

บริษัท สยามโกลบอลเฮ้าส์ จำกัด (มหาชน)
SIAM GLOBAL HOUSE PUBLIC COMPANY LIMITED

232 หมู่ 19 ต.รอบเมือง อ.เมือง จ.ร้อยเอ็ด 45000

232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

Siam Global House Public Company Limited
Minutes of the Annual General Meeting of Shareholders 2014

Date, Time and Place:

The meeting was held on Wednesday, 9 April 2014, 13.30 hours at Grand Rachada Room, 5th Floor, Thanthip Building, The Chaophya Park Hotel, 247 Rachadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok.

Directors attend the Meeting.

1	Mr. Apisit	Rujikeatkamjorn	Chairman
2	Assoc. Prof. Phornsiri	Thivavarnvongs	Director / Chairman of Audit Committee
3	Mr. Pornsak	Sakpunpanom	Director / Audit Committee
4	Mr. Surasak	Chuntori	Director / Audit Committee
5	Mr. Witoon	Suriyawanakul	Director/ Chief Executive Officer
6	Mr. Anawat	Suriyawanakul	Director
7	Mrs. Warunee	Suriyawanakul	Director
8	Mr. Kajondech	Saengsuphan	Director
9	Mr. Nithi	Phatrachok	Director

Independent Auditor from M&R Associates Co.,Ltd

1	Mr. Pisit	Chewaruangroch
2	Mr. Mathee	Rattanasrimatha

The Company invite the shareholders to propose meeting agenda for the Annual General Meeting of Shareholders 2014 in advance via the website of the Stock Exchange of Thailand and the Company's website from 26 November 2013 to 31 January 2014. But does not have anyone propose the agenda items.

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The number of shareholders attend the Meeting.

Mr. Apisit Rujikeatkamjorn Chairman of the meeting that assigned Mr. Wutthimeth Pakdiwutthi as the spokesman , welcomed the shareholders for their attendance to the meeting and informed that there were 139 shareholders present in person and 577 shareholders were presented by proxies, resulting in total of 716 persons attending the meeting which represented 2,167,451,698 shares in total, equivalent to 82.94 per cent of the total issued and paid-up shares with voting right of the Company, and thereby constituted a quorum as stated under Article 37 in the Company's Articles of Association as there were at least twenty five (25) shareholders or at least one-half of total number of shareholders attending the meeting, holding voting shares of no less than one-third of total issued shares of the Company.

The Meeting Proceed

Mr. Wutthimeth Pakdiwutthi as the spokesman of the meeting informed the meeting that the meeting will be proceeded in order of the agenda, totaling 13 items. Any shareholder may raise a question by showing his hand and giving his name and question to be put to the meeting. Regarding the procedures for voting, counting of votes and result of the votes to be cast for each agenda item, the spokesman informed the meeting as follows:

1. The voting shall be made on a basis of one share per one vote. The Company had prepared voting cards of each agenda item for the shareholders. A total of 15 voting cards for 13 agenda items shall be distributed to each shareholder. It was noted that agenda item 2 regarding the acknowledgement of the company's operating result report of the year 2013 , was for acknowledgement only and no voting was required for the agenda item.

2. After the presentation of each agenda item had completed, the meeting would be asked to vote, whereby for sake of convenience and promptness, shareholders who wish to abstain from voting or vote against the item will be asked to show hands so that the staff would pick up their voting cards. Any shareholder not showing their hand shall be considered to vote in favor of the item. Votes shall be counted by barcode scanning. After the votes had been processed, the result shall be announced comprising a number of votes 'approved', 'disapproved' and 'abstained'

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3. In each agenda item, the shareholders may ask questions or make comments by raising their hand. After being permitted by the chairman of the meeting, the shareholder shall give his name to the meeting before making queries or comments directly related to the relevant agenda item. Any queries or comments not related to the agenda items should be made at the end of all agenda items.

4. Any queries or comments made should be concise and direct to the point to ensure the meeting proceed smoothly and promptly. In this regard, the Company reserves the right to proceed as it deems appropriate.

The spokesman invited a representative of minor shareholders to inspect the vote counting, whereby Mr. Anusorn Likitamnuaychai kindly represented minor shareholders. Then invited Mr. Apisit Rujikeatkamjorn, the Chairman of the Company, to be the chairman of the meeting (“Chairman”). Then the meeting proceeded according to the agenda as set out in the invitation letters to the shareholders as follows.

Agenda1 : To certify the minute of the Extraordinary General Meeting of Shareholders No.1/2013 was held on September 20, 2013

The Chairman informed the meeting that the Company had prepared minutes of the Extraordinary General Meeting of Shareholders No.1/2013 and already sent copies thereof to the shareholders, a copy of which had been enclosed as Enclosure No. 1 to the invitation letter for the Annual General Meeting of Shareholders 2014. The Board of Directors of the Company had reviewed the minutes and viewed that it is appropriate to propose the Minutes of the Extraordinary General Meeting of Shareholders No.1/2013 to the meeting for adoption.

The Chairman asked if the meeting has any comments or questions regarding the minutes. As no questions or comments on the said minutes being raised, the Chairman asked the meeting to cast votes on this agenda item:

Resolution: The meeting certified minutes of the Extraordinary General Meeting of Shareholders No.1/2013 was held on September 20, 2013 by the following votes :

Approve :	2,178,056,086	Votes	Equal to	99.91%
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09%

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Agenda2 : To acknowledge the Company's operating result report of the year 2013.

The Chairman assigned Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial informed the meeting to acknowledge the Company's operating of last year . In the end of year 2013 there were 27 stores and opened in 2013 by 7 stores such as Phare ,Lampang , Nan , Sukhothai , Ban-Phai (Khon Kaen) , Kampanghet and Ubonratchatani with the total sales areas of 661,809 square meters.

In the year 2103, the Company has net sales Baht 14,302.44 million which increased by Baht 3,519.87 million or 32.64 % if compared with last year , other income is Baht 434.25 million which increased from last year by Baht 126.89 million or 41.29 % . It is mainly driven by the in-store promotion with vendors that totaling of revenue is Baht 14,736.69 million increase 32.88% . Gross profit of the year 2013 is Baht 2,188.95 million increase by Baht 572.48 million or 35.41 %,if compare with net sale ,the gross margin is 15.30% increase from last year about 0.30%.

Selling and administrative expenses (SG&A)for the year 2013 is Baht 1,388.42 million which increased from last year by Baht 429.79 million or 44.83%, equivalent 9.70 % of sales amount of year 2013, that ratio is increased if compared to the year 2012 is 8.90 % . The result from the increasing of number of stores and employees. However, some stores did not operate or just operate recently. While the Company required to recruit the employees.

The net profit is Baht 885.02 million that increase by Baht 257.16 million or 40.96% ,total asset in the end of year 2013 is Baht 16,046.40 million increase by Baht 4,032.70 million or 33.57%.

Resolution: The meeting acknowledged the Company's operating result report of the year 2013.

Agenda3: To certify and approve the audited financial statements for the year ended 31 December 2013.

The Chairman assigned Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial informed the meeting to consider and approve Balance sheet ,Profit and Loss Statement ,Cash Flow Statement and Audit's report for one year period ended 31 December 2013 and the details are shown in the Annual report 2013 ,which have been audited by Certified Public Accountant , Audit Committee and the Board of Directors respectively, which could be summarized as follows:

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Transactions	Financial Statement	
	2013	2012
Total Assets(Million Baht)	16,046.40	12,013.71
Total Liabilities(Million Baht)	5,745.62	3,109.50
Total Shareholders' Equity(Million Baht)	10,300.78	8,904.21
Total Revenues (Million Baht)	14,736.69	11,089.93
Net Profit for the year (Million Baht)	885.02	627.86
Earnings per Shares (Baht / Share)	0.3437	0.2899

The Chairman asked if the meeting has any comments or questions regarding this agenda. The shareholders made comments and questions on the matter as follows:

Ms.Vipha Suvanich (attorney from Thai Investors Association): Enquired as follows

1. What are the reasons for the selling and administrative expenses of year 2013 increasing 45% from the year 2012.

Mr.Witoon Suriyawanakul ,Chief Executive Officer:

For selling and administrative expenses to increase in 2013 is mainly due to the government policy of raising the minimum wage to 300 baht by paying all throughout the country. That the Company must pay the minimum wage to new employees. Along with the adjustment of salaries to the employees is in line with the minimum.

The chairman proposed the meeting consider this resolution:

Resolution: The meeting approved the audited financial statements for the year ended 31 December 2013 by the following votes:

Approve :	2,194,879,482	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

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232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

Agenda 4: To consider and approve regarding the allocation of net profit for the year 2013 to the legal reserve and the dividend payment.

Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial informed the meeting that the Company have to manage the net profit as retained earnings which unless 5 percentages of net profit or 10 percentages of Authorized Capital by laws. So, the board of directors considered to give Baht 44.30 million and/or 5.01 percentages of net profit in 2013. The policy of Company will pay the dividend payment from the Company's 2013 operating results to shareholder unless 30 percentages of net profit. (If the operating results during a year have no problem.) Which have already been announced in the Prospectus offering ordinary shares to the general public since August, 2009 . For this year the Company has paid the dividend payment to shareholders as follow details;

1. Paying in common stock dividend in amount is not exceeding 435,536,220 shares at the par value Baht 1 per share to the Company's shareholders at the rate of 6 (Six) existing shares per 1 (One) stock dividend totaling not exceeding 435,536,220.00 Baht, or shall be converted for dividend payment at Baht 0.16666666641 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.16666666641 per share.

2. Paying in cash dividend at the rate of Baht 0.01851851849 per share, or not exceeding in total of Baht 48,392,913.33

The total of the stock dividend and the cash dividend payment in a whole year shall be equivalent to the rate of Baht 0.1851851849 per share which can be calculated as in the total amount of approximately Baht 483,929,133.33 or equal to 57.5612 % of net profit for the year 2013 after deduct the legal reserve. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

By specifying the list of shareholders who are entitled to receive the all dividend on Monday 17 March 2014, and collecting the name of shareholders, according to section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of share on Tuesday 18 March 2014, and fixing the date of dividend payment on Tuesday 29 April 2014.

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 232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

The Chairman invited the shareholders to ask questions or comments regarding this agenda.

As no questions or comments ,then proposed the meeting to consider this resolution:

Resolution : The meeting approved the allocation of 2013 profit to the legal reserve and the dividend payment by the following votes:

Approve :	2,194,993,082	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 5 To consider and approve the reduction of the Company's registered capital by cancelling unissued registered shares.

The chairman informed the meeting to consider and approve the reduction of the Company's registered capital from Baht 2,613,333,247.00 to Baht 2,613,217,324.00 by cancelling 115,923 unissued registered ordinary shares with the par value of Bath 1 each, totaling Baht 115,923.00 which comprise:

(1) 1,174 ordinary shares which remained unissued for the stock dividend payment according to the resolutions of the Company's Annual General Meeting of Shareholders for the year 2013; and

(2) 114,749 ordinary shares registered for reservation of the exercise of rights under the share warrants for the GLOBAL-W program No.2,No.3 and No.4 but remained unissued due to the less number of shares required to be issued for reservation of the exercise of rights under the warrants actually issued and allotted to existing shareholders.

The Chairman invited the shareholders to ask questions or comments regarding this agenda.

As no questions or comments ,then proposed the meeting to consider this resolution:

Resolution : The meeting approved the reduction of the Company's registered capital by the following votes:

Approve :	2,195,533,132	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

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Agenda 6 To approve allow the company to update the memorandum of the company and all important documents which according to the reduction of the Company's registered capital

The Chairman explain to the meeting that the Company reduced the Company 's registered capital in agenda 5. So, the company has to amendment of the Memorandum and the Affidavit via the forth item about the Company's registered capital from Baht 2,613,333,247.00 to Baht 2,613,217,324.00 by cancelling 115,923 unissued registered ordinary shares with the par value of Bath 1 each, totaling Baht 115,923.00. In according to the reduction of the Company's registered capital. This is also include other documents (if any).

The Chairman invited the shareholders to ask questions or comments regarding this agenda. As no questions or comments ,then proposed the meeting to consider this resolution:

Resolution: The meeting approved the amendment of the memorandum and all important documents of the Company by the following votes:

Approve :	2,195,538,633	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 7 To approve increase of the registered capital is 435,536,220 shares with the par value of Baht 1 each.

The chairman request the shareholders to approve increase the Company's registered capital from 2,613,217,324.00 baht to be 3,048,753,544.00 baht. By issued the ordinary shares amount 435,536,220 shares with the par value of Baht 1 each. In order to provide for the stock dividend payment.

The Chairman invited the shareholders to ask questions or comments regarding this agenda. As no questions or comments ,then proposed the meeting to consider this resolution:

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232 หมู่ 19 ต.รอบเมือง อ.เมือง จ.ร้อยเอ็ด 45000

232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

Resolution : The meeting approved the increasing of the Company's registered capital by the following votes :

Approve :	2,195,566,133	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 8 To approve allow the company to update the memorandum of the company and all important documents which according to capital increasing.

The Chairman explain to the meeting that the Company increased the Company's registered capital in agenda 7. So, the company has to amendment of the Memorandum and the Affidavit via the forth item about the Company's registered capital from Baht 2,613,217,324.00 to Baht 3,048,753,544.00 by issuing 435,536,220 ordinary shares with the par value of Bath 1 each. In according to the increasing of the Company's registered capital . This is also include other documents (if any).

The Chairman invited the shareholders to ask questions or comments regarding this agenda.

As no questions or comments ,then proposed the meeting to consider this resolution:

Resolution: The meeting approved the amendment of the memorandum and all important documents of the Company by the following votes:

Approve :	2,195,575,249	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 9 To approve the allocation of additional ordinary shares 435,536,220 shares to support the stock dividend payment.

The Chairman request the shareholders to approve the allocation of additional ordinary shares amount 435,536,220 shares with par value Baht 1 each, to provide for the stock dividend payment.

The Chairman invited the shareholders to ask questions or comments regarding this agenda.

As no questions or comments ,then proposed the meeting to consider this resolution:

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232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

Resolution : The meeting approved the allocation of additional 435,536,220 ordinary shares with par value Baht 1 each, to provide for the stock dividend payment by the following votes.

Approve :	2,195,590,249	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 10 To consider and approve the appointment of auditors and to determine auditor fee for the year 2014.

Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial informed the meeting to approve and appointment the auditors for review and audit the Company's financial statements. The Company present Mr. Pisit Chewaruangroch with his license no. 2803, or Mr. Methree Ratanasrimetha with his license no. 3425 from M.R.& Associates Co.,Ltd as the auditors of the company for the financial year 2014 and the remuneration for the year 2014 is amount 2.0 million baht (not include other expenses).

The Chairman asked if the meeting has any comments or questions regarding this agenda. The shareholders made comments and questions on the matter as follows:

Ms.Vipha Suvanich (attorney from Thai Investors Association): Enquired as follows

1. How long M.R.& Associates Co., Ltd as the auditors of the Company?

Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial:

M.R.& Associates Co., Ltd was the auditors of the Company since we listed on the Stock Exchange of Thailand ,whereby Mr. Methree Ratanasrimetha was an auditor and maturity period of 5 years has changed to Mr. Pisit Chewaruangroch in 2013 .Which complies with the requirement of the Stock Exchange of Thailand. Although the 2 auditors are under the same company.

Ms.Vipha Suvanich (attorney from Thai Investors Association): Enquired as follows

2. Recommended the Company should change the auditors because they may be familiar or habituation , this can cause everything is normal .If the Company has new auditors something that be consider normal might be not normally.

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บริษัท สยามโกลบอลเฮ้าส์ จำกัด (มหาชน)
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232 หมู่ 19 ต.รอบเมือง อ.เมือง จ.ร้อยเอ็ด 45000

232 Moo 19 Tumbal Robmuang, Amphur Muang, Roi-et 45000 Thailand

Mr. Apisit Rujikeatkamjorn (Chairman) :

Thanked Ms.Vipha Sivanich for the suggestion.

The chairman proposed the meeting to consider this resolution:

Resolution: The meeting approved the appointment auditors and fix the remuneration of the year 2013 as propose by the following votes:

Approve :	2,195,590,249	Votes	Equal to	99.91 %
Disapprove :	-	Votes	Equal to	-
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 11 To re-appoint directors replacing those who would retire by rotation for another term.

The chairman informed the meeting that ,the longest directors in the Board to be retired in this year are as follows;

1. Mr. Witoon Suriyawanakul Position Director / Nomination and Remuneration Committee
2. Mrs. Warunee Suriyawanakul Position Director
3. Mr. Surasak Chuntori Position Director /Independent Director / Audit Committee
Nomination and Remuneration Committee

In this regard, the Company invited the shareholders to nominate any qualified persons for election as the Company's directors at the 2014 Annual General Meeting of Shareholders in advance via the website of the Stock Exchange of Thailand and the Company's website from 26 November 2013 to 31 January 2014. However, no shareholders nominated any persons for election as the Company's directors at this meeting.

During the consideration of this agenda, the 3 retiring directors left the meeting room so that the meeting was conducted in accordance with corporate governance principles.

The Chairman reported the meeting for consideration that the Board of Directors, excluding directors having conflicts of interest, had considered 3 retiring directors that appropriate qualifications as required by the Public Company Limited Act B.E. 2535 (1992). The committee also brought into consideration their knowledge, capabilities and experience that will be useful to the Company's business;

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บริษัท สยามโกลบอลเฮ้าส์ จำกัด (มหาชน)
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and therefore proposed the list of qualified candidates to the Board of Directors in the meeting concur with the Shareholders' consideration on the re-appointment of 3 directors.

Resolution: The meeting approved and re-appointed 3 directors for another term by approved individually as following votes.

1. Mr. Witoon Suriyawanaku Position Director / Nomination and Remuneration Committee

Approve :	2,194,622,816	Votes	Equal to	99.87 %
Disapprove :	967,433	Votes	Equal to	0.04 %
Abstain :	1,932,175	Votes	Equal to	0.09 %

2. Mrs. Warunee Suriyawanakul Position Director

Approve :	2,194,690,249	Votes	Equal to	99.87 %
Disapprove :	900,000	Votes	Equal to	0.04 %
Abstain :	1,932,175	Votes	Equal to	0.09 %

3. Mr. Surasak Chuntor Position Director /Independent Director / Audit Committee
 Nomination and Remuneration Committee

Approve :	2,194,952,349	Votes	Equal to	99.88 %
Disapprove :	637,900	Votes	Equal to	0.03 %
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 12: To consider and fix director's remuneration for the year 2014.

The Chairman informed to the meeting that the director's remuneration means the remuneration that paid to non employee directors and including the meeting remuneration for every committee. In recent years, the remuneration actually paid was not exceed the limit for approval, which are as follows.

Year	Limit of approval (Baht)	Actually paid (Baht)
2011	6,000,000	2,445,000
2012	6,000,000	2,935,000
2013	6,000,000	3,795,000

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The director's remuneration for the year 2014 ,should be presented to the Shareholders' meeting for approval the limit which not exceed 6.0 million baht and equal to previous years.

The Chairman asked if the meeting has any comments or questions regarding this agenda. The shareholders made comments and questions on the matter as follows:

Ms.Vipha Suvanich (attorney from Thai Investors Association): Enquired as follows

1. Did the directors of the Board of directors and the Sub -Committee received all conference remuneration fee or not ?

Ms.Chutikan Srisaengchan, Vice-CEO in Accounting and Financial:

The directors will receive conference remuneration fee when they have meetings ; the Board of directors or Sub-Committee (Audit & Risk management Committee and Nomination and Remuneration Committee) . Then, Mr.Witton Suriyawanakul explained that except the meeting of Management Committee not received conference remuneration.

The chairman proposed the meeting to consider this resolution:

Resolution: The meeting approved the director's remuneration at amount of not more than Baht 6.0 million.

The resolution was passed by the following votes:

Approve :	2,195,455,249	Votes	Equal to	99.91 %
Disapprove :	135,000	Votes	Equal to	0.00 %
Abstain :	1,932,175	Votes	Equal to	0.09 %

Agenda 13: To consider any other business (if any)

The chairman assigned Mr.Witton Suriyawanakul ,Chief Executive Officer, informed the meeting to acknowledge about detail of the issuance of the debenture following the approval of the Extraordinary General Meeting 1/2013 , which could be summarized as follows:

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Size	3,000 Million Baht
Type	Unsubordinated and unsecured debentures
Tenor	3 years
Coupon rate	3.85%
Coupon payment	Semi-annually
Placement method	Private placement to institutional investors
Issuance date	February 27, 2014

Resolution: The meeting acknowledged the issuance of the debenture.

The Chairman invited the shareholders to ask questions and suggestions .The shareholders asked the following questions.

Ms.Vipha Suvanich (attorney from Thai Investors Association): Enquired as follows

1. I wish the Company prepared the information of financial for considered the agenda about financial statement.

2. Due to the Company has a policy of anti-corruption. Do the Company wish to participate in IOD private alliance against corruption project?

Mr. Apisit Rujikeatkamjorn (Chairman) :

Thanked Ms.Vipha Sivanich for the suggestion and be interested to participate in IOD private alliance against corruption project too. In addition, the Company set policy to prevent fraud by determine the check and balance system and penalties for offenders.

Mr.Witoon Suriyawanakul ,Chief Executive Officer:

In the middle years, the Company has been selected to participate in the project development of listed companies in part of Good Corporate Governance from the Stock Exchange of Thailand. Now, the Company be in process and expected to be completed soon.

A shareholder : Enquired as follows

1. How the Company convince the technician to take customers to buy at our stores?

2. What is the jobs that the Company collaborated with SCG Distribution?

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Mr.Witoon Suriyawanakul ,Chief Executive Officer:

1. We had not policy to give commission to the technicians in order to take customers into our stores. It is possible to develop marketing strategy, services and availability of products. Now , we make the promotion for the customers are buying every 500 baht that able to sweepstake . In addition we have developed a program which the customers do not write on coupon (automatic coupon) to facilitate to customers.

2. Now, we collaborated with SCG Distribution to do distribution center(DC) on the same area of 150 rai by developing and sharing the public areas and transportation of SCG Logistic Management.

A shareholder : Enquired as follows

1. What is the operation targets of 2014 and plans for revenue and stores expansion.

Mr.Witoon Suriyawanakul ,Chief Executive Officer:

The stores expansion plans, we plans to expand 12 stores continuously to the year 2019. We revised the construction plans that may be use construction service of outsource . For the products , we had house brands about 10% of sales amount , it was a strategy that we developed continuously since 2003 and made us to clearly distinguish from competitors.

Before closing of the meeting, there were shareholders attending the meeting in person 177 persons and by proxy 600 persons. Totaling 777 shareholders , representing an aggregate of 2,197,522,424 shares or equal to 84.09 % of issued and paid-up shares of the Company.

The meeting had no further questions or comments. The Chairman thanked all shareholders and proxies for attending the Annual General Meeting of shareholders 2014 and declared the meeting adjourned at 3.15 pm.



(Mr. Apisit Rujikeatkamjorn)

Chairman of the Board of Directors

Chairman of the Meeting

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