

The 2015 Annual General Meeting of Shareholders Buriram Sugar Public Company Limited

Wednesday, April 22, 2015 at 02.00 p.m.

The Kamolthip 2-3, The Sukosol



Buriram Sugar Public Company Limited











No. BRR019/2015

March 20, 2015

Subject: Invitation for 2015 Annual General Meeting of Shareholders

To: Shareholders of Buriram Sugar Public Company Limited

Attachment

 Copy of the minutes of 2014 annual general shareholder meeting held on 15 September, 2014

(Constitute consideration 1st agenda)

- Annual Report 2014 (digital file) in CD-ROM including financial statement, lose-profit and combined profit and loss statement of 2014 (Constitute consideration 2nd and 3rd agenda)
- Dividend payment details
 (Constitute consideration 4th agenda)
- Profile of the persons nominated for director election (Constitute consideration 5th agenda)
- Definition of independent director
 (Constitute consideration 5th agenda)
- 6. Remuneration of directors for 2015
 (Constitute consideration 6th agenda)
- Appointment of an auditor and consideration of the 2015 auditor fees (Constitute consideration 7th agenda)
- 8. Article of association relevant to the meeting
- 9. Regulation of annual general shareholder meeting of 2015
 - Necessary documents and evidences for attending
 - Proxy authorization and method of proxy authorization
 - Voting procedures and votes counting
- 10. Procedures to attend the 2015 AGM of shareholders
- 11. Profile of the proxy Independent Directors.
- 12. Proxy form A, B and C. (Attachment 12.1, 12.2, 12.3, respectively).
- 13. A map of the meeting venue.
- 14. Requisition Form for a printed copy of Annual Report for 2014

The Buriram Sugar Public Company Limited meeting of the Board of Directors No. 2/2015 held on 26 February, 2015, has resolved to convene 2015 annual general meeting of shareholder on 22 April, 2015, 02.00 p.m., at Kamolthip 2-3 Meeting room, The Sukosol Hotel, 477 Si Ayuthaya Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400 to consider issues in conformance to meeting agenda items as follows.



Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.2/2014 held on September 15, 2014.

<u>Fact and rationale</u> The Annual General Meeting of Shareholders No.2/2014 of company was held on 15 September, 2014. The Company has record the meeting accurately and provided and delivered minutes to Ministry of Commerce within legally required period. A copy of minutes of 2014 has been attached in Attachment 1.

<u>The Board's opinion</u> The Board finds it appropriates for the Meeting to certify minutes of shareholder meeting No.2/2014, as particulars appeared as Attachment 1.

Agenda 2 To acknowledge the report on the Company's operating results as at the year 2014.

<u>Fact and rationale</u> Summarized performance of the Company and its subsidiaries for the year ended 31 December, 2014, the Company and its subsidiaries made 3,944,235,806 Baht for the net income, net profit totaled 236,309,281 Baht. The details of the Company and its subsidiary performance are disclosed in annual report which has been delivered in CD-ROM included in the invitation letter (Attachment 2).

<u>The Board's opinion</u> The Board finds it appropriates for the Meeting to acknowledge result of performance as detailed in Attachment 2.

Agenda 3 To certify and approve the audited financial statements for the year ended December 31, 2014.

<u>Fact and rationale</u> The Board of directors has provided financial statement of the Company for the year ended 31 December, 2014 which has been audited by a certified public accountant to propose to the 2015 AGM of shareholder to consider and approve in conformance to section 112 of Public Company Limited Act, 1992 (Attachment 2).

<u>The Board's opinion</u> The Board finds it appropriates for the Meeting to consider and approve financial statement of the Company for the year ended 31 December, 2014, which has been audited by a certified public accountant as detailed in 2014 Annual Report in Attachment 2.

Agenda 4 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended December 31, 2014.

<u>Fact and rationale</u> The Company has a policy to pay dividend not less than 50 percent of the net profit; provided that there is no need of using cash for other purposes and the dividend payment does not materially affect normal business (Attachment 3).









<u>The Board's opinion</u> From the meeting of the Board of Directors No.2/2015 held on 26 February, 2015, the Company has net profit after tax amounted 236,309,281 Baht. The Board of Directors finds it appropriates for the Meeting to consider and approve appropriation of net profit from operating performance of 2014 as follows.

- 4.1 The Company allocates the profit as legal reserve not less than 5% of annual net profit according to requirement of law. The amount of legal reserve increased is 6,767,500 baht.
- 4.2 The Company allocates dividend to shareholders amounted 676,750,000 shares at 0.20 Baht per share totaled 135,350,000 Baht or accounted for 57.28% of the net profit conforming to dividend policy of the Company. The record date for shareholders entitled to dividend shall be May 11, 2015 and the closing date for share registration according to Section 225 of the Securities and Securities Exchange Act B.E. 2535 shall be May 12, 2015. The dividend payment shall be made on May 20, 2015.
- 4.3 The Company will allocate remained profit as collective profit which is not yet allocated.

In addition, rights for the dividend payment are subject to change until being approved by 2015 AGM of shareholder as detailed in Attachment 3.

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation.

<u>Fact and rationale</u> According to Public Company Limited Act, 1992 section 71 and article of association item 15, at every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. A retiring director may be re-elected.

The directors retiring in the first year and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire.

This year, there were three directors whose terms had ended as follows

1. Mrs. Jirawan Pongpichitkul

Director

2. Mr. Sirichai Sombutsiri

Independent Director and Audit Committee

3. Mr. Adisak Tangtrongweachakit

Director



Criteria of director selection are not carried out via the Nomination and Remuneration Committee since the Company has not appointed the Nomination and Remuneration Committee yet. The selection is carried out through the Board of Directors meeting in accordace with Public Company Limited Act, B.E. 2535 and announcements of the Securities and Exchange Committee and the Capital Market Supervisory Board, as well as announcements of the Stock Exchange of Thailand. The Company had invited all shareholders to nominate qualified people for the director election in line with regulations via the Company's website. However, there was no proposal of director nominees submitted to the Company (Attachment 4 and 5)

<u>The Board's opinion</u> The Board of Directors, excluding whose may have conflict of interest in this agenda item, has considered and found it appropriates for the Meeting to elect the following candidates to replace directors whose terms have ended.

1. Mrs. Jirawan Pongpichitkul Director

2. Mr. Sirichai Sombutsiri Independent Director and Audit Committee

3. Mr. Adisak Tangtrongweachakit Director

Due to persons as mentioned above possess qualified expertise and knowledge which could cause benefits to the business operation of the Company as well as shareholders. Candidate proposed to be independent directors is in conformance to criteria which the Securities and Exchange Committee, the Capital Market Supervisory Board and the Stock Exchange of Thailand defined as shown in Attachment 5.

Agenda 6 To consider and approve the determination of director's remuneration for the year 2015.

<u>Fact and rationale</u> The Company has no Nomination and Remuneration Committee to consider and determine remuneration of the Directors but the Board of Directors meeting collaboratingly consider and determine the remuneration regarding performance of the Company in the past year, operations and responsibilities of directors comparing with business or industry which are same with or similar to the Company's, and reference from directors and executives remuneration of registered company 2011 provided by Stock Exchange of Thailand (Attachment 6).

<u>The Board's opinion</u> The Board of Directors finds it appropriates for the Meeting to consider and approve remunerations of directors for 2015 in the amount that not exceeding 6,000,000 Baht per year. The remuneration will become effective from 2015 onward until shareholders have other resolution. The condition and criteria of remuneration are under the Board of Directors' discretion as detailed in Attachment 6.











Agenda 7 To consider and approve the appointment of auditors, and to determine their remuneration.

<u>Fact and rationale</u> In accordance with section 120 of Public Company Limited Act, B.E. 2535, the Annual General Meeting of shareholder shall appoint an auditor and define auditor fee on a yearly basis. Also, according to announcement of Securities and Exchange Commission Kor.Jor. 39/2005 about criteria, condition and method of information disclosure on financial position and operating performance of company that issue securities (vol.20), company shall provide rotation of auditor if the specified auditor provides service more than five fiscal year continuously. The rotation announcement does not require the Company to change audit firm. The company can appoint other auditor in the same audit firm to replace the former auditor.

Name	Certified public accountant no.	Year of Auditing the Company's Accounting
1. Mr. Prasit Yuengsrikul	4174	4
2. Mr. Paiboon Tunkoon	4298	-
3. Mr. Chaisiri Ruangritchai	4526	-

The Audit Committee suggest that it is appropriate to appoint certified public accountant, Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174 and/or Mr. Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 and/or Mr. Chaisiri Ruangritchai, Certified Public Accountant No. 4526 from PricewaterhouseCoopers Co., Ltd. as auditors of the Company and its subsidiary for the fiscal year 2015 and determine the audit fee in the amount of not over 3,250,000 baht per year Attachment 7.

<u>The Board's opinion</u> The Board of Directors finds it appropriates for the Meeting to consider and approve the appointment of Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174 and/or Mr. Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 and/or Mr. Chaisiri Ruangritchai, Certified Public Accountant No. 4526 from PricewaterhouseCoopers ABAS Ltd. as auditors of the Company and its subsidiary for the fiscal year 2015 and approve the audit fee in the amount of not over 3,250,000 baht per year.

In addition, auditors whose name listed above have no relationship and are not related to the Company, its subsidiaries, Executives, major shareholders, or any individual related to specified persons in any ways as detailed in Attachment 7.



Agenda 8 To consider any other business (if any).

You are cordially invited to attend the 2015 Annual General Shareholders Meeting at the specified time and venue. Should you wish to appoint a person to attend and vote at the meeting on your behalf, please complete, and duly executed only one of the three proxy forms (Form A, Form B, or Form C) attached in the attachment 12. Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.

In case you are unable to attend the 2015 AGM, you're eligible to appoint the Independent Director to attend and vote at the meeting on your behalf by complete proxy forms attached in the attachment 12.

The record date for shareholders entitled to attend the AGM is March 16, 2015 and the closing date for share registration according to Section 225 of the Securities and Securities Exchange Act B.E. 2535 shall be March 17, 2015. The record date for shareholders entitled to dividend shall be May 11, 2015 and the closing date for share registration shall be May 12, 2015. The dividend payment shall be made on May 20, 2015.

Respectfully Yours,
Buriram Sugar Public Company Limited

(Mr. Anant Tangtongwechakit)

President











Constitute consider 1st agenda

Copy of minutes of 2014 annual general meeting of shareholders held on 15 September, 2014

Minutes of 2014 Annual General Meeting of Shareholders, No. 2/2014 Buriram Sugar Public Company Limited 15 September, 2014.

The 2014 Annual General Meeting of Buriram Sugar Public Company Limited was held on Monday, September 15, 2014 at Bangkok office meeting room, 128/77-78 7th Fl. Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok. Mr. Prachuab Chaiyasan, Chairman of the Board of Directors was the Chair of the Meeting. The Chair reported that there were 483 shareholders and proxies representing 503,837,500 shares. The shares represented accounted for 99.26 percent of the issued shares which met the Company's quorum requirement.

The Chair proceeded with the opening of the meeting at 10.00 AM. and introduced participated Directors and Executives as follows:

Attending Directors

1.	Mr. Prachuab	Chaiyasan	Chairman of the Board of Directors
2.	Mr. Anant	Tangtongwechakit	Directors
3.	Mr. Amnuay	Patise	Directors
4.	Mr. Sirichai	Sombutsiri	Directors
5.	Mrs. Wanphen	Punyaniran	Directors
6.	Mrs. Jirawan	Pongpichitkul	Directors
7.	Miss Chittima	Tangtrongwechakit	Directors
8.	Mr. Sarit	Tangtrongwechakij	Directors
9.	Mr. Adisak	Tangtrongweachakit	Directors

Attendants

1.	Mr. Vorathep	Lertchaiudomchok	Vice President of Finance and Operation
2.	Mr. Pattarapong	Pongsawasdi	Assistant Senior Vice President
3.	Mr. Pitak	Chaosoun	Assistant Senior Vice President
4.	Mr. Sompop	Sansook	Financial Advisor of KT ZMICO Securities Co., Ltd.
5.	Miss Romrudee	Asavaponganant	Financial Advisor of KT ZMICO Securities Co., Ltd.
6.	Mr. Techahut	Haemakul	Auditor of PricewaterhouseCoopers ABAS Ltd.



The Chair requested that the Meeting begin considering the matters according to the agenda as follows:

Agenda 1 To consider and adopt Minutes of the 2014 Annual General Meeting, No. 1/2014

The Chair asked the Meeting to consider the 2014 Annual General Meeting, No. 1/2014 held on 28 April, 2014 as shown in the attachment.

Resolution

The Meeting unanimously certified and adopted the presented Minutes with the votes of the eligible shareholders as follows:

Approve:	503,837,500	votes	accounted for	100.00%
Disapprove:	0	votes	accounted for	0.00%
Abstain:	0	votes	accounted for	0.00%

Agenda 2 To consider and approve the revision of Financial Statement for the year ended 31 December, 2013

The Chair informed that the Company had revised the Financial Statement for the year ended 31 December, 2013. The statement were audited, revised, and presented by the certified auditors from PricewaterhouseCoopers ABAS Co., Ltd. to consider as shown in the attachment

Resolution

The Meeting unanimously adopted the revision of the financial statements for the year ended 31 December, 2013 as presented with the votes of the eligible shareholders as follows:

Approve:	503,837,500	votes	accounted for	100.00%
Disapprove:	0	votes	accounted for	0.00%
Abstain:	0	votes	accounted for	0.00%

Agenda 3 To consider the additional revision of the Company's current Articles of Association

The Chair informed that, in compliance with the regulation of the Securities and Exchange Commission of Thailand, the Meeting should consider approving the additional revision of the Company's current Articles of Association. The current regulation will be annulled and substituted by new Articles of Association as detailed in attachment. The Meeting should empower Mr. Anant Tangtongwechakit and/or an individual which Mr. Anant Tangtongwechakit assigned to revise statement in the Articles of Association in case the SEC and/or public limited company registrar and/or any government offices order the Company to amend the regulation.











Resolution

The Meeting unanimously adopted the revision of the Company's current Articles of Association. The current regulation will be annulled and substituted by new Articles of Association as detailed in attachment. The Meeting should empower Mr. Anant Tangtongwechakit and/or an individual which Mr. Anant Tangtongwechakit assigned to revise statement in the Articles of Association in case the SEC and/or public limited company registrar and/or any government offices order the Company to amend the regulation as presented with the votes of the eligible shareholders as follows:

Approve: 503,837,500 votes accounted for 100.00% Disapprove: 0 votes accounted for 0.00% Abstain: 0 votes accounted for 0.00%

Agenda 4 To consider and approve the resolution of extraordinary general meeting No.2/2013 about the increase of registered capital and the allocation of newly issued ordinary shares for public offering

The Chair informed that the SEC requires that the offer for sale of shares explicitly has obtained approval from the resolution of the shareholders' meeting for no more than one year until the date of filling the application. The details are as follows:

According to the resolution of the Extraordinary General Meeting No. 2/2013 held on August 2, 2013, the meeting unanimously approved the allocation of newly issued ordinary shares in the amount of 356,750,000 shares (three hundred fifty-six million, seven hundred fifty thousand shares) which shall be offered for sell to the people specified below. The offerings can be executed at the same time or at the different time. The details are as follows:

1. Newly issued ordinary shares in the amount of 180,800,000 shares (one hundred eighty million, eight hundred thousand shares) will be offered for subscription to existing shareholders of the Company in proportion to their shareholding percentage. Furthermore, any shareholders may disclaim the offering or subscribe for the shares partly. The specified shareholders must consent to allow the Company to offer unsubscribed shares to remaining shareholders and allow the remaining shareholders to have the right to subscribe for the shares in excess of their entitlements. The Chair invited the Meeting to empower the Executive Committee and/or an individual who the Executive Committee assigned to completely decide any details and conditions that are required or associated to the Offering which including but not limited to offering price, offering duration, offering procedures, subscription payment, and so on depending on appropriateness under related laws, rules, and regulations.



- Newly issued ordinary shares in the amount of 6,767,500 shares (six million, seven hundred sixty-seven thousand, five hundred shares) will be offered for sale to the directors, executives, and/or employees of the Company and/or its subsidiaries. The Chair invited the Meeting to empower the Executive Committee and/or an individual who the Executive Committee assigned to completely decide any details and conditions that are required or associated to the Offering which including but not limited to offering price, offering duration, offering procedures, subscription payment, and so on, depending on appropriateness under related laws, rules, and regulations. If there's newly issued ordinary shares remaining after the offering in this part 2, the Company will offer regarding shares to public for subscription together with the shares of part 3 at public offering price.
- 3. Newly issued ordinary shares in the amount of 169,182,500 shares (one hundred sixty-nine million, one hundred eighty-two thousand, five hundred shares) will be offered for sale to the public. The Chair invited the Meeting to empower the Executive Committee and/or an individual who the Executive Committee assigned to completely decide any details and conditions that are required or associated to the offering which including but not limited to offering price, offering duration, offering procedures, subscription payment, and so on, depending on market conditions. This includes preparation of the appointment of securities offering manager and guarantor, production, signing, and delivering of approval statement, prospectus, contract, and/or other documents for the SEC, government offices, government organizations and/or any related individuals for the operation with all the rights depending on appropriateness under related laws, rules, and regulations.

In compliance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, Clause 11(4)(c) about other qualifications of an applicant which stated that "The offer for sale of shares explicitly has obtained approval from the resolution of the shareholders' meeting for no more than one year until the date of filling the application.", the Company had proposed the specified issue to the meeting of the Board of Directors and Shareholders to consider and approve the resolution of capital increase via IPO again corresponding to the indicated Notification of the Capital Market Supervisory Board.

Resolution

The Meeting unanimously approved the resolution of Extraordinary General Meeting of Shareholders No. 2/2556 regarding the increase of registered capital and the appropriation of capital-increased stock via public offering as presented with the votes of the eligible shareholders as follows:

Approve:	503,837,500	votes	accounted for	100.00%
Disapprove:	0	votes	accounted for	0.00%
Abstain:	0	votes	accounted for	0.00%











Agenda 5 Other matters (if any)

There were no further questions and matters suggested by the shareholders. The Chair thanked all the shareholders for attending and participating in the meeting.

The meeting was closed at 11.00 AM.

Singature Singature Chairma

(Mr. Prachuab Chaiyasan)

Singature Company Secretary

(Mr. Vorathep Lertchaiudomchok)



Constitute 2 and 3 agenda

Annual report of board of director including balance sheet, income statement and statement of comprehensive income for 2014.

(this section is included in CD-Rom)











Constitute consideration 4th agenda

Details of dividend payment

According to Public Company Limited Act, B.E. 2535 section 116 Public Company Limited must allocate net profit as legal reserve not less than 5% of net profit deducted sum of collective loss (if any) until legal reserve is not less than 10% of registered capital, except company has regulation or other law that require more legal reserve.

Since, the Company has allocated legal reserve in the amount less than mentioned criteria, the Board proposes the meeting to consider and approve the profit allocation in the amount of 6,767,500 Baht for legal reserve and in the rate of 0.20 Baht per share of 676,750,000 shares totaled 135,350,000 Baht for dividend payment on 2014 operating performance.

- Dividend payment policy of the Company, The Company has a policy to pay dividend not less than 50 percent of the net profit; provided that there is no need of using cash for other purposes and the dividend payment does not materially affect normal business.
- 2. 2014 Dividend rate From the meeting of the Board of Directors No.2/2015 held on 26 February, 2015, The Board of Directors has resolved for the Meeting to consider and approve appropriation of net profit from operating performance of 2014 in the amount of 6,767,500 Baht for legal reserve and in the rate of 0.20 Baht per share of 676,750,000 shares totaled 135,350,000 Baht for dividend payment which is in conformance to dividend payment policy of the Company in item 1.

Comparison of dividend payment detail for 2013-2014

Details of dividend payment	2014 Operating Performance	2013 Operating Performance
Net profit after tax (million Baht)	236.31	205.56
2. No. of share (million share)	676.75	507.57
3. Dividend per share (Baht per share)	0.20	-
4. Total dividend payment (million Baht)	135.35	-
5. Dividend payment to net income ratio	57.28%	-

 Determination of dividend payment date The record date for shareholders entitled to dividend shall be May 11, 2015 and the closing date for share registration according to Section 225 of the Securities and Securities Exchange Act B.E. 2535 shall be May 12, 2015. The dividend payment shall be made on May 20, 2015.



Attachment 4

Constitute consideration 5th agenda

Profile of the persons nominated for director election

1. Mrs. Jirawan Pongpichitkul former name Mrs. Jirawan Tangtrongwechakit

Position in the Company Director

Nationality Thai

Age 47

Address 128/78 7th Fl., Phayathai Plaza, Phayathai Road,

Ratchathewi, Bangkok, 10400



Education

• Master of Public and Private Management, National Institute of Development Administration

• Bachelor of Science (Nursing and Midwifery), Mahidol University

Training

• Director Accreditation Program (DAP) class 98/2012, Thai Institute of Directors Association

Position in listed companies None

Position in limited companies amounted 5 companies

- Director Buriram Power Co., Ltd.- Director Buriram Energy Co., Ltd.

- Director/Executive Committee Buriram Sugar Factory Co.,

Ltd.

- Director/Executive Committee Key Brand Fertilizer Co., Ltd.

- Director/Executive Committee/ Buriram Sugarcane Research

Managing Director and Development Co., Ltd.

Position in competition/ related to

businesses of the Company

None











Work Experience

Listed Companies

2010 – Present Director/Executive Committee Buriram Sugar Public Co., Ltd.

Vice Managing Director of Domestic Investment and Agricultural Business

• 1995 – 2008 Director/Executive Committee Buriram Sugar Public Co., Ltd.

Non-Listed Companies

2011 – Present Director
 Buriram Power Co., Ltd.

2011 – Present Director/Executive Committee Key Brand Fertilizer Co., Ltd.

2011 – Present Director/Executive Committee Buriram Sugar Factory Co., Ltd.

2005 – Present Director Buriram Energy Co., Ltd.

• 1996 - Present Director/Executive Committee/ Buriram Sugarcane Research and

Managing Director Development Co., Ltd.

2003 – 2009 Director/Executive Committee Buriram Sugar Factory Co., Ltd.

Date of First Appointment 11 November 2010

No. of year holding director position 4 years 6 months counted to the 2015 AGM date

Meeting Attendance in the year 2014 the Board of Directors 8/9

Number of shares held in the Company including spouse's and underage child's

(on March 6, 2015) 27,407,500 shares accounted for 4.05%

Family Relation to other directors/ executives/ major shareholders

 Being directors sibling (Mr. Anant Tangtongwechakit, Miss Chittima Tangtrongwechakit, Mr. Sarit Tangtrongwechakij, Mr. Adisak Tangtrongweachakit, and Mrs. Wanphen Punyaniran)

Transaction that may cause conflict of interest (during the past 2 years) None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Company during the year



2. Mr. Sirichai Sombutsiri

Position in the Company Independent Director and Audit Committee

Nationality Thai

Age 61

Address 128/78 7th Fl., Phayathai Plaza, Phayathai Road,

Ratchathewi, Bangkok, 10400

Education

Master of Business Administration (Finance), University of Southern California, USA

Bachelor of Business Administration (Accounting) (honor), Thammasat University

Advanced Management Program, Harvard Business School, USA

Training

• Director Accreditation Program (DAP) class 25/2004, Thai Institute of Directors Association

Capital Market Academy Leadership Program, Capital Market Academy

• National Defense College, Class 4515

Position in listed companies amounted 2 companies

- Director and Executive Committee Land and Houses Bank Public

Co., Ltd.

- Director and Independent Director OHTL Public Co., Ltd.

Position in limited companies None

Position in competition/ related to None

businesses of the Company

Work Experience

Listed Companies

2014 – Present Director and Executive Committee Land and Houses Bank Public Co., Ltd.

2013 – Present Director, Independent Director Buriram Sugar Public Co., Ltd.

and Audit Committee

2009 - Present Director, Independent Director OHTL Public Co., Ltd.

2009 – 2013 Vice President of Siam Commercial Bank Public Co., Ltd.

Business Customer

• 2008 – 2009 Vice President of Siam Commercial Bank Public Co., Ltd.

Big Customer Group

• 2006 Chief Executive Officer Siam Commercial Bank Public Co., Ltd.

Business Customer Group













•	2003	Assistant President	Siam Commercial Bank Public Co., Ltd.
		Big Business Customer	
		Group Caring	
•	2000	Assistant President	Siam Commercial Bank Public Co., Ltd.
		Money Market/Capital Market	
•	1998 — 1999	Managing Director	Rattanasin Bank Public Co., Ltd.
•	1977 – 1993	Executive of International	Siam Commercial Bank Public Co., Ltd.
		and Financial Management	

Non-Listed Companies

• 1994 – 1995 Managing Director Thai Summit Finance And Securities Co., Ltd.

Date of First Appointment 10 January 2013

No. of year holding director position 2 years 4 months counted to the 2015 AGM date

Meeting Attendance in the year 2014 the Board of Directors 8/9

the Audit Committee 8/9

Number of shares held in the Company including spouse's and underage child's

(on March 6, 2015) 337,500 shares accounted for 0.05%

Family Relation to other directors/ executives/ major shareholders None

Transaction that may cause conflict of interest (during the past 2 years) None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Company during the year



3. Mr. Adisak Tangtrongweachakit

Position in the Company Director

Nationality Thai

Age 42

Address 128/78 7th FI., Phayathai Plaza, Phayathai Road,

Ratchathewi, Bangkok, 10400

Education

Master of Business Administration (Management), Bellevue University, USA

Bachelor of Business Administration (Marketing), University of the Thai Chamber of Commerce

Training

• Director Accreditation Program (DAP) class 98/2012, Thai Institute of Directors Association

Position in listed companies None

Position in limited companies amounted 6 companies

- Director/Executive Committee/ BRS Train Terminal Logistics

Managing Director Co., Ltd.

- Director/Executive Committee/ Buriram Power Co., Ltd.

Managing Director

- Director/Executive Committee/ Buriram Energy Co., Ltd.

Managing Director

- Director/Executive Committee Buriram Sugar Factory Co.,

Ltd.

- Director Buriram Sugarcane Research

and Development Co., Ltd.

- Director Key Brand Fertilizer Co., Ltd.

Position in competition/ related to None

businesses of the Company













Work Experience

Listed Companies

• 2004 – Present Director/Executive Committee Buriram Sugar Public Co., Ltd.

Vice Managing Director of

Domestic Investment and Energy

Non-Listed Companies

• 2007 - Present Director/Executive Committee/ BRS Train Terminal Logistics Co., Ltd.

Managing Director

• 2011 - Present Director/Executive Committee/ Buriram Power Co., Ltd.

Managing Director

• 2005 - Present Director/Executive Committee/ Buriram Energy Co., Ltd.

Managing Director

2011 – Present Director Key Brand Fertilizer Co., Ltd.

• 2010 – Present Director Buriram Sugarcane Research and Development

Co., Ltd.

• 2003 – 2009 Director/Executive Committee Buriram Sugarcane Research and Development

Co., Ltd.

• 1996 – 1999 Director/Executive Committee Buriram Sugarcane Research and Development

Co., Ltd.

• 2011 – Present Director/Executive Committee Buriram Sugar Factory Co., Ltd.

• 2003 – 2009 Director/Executive Committee Buriram Sugar Factory Co., Ltd.

Date of First Appointment 25 June 2004

No. of year holding director position 10 years 11 months counted to the 2015 AGM date

Meeting Attendance in the year 2014 the Board of Directors 8/9

Number of shares held in the Company including spouse's and underage child's

(on March 6, 2015) 27,407,500 shares accounted for 4.05%

Family Relation to other directors/ executives/ major shareholders

Being directors sibling (Mr. Anant Tangtongwechakit, Miss Chittima Tangtrongwechakit, Mr. Sarit
 Tangtrongwechakij, Mrs. Jirawan Pongpichitkul, and Mrs. Wanphen Punyaniran)

Transaction that may cause conflict of interest (during the past 2 years) None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Company during the year



Constitute consideration 5th agenda

Definition of independent director

Definition of independent director

- Not holding more than 1% of the total outstanding voting shares of the Company, its parent company, subsidiary or affiliated company, major shareholders or controlling person including shares held by related persons of the independent director
- 2. Neither being nor having been an executive director, officer, employee, controlling person or advisor who receives a salary of the Company, its parent company, subsidiary, a same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment. The prohibition excluded in case of dependent director used to work as government officer or consulting of public sector which is major shareholder or controlling person.
- 3. Not being a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.
- 4. Not having nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment.
- 5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years from the date of appointment.
- 6. Neither being nor having been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither being nor having been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years from the date of appointment.











- 7. Not being a director who has been appointed as representative of the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.
- 8. Not conducting any businesses which have the same nature as or in competition with the Company's or its subsidiaries or neither being a substantial partner, executive director, employee, officer or advisor who receives regular salary, shareholder holding more than 1% of the voting shares of businesses which have the same nature as or in competition with the Company or its subsidiaries.
- 9. Not having any characteristics that could prevent him/her from giving independent opinions concerning the Company's operation.



Constitute consideration 6th agenda

Remuneration of directors for 2015

The Company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board meeting has determined director's remuneration on the basis of the Company's operating results in the previous year, the directors' performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors. And refer to the remuneration data of the directors and the executives in the public company year 2012 from the Stock Exchange of Thailand.

	2015 (to be considered)		2014	
Type of remuneration	Monthly Compensation (Baht/month)	Annual Bonus (Baht)	Monthly Compensation (Baht/month)	Annual Bonus (Baht)
The Board of Directors				
Chairman	15,000	400,000	15,000	400,000
Director	10,000	150,000	10,000	150,000
Audit Committee				
Chairman	15,000	150,000	15,000	150,000
Director	10,000	100,000	10,000	100,000
Risk Management Committee				
Chairman	15,000	400,000	15,000	400,000
Director	10,000	150,000	10,000	150,000
Executive Committee				
Chairman	15,000	150,000	15,000	150,000
Director	10,000	100,000	10,000	100,000











The remuneration for 2015 is as follows:

Proposed remuneration (Baht)*	2015 (to be considered)	2014	Increase/decrease
Not exceeding	6,000,000	6,000,000	-

^{*} The mentioned remunerations do not include remunerations of the Company's subsidiaries.

The remunerations of directors for 2015 are in the amount not exceeding 6,000,000 Baht per year. The remuneration will become effective from 2015 onward until shareholders have other resolution. The condition and criteria of remuneration are under the Board of Directors' discretion.



Constitute consideration 7th agenda

The appointment of auditor and audit fee for the year 2015

From the meeting of the Audit Committee No.1/2015 on 26 February, 2015, the Audit Committee has considered and approved an auditor of the Company for 2015 details as follows.

 From opinion of the Audit Committee proposing to the Board of Directors, the Company appointed an auditor from PricewaterhouseCoopers ABAS Ltd. as auditors of the Company from 2011 until present. During the period, the auditors have performed their duties under the scope of duties and responsibilities as well as properly provide recommend to the Company consistently. The Audit Committee recommend the appointment of auditors to perform audit whose name detailed below

Description	Year 2015 (Propose for consideration)	Year 2014
Name of audit firm	PricewaterhouseCoopers ABAS Ltd.	PricewaterhouseCoopers Co., Ltd.
	Mr. Prasit Yuengsrikul Certified public accountant no. 4174 And/or	Mr. Prasit Yuengsrikul Certified public accountant no. 4174 And/or
Auditor	Mr. Paiboon Tunkoon Certified public accountant no. 4298 And/or Mr. Chaisiri Ruangritchai	Mr. Paiboon Tunkoon Certified public accountant no. 4298 And/or Mr. Chaisiri Ruangritchai
	Certified public accountant no. 4526	Certified public accountant no. 4526

2. The Audit committee has reviewed that the proposed auditors perform their duties with no relationship or interest to the Company, its subsidiaries, Executives, major shareholders, or any individual related to the specified person; ergo, the meeting of Audit Committee No.1/2015 has resolved to propose to the meeting of the Board of Directors No.2/2015 the appointment of Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174 and/or Mr. Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 and/or Mr. Chaisiri Ruangritchai, Certified Public Accountant No. 4526 from PricewaterhouseCoopers ABAS Ltd. to be an auditor of the Company in 2015.

PricewaterhouseCoopers ABAS Ltd. is also an auditor of the Company's subsidiaries which are Buriram Sugar Factory Co., Ltd., Buriram Sugarcane Reserch and Development Co., Ltd., Buriram Energy Co., Ltd., Buriram Power Co., Ltd., and Key Brand Fertilizer Co., Ltd.









In consideration of audit fee, the Audit committee held the meeting No.1/2015 on 26 February, 2015, to consider quotation of audit fee for 2015 which PricewaterhouseCoopers ABAS Ltd. has offered. PricewaterhouseCoopers ABAS Ltd. has offered audit fee of the Company and its subsidiaries for 2015 in the amount not exceeding 3,250,000 Baht per year, increasing comparing to audit fee in 2014 which is not exceeding 2,910,000 Baht per year due to size of business which is growing from new subsidiary which is reasonable to propose to the Board of Directors meeting for consideration.

In the Board of Directors meeting No.2/2015 held on 26 February, 2015, the meeting has resolved to propose the issue to the 2015 AGM of shareholder to consider and approve audit fee for 2015 of the Company and its subsidiaries in the amount not exceeding 3,250,000 Baht per annum for further consideration.

Unit: Baht/Year

Description	2015 (Propose for consideration)	2014
Audit fee of company	900,000	900,000
Audit fee of subsidiary	2,350,000	2,010,000
Other fees	-	-
Total fees	3,250,000	2,910,000



Attachment 8

Article of association relevant to the meeting

Section 3

Board of Directors

- 13. The Board of Directors of the Company shall consist of not less than 5 (five) members and not less than one-half of all members of director shall have residence within the Kingdom. The directors of the Company shall possess necessary qualification as stated by laws.
- 14. The meeting of shareholders shall elect directors in accordance with the following rules and procedures:
 - (1) Each shareholder shall have one vote for each share held by him.
 - (2) Each shareholder shall exercise all of his voting rights to elect the persons nominated for directors, one at a time.
 - (3) The persons receiving the highest votes shall be elected as directors in respective order of the votes for the number of directors of the Company, or for the number of directors which should be elected at such election. In case of tie votes causing the number of person elected to be in excess of the number to be elected at such meeting, the chairman shall have a casting vote.
- 15. At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire.
 - The directors retiring in the first year and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director may be re-elected.
- 16. The directors of the Company shall be entitled to receive remuneration for performing their duties in form of salary, meeting allowance, allowance and bonus in conformance to regulations or approval of shareholder meeting which can be specific amount or criteria and can be for a period or continually until change. The directors are entitled to allowance and other benefits in accordance to the Article of association of the Company.
- 17. Otherwise than retirement by rotation, the directors shall vacate office upon:
 - (1) death;
 - (2) resignation;
 - (3) loss of qualifications or disqualification;
 - (4) removal by a resolution of the meeting of shareholders passed;
 - (5) removal by a court order.











Section 4

Meeting of Shareholders

- 27. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.
 - Meeting other than those aforementioned shall be called extraordinary meetings. The Broad of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate or when the shareholders holdings shares altogether at not less than one-fifth (1/5) of the total number of shares sold or the shareholders of a number of not less than 25 (twenty-five) persons holding shares altogether at not less than one-tenth (1/10) of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within 1 (one) month from the date of receipt of such letter of request from the shareholders.
- 28. In summoning for a meeting of shareholders, the Board of Directors shall prepare notices for meeting specifying the place, date, time, agenda of the meeting and the subject matter to be proposed to the meeting together with details as appropriate, by stating clearly whether it will be for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors towards the said matter, and shall send same to the shareholders not less than 7 (seven) day before the date of the meeting, and publication of notices calling for a meeting shall also be made in a newspaper for 3 (three) consecutive days not less than 3 (three) days prior to the date of the meeting.
 - A meeting of shareholders can be held in an area which the Company's head office located or other provinces within the Kingdom as the Board deems appropriate.
- 29. At a meeting of shareholders, the shareholder may appoint other person to attend and vote at any meeting on his behalf. The instrument appointing a proxy shall be dated and signed by the shareholder who is the principal and in a form as prescribed by the Registrar pursuant to the laws governing public limited company.
 - The proxy form must be deposited with the chairman or the person designated by the chairman at the place of the meeting before the proxy attends the meeting.



- 30. At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting at a number of not less than 25 (twenty-five) persons or not less than one half of the total number of shareholders and such shareholders shall hold shares altogether at not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.
 If after one hour from the time fixed for any general meeting of shareholders the number of
 - If after one hour from the time fixed for any general meeting of shareholders the number of shareholders present is still not enough to form a quorum as specified, if such general meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice calling for meeting shall be sent to shareholders not less than 7 (seven) days before the date of the meeting. In the subsequent meeting, a quorum shall not be required.
- 31. In voting, each shareholder shall have one vote for each share held by him. A resolution of the meeting of shareholders shall be as follows:
 - (1) in a normal case, the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall have a casting vote:
 - (2) in the following cases, a resolution shall be passed by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and have the right to vote:
 - (A) the sale or transfer of whole or important parts of businesses of the Company to other persons;
 - (B) the purchase or acceptance of transfer of businesses of other companies or private companies to the Company;
 - (C) the execution, amendment or cancellation of contracts relating to the leasing out of whole or certain important parts of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
 - (D) amendment or addition of Memorandum of Association or Articles of Association of the Company,
 - (E) Increase or decrease registered capital or issuance of debenture of the Company.
 - (F) amalgamation or dissolution of the Company,
- 32. Businesses to be transacted at the ordinary meeting shall be as follows:
 - (1) Acknowledgement of the report of the Board of Directors proposed to the meeting, stating the operating performance of the Company in the previous year.
 - (2) Consideration and approval of Balance Sheet and Income statement in the previous year.
 - (3) Consideration of allocation of profit and approval of payment of dividend.
 - (4) Election of directors as replacement of the directors retired by rotation.
 - (5) Appointment of auditor and fixing annual auditing fee.
 - (6) Other matters.











Section 5

Accounts, Finance, and Audit

38. No dividends shall be paid other than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Except in the case of preferred stock which the article of association state other way. Dividends shall be distributed according to the number of shares in equal amount for each share.

Dividends shall have been approved by the meeting of shareholders.

The Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profit in which to do so, but shall be informed of such dividends distribution at the next general meeting.

Payment of dividends shall be made within 1 (one) month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. Written notice shall also be sent to the shareholders and the publication of notice of such payment of dividends shall be made in a newspaper for 3 (three) consecutive days. No interest shall be charged against the Company if a dividend payment is made under period which laws specified.

- 39. In case the number of shares sold by the Company has not yet reached the number registered or in case where the Company has registered an increase of its capital, the Company may pay dividends, wholly or partly, by issuing new ordinary shares to the shareholders with the approval of the meeting of shareholders.
- 40. The Company shall allocate to a reserve fund from the annual net profit, not less than 5 (five) percent of the annual net profit deducted by the total accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than 10 (ten) percent of the registered capital.

Upon receive approval from a shareholder meeting; the Company may transfer other reserve, legal reserve, and premium share reserve consequently to compensate for accumulated losses of the Company.



Regulation of 2015 annual general meeting of shareholder

According to policy of Stock Exchange Commission of Thailand about principle for shareholder meeting of registered company, dated 19 February, 1999 which intents for registered company to have guideline for good governance which will help develop confident to shareholder, investor, and all related parties, as well as making shareholder meeting in conformance to transparency, fairness, and give benefit to shareholders, the Company has resolved to conduct review of documents and evidence to identify shareholdership or oneself as a proxy of shareholder who have the right to attend the meeting for shareholder to perform accordingly. Due to some shareholders may be unfamiliar with principle of shareholder meeting, the Company reserve right for lessen the presentation of documents or evidences to identify shareholdership or oneself as a proxy of shareholder as deems appropriate.

Documents and evidences identified the right to attend the meeting

Company would like shareholder is show evidence and principle of shareholder meeting as follows.

Participant	Documents
1. <u>Individual</u>	Registration form
1.1 Thai Shareholder	 valid identification of shareholder (I.D. Card or government identification card or state of enterprise officer card) evidence of name - surname change (if any)
1.2 Foreign Shareholder	 I.D. Card of Foreigner or passport or document substituted for valid passport

In case of proxy (a copy must be certified as true and correct copy by the grantor)

- The proxy form, correctly and completely filled in and signed by the grantor and the proxy
- Copy of grantor's valid identification issued by the government agency as specified
- The proxy's valid identification issued by the government agency as specified











Participant	Documents	
2. <u>Juristic person</u>	Registration form	
2.1 Juristic person registered in Thailand Remark: A copy must be certified as true and correct copy by the authorized representative with juristic person's seal	 Certificate of juristic person issue not over 30 days by Department of Business Development, Ministry of Commerce I.D. Card or passport (In case of foreigner) The proxy form, correctly and completely filled in and signed by the grantor and the proxy evidence of name - surname change (if any) I.D. Card or passport (In case of foreigner) of proxy 	
2.2 Juristic person registered in abroad Remark: A copy must be certified as true and correct copy by the authorized representative with juristic person's seal and the document provided in abroad should be certified and signed by notary public.	 T.D. Card or passport (In case of foreigner) of proxy Certificate of juristic person I.D. Card or passport (In case of foreigner) of authorized director in certificate of juristic person The proxy form, correctly and completely filled in and signed by the grantor and the proxy evidence of name - surname change (if any) I.D. Card or passport (In case of foreigner) of proxy 	

In case of proxy (a copy must be certified as true and correct copy by the grantor)

- The proxy form, correctly and completely filled in and signed by the grantor and the proxy
- Copy of certificate of juristic person certified and signed by authorized person of juristic person of proxy.
- The proxy's valid identification issued by the government agency as specified
- Proxy and procedure of proxy

Proxy

Announcement of Department of Business Development about defined proxy form (vol. 5), 2007 dated 2 February, 2007, defined format of proxy in subscriber meeting and shareholder meeting of public company limited in 3 formats, which shareholder shall use one of any formats as attached with invitation letter of the meeting.



Form	Description	In case
Form A	General proxy form, simple to use	In case that shareholder required general
		proxy
Form B	Proxy form that detailed authorization of each	In case that shareholder required other
	agenda item thoroughly, clearly, and fixedly.	person or independent director to be a proxy
Form C	Specific form used only if the shareholder	Only if the shareholder whose name is in the
	whose name is in the shareholders' register is	shareholders' register is an offshore investor
	an offshore investor who appoints a local	who appoints a local custodian in Thailand to
	custodian in Thailand to keep his/her shares	keep his/her shares in the custody.
	in the custody.	

Procedure to appoint other person to be a proxy

- A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to anyproxies for spitting votes.
- The proxy form must be correctly and completely filled in and signed by the grantor and the proxy.
- Stamp duty of Baht 20 is to be affixed to the proxy form as well as cross out and assign a date which proxy form has been made to ensure correctness and legal affiliation.
- Send original proxy form affixed with stamp and support document via registered postal service address to

Office of Company Secretary

Buriram Sugar Public Company Limited

128/78 7th Fl., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

If a proxy attends the meeting in person, please bring the proxy form to the Company's officer at the meeting venue to register at least 1 hour before the meeting start to allow the Company's officer to review the documents in time.

Remark: Buriram Sugar Public Company Limited reserves the right to allow only person who has correct and completed documents to attend the meeting.

Registration of Attendance

Officer of the Company shall allow the registration of attendance not less than one hour or from 13.00 p.m. on the day of the Meeting.

Meeting venue: At Kamolthip 2-3, The Sukosol, No. 477 Si Ayuthaya Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400









Voting Procedures and Votes Counting

The Company provide ballot for shareholders at registration in front of the meeting toom for shareholders or proxy to cast their vote in consistent with agenda.

Criteria of Voting

Voting was to be done openly. The chairman of the meeting will recommend shareholders to consider and vote in each agenda. The chairman will ask for each agenda if shareholders agree, disagree, or no vote and let shareholder cast their vote in provided ballot and raise his/her hand to let the Company's officer to collect and gather all ballot for counting. The Company appoint intermediary to collect and count ballot in every agenda.

- 1. The AGM resolution would consist of the following votes:
 - In ordinary circumstances, the majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution. In the case of a tie, the Chair of the meeting would cast the final vote.
 - In other circumstances where the law or Company's regulations prescribed differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The Chair would inform the shareholders before voting on each of the particular agenda.
- 2. For proxy voting, proxies would cast votes as defined by the proxy grantors in proxy forms only.
- 3. A shareholder having special interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

Criteria of Votes Counting

In accordance with the Company's article of association item 31 which stated that one share represented one vote. The Company would count the votes for agree, disagree, and no vote from ballots for each agenda based on the number of attending shareholders or proxies who attend and have the rights to vote.

Before the meeting start, the chairman will inform that The Company would count the votes by deducting the disapproval vote and the abstain vote from the total number of votes (shares) present at the meeting. The remaining would be deemed the approval votes. The Company would count and informed the Meeting of the voting result after each voting before continuing to next agenda.

Remark: The Company provides registering and vote counting via barcode system



Voting Procedures and Votes Counting

- 1. A shareholder or proxy who completes registration process will receive ballot to vote for each agenda (totaled 7 agenda items excluding other agenda). Each ballot contains name of the shareholder or proxy as well as rights to vote on a one share one vote basis. The shareholder or proxy shall use each ballot correctly in accordance with agenda item.
- 2. In Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation. the Company will provide special ballot consisted of subtopic which specify 3 proposed candidates separately to allow shareholder and proxy to vote for candidates individually.
- To mark on ballot, shareholder can vote for agree, disagree, or no vote in each agenda by putting either ✓ or × only one mark in the voting card.

Voided ballot

Ballot which mark any symbols aside from \checkmark and x or hold more than one mark or is ballot inconsistent with current agenda will be considered a voided ballot.

- 1. Voting was to be done openly.. The chair or any representative who is conducting the meeting will request a shareholder wishing to cast a disapproval vote or abstain from voting to raise his/her hand and give his/her casted ballot in regard to agenda which is currently considering to the Company's officer.
- 2. When the Company's officers have finished collecting ballot from the shareholder wishing to cast a disagree vote or abstain from voting. The counting of the votes will be carried out and summarized immediately. The chairman of the meeting will summarize the votes result for each agenda.
- 3. Shareholders who attend the meeting will have the rights to vote only in agenda which the shareholders have attended. Shareholders who leave before the meeting finish will not have the rights to vote in agenda items which have not considered yet.



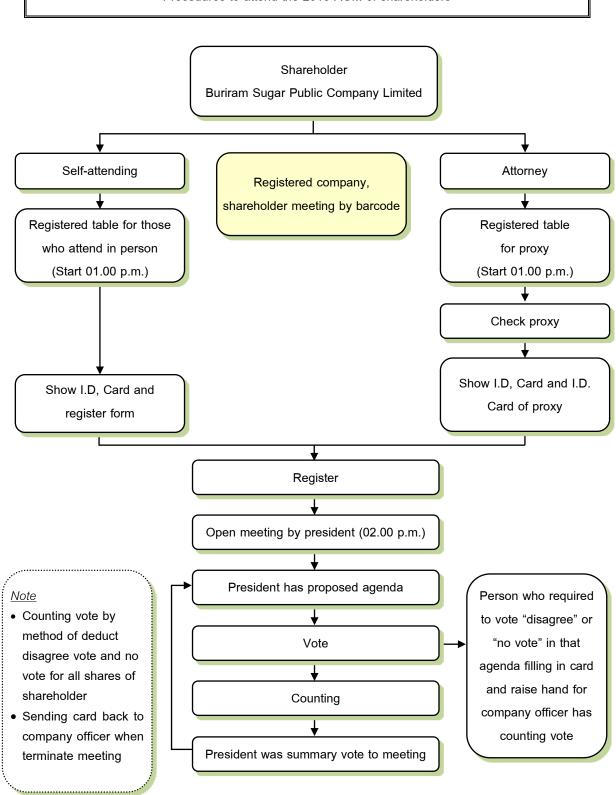








Procedures to attend the 2015 AGM of shareholders





Buriram Sugar Public Company Limited

Attachment 11

Profile of the proxy Independent Directors

Mrs. Seenual Tasanapant

Position in the Company Independent Director, Audit Committee

Nationality Thai

Age 69

Address 128/78 7th Fl., Phayathai Plaza, Phayathai Road,

Ratchathewi, Bangkok, 10400

Education

Bachelor of Accounting, Thammasat University

Bachelor of Jurisprudence, Thammasat University

Training

Certified Public Accountant 2974

Audit Committee Program (ACP) class 17, Thai Institute of Directors Association

• Director Certification Program (DCP) class 79, Thai Institute of Directors Association

Director Accreditation Program (DAP) class 55, Thai Institute of Directors Association

Position in listed companies amounted 1 company

- Independent Director The Steel Public Co., Ltd.

and Audit Committee

Position in limited companies amounted 1 company

- Director Taiping Ethanol Co., Ltd.

Position in competition/ related to

None

businesses of the Company

Work Experience

Listed Companies

2014 – Present Independent Director/Audit Committee Buriram Sugar Public Co., Ltd.

2006 – Present Independent Director/Audit Committee The Steel Public Co., Ltd.











Non-Listed Companies

• 2012 – Present Director Taiping Ethanol Co., Ltd.

2007 – 2009 Advisor of Administrative Director Mahidol University Savings and Credit

Co-Operative Limited

1998 – 2006 Manager Mahidol University Savings and Credit

Co-Operative Limited

Date of First Appointment 3 October 2014

No. of year holding director position 6 months counted to the 2015 AGM date

Meeting Attendance in the year 2014 the Board of Directors 1/1

the Audit Committee 2/2

Number of shares held in the Company including spouse's and underage child's None

Family Relation to other directors/ executives/ major shareholders None

Transaction that may cause conflict of interest (during the past 2 years)

None

Forbidden Qualifications

Never dishonestly committed an offence against property

 Never entered into any transaction which may cause conflict of interest against the Company during the year

Potential Conflict of Interest in the meeting

 None except Agenda 6: To consider and approve the determination of director's remuneration for the year 2015.



Attachment 12.1, 12.2 and 12.3

is

proxy forms

Attachment 12.1 proxy form A is general proxy form, simple to use.

Attachment 12.2 proxy form B is proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.

Attachment 12.3 proxy form C is specific form used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

Please stamped

Proxy Form A.

Attachment No. 12.1 t.,....

revenue stamp 20 Baht		Made at		
20 5411		Date	Month	Year
(1) I/We,			Nationality	
Residing at House No	Road	Sub-di	strict	
District	Province	Zip Co	de	
(2) being a share	holder of Company	Buriram Sugar Public Com	pany Limited	
holding	shares in total v	which are entitled to cast	vot	te as follows.
Ordinary	sharesh	ares in total which are entitled	to castvo	tes; and
Preferenc	e sharesh	ares in total which are entitled	to castv	votes
(3) I/We wish to a	appoint			
(1)		Age		year
Residing at House No	Road Road	Sub-di	strict	
District	Province	Zip Co	de	
(2)		Age		year
Residing at House No	Road Road	Sub-di	strict	
District Province		Zip Code) 	or
(3)		Age		year
Residing at House No	Road	Sub-di	strict	
District Province		Zip Code)	
Any one of them	n as my/our proxy t	to attend and vote on my/our	behalf at 2015 Ani	nual General
Shareholder Meeting to be	held on 22 April, 20	015 at 02.00 p.m. at Kamolthip	2-3, The Sukosol H	lotel, no. 477
Si Ayuthaya Road, Thanon	Phaya Thai, Ratcha	athewi, Bangkok 10400 or sucl	n other date, time, a	and place as
may be adjourned.				
		y the proxy at the above meet	ting shall be deeme	ed as my/our
acts and performance in all	aspects.	Signed		Grantor
		(
		Signed		
		(
		Signed		
		()
		Signed		Grantee
		(.)

Remark: A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to anyproxies for spitting votes.

Please stamped

Proxy Form B.

Attachment No. 12.2

Please stamped			
revenue stamp		Made at	
20 Baht			MonthYear
(4)		Na	at 10a .
			tionality
<u> </u>			ct
			ny Limited
		res and vote as	
		and vote as	
	e shareshares	and vote as	vote
(3) Authorized			
			year
			ct
(2)		Age	year
Residing at House No.	Road Road	Sub-distri	ct
District Province		Zip Code	or
☐ (3) Mrs. Seenu	al Tasanapant Director	, Independent Director, and A	audit Committee 69 years old
address 12	28/78 7 th Fl., Phayathai F	Plaza, Phayathai Road, Ratcha	athewi, Bangkok, 10400
Any one of them	as my/our proxy to a	ttend and vote on my/our be	ehalf at 2015 Annual General
Shareholder Meeting to be I	held on 22 April, 2015 a	at 02.00 p.m. at Kamolthip 2-3	, The Sukosol Hotel, no. 477 Si
Ayuthaya Road, Thanon Ph	aya Thai, Ratchathewi,	Bangkok 10400 or such other	r date, time, and place as may
be adjourned.			
(4) I was authoriz	red attorney is vote actir	ng me in this meeting as follow	vs.
□ Agenda 1 st	To certify the Minutes	of the Annual General Meetin	g of Shareholders No.2/2014
	held on September 15,	2014.	
□ (a)	The proxy is entitled to	cast the votes on my/our beh	nalf at its own discretion.
□ (b)) The proxy must cast th	ne votes in accordance with th	ne following instructions:
	☐ Agree	□ Disagree	□ No vote
☐ Agenda 2 ⁿ	To acknowledge the 2014.	report on the Company's ope	erating results as at the year
□ (a)	The proxy is entitled to	cast the votes on my/our beh	nalf at its own discretion.
□ (b)) The proxy must cast th	ne votes in accordance with the	ne following instructions:
	□ Agree	☐ Disagree	☐ No vote
	-	-	

☐ Agenda 3° To certify and appro December 31, 2014.	ove the audited financial statements for	or the year ended
☐ (a) The proxy is entitled to	cast the votes on my/our behalf at its ow	vn discretion.
☐ (b) The proxy must cast th	ne votes in accordance with the following	j instructions:
□ Agree	□ Disagree	☐ No vote
☐ Agenda 4 th To consider and ap	prove the profit apportionment and	dividend payment
derived from operating	g results for the year ended December 3	31, 2014.
\square (a) The proxy is entitled to	cast the votes on my/our behalf at its ow	vn discretion.
\square (b) The proxy must cast th	ne votes in accordance with the following	instructions:
☐ Agree	□ Disagree	☐ No vote
☐ Agenda 5 th To consider and app	rove the appointment of directors repla	icing those retired
by rotation.		
\square (a) The proxy is entitled to	cast the votes on my/our behalf at its ow	vn discretion.
\square (b) The proxy must cast the	ne votes in accordance with the following	instructions:
☐ Appointment	director as all group	
☐ Agree	□ Disagree	☐ No vote
☐ Appointment of	director as individual	
Name of director	Mrs. Jirawan Pongpichitkul	
☐ Agree	☐ Disagree	☐ No vote
Name of director	Mr. Sirichai Sombutsiri	
☐ Agree	☐ Disagree	☐ No vote
Name of director	Mr. Adisak Tangtrongweach	nakit
☐ Agree	□ Disagree	☐ No vote
☐ Agenda 6 th To consider and app year 2015.	rove the determination of director's rer	nuneration for the
☐ (a) The proxy is entitled to	cast the votes on my/our behalf at its ow	vn discretion.
☐ (b) The proxy must cast th	e votes in accordance with the following	instructions:
□ Agree	□ Disagree	☐ No vote
☐ Agenda 7 th To consider and apprendiction.	prove the appointment of auditors, and	to determine their
☐ (a) The proxy is entitled to	cast the votes on my/our behalf at its ow	vn discretion.
•	ne votes in accordance with the following	
☐ Agree	☐ Disagree	□ No vote

□ Agenda	8 th To consider any other busine	ess (if any).	
□ (a) The proxy is entitled to cast th	ne votes on my/our behalf at	its own discretion.
□ (b) The proxy must cast the votes	s in accordance with the follo	owing instructions:
	☐ Agree	□ Disagree	☐ No vote
	ting for any agenda that is not cons I not be considered as my voting a		ied under this proxy shall
	eeting considers or passes resolu		n those specified above,
ncluding in case there is an	y amendment or addition of any fac	ct, the proxy shall have the righ	nt to consider and vote on
my/our behalf as he/she mag	y deem appropriatein all respects.		
Any acts or per	rformance caused by the proxy	at the above meeting shall	be deemed as my/our
acts and performance in a	ıll aspects.		
	Signed		Grantor
	()
	Signed		Grantee
	()
	Signed		Grantee
	()
	Signed		Grantee

Remark:

(1) The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes

(______)

- (2) In theagenda relating the election of Directors, it is applicable to elect either nominated Directors as a whole or elect each nominated directors individually
- (3) The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplement proxy form as attached.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Buriram Sugar Public Company Limited

For the Annual	Genera	ıl Shareholder's	Meeting 2015 to be held on	22 April, 2015 at 02.00 p.m. at	Kamolthip 2-3, The Sukosol,
no. 477 Si Ayut	haya R	toad, Thanon P	haya Thai, Ratchathewi, Bar	ngkok 10400 or such other date,	time, and place as may be
adjourned.					
	□ Ag	genda No	Subject		
		□ (a) The	proxy is entitled to cast the	ne votes on my/our behalf at	its own discretion.
		□ (b) The	proxy must cast the vote	s in accordance with the following	owing instructions:
			☐ Agree	☐ Disagree	□No vote
	□ Ag	genda No	Subject		
		□ (a) The	proxy is entitled to cast the	ne votes on my/our behalf at	its own discretion.
		□ (b) The	proxy must cast the vote	s in accordance with the follow	owing instructions:
			□ Agree	□ Disagree	□No vote
	□ Ag	genda No	Subject		
		□ (a) The	proxy is entitled to cast the	ne votes on my/our behalf at	its own discretion.
		□ (b) The	proxy must cast the vote	s in accordance with the foll	owing instructions:
			□ Agree	□ Disagree	□No vote
	□ Ag	genda No	Subject		
		□ (a) The	proxy is entitled to cast the	ne votes on my/our behalf at	its own discretion.
		□ (b) The	proxy must cast the vote	s in accordance with the foll	owing instructions:
			□ Agree	☐ Disagree	□No vote
	□ Ag	genda No	SubjectDirector E	Election (continued)	
	Na	ame of Directo	or		
			☐ Agree	□ Disagree	□No vote
	Na	ame of Directo	or		
			□ Agree	□ Disagree	□No vote
	Na	ame of Directo	or		
			☐ Agree	☐ Disagree	□No vote

Please stamped revenue stamp 20 Baht

(For foreigner shareholder has appointed custodian in Thailand only)

		Writing at	
		Date Month	Year
(1) I am,		Nationality	
Residing at House No.	Road	Sub-district	
District	Province	Zip Code	
In position of owner business as	depository and custo	dian to	
As shareholder of company.		Buriram Sugar Public Company Limited	
total holding of shares	shares	and vote as	vote as follows.
Ordinary shar	eshare	s and vote as	vote
Preference sh	nareshare	s and vote as	vote
(2) Authorized			
(1)		Age	year
Residing at House No	Road	Sub-district	
District	Province	Zip Code	
(2)		Age	year
Residing at House No.	Road	Sub-district	
District	Province	Zip Code	or
(3)		Age	year
Residing at House No.	Road	Sub-district	
District	Province	Zip Code	
Any one of them as n	ny/our proxy to attend	and vote on my/our behalf at 2015 Annual Gel	neral Shareholder
Meeting to be held on 22 April,	2015 at 02.00 p.m. a	at Kamolthip 2-3, The Sukosol Hotel, no. 477 S	i Ayuthaya Road,
Thanon Phaya Thai, Ratchathew	i, Bangkok 10400 or s	such other date, time, and place as may be adjo	ourned.
(3) I was authorized a	attorney is vote acting	me in this meeting as follows.	
☐ Authorized as	all share number wa	s hold and right of vote.	
☐ Partly authoriz	zed		
Ordinary shar	eshare	s and vote as	vote
Preference sh	nareshare	s and vote as	vote
Total right of v	ote		vote
(4) I was authorized a	attorney is vote acting	me in this meeting as follows.	
□ Agenda 1 st To	certify the Minutes	of the Annual General Meeting of Shareho	lders No.2/2014
he	ld on September 15	5, 2014.	
□ (a) T	he proxy is entitled t	o cast the votes on my/our behalf at its own	discretion.
□ (b) T	he proxy must cast	the votes in accordance with the following in	structions:
	☐ Agree	□ Disagree	☐ No vote

☐ Agenda 2 To acknowledge the report of 2014.	on the Company's operating res	ults as at the year
☐ (a) The proxy is entitled to cast	the votes on my/our behalf at its	own discretion.
☐ (b) The proxy must cast the vot	es in accordance with the follow	ving instructions:
☐ Agree	□ Disagree	□ No vote
☐ Agenda 3 rd To certify and approve the December 31, 2014.	ne audited financial statements	s for the year ended
$\hfill\Box$ (a) The proxy is entitled to cast	the votes on my/our behalf at its	own discretion.
$\ \square$ (b) The proxy must cast the vot	es in accordance with the follow	ving instructions:
☐ Agree	□ Disagree	☐ No vote
☐ Agenda 4 th To consider and approve derived from operating result (a) The proxy is entitled to cast	ults for the year ended Decemb	er 31, 2014.
☐ (b) The proxy must cast the vot	es in accordance with the follow	ring instructions:
□ Agree	□ Disagree	☐ No vote
□ Agenda 5 th To consider and approve by rotation. □ (a) The proxy is entitled to cast □ (b) The proxy must cast the vot	the votes on my/our behalf at its es in accordance with the follow	own discretion.
☐ Appointment direc	tor as all group	
☐ Agree	☐ Disagree	☐ No vote
☐ Appointment direct	tor as individual	
Name of director	Mrs. Jirawan Pongpichitkul	
□ Agree	☐ Disagree	☐ No vote
Name of director	Mr. Sirichai Sombutsiri	
☐ Agree	□ Disagree	☐ No vote
Name of director	Mr. Adisak Tangtrongwea	achakit
☐ Agree	☐ Disagree	☐ No vote
☐ Agenda 6 th To consider and approve year 2015.	the determination of director's	remuneration for the
☐ (a) The proxy is entitled to cast	the votes on my/our behalf at its	own discretion.
☐ (b) The proxy must cast the vot	•	
☐ Agree	☐ Disagree	☐ No vote

-	remuneration.	rove the appointment of auditors, a	nd to determine their
□ (a) Tr	ne proxy is entitled to	cast the votes on my/our behalf at its	s own discretion.
	•	e votes in accordance with the follow	
_ (,	☐ Agree	□ Disagree	□ No vote
□ Agenda 8 th T	o consider any other		
		cast the votes on my/our behalf at its	s own discretion
	•	•	
□ (b) Ir		e votes in accordance with the follow	_
	☐ Agree	☐ Disagree	☐ No vote
(5) The proxy's voting f	or any agenda that is n	ot consistent with the intention specifie	ed under this proxy shal
be deemed invalid and shall not			, ,
	_	resolutions in any matters other than	those specified above
including in case there is any am	endment or addition of	any fact, the proxy shall have the right	to consider and vote or
my/our behalf as he/she may dee	em appropriatein all res	pects.	
	Sigr	ned	Grantor
		()
	Sigr	ned	Grantee
		()
	Sigr	ned	Grantee
		()
	Sigr	ned	Grantee
		()
Remark:			
This Proxy form C shall be app custodian share.	ilicable only for the share	eholders who appoint the Custodian in Th	ialland as depository and
(2) The follow document shall be att	tached with this proxy fro	m ·	
		··· · · to sign the proxy from no behalf of the sh	areholder
(0) 0 115 11 11 16 16			

- - (2) Certified letter of Custodian on permission for custodian business.
- (3) The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- (4) In the election of Directors agenda, it is applicable to elect either nominated Directors as a whole or elect individually
- (5) In case there agenda other than the agenda specified, the Additional can be specified in Continuation of Proxy Form C

Attachment Proxy Form C.

A proxy is granted by a shareholder of Buriram Sugar Public Company Limited

For the Annual General Shareholder's Meeting 2015 to be held on 22 April, 2015 at 02.00 p.m. at Kamolthip 2-3, The Sukosol, no. 477 Si Ayuthaya Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400 or such other date, time, and place as may be adjourned.

on my/our behalf at its owr	discretion.
rdance with the following i	nstructions:
] Disagree	□No vote
on my/our behalf at its owr	discretion.
rdance with the following i	nstructions:
☐ Disagree	□No vote
•	
rdance with the following i	nstructions:
□ Disagree	□No vote
on my/our behalf at its owr	discretion.
rdance with the following i	nstructions:
] Disagree	□No vote
continued)	
☐ Disagree	□No vote
1 Disagree	□No vote
2 210ag100	
	on my/our behalf at its own redance with the following in Disagree on my/our behalf at its own redance with the following in Disagree on my/our behalf at its own redance with the following in Disagree on my/our behalf at its own redance with the following in Disagree on my/our behalf at its own redance with the following in Disagree on the following in Disagree ontinued)



Buriram Sugar Public Company Limited

Attachment 13

A map of the meeting venue

At Kamolthip 2-3, The Sukosol,



Direction

MRT	Phetchaburi Station, exit 1. Transit to Airport Rail Link.
BTS	Phaya Thai Station, exit 4
Airport Rail Link	Phaya Thai Station, exit to Phaya Thai road without taking skywalk
Normal Bus	Bus line 29, 34, 54, 59, 72, 74, 77, 163, 187, and 204
Air-conditioned bus	Bus line ac. 29, ac. 36, ac. 59, ac. 77, ac. 140, ac. 183, ac. 187, ac. 204, ac. 503, ac. 529, and
	ac. 536
Car	- For the hotel side, go to Si Ayuthaya road. Go straight via Si Ayuthaya junction without using
	bridge. Or from Victory Monument, go to Phaya Thai road and turn left at Si Ayuthaya junction
	- For opposite of the hotel side, take Si Ayuthaya road and u-turn under bridge at Si Ayuthaya
	junction











Attachment 14

Requistition Form for a printed copy of Annual Report for 2014

To Shareholders of

Buriram Sugar Public Co., Ltd.

Buriram Sugar Public Co., Ltd. would like to kindly inform that any shareholders who wish to receive a printed copy of 2014 Annual Report can send the requisition form by fill in the form clearly and send the form back to the Company within April 30, 2015 for the Company to deliver the report. The Company's contacts are as follow:

• Fax : (02) 216-5823

• Tel. : (02) 216-5820-2 connect 111

• E-mail : companysecretary@buriramsugar.com

Shareholder details

Name (Mr./Mrs./Miss)_			_
Address		Road	
Sub-District	District	Province	
Zip code	Tel	E-mail	
Please mark ✓ in fron	t of preferred method to acqu	uire a copy	
Send to the specific	ed address		
Receive a copy at a	registration of the 2015 AGM	of shareholder	
Receive a copy by	yourself at Buriram Sugar Pu	blic Co., Ltd. 128/77-78 7 th Fl., Phayathai Plaza, Ph	nayatha
Road, Ratchathewi	Bangkok, 10400		





Buriram Sugar Public Company Limited

"Sugar made in farm"



Subsidiaries

Buriram Sugar Factory Co., Ltd. (BSF)

Buriram Sugarcane Research and Development Co., Ltd. (BRD)

Buriram Energy Co., Ltd. (BEC)

Buriram Power Co., Ltd. (BPC)

Key Brand Fertilizer Co., Ltd. (KBF)