-built factories could be built.
3. Regarding Amata City Bien Hoa, which had land permitted for the commercial complex, had the residential project, school, hospital and sports center been built. When would the commercial complex generate income.

Mrs. Somhatai Panichewa replied to the questions respectively as follows.

1. Amata City Bien Hoa received the investment certificate for over 700 ha. The project was developed phase by phase, using the fund received from the previous phase. In the past, the company did not have the fund for expropriation. As a result, the land at the end of the project was occupied by the locals. Therefore, the company could not utilize all the 700 ha. The government asked the company to give up the land and help build up the infrastructure there. The company denied as the company received no substantial benefits and decided to exclude the occupied 100-plus-ha land from Amata City Bien Hoa.

The expansion phase excluded the mentioned 700 ha. The reason the company thought there was a possibility for the expansion was the land at the end of Amata City Bien Hoa was not far from the land of which owner did

not utilize. However, there was also uncertainty as Bien Hoa province might not want the said land for the industrial estate; the land was in downtown.

2. Building ready-built factories was not the company's first priority. The company intended to sell the land which was much more profitable. The new phase was almost fully reserved. Therefore, there was no need to build more ready-built factories. The company would rather build the factories on demand of the clients. In addition, the company was looking into the benefits of the Real Estate Investment Trust (REIT). However, the related Vietnamese regulations were quite complicated.
3. Regarding the commercial complex, at first the company hired Surbana Singapore to design the project including the clinic, school, etc. 4-5 years later, there was a 1,200-bed hospital situated opposite the company's project. Therefore, the company had to adjust the plan to do the business of the company's expertise. The company might lease the land for hotel or residential project, or find a partner to co-build a 3-4 stars business hotel.

Mr. Manit Lertsakornsiri, shareholder, asked following questions.

1. Regarding the Company's anti-corruption measures, were they practiced only in Thailand or also in Vietnam.
2. When would the Company receive the return on investment in Amata City Long Thanh (ACLT) and would there be problems.

Mrs. Varaporn Vatcharanukroh replied to question 1. that, to receive the certification from Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the Company must implement the anti-corruption measures on the companies in Thailand and Vietnam.

Mrs. Somhatai Panichewa replied to question 2. that, Amata City Long Thanh (ACLT) and Amata Township Long Thanh (ATLT) already received the investment certificates. The expropriation could be done because of the certificates so there should be no complications like the ones of ACBH. However, the land costs were high as the projects were situated between Ho Chi Minh City and the new airport. The highway had also been developed. Therefore, the locals asked for high prices of land.

Mr. Adirek Pipatpatama, volunteer/representative from Thai Investors Association, asked about the land expropriation process in Vietnam.

Mrs. Somhatai Panichewa explained that in Vietnam, there was also the cost estimate for land sale. However, the locals did not have to accept the cost estimate. They might say it was too low, which might delay the company's land acquisition. To speed up the land acquisition, the company negotiated both with the locals directly and with the government.

Back when the company did the expropriation for ACBH, the government had not required the land developers to build the Resettlement Area (relocation area for the locals). At present, the government made it a requirement by specifying a relocation area not far from the locals' former area for the Resettlement Area. The company therefore would also build the Resettlement Area to accelerate the expropriation. The locals had choices to choose only one: an expropriation amount or Resettlement Area. The two choices must be managed appropriately.

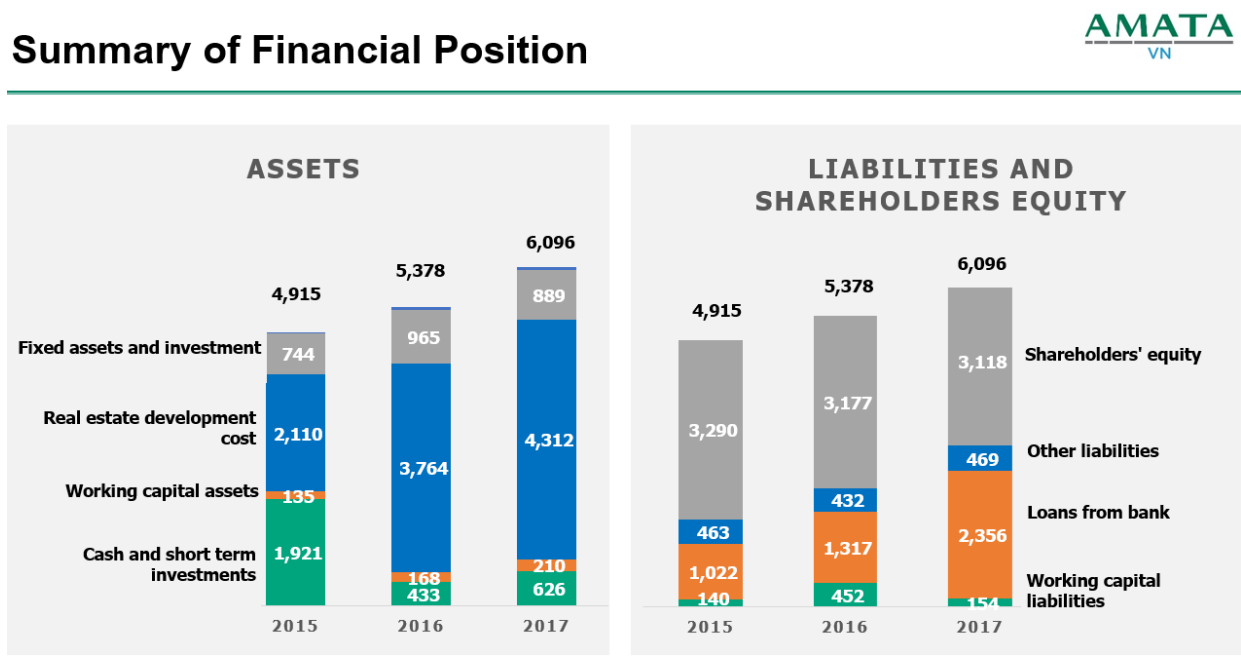
As there was no further question, the Moderator then proposed the Meeting to acknowledge the Company's Annual Report and the Board of Directors' Report for 2017.

Remark This agenda item was only for acknowledgement. Therefore, no voting was required.

Agenda Item 2 To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2017

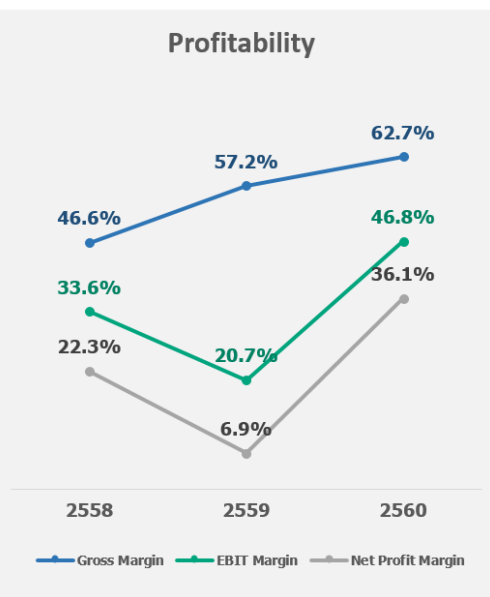
The Moderator asked Mr. Nattorn Kijamrej, Vice President - Finance & Accounting, to present to the Meeting details of the Company's Financial Statements for the year 2017, which were audited and certified by EY Office Limited, the Audit Committee and the Board of Directors.

Mr. Nattorn Kijamrej summarized the details with regards to the Company's financial Statements as shown in the Annual Report which was sent to the Shareholders in advance, together with the notice of this Meeting. Significant points are as follows:

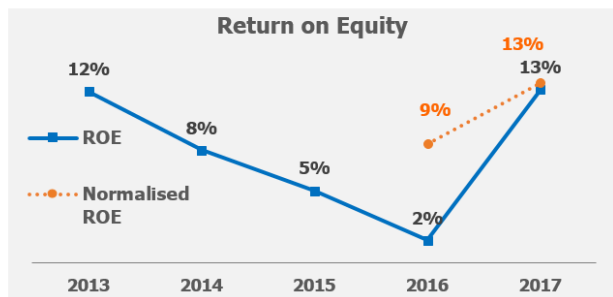
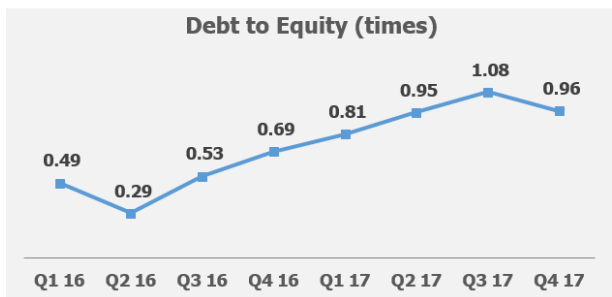
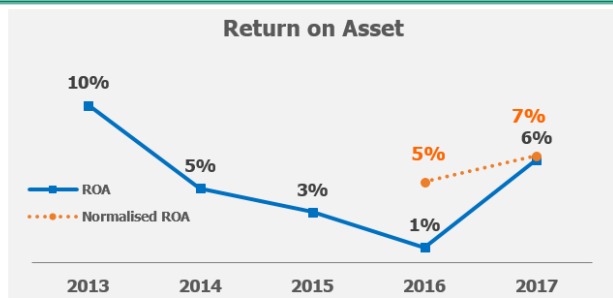
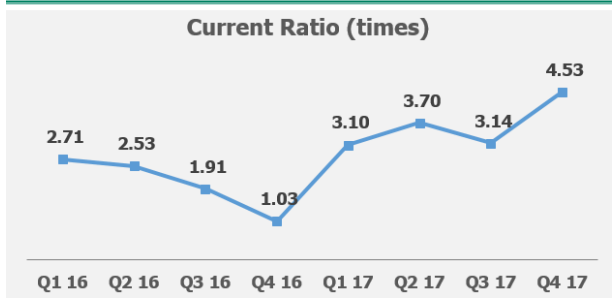


Summary of Income Statement

	2018	2017	% change
Revenue from real estate sales	642.3	355.6	80.6
Revenue from rental and utility services	454.7	470.4	-3.3
Profits from sales of investment property	41.6	-	-
Other income	32.3	70.3	-54
Total revenues	1,170.9	896.3	30.6
Cost of real estate sales	163.5	100.8	62.2
Cost of rental and utility services	245.4	252.3	-2.7
Gross profits	688	472.8	45.5
Selling and administrative expenses	214.1	358	-40.2
Profit before finance cost and income tax expenses	547.9	185.1	195.9
Finance cost	9.6	32.8	-70.7
Profit before income tax expenses	538.3	152.4	253.2
Income tax expenses	115.8	90.8	27.6
Net profits	422.4	61.6	585.6

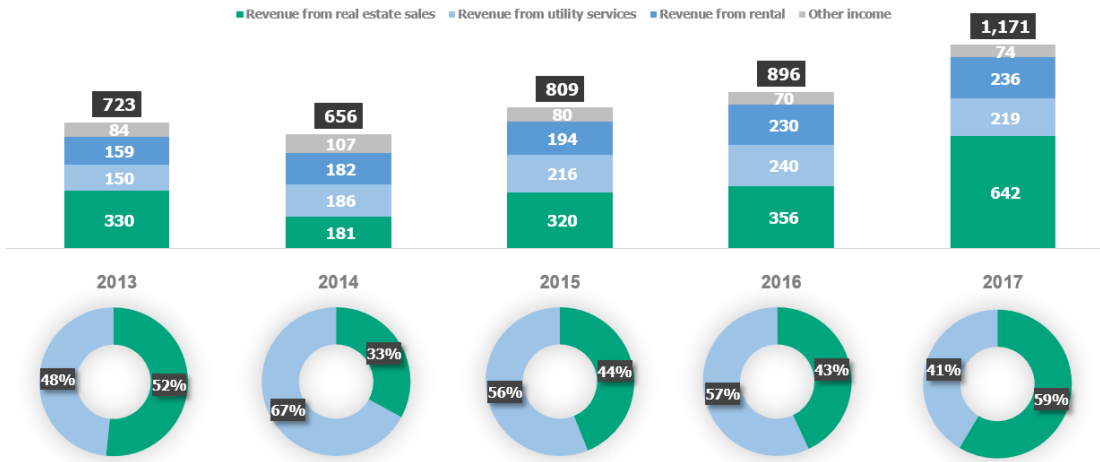


Key Financial Ratios

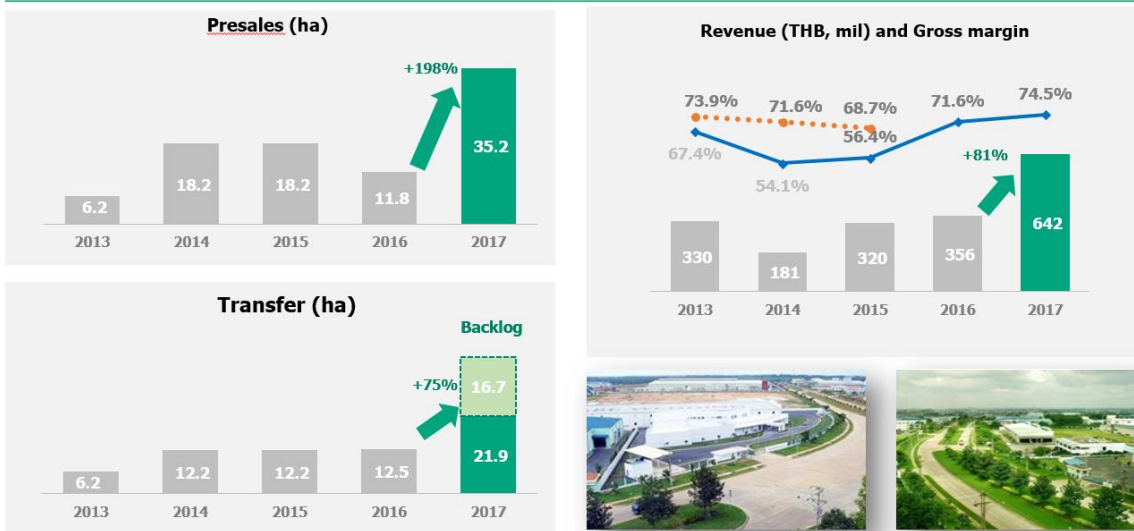


Revenue Structure

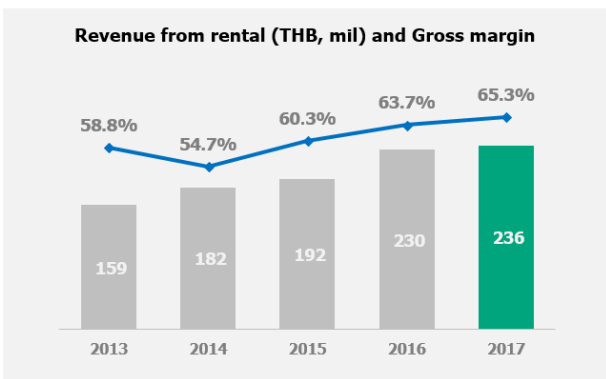
Revenue Breakdown (THB, mil)



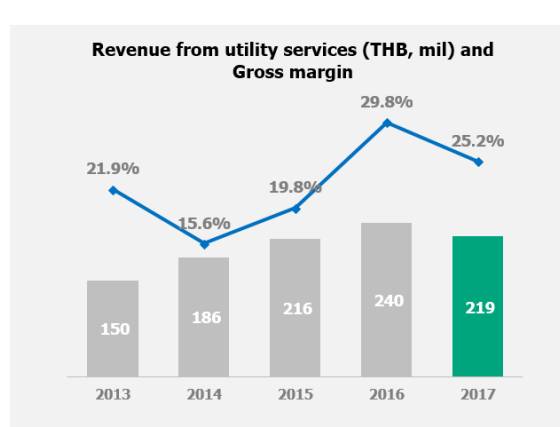
Real Estate Development Segment



Rental Segment



Utility Services Segment



Comments/ Questions/ Answers

The Moderator opened for inquiries from shareholders.

Mr. Adirek Pipatpatama, volunteer/representative from Thai Investors Association, asked about the cost of the water sold by the company, whether it was a concession, and how much per unit the company sold the water.

Mr. Nattorn Kijamrej and Mr. Surakij Kiatthanakorn (General Director of ACBH) replied that the company purchased water from the government. The selling price was specified by the government because water was a basic infrastructure service. The cost was VND 10,500/cubic meter (approximately THB 15) and the company sold the water at VND 11,000/cubic meter. The profit was low.

Ms. Janenate Metaveevinij, shareholder, asked how long the Long Thanh project needed to produce yield.

Mr. Nattorn Kijamrej replied that the reason why the Long Thanh project had not generated income was the project was in the land acquisition process. At the end of 2019, the project should generate some income and approximately 3 years after that, the project should start to generate profits.

Mr. Manit Lertsakornsiri, shareholder, asked the Company's executives to explain the chance of paying the contingent liabilities of THB 221 million, mentioned in Notes to the 2017 Financial Statements, item 27.3 in the 2017 Annual Report.

Mrs. Somhatai Panichewa replied that there was a possibility the company had to pay the THB 221 million. This matter was about the land rental amount to the government. The government did the expropriation and handed over the land to the company. The company developed the infrastructure, divided the land into pieces for sublease and collected the rental from factories. There was a rental amount the factories needed to pay the government, which the factories paid through the company. The factories could pay the company the rental in two ways. Some factories chose to pay a one-time lump sum covering 50 years and some others chose to pay the rental yearly. As for the government, they collected the land rental from the company yearly. Regarding the lump sum from clients, the company deposited it in the bank and received 'other income'.

In 2014, the government launched a new retroactive law, stating that, if the clients paid the land rental in lump sum for the whole lease period, the industrial estates must also pay the government in lump sum. In addition, the government imposed the penalty, retroactively, on the industrial estates for not paying in lump sum before the said law. The THB 97 million recorded was the penalty for 2014-2017 only.

The executives negotiated for the penalty waive as there was no country imposing such a retroactive law. Meetings with the Vietnamese Prime Minister and ministries took place. The auditor advised the company to reserve the amount. The best case would be not having to pay the THB 221 million and the worst case, having to pay the whole amount. Other

industrial estates also had to pay the penalty. However, they were state enterprises, so they did not reject the penalty. If the company had to pay the THB 221 million penalty, it would affect the Profit and Loss of the year of the payment. In summary, this matter was about the new retroactive law. The outstanding land rental had been fully repaid. There was only the penalty pending.

Ms. Janenate Metaveevinij, shareholder, asked following questions.

1. What was the purpose of the loan from the parent company.
2. At present, how many clients were ready to invest in the Company's industrial estates. So, the Company would accelerate the land process and sell the land to the clients.
3. The Bangkok Bank in Ho Chi Minh City forecasted the development of Vietnam in the similar direction as Thailand. Did the Company agree with the Bangkok Bank.

Mr. Nattorn Kijssamrej answered the questions respectively as follows.

1. The loan from the parent company would be used to invest in the new project, Amata City Halong (ACHL). Having received the Investment Registration Certificate, the Company would have to inject minimum required equity by law. Therefore, the Company asked for the loan from the parent company. At present, the Company could not apply for the loan from financial institutions as the project had only started. However, in the long run, the Company had to prepare such source of funds. Some would come from the operating results of companies in the Group and some would be loans from financial institutions.
2. Regarding ACBH, where there would be an expansion phase, there were clients who reserved the land, ready to invest. As for the land handover, it would take place after a certain process. In mid-2018, the company expected to receive the Investment Certificate of the new phase. In addition, the project had the backlog from 2017 to be recognized in 2018 for nearly 17 ha.

Regarding ACLT, there were clients visited for a preliminary discussion only as the land had not been developed. After the land development, which could be in the second half of 2018, some clients might be interested to reserve the land.

Regarding ACHL, the project had only received the Investment Registration Certificate and needed time to go through a certain process.

3. The Company agreed with the Bangkok Bank in Ho Chi Minh City that Vietnam would develop in the similar direction as Thailand, e.g. to produce products of higher value and wage rise.

As there was no further question, the Moderator then proposed the Meeting to approve the Company's Financial Statements for the year ended December 31, 2017.

Resolution:

The Meeting approved the Company's Financial Statements for the year ended December 31, 2017 as proposed in all respects with majority votes of the shareholders present at the Meeting and casting their votes.

Total number of votes of all shareholders 841,888,216 votes

Approval	834,202,216	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	7,686,000	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda Item 3 To Consider and Approve the Retained Earnings Appropriated as a Legal Reserve and the Distribution of a Dividend for the Year Ended December 31, 2017

Mr. Nattorn Kijamrej informed the Meeting that in 2017 the Company had net profits in the Company's separate financial statements of THB 57.33 million. According to Section 116 of the Public Limited Companies Act B.E. 2535 and Clause 56 of the Company's Articles of Association, the Company shall allocate part of the annual net profit for a legal reserve. The part shall not be less than 5% of the annual net profit less the accumulated loss brought forward (if any) to make up the legal reserve of not less than 10% of the registered capital. Accordingly, the Company would allocate THB 3.50 million for the legal reserve. In addition, the Company would like the Meeting to consider the dividend payment for the year 2017 at THB 0.03 per share totaling approximately THB 28.05 million, equivalent to 48.92% of the annual net profit. Therefore, it was proposed to the Meeting to approve the dividend payment from 2017 operating results and the allocation for the legal reserve.

Comments/ Questions/ Answers

The Moderator opened for inquiries from shareholders.

Ms. Janenate Metaveevinij, shareholder, asked the reason why in 2017 there were more profits but fewer dividends for shareholders.

Mr. Nattorn Kijamrej explained that Amata VN Public Company Limited was a holding company. The Company's revenue in the separated financial statements was dividends from companies in the Group. The dividends Amata VN recognized in 2017 was the dividends from 2016 operating results, which there was a one-time-non-recurring expense, resulted in quite low profits, compared with that of the year before, which was dividends from 2015 operating results.

In addition, the year before that, there was no dividend distribution. Therefore, the dividends accumulated resulted in quite high dividends paid in 2016. However, the Company tried to pay the dividends according to the Company's policy, considering reserving the funds for investment in the Company's projects.

As there was no further question, the Moderator then proposed the Meeting to approve the dividend payment from the results of the Company's operation for the period of January 1 to December 31, 2017 and to allocate retained earnings for the legal reserve.

Resolution:

The Meeting approved to pay dividends from the results of the Company's operation for the period of January 1 to December 31, 2017 and to appropriate the retained earnings as a legal reserve, as proposed in all respects with a majority vote of the shareholders present at the Meeting and casting their votes.

Total number of votes of all shareholders 841,888,216 votes				
Approval	834,147,516	votes	equivalent to	99.9934 %
Disapproval	54,700	votes	equivalent to	0.0066 %
Abstention	7,686,000	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda Item 4 To Consider and Elect Directors Replacing those who Resigned, Passed away and Retired by Rotation and To Consider the Director's Authorization

The Moderator asked Mrs. Varaporn Vatcharanukroh, Company Secretary, to present the details of this agenda item.

Mrs. Varaporn Vatcharanukroh explained that in compliance with Public Limited Company Act, and Article 21 of the Company's Articles of Association, for any vacancy among the members of the Board of Directors occurring other than by rotation, the Board of Directors may elect a person who does not possess any prohibited characteristics under the Public Limited Company Act and the Securities and Exchange Act to fill the vacancy for the subsequent Board of Directors' Meetings, except in the case that the remaining term of the retiring Director is less than two (2) months. The substitute Director shall hold office only for the remaining term of office of the Director whom he or she replaces. There was a director who submitted his resignation letter to resign from his directorship and a director who passed away. Therefore, this agenda item was proposed to the General Meeting of shareholders for consideration and approval.

In addition, in compliance with Public Limited Company Act and Article 17 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Three Directors who are retired by rotation in this Meeting are (1) Mrs. Ajarie Visessiri, (2) Mr. Le Cong Phung and (3) Ms.

Songchom Tangnawapan. The Company gave the minority shareholders an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the Director of the Company from December 15, 2017 to January 15, 2018. However, no nominee was proposed by the shareholders.

The Board of Directors, excluding the Directors having special interest, extensively discussed and considered the nomination of Directors by applying the nomination guidelines specified by the Nomination and Remuneration Committee and taking into consideration the qualifications of nominees: being knowledgeable with business expertise from various occupations, having a leadership qualification, having good vision, being a moral and ethical person, being transparent and having clean work record, capable of expressing opinions independently, having suitable qualifications and having well performed duties as Directors, in case of former Directors. The Board of Directors, excluding the Directors having special interest, agreed to propose the Meeting following:

1. Dr. Apichart Chinwanno to be the Director in place of the Director who resigned.
2. The Board of Directors to maintain the authority to appoint a new director in place of the director who passed away since the Nomination and Remuneration Committee is in the process of recruitment of the replacing director. The substitute Director shall hold office only for the remaining term of office of the Director whom he or she replaces.
3. Re-election of the 3 retiring Directors as Directors of the Company for another term, comprising (1) Mrs. Ajarie Visessiri, (2) Mr. Le Cong Phung and (3) Ms. Songchom Tangnawapan.

The curriculum vitae of the nominated persons, number of shares held in the Company, position as director at managerial level in listed companies and other business, including the relationship of the nominated person to the Company were provided to shareholders in advance, together with the notice to convene the Meeting.

In compliance with Good Corporate Governance principles, the Moderator requested Mrs. Ajarie Visessiri and Ms. Songchom Tangnawapan to leave the meeting room while this agenda item was considered.

The Moderator opened for inquiries from shareholders. No inquiry was raised; the Moderator then proposed the Meeting to cast the votes and elect the said Directors by individual voting.

Resolutions:

1. Approved the appointment of Dr. Apichart Chinwanno to be the Director in place of the Director who resigned.
2. Approved maintaining the Board of Directors' authority to appoint a new director in place of the director who passed away.
3. Approved the appointment of (1) Mrs. Ajarie Visessiri, (2) Mr. Le Cong Phung and (3) Ms. Songchom Tangnawapan as Directors of the Company for another term.

The Meeting resolved as proposed in all respects with a majority vote of the shareholders present at the Meeting and casting their votes. Details are as follows.

Total number of votes of all shareholders 841,888,216 votes				
1. Dr. Apichart Chinwanno to be the director in place of the director who resigned	Approval	Disapproval	Abstention	Void
	834,189,852 votes	2,364 votes	7,686,000 votes	10,000 votes
	equivalent to 99.9997 %	equivalent to 0.0003 %	equivalent to -	equivalent to -
2. The Board of Directors to maintain the authority to appoint a new director in place of the director who passed away	825,738,580 votes	2,589,036 votes	13,550,600 votes	10,000 votes
	equivalent to 99.6874 %	equivalent to 0.3126 %	equivalent to -	equivalent to -
3. Re-election of the 3 retiring directors as directors of the Company for another term				
Name of Director	Approval	Disapproval	Abstention	Void
(1) Mrs. Ajarie Visessiri	834,189,852 votes	2,364 votes	7,686,000 votes	10,000 votes
	equivalent to 99.9997 %	equivalent to 0.0003 %	equivalent to -	equivalent to -
(2) Mr. Le Cong Phung	841,885,852 votes	2,364 votes	0 votes	0 votes
	equivalent to 99.9997 %	equivalent to 0.0003 %	equivalent to -	equivalent to -
(3) Ms. Songchom Tangnawapan	841,850,172 votes	2,364 votes	35,680 votes	0 votes
	equivalent to 99.9997 %	equivalent to 0.0003 %	equivalent to -	equivalent to -

Agenda Item 5 To Consider and Approve the Remuneration for the Company's Directors

The Moderator asked Mrs. Varaporn Vatcharanukroh, Company Secretary, to present the details of this agenda item.

Mrs. Varaporn Vatcharanukroh informed the Meeting that in compliance with Clause 22 of the Company's Articles of Association, the remuneration to be paid to the directors would be determined by the shareholders. The Board of Directors agreed on the remuneration for the Company's directors that it should be considered based on the performance, duties and responsibilities of each committee member. Therefore, the remuneration was proposed to the shareholders as details below.

1. The Board of Directors' Remuneration:

- 1.1 Monthly remuneration: paying to the Chairman THB 35,000/month, paying to the Vice Chairman THB 25,000/month and paying to other Directors THB 20,000 each/month
- 1.2 Meeting allowance: pay when attending the Meeting by paying to the Chairman THB 50,000/time, paying to the Vice Chairman THB 40,000/time and paying to other Directors THB 30,000 each/time
- 1.3 Annual bonus: The rate is 1.2% of the announced dividend. The Directors will allocate the amount among themselves.

2. The Sub-committees' Remuneration: Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee: paying only the meeting allowance when attending the meeting by paying to

Chairman THB 50,000/time

Other Directors THB 30,000 each/time

Any director being the Company's employee shall receive the director's remuneration in addition to his salary as employee. The foregoing resolutions shall remain in effect until a Shareholders' Meeting resolves otherwise.

Comments/ Questions/ Answers

The Moderator opened for inquiries from shareholders.

Mr. Adirek Pipatpatama, volunteer/representative from Thai Investors Association, asked if the rate of 1.20% in paying the Directors' annual bonus was specified in the Company's Articles of Association or came from other source and commented that in proportion to the 2017 dividends, the Directors' annual bonus was quite low.

Prof. Dr. Warapatr Todhanakasem, as a lecturer of the topic at the Thai Institute of Directors (IOD), replied that the bonus rate was not any organization's requirement. The current idea in paying the bonus to Directors was, if the shareholders

did not receive the dividends, the Directors should not receive the bonus either, as the Directors were shareholders' representatives. The rate 1.20% was the rate used in the industry. In proportion to the period's low dividends, the bonus turned out low.

Mr. Adirek suggested that in the next AGM, the Nomination and Remuneration Committee might propose the shareholders to approve an amount for Directors' bonus and allow the Board of Directors to allocate the amount among themselves. However, the bonus should correspond with the Company's growth contributed by the Directors, to encourage the Directors.

Mrs. Somhatai Panichewa, Chief Executive Officer, noted the suggestion and would discuss the matter with the major shareholder, the parent company.

As there was no further question, the Moderator then proposed the Meeting to approve the remuneration for the Company's Directors as suggested.

Resolution:

The Meeting approved the remuneration for the Company's Directors as proposed in all respects with not less than two-thirds (2/3) of the total votes of shareholders attending the meeting.

Total number of votes of all shareholders 841,888,216 votes

Approval	834,202,216	votes	equivalent to	99.0871 %
Disapproval	0	votes	equivalent to	0.0000 %
Abstention	7,686,000	votes	equivalent to	0.9129 %
Void	0	votes	equivalent to	0.0000 %

Agenda Item 6 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2018

The Moderator asked Mrs. Ajarie Visessiri, as Chairman of the Audit Committee, to report to the Meeting in this regard.

Mrs. Ajarie Visessiri, informed the Meeting that the Audit Committee had selected Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) or Ms. Watoo Kayankannavee (C.P.A. Registration No. 5423) or Ms. Isaraporn Wisutthiyan (C.P.A. Registration No. 7480) of EY Office Limited to be the auditors of the Company and its subsidiaries for the year 2018 due to their high standards, expertise and good working record with reasonable fees. If Ms. Supanee Triyanantakul was appointed to be the auditor of the Company, it would be her 3rd year as the auditor of the Company. The auditor's fee for the Company's Financial Statements for the year 2018 was THB 1,100,000. (The auditor's fee for 2017 was THB 627,000.)

In the case that the aforementioned auditors were unable to perform their duties, EY Office Limited shall have the authority to appoint any of its auditors to be the auditor of the Company.

In addition, the Audit Committee selected Ernst & Young Vietnam Limited as the Company's subsidiaries' Auditor.

The said auditing firm and the auditors as mentioned above had no relationship with or interests in the Company/the Company's executives/major shareholders or related persons.

In addition, it was proposed that the Meeting acknowledge the auditor's fee for the Company for the year 2018 of THB 1,100,000 and the auditor's fee for its 3 subsidiaries in Vietnam amounting to USD 58,800. The proposed fee was only for audit services.

After that, the Moderator asked whether there were any questions from the shareholders. No question was asked; the Moderator then proposed the meeting to approve the appointment of the Company's auditor and the auditor's remuneration for the year 2018.

Resolution:

The Meeting approved the appointment of the Company's auditor and the auditor's remuneration for the year 2018, as proposed in all respects with a majority vote of the shareholders present at the Meeting and casting their votes.

Total number of votes of all shareholders 841,888,216 votes				
Approval	834,199,852	votes	equivalent to	99.9997 %
Disapproval	2,364	votes	equivalent to	0.0003 %
Abstention	7,686,000	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda Item 7 To Consider and Approve the Amendment of the Articles of Association of the Company

The Moderator asked Mr. Kom Vachiravarakarn, legal advisor, to report to the Meeting in this regard.

Mr. Kom Vachiravarakarn informed the Meeting that this agenda item was about amending two items of the Articles of Association of the Company as follows.


The Amendment of Article 31

To be in line with the amendment of Section 100 of the Public Limited Company Act B.E. 2535 (1992) which was amended by the order of the National Council for Peace and Order No. 21/2560 re: the amendment of laws to facilitate the business operation dated April 4, 2017, the amendment of the Articles of Association of the Company was proposed to the Meeting. Details are as follows.

Current Articles of Association	New Articles of Association
<p>Article 31 [Paragraph 1] The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.</p> <p>[Paragraph 2] The Shareholders' meeting other than the above mentioned shall be named as the Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate.</p> <p>[Paragraph 3] Alternatively, the shareholders gather their shares of not less than one-fifth (1/5) of all issued and paid-up shares, or the number of shareholders of not less than 25 persons having shares of not less than one-tenth (1/10) of all issued and paid-up shares shall gather and submit the notice requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request shall be indicated clearly in the notice. In this regard, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders within one (1) month from the date receiving the notice.</p>	<p>Article 31 [Paragraph 1] The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.</p> <p>[Paragraph 2] The Shareholders' meeting other than the above mentioned shall be named as the Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate.</p> <p>[Paragraph 3] Alternatively, the shareholders gather their shares of not less than ten (10) percent of all issued and paid-up shares shall gather and submit the notice requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request shall be indicated clearly in the notice. In this regard, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders within forty-five (45) days from the date receiving the notice.</p> <p>[Paragraph 4] In case that the Board of Directors does not convene the Meeting within the period specified in the third paragraph, the Shareholders gathering or other Shareholders having shares in number according to the Articles of Association are able to convene the Meeting by themselves within forty-five (45) days from the due date. In this case, it shall be deemed that such Meeting was convened by the Board of Directors. The Company is liable for the expenses required for arranging the Meeting and facilitating as appropriate.</p> <p>[Paragraph 5] If it was found that the quorum of Shareholders' Meeting called by the Shareholders as mentioned in the fourth paragraph is not constituted as per specified in Article 33, the Shareholders as mentioned in the fourth paragraph shall be jointly liable for all expenses incurred from the arrangement of such Meeting to the Company.</p>

The Amendment of Article 57

The Company had changed its logo to be in line with the new logo of its parent company (Amata Corporation Public Company Limited) to reflect the variety of the parent company's business activities. Therefore, the amendment to the Company's seal, to be in line with the new logo, was proposed.

Current Articles of Association	New Articles of Association
<p data-bbox="201 149 732 176">Article 57 The Company's seal shall be as hereunder:</p>  <p data-bbox="300 352 592 436">AMATA VN PUBLIC COMPANY LIMITED บริษัท อมตะ วิเอ็น จำกัด (มหาชน)</p>	<p data-bbox="797 149 1214 218">Article 57 The Company's seal shall be as hereunder:</p> <p data-bbox="797 296 1300 422" style="text-align: center;">AMATA VN PUBLIC COMPANY LIMITED บริษัท อมตะ วิเอ็น จำกัด (มหาชน)</p>

For the purpose of good order in effecting registration of the amendment of the Articles of Association which might require revision of words or statements in the Articles of Association and/or in the registration documents specified by the Department of Business Development, Ministry of Commerce in order to be in line with the resolution of the Annual General Meeting of Shareholders for the year 2018, and any order, suggestion or opinion of the registrar of the Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, the Board of Directors proposed that the Annual General Meeting of Shareholders for the year 2018 consider and approve the delegation to (a) the authorized directors of the Company and/or (b) any persons assigned by authorized directors to amend the words or statements in the Articles of Association or in documents and/or application for the purpose of registration of the amendment of the Articles of Association and the amendment of the Company's seal with Department of Business Development, Ministry of Commerce, to do any necessary acts for the purpose of accomplishing the amendment of the Articles of Association and the Company's seal, forthwith without the need to seek further approval from the Board of Directors' meeting or any extraordinary general meetings of shareholders.

Comments/ Questions/ Answers

The Moderator opened for inquiries from shareholders.

Mr. Adirek Pipatpatama, volunteer/representative from Thai Investors Association, asked about amending the Company's Articles of Association to allow teleconferences through electronic devices, as it was already allowed by the National Council for Peace and Order.

Prof. Dr. Warapatr Todhanakasem replied that, from his understanding, the announcement of the NCPO required all the meeting attendees to be in Thailand at the time of the teleconferences through electronic devices.

Mrs. Somhatai Panichewa replied that the mentioned teleconferences would be beneficial if the Directors in Thailand and Vietnam could have meetings through electronic devices and legally resolve matters without having to travel cross-country. If that was possible and there were only benefits, the matter would be proposed in the next AGM.

As there was no further question, the Moderator then proposed the Meeting to consider and approve the amendment of the Articles of Association of the Company as proposed.

Resolution:

The Meeting approved the amendment of the Articles of Association of the Company as proposed in all respects by not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the rights to vote.

Total number of votes of all shareholders 841,888,216 votes

Approval	834,166,536	votes	equivalent to	99.0828 %
Disapproval	0	votes	equivalent to	0.0000 %
Abstention	7,721,680	votes	equivalent to	0.9172 %
Void	0	votes	equivalent to	0.0000 %

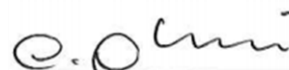
Agenda Item 8 Other Business (if any)

There was no other business to be considered. The Meeting was adjourned at 16.28 hrs.



(Dr. Huynh Ngoc Phien)

Chairman of the Meeting



(Mrs. Varaporn Vatcharanukroh)

Company Secretary and Minutes Taker