



2018

ANNUAL GENERAL

MEETING OF SHAREHOLDERS

Buriram Sugar Public Company Limited

Wednesday 25th April 2018 | Arnoma Room 2-3, 3rd Floor.,
at 10.00 a.m. | Arnoma Hotel Bangkok

No. BRR007/2018

March 14, 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders of Buriram Sugar Public Company Limited

Attachment

1. Copy of the minutes of the 2017 Annual General Meeting of Shareholders held on April 25, 2017 (For consideration of agenda 1)
2. 2017 Annual Report (Digital File) in CD-ROM including consolidated statements of financial position, profit/loss financial statements and statement of comprehensive income (For consideration of agenda 2 and 3)
3. Profiles of the directors proposed for re-election in replacement of the directors retired by rotation, and the 2 additional nominated persons as company directors (For consideration of agenda 7 and 8)
4. Definition of the independent directors and scope of duties of the Board of Directors and the Audit Committee (For consideration of agenda 7 and 8)
5. Profile of the newly appointed auditor (For consideration of agenda 10)
6. Comparison table for amendment to the company's articles of association (For consideration of agenda 11)
7. Company's articles of association concerning to the shareholders' meeting
8. Guidelines of the 2018 Annual General Meeting of Shareholders
 - Necessary documents and evidences for meeting attendance
 - Proxy authorization and method of proxy authorization
 - Voting procedures and votes counting
9. Procedures to attend the 2018 Annual General Meeting of Shareholders
10. Profiles of the proxy independent directors
11. Proxy form A, B and C. (Attachment No.11.1, 11.2 and 11.3 respectively)
12. Map of the meeting venue.
13. Requisition form for a printed copy of 2017 Annual Report

The Board of Directors' Meeting No. 1/2018 of Buriram Sugar Public Company Limited which was held on February 26, 2018 had the resolution to convene the 2018 Annual General Meeting of Shareholders ("AGM") **on Wednesday 25 April 2018 at 10.00 a.m. (Registration time 08.30 – 10.00 a.m.), at Arnoma 2-3 Room, 3rd Floor, Arnoma Hotel Bangkok** which is located at 99 Ratchadamri Road, Pathumwan, Bangkok 10330 to consider the following agenda.

Agenda 1 **To certify the Minutes of the 2017 Annual General Meeting of Shareholders held on Tuesday 25 April, 2017**

Facts and Rationale: The minutes of 2017 Annual General Meeting of Shareholders which was held on Tuesday 25 April, 2017 was completed within 14 days since the meeting date and submitted to the Stock Exchange of Thailand (“SET”) and Ministry of Commerce within legally required period. (Attachment No.1).

Board of Directors’ Opinion: The Board of Directors found that the minutes of 2017 Annual General Meeting of Shareholders had correctly been stated. Thus, The Board of Directors agrees to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the mentioned minutes. The copy of the minutes can be found in Attachment No.1.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution.

Agenda 2 **To acknowledge the report on the company’s operating results for the year 2017**

Facts and Rationale: The Company summarized the performance and importance changes of the year 2017 that are disclosed in the 2017 annual report which has been delivered in CD-ROM included in the invitation letter as Attachment No.2.

Board of Directors’ Opinion: The Board of Directors found that it appropriates for the meeting to acknowledge the operating results in 2017.

Required Voting: Voting for this agenda is not required.

Agenda 3 **To certify and approve the audited financial statements for the year ended on December 31, 2017**

Facts and Rationale: The Board of Directors has provided financial statement of the company for the year ended December on 31, 2017 which has been audited by the certified public accountant to propose to the 2018 Annual General Meeting of Shareholders to consider and approve in conformance with the Section 112 of Public Company Limited Act, B.E. 2535 (Attachment No.2).

Board of Directors’ Opinion: The Board of Directors found that it appropriates for the meeting to consider and approve the financial statements of the company for the year ended on December 31, 2017, which has been audited by the certified public accountant of PricewaterhouseCoopers ABAS Ltd. and approved by the Audit Committee. The summary of the company's financial statements are stated in the next page.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution.

Financial Statements

				Unit: Million Baht	
Financial Statements	2015	2016	2017	Increase (Decrease)	Change (%)
P/L Statement				2016 and 2017 Comparison	
Revenue from Sales and Services	3,430.39	4,579.21	5,772.86		
- Sugar	3,072.30	3,445.60	4,266.61		
- Molasses	358.09	283.60	437.44		
- Electricity	279.00	383.81	492.14		
- Others	517.26	466.21	576.68		
Other Revenues	69.20	106.32	155.31		
Total Revenue	4,295.85	4,685.53	5,928.18	1,242.65	26.52
Total Expenses	4,023.50	4,572.21	5,402.76	830.55	18.17
Net Profit	272.35	113.32	525.41	412.09	363.65
Financial Position					
Current Assets	1,997.05	2,096.05	2,655.50		
Total Assets	6,764.48	7,226.86	9,232.74	2,005.88	27.76
Liabilities	4,638.30	5,134.09	6,760.20	1,626.12	31.67
Shareholders' Equity	2,126.18	2,092.77	2,472.54	379.76	18.15
Financial Ratio					
Current Ratio (times)	0.79	0.51	1.04		
Debt to Equity Ratio (times)	2.18	2.45	2.73		
Gross Profit Margin (%)	21.41	16.61	22.86		
Net Profit Margin (%)	7.94	2.47	9.15		
Return On Assets (%)	4.03	1.57	5.69		
Return On Equity Ratio (%)	12.81	5.41	21.25		
Earnings Per Share	0.40	0.17	0.65		
Dividend Per Share	0.22	0.22	0.45		
Dividend Payout Ratio on Net Profit (%)	55.00	130.71	69.55		

Agenda 4 **To consider and approve the appropriation of net profit as the legal reserve and dividend payment from the operating results for the year ended December 31, 2017**

Facts and Rationale: According to Section 116 of the Public Limited Company Act, the public limited company has allocated the one amount of annual net profit as the legal reserve which is not less than 5% of annual net profit after deducting by the accumulated deficit brought forward (if any) until this reserve shall not less than 10% of the registered capital, except for any other regulations of the company or laws that require more amount of reserve allocation. In addition, the reserve allocation of the company has not been in compliance with the laws; therefore, the company has allocated **the legal reserve in 2018 with the amount of 12,079,525 Baht** from the net profit of the operating results for year ended on December 31, 2017 of the separate financial statements.

Moreover, the dividend policy of the company defines that the company shall pay the annual dividend not less than 50% of the net profit after deduction of corporate income tax and legal reserve allocation. Nevertheless, the company can decrease the dividend payout as mentioned ratio depending on the operating results, financial statements, financial liquidity of the company, and the need to expand the business of the company, and to be used as the working capital in business operations. Therefore, the dividend payment from the net profit on the consolidated financial statements for the operating result of 2017 to the company's shareholders for 812,099,845 ordinary shares at the rate of 0.45 Baht per share, totaling 365,444,930.25 Baht or equivalent to 70.05% of the net profit of the consolidated financial statements, which is in compliance with the company's dividend payment policy. The dividend payment detail is as follows:

- On September 8, 2017, the company paid the interim dividends to the shareholders at the rate of 0.15 Baht per share, totaling 121,814,976.75 Baht.
- **Proposal for the annual dividend payment at the rate of 0.30 Bath per share** is derived from the company's earnings with the corporate income tax exemption (BOI) at the rate of 0.038 Baht per share, and the dividend payment drawn from the company's earnings is subject to 20% of the corporate income tax at the rate of 0.262 Baht per share. Thus, **the total dividend payment is 243,629,953.50 Baht.**

Hence, **the record date** of the share register book for the right to receive dividend on **May 8, 2018**, and **the dividend payment will be made on May 24, 2018** (within 1 month from the date of shareholders' meeting).

Board of Directors' Opinion: The Board of Directors considered and approved to propose to the shareholders' meeting in order to consider and approve this agenda which is the appropriation of net profit as the legal reserve and the appropriation of the net profit for the additional dividend payment from 2017 operating results at the rate of 0.30 Baht per share, accounted by 243,629,953.50 Baht, or equivalent to

46.37% of the net profit on the consolidated financial statements as mentioned in the above facts and rationale. Thus, the summarized comparison on the dividend payment is as follows:

The summarized comparison on the annual dividend payment in 2015, 2016, and 2017

Details	2015	2016	2017	
			Interim	Annual
1. Net profit from the consolidated financial statements (Million Baht)	272.35	- Net profit: 113.32* - Retained Earnings Before Dividend Payout: 729.47*	525.41	
2. Number of shares (Million Shares)	676.75	676.75	812.09	
3. Dividend per Share (Baht per Share)	0.22	- Stock Dividend Payout: 0.2000 (5 existing shares per 1 new share) - Cash Dividend Payout: 0.022222222222**	0.15	0.30
4. Total dividend payment (Million Baht)	148.89	150.38	121.81	243.63
5. Dividend Payout Ratio on Net Profit (%)	54.67%	130.71%	70.05%	
6. The dividend payment is whether in compliance with the dividend policy of the company	In compliance with the company's dividend policy			

Remark: *In 2016, the dividend payment derived from the net profit on the consolidated financial statements and retained earnings of the company.

**In 2016, the total dividend was subject to withholding tax at the rate as required by law, which is responsible by the company.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution.

Agenda 5 **To consider and approve the decrease of the company's registered capital of 812,100,000 Baht to the new registered capital of 812,099,845 Baht by decreasing the remaining shares from allocation of the additional common stock to facilitate the stock dividend payment**

Facts and Rationale: Due to the remaining shares from the allocation of the additional common stock to facilitate the stock dividend payment totaling 155 shares at par value of 1 Baht from the allocation of the common stock dividend payment on May 24, 2017. Thus, the Board of Directors has considered proposing at the meeting of shareholders to approve the decrease of the company's registered capital of 812,100,000 Baht to the new registered capital of 812,099,845 Baht by decreasing the remaining 155 shares at par value of 1 Baht. Such decrease of the company's registered capital is deemed as appropriate because the company had completely allocated the

stock dividend payment to the shareholders, and there is no significant impact on the company and the right of shareholders.

Board of Directors' Opinion: The Board of Directors considered and approved to propose to the shareholders' meeting in order to consider and approve the decrease of the company's registered capital in part remaining from the stock dividend allocation in the amount of 155 shares at the par value of 1 Baht, totaling 155 Baht as follows:

Details	Number of Shares	Registered Capital (Baht)	Par Value (Baht)
Stock dividend allocation	135,350,000	812,100,000	1
Actual stock dividend allocated and paid	135,349,845	-	1
Decrease of remaining stock dividends	155	812,099,845	1

Required Voting: *Not less than three-fourths (3/4) of the votes* of the shareholders who attend the meeting and have the right to vote would be deemed as a resolution.

Agenda 6 **To consider and approve the amendment of Clause 4 upon the registered capital of the company's Memorandum of Association to be in accordance with the decrease of the company's registered capital**

Facts and Rationale: To comply with the decrease in the company's registered capital, it is required to amend the Memorandum of Association of the company in accordance with the law, the Board of Directors considers proposing at the meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association upon the registered capital as follows:

“Clause 4. Registered Capital of 812,099,845 Baht (Eight Hundred Twelve Million, Ninety-Nine Thousand, Eight Hundred Forty-Five Baht)

Divided into 812,099,845 Shares (Eight Hundred Twelve Million, Ninety-Nine Thousand, Eight Hundred Forty-Five Shares)

At the Par Value of 1 Baht (One Baht)

Classified as

Ordinary Shares of 812,099,845 Shares (Eight Hundred Twelve Million, Ninety-Nine Thousand, Eight Hundred Forty-Five Shares)

Preference Shares of - Shares (-)”

Hence, the Board of Directors shall propose at the shareholders' meeting to authorize the Board of Directors or any person assigned by the Board of Directors, to have power to perform any acts related to the amendment to the memorandum of association in case the registrars of public limited company and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Clause 4 of the company's Memorandum of Association upon the registered capital and other matter for the purpose of completing the amendment as mentioned including but not limited to the document preparation, the authorized signing, the submission and/or the requisition and other relevant document preparation, and coordinating with Department of Business

Development, Ministry of Commerce, governmental agencies and other governmental or private sections for the mentioned matter, and so on.

Board of Directors' Opinion: The Board of Directors considered and approved to propose at the shareholders' meeting in order to consider and approve to make the amendment to Clause 4 upon the registered capital of Memorandum of Association of the company in accordance with the decrease of the registered capital, including to authorize the Board of Directors or any person assigned by the Board of Directors to have power to perform any acts as proposed in line with facts and rationales as mentioned above.

Required Voting: *Not less than three-fourths (3/4) of the votes* of the shareholders who attend the meeting and have the right to vote would be deemed as a resolution.

Agenda 7 **To consider and approve the reappointment of directors whose term have expired in the year of 2018**

Facts and Rationale: According to Public Company Limited Act, B.E. 2535, Section 71 and the Company's 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. 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 maybe re-elected.

This year, there are three directors whose terms have expired as follows:

1. Mr. Sirichai Sombutsiri
Director (Independent Director) and Member of the Audit Committee
2. Mrs. Jirawan Pongpichitkul
Director, Executive Director, Member of the Risk Management Committee, and Director who is the executive of the company and its subsidiaries, and Authorized Director
3. Mr. Adisak Tangtrongweachakit
Director, Executive Director, Member of the Risk Management Committee, Member of the Corporate Governance Committee, Member of the Remuneration and Compensation Committee, and Director who is the executive of the company and its subsidiaries, and Authorized Director

Thus, the criteria of director nomination is considered and approved by the Nomination and Compensation Committee and the Board of Directors by selecting the persons who possess the knowledge and experience concerning to the company's business, accounting and finance including the qualification in accordance with Public Company Limited Act, B.E. 2535 and notification of the Securities and Exchange Commission and the Capital Market Supervisory Board, as well as related notification of the Stock Exchange of Thailand.

In addition to the nomination of independent directors in accordance with the criteria as mentioned above, the definition of the independent director is also considered. The detail is disclosed in Attachment 4.

Nevertheless, the company had provided the opportunity to all shareholders to nominate qualified persons to be elected as a director in accordance with terms and conditions to nominate persons to be elected as director which has been disclosed on the company's website since November 1, 2017 – January 31, 2018. However, there was no any proposal of director nomination submitted to the company, which has already been notified at the Board of Directors' meeting.

Thus, the Board of Directors has considered and approved to reappoint the 3 directors who have retired by rotation: Mr. Sirichai Sombutsiri, Mrs Jirawan Pongpichitkul, and Mr. Adisak Tangtrongweachakit to be directors for another term.

Board of Directors' Opinion: The Board of Directors, excluding those who may have conflict of interest in this agenda item, has considered and found it appropriates for the meeting to consider and approve the appointment of the 3 directors who have retired by rotation to continue their terms as the directors of the company with details as follows:

1. Mr. Sirichai Sombutsiri
(Possesses knowledge and experiences of accounting and finance)
Proposed to be Director, Independent Director and Member of the Audit Committee
2. Mrs. Jirawan Pongpichitkul
(Possesses knowledge and experiences of raw materials management and agricultural business)
Proposed to be Director (Authorized Director and Member of Sub-Committees: Executive Director, Member of the Risk Management Committee, and executive of the company and subsidiaries)
3. Mr. Adisak Tangtrongweachakit
(Possesses knowledge and experiences of energy business)
Proposed to be Director (Authorized Director and Member of Sub-Committees: Executive Director, Member of the Risk Management Committee, Member of the Corporate Governance Committee, Member of the Remuneration and Compensation Committee, and executive of the company and subsidiaries)

Hence, the Board of Directors and Nomination and Compensation Committee excluded the directors who have conflict of interest in this agenda commented that 3 directors whose term has expired in the year 2018 possess the knowledge and ability as well as the experiences that shall generate the benefits on the business operation of the company, consider the previous operating results and give the comments in order to develop the company including perform the other relevant business in scope of duties and responsibility of the director appropriately and qualified by the regulation of the Public Company Limited Act, and no characteristics prohibited by the Securities and Exchange Commission. Additionally, the Board of Directors agreed that the nominated person serving as an independent director whose name is Mr. Sirichai Sombutsiri possessing the qualification in line with the definition of the independent director, and can give comments and opinions independently and in compliance with the relevant criteria as specified. Moreover, such person does not hold office as a

director or an executive in other business that may cause a conflict of interest, or is deemed as a competitive business against the company.

Hence, the profiles of the persons who are nominated as directors are shown in Attachment No.3, and scope of authorities and responsibilities of the Board of Directors and Audit Committee including the definition of the independent director of the company are shown in Attachment No. 4.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution. The director who has conflict of interest in this agenda will not participate in voting and the share(s) of the aforementioned director will be removed from the vote-counting calculation base.

Agenda 8 **To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors**

Facts and Rationale: Due to the company's business growth and a variety of professional skills and expertise for the Board of Directors' composition and structure, the Board of Directors has considered and found it appropriate for the meeting to consider the 2 additional nominated persons as directors with the reorganization of the Board of Directors from 9 persons to 11 persons. Thus, the nominated persons are proposed to serve as directors as follows:

1. Mr. Schitt Laowattana
(Possesses knowledge and experiences of engineering and technology for development of the agricultural business and other businesses of the company with up-to-date innovations as well as enhancement of the good corporate governance)
Appointed as a director who is an independent director
2. Mr. Vichate Tantiwanich
(Possesses knowledge and experiences of economics of finance and fiscal economics, banking and marketing)
Appointed as a director who is an independent director

Such nominated persons to serve as directors, who are independent directors, have been considered and approved under the nomination criteria by the Nomination and Compensation Committee and the Board of Directors. Consequently, they possess the knowledge and ability as well as the experiences that shall generate the benefits on the business operation of the company, and proper qualifications, and no characteristics prohibited by the Public Company Limited Act B.E. 2535, and any amendments thereto, the Securities and Exchange Act B.E. 2535, and any amendments thereto, and relevant regulations.

In addition, the 2 persons' qualifications are in line with the company's definition of the independent directors; therefore, they can give comments and opinions independently and in compliance with the relevant criteria as specified. Moreover, such persons do not hold office as directors or executives in other business that may cause a conflict of interest, or is deemed as a competitive business against the company.

Thus, the profiles of the persons who are nominated as directors are shown in Attachment No.3, and scope of authorities and responsibilities of the Board of Directors including the company's definition of the independent directors are shown in Attachment No. 4.

In order to comply with the reorganization of the Board of Directors as mentioned above, the Board of Directors considered and approved to propose at the shareholders' meeting in order to consider and approve the change of the number of the Board of Directors in compliance with the Company Affidavit as follows:

From:

“2. The Company has 9 Directors, namely:

- | | |
|--------------------------------|------------------------------------|
| 1. Mr. Anant Tangtongwechakit | 2. Mrs. Wanphen Punyaniran |
| 3. Mrs. Jirawan Pongpichitkul | 4. Miss Chittima Tangtrongwechakit |
| 5. Mr. Sarit Tangtrongwechakij | 6. Mr. Adisak Tangtrongweachakit |
| 7. Mr. Prachuab Chaiyasan | 8. Mrs. Seenual Tasanapant |
| 9. Mr. Sirichai Sombutsiri” | |

To:

“2. The Company has 11 Directors, namely:

- | | |
|--------------------------------|------------------------------------|
| 1. Mr. Anant Tangtongwechakit | 2. Mrs. Wanphen Punyaniran |
| 3. Mrs. Jirawan Pongpichitkul | 4. Miss Chittima Tangtrongwechakit |
| 5. Mr. Sarit Tangtrongwechakij | 6. Mr. Adisak Tangtrongweachakit |
| 7. Mr. Prachuab Chaiyasan | 8. Mrs. Seenual Tasanapant |
| 9. Mr. Sirichai Sombutsiri | 10. Mr. Schitt Laowattana |
| 11. Mr. Vichate Tantiwanich” | |

The change of the number of the Board of Directors does not influence on the authorized signatures on behalf of the company because the directors No.1 – No.6 are still the authorised signatories with 2 of the 6 directors who have authority to sign jointly with the affixation of the company's seal.

In addition, the Board of Directors shall propose at the shareholders' meeting to authorize the Board of Directors or any person assigned by the Board of Directors, to have power to perform any acts related to the amendment in the application form upon the change of the number of the Board of Directors as mentioned above and the Company Affidavit in case the registrars of public limited company and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the number of the Board of Directors, and other matter for the purpose of completing the amendment as mentioned including but not limited to the document preparation, the authorized signing, the submission and/or the requisition and other relevant document preparation, and coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections for the mentioned matter, and so on.

Board of Directors' Opinion: The Board of Directors has considered and found it appropriate for the meeting to consider and approve the reorganization of the Board of

Directors from 9 persons to 11 persons by nominating 2 persons to serve as the company's directors, including to authorize the Board of Directors or any person assigned by the Board of Directors to have power to perform any acts as proposed in line with the above-mentioned facts and rationale.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution.

Agenda 9 **To consider and approve the remuneration of directors and sub-committees for the year 2018**

Facts and Rationale: The Nomination and Compensation Committee had defined the remuneration for directors and sub-committees appropriately in accordance with the duties and responsibilities as assigned which shall comply with the overview performance and operating results of the company and compare to the similar business types of other companies and propose to the Board of Directors to consider and approve. The 2018 annual remuneration for directors and 3 sub-committees namely Audit Committee, Risk Management Committee and Executive Committee shall be paid with the same criteria in term of monthly compensation and annual bonus, and the amount of compensation is equivalent to the year 2017. Besides such cash compensation, there is no other type of compensation proposed such as meeting allowance, welfares or other benefits to the directors and sub-committees.

Regarding the 2 sub-committees: Corporate Governance Committee, and Remuneration and Compensation Committee, the Board of Directors has considered the sub-committees' performance on the previous year, and found it appropriate to propose at the meeting for the remuneration in type of a meeting allowance. Besides such cash remuneration, there is no other type of compensation proposed, no annual bonus, as well as welfares or other benefits.

Moreover, this will be proposed to be effective in the year of 2018 onwards, or until the resolution to change approved by the shareholders.

Board of Directors' Opinion: The Board of Directors has found it appropriate for the meeting to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2018 *excluded the remuneration of directors in subsidiaries* in the amount not exceeding 8,000,000 Baht per year. The remuneration shall be effective in the year of 2018 onwards, or until the resolution to change approved by the shareholders in accordance with the Board of Directors' consideration on the criteria and conditions for such remuneration.

Required Voting: The resolution on this agenda is required to be approved by *not less than two-thirds (2/3) of the votes* of the shareholders attending the meeting.

The remuneration of the directors and 3 sub-committees; Audit Committee, Executive Committee and Risk Management Committee for the year 2018 (as proposed) is the same rate as 2017's as follows:

Board/Committee	2017		2018 (as proposed)	
	Remuneration (Baht/Month)	Annual Bonus (Baht)	Remuneration (Baht/Month)	Annual Bonus (Baht)
Chairman of Board of Directors	15,000	400,000	15,000	400,000
Directors	10,000	150,000	10,000	150,000
Chairman of Audit Committee	15,000	150,000	15,000	150,000
Member of Audit Committee	10,000	100,000	10,000	100,000
Chairman of Risk Management Committee	15,000	150,000	15,000	150,000
Member of Risk Management Committee	10,000	100,000	10,000	100,000
Chairman of Executive Committee	15,000	150,000	15,000	150,000
Member of Executive Committee	10,000	100,000	10,000	100,000

Remark: Besides such cash compensation mentioned above, there is no other type of compensation proposed such as meeting allowance, welfares or other benefits.

The 2018 meeting allowance rate is proposed for the 2 sub-committees; Corporate Governance Committee and Nomination and Compensation Committee as follows:

Committee	2017	2018 (as proposed)
	All Types of Remuneration/ Annual Bonus/ Welfares/ Other Benefits	Meeting Allowance (Baht/Time)
Chairman of Corporate Governance Committee	No Remuneration	15,000
Member of Corporate Governance Committee	No Remuneration	10,000
Chairman of Nomination and Compensation Committee	No Remuneration	15,000
Member of Nomination and Compensation Committee	No Remuneration	10,000

Remark: Besides the remuneration in type of the meeting allowance, there is no other type of compensation proposed, no annual bonus, as well as welfares or other benefits.

The projection of remuneration for each director for the year 2018

Name of Directors	Position	Remuneration (Baht)		
		2016	2017	2018 (as proposed)
1.Mr. Prachuab Chaiyasan	Chairman of the Board of Directors (Independent Director)/ Chairman of Audit Committee	910,000	910,000	910,000
2.Mr. Anant Tangtongwechakit	Director/ Chairman of Executive Committee/ Chairman of Risk Management Committee	930,000	930,000	930,000
3.Mrs. Wanphen Punyaniran	Director	270,000	270,000	270,000
4.Mrs. Jirawan Pongpichitkul	Director/ Executive Committee Member/ Risk Management Committee Member	710,000	710,000	710,000
5.Miss Chittima Tangtrongwechakit	Director/ Executive Committee Member/ Risk Management Committee Member/ Corporate Governance Committee Member/ Nomination and Compensation Committee Member	710,000	710,000	770,000
6.Mr. Sarit Tangtrongwechakij	Director/ Executive Committee Member/ Risk Management Committee Member	710,000	710,000	710,000
7.Mr. Adisak Tangtrongweachakit	Director/ Executive Committee Member/ Risk Management Committee Member/ Corporate Governance Committee Member/ Nomination and Compensation Committee Member	710,000	710,000	770,000
8.Mrs. Seenual Tasanapant	Director (Independent Director)/ Audit Committee Member/ Chairman of Corporate Governance Committee/ Chairman of Nomination and Compensation Committee	490,000	490,000	580,000
9.Mr. Sirichai Sombutsiri	Director (Independent Director)/ Audit Committee Member	490,000	490,000	490,000
10.Mr. Schitt Laowattana	Director (Independent Director)	-	-	770,000
11.Mr. Vichate Tantiwanich	Director (Independent Director)	-	-	770,000
Total		5,930,000	5,930,000	7,680,000

- Remark: 1. In 2018, the remuneration projected for the Corporate Governance Committee and Nomination and Compensation Committee is calculated by the meeting allowance of 3 meetings per year without annual bonus.
2. The 2018 remuneration is higher than the previous year due to the increase in number of the Board of Directors who may further serve as directors in sub-committees and the meeting allowance for the Corporate Governance Committee and Nomination and Compensation Committee.
3. The persons in No. 10 and No. 11 are nominated as directors in 2018, which is proposed at the shareholders' meeting. Both of them may be further appointed as directors in sub-committees.

Agenda 10 To consider and approve the appointment of auditors, and determination of auditors' remuneration for the year 2018

Facts and Rationale: According to the company's Articles of Association No. 35 (5) and Section 120 of Public Company Limited Act, B.E. 2535, the appointment of auditors and their annual remuneration shall generally be defined in Annual General Meeting of Shareholders. Thus, Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174, was the main auditor performing duties for 7 consecutive years since 2011 – 2017. Accordingly, Federation of Accounting Professions Regulations (Article 19) concerning to the Ethics of Accountants Professional Act B.E. 2553 defines that the primary auditor can perform the duties for not more than 7 years in case of public limited company which has lots of stakeholders and can return to perform as an auditor after two years of the period of first seven years.

Therefore, the company shall propose to the shareholders' meeting to consider for the appointment of the certified public accountants from PricewaterhouseCoopers ABAS Ltd. as the company's auditors for the year 2018. The Audit Committee has already considered the auditor's qualifications, independence, appropriateness, duty and responsibility. The nominated auditors have no relationship or interest with the company, its subsidiaries, executives, major shareholders or related to such person in any way. The auditors' names are as follows. (The profile of the primary auditor stated in the Attachment No.5)

Name	Certified Public Accountant No.	Performance Period
1. Mr. Sa-Nga Chokenitisawat and/or	11251	-
2. Mr. Boonrueng Lerdwiseswit and/or	6552	-
3. Mr. Pongthavee Ratanakoses	7795	-

Remark: In the event that the above-mentioned auditors are not able to perform the duty, PricewaterhouseCoopers ABAS Ltd. shall appoint other auditors from PricewaterhouseCoopers ABAS Ltd. to perform as the company's auditors instead.

Board of Directors' Opinion: The Board of Directors and Audit Committee agreed to propose to shareholder meeting in order to consider and approve to appoint Mr. Sa-Nga Chokenitisawat, Certified Public Accountant No. 11251 and/or Mr. Boonrueng Lerdwiseswit, Certified Public Accountant No. 6552 and/or Mr. Pongthavee Ratanakoses, Certified Public Accountant No. 7795 from PricewaterhouseCoopers ABAS Ltd. as auditors of the company and its subsidiaries (the company and its subsidiaries use auditing service from the same auditing firm) for the fiscal year 2018. Regarding these above auditors are independent and appropriate as well as have neither conflict of interest nor relationship with the company and its subsidiaries, executives, major shareholders or related to such person in any way. Therefore, there are 2 types of audit remuneration of the company and its subsidiaries: (1) the remuneration for normal accounting system is determined not exceeding the amount of 4,718,000 Baht per year, and (2) the remuneration with SAP

implementation (SAP B1) is determined not exceeding the amount of 5,410,000 Baht per year as the following details:

Unit: Baht/Year

List	2018(SAP B1) (as proposed)	2018 (as proposed)	2017 (without SAP B1 implementation)
Audit fee of the Company	1,500,000	1,190,000	1,190,000
Audit fee of subsidiaries	3,910,000	3,528,000	3,408,000
Non-Audit Fee - Out of Pocket Expenses for the Company - Out of Pocket Expenses for Subsidiaries - Service Fee for reviewing the documents of projects such as transactions and the financial statements of the first quarter in 2017 of Buriram Energy Company Limited and Buriram Power Company Limited for the reference to establish the Buriram Sugar Group Power Plant Infrastructure Fund (BRRGIF)	N/A	N/A	1,429,428
Total	5,410,000**	4,718,000	6,027,428

Remark: *9 Subsidiaries of the Company which are Buriram Sugar Factory Company Limited, Buriram Sugarcane Research and Development Company Limited, Buriram Energy Company Limited, Buriram Power Company Limited, Key Brand Fertilizer Company Limited, Buriram Power Plus Company Limited, Chamni Sugar Factory Company Limited, Buriram Sugar Capital Company Limited, and Sugarcane Ecoware Company Limited.

The total auditors' remuneration for the year 2018 with SAP B1 implementation is **decreased due to the miscalculation at the notification of the Board of Directors' resolution on February 26, 2018.

The proposed audit fee of the company in 2018 are the same as the audit fee in 2017 with the amount of 1,190,000 Baht for the normal accounting system, and 1,500,000 Baht for the new accounting system or SAP B1. However, the audit fee of its subsidiaries is increased due to the business growth and investment derived from the 1 additional subsidiary in 2018 namely Sugarcane Ecoware Company Limited. Thus, the audit fee of 9 subsidiaries in 2018 is 3,528,000 Baht for the normal accounting system and 3,910,000 Baht for the new accounting system or SAP B1.

The reason for proposing 2 types of audit fees is that the company has planned to apply SAP B1 in accounting and finance database management of Buriram Sugar Group in 2017 which is currently in progress of go-live test. If the company can apply SAP B1 to manage the database as mentioned in 2018, the audit fee shall be increased due to the fact that the company requires the specialists to consider and control the system at the first stage to analyze whether SAP B1 can reduce problems occurred by the old accounting system with the complete data.

Therefore, the total audit fees of both the company and 9 subsidiaries are accounted by 4,718,000 Baht for the normal accounting system, and 5,410,000 Baht for the new accounting system or SAP B1. Nevertheless, the audit fees of the company and its subsidiaries are excluded out-of- pocket expenses, taxes and other service fees. The

out-of-pocket expenses shall be included the travelling fee, accommodation fee, telecommunication fee, postage fee, copy fee which are calculated as the actual expenses.

Accordingly, the Board of Directors and Audit Committee agreed to propose to the shareholders' meeting for the audit fees of both normal accounting system and new accounting system or SAP B1 as mentioned above.

Required Voting: The majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution.

Agenda 11 **To consider and approve the amendment to Article 23 and Article 27 of the company's articles of association**

Facts and Rationale: Due to the announcement of the National Council for Peace and Order No. 74/2557 announced on the date 27th June 2014 with regard to the meeting and conference via electronic means indicating that any meeting required by law to be held, apart from the method specified by law, the meeting can be held via electronic means. Thereafter, on 23rd September 2016, the Department of Business Development issued its clarification for public limited companies; if the conference or meeting is required to be held, such matter shall be indicated in the Articles of Associations of public limited companies.

In addition, the Public Limited Company Act B.E. 2535 (1992) in Section 100 is amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 on amendments of laws to facilitate the ease of doing business. Thus, such amendments to Article 23 and Article 27 of the company's Articles of Association are proposed at the meeting with details stated in the Attachment No. 6.

In addition, the Board of Directors has proposed to authorize directors or any person assigned by the Board of Directors, to have power to perform any acts related to the amendment of the Articles of Association in case the registrar of public limited company and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Article 23 and Article 27 of the company's Articles of Association and other business for the purpose of completing the amendment as mentioned including but not limited to the document preparation, the authorized signing, the submission and/or requisition, and other relevant document preparation, and coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections for the mentioned matter, and so on.

Board of Directors' Opinion: The Board of Directors agreed to propose to the meeting to consider and approve the amendment to Article 23 in line with the announcement of the National Council for Peace and Order No. 74/2557 with regard to the meeting and conference via electronic means, and for the convenience to conduct the Board of Directors' meeting, and Article 27 in compliance with the Public Limited Company Act B.E. 2535 (1992) in Section 100 amended by the Order of the Head of the National Council for Peace and Order No. 21/2560, and also authorize the Board of Directors or any person assigned by the Board of Director to have power to perform

any acts related to the amendments to the Articles of Association as proposed in facts and rationale.

Required Voting: *Not less than three-fourths (3/4) of the votes* of the shareholders who attend the meeting and have the right to vote would be deemed as a resolution.

Agenda 12 **To consider any other matter (if any)**

You are cordially invited to attend 2018 Annual General Meeting of Shareholders at the specified date, time and venue as indicated. The company will conduct the meeting according to the company's Articles of Association which related to the shareholders meeting (Attachment No.7) and the meeting procedures (Attachment No.9). Nevertheless, kindly be informed that the shareholders should prepare the required documents for the shareholders' meeting as detailed in the regulations for 2018 Annual General Meeting of Shareholders (Attachment No. 8)

In addition, would you like to appoint a representative to attend and vote at the meeting on your behalf, please complete the proxy form A or B (Attachment No.11.1 and 11.2) and consign to the company before attending the meeting. Besides, form C (Attachment No.11.3) is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares. In case you are unable to attend 2018 Annual General Meeting of Shareholders, you are eligible to appoint the independent director to attend and vote at the meeting on your behalf by completing the proxy form B (Attachment No.11.2). For your consideration, the company also provides the profiles of the proxy independent directors (Attachment No.10).

Furthermore, the company also attaches the map of the meeting venue in the Attachment No.12, and the requisition form for printed copy of 2017 Annual Report in Attachment No.13.

The record date for shareholders entitled to 2018 Annual General Meeting of Shareholders is March 14, 2018.

Respectfully Yours,



(Mr. Prachuab Chaiyasan)

Chairman of the Board of Directors
Buriram Sugar Public Company Limited

Attachment No. 1
For Consideration of Agenda 1

Copy of Minutes of 2017 Annual General Meeting of Shareholders
held on April 25, 2017

Minutes of 2017 Annual General Meeting of Shareholders
Buriram Sugar Public Company Limited
Tuesday 25 April 2017, 10.00 a.m.
At 3rd Floor, Arnoma 2-3, Arnoma Hotel, Bangkok

Date, time, and venue

The meeting was held on Tuesday 25 April 2017, 10.00 a.m. at 3rd Floor, Arnoma 2-3, Arnoma Hotel Bangkok 99 Ratchadamri Road, Pathumwan, Bangkok 10330

Meeting Attendance Directors

- | | | | |
|----|---------------|--------------------|---|
| 1. | Mr. Prachuab | Chaيسان | Chairman of the Board of Directors,
Independent Director
and Chairman of the Audit Committee |
| 2. | Mrs. Seenual | Tasanapant | Independent Director, Audit Committee,
Chairman of Corporate Governance
Committee and
Chairman of Nomination and Remuneration
Committee |
| 3. | Mr. Sirichai | Sombutsiri | Independent Director and Audit Committee |
| 4. | Mr. Anant | Tangtongwechakit | Director, Chief Executive Officer, Chairman of
Risk Management Committee and
Managing Director |
| 5. | Mrs. Jirawan | Pongpichitkul | Director, Executive Director and
Risk Management Committee |
| 6. | Miss Chittima | Tangtrongwechakit | Director, Executive Director, Risk Management
Committee, Corporate Governance Committee
and Nomination and Remuneration Committee |
| 7. | Mr. Adisak | Tangtrongweachakit | Director, Executive Director, Risk Management
Committee, Corporate Governance Committee
and Nomination and Remuneration Committee |

Meeting Absence Directors

- | | | | |
|----|--------------|-------------------|---|
| 1. | Mrs. Wanphen | Punyaniran | Director |
| 2. | Mr. Sarit | Tangtrongwechakit | Director, Executive Director and
Risk Management Committee |

Meeting Attendance Executives

- | | | | |
|----|-----------------|------------------|---|
| 1. | Mr. Yanyong | Kittitachpongorn | Deputy Managing Director in Production
(Buriram Sugar Factory Co., Ltd.) |
| 2. | Mr. Pattarapong | Pongsawasdi | Deputy Managing Director in Investor Relations, |

- | | | |
|--------------|--------------|--|
| 3. Mr. Pitak | Chaosoun | International Affair and Industrial Policy
Deputy Managing Director in Finance and
Operation |
| 4. Mr. Adul | Suravadhikul | Senior Assistant Managing Director in
Financial Management |

Meeting Attendance Associates

- | | | |
|--|---------------|--|
| 1. Mr. Prasit | Yuengsrikul | Auditor from PricewaterhouseCoopers ABAS
Ltd. |
| 2. Miss Nantarat | Techapantukul | Auditor from PricewaterhouseCoopers ABAS
Ltd. |
| 3. Miss Panida | Wongsriyanon | Independent Legal Advisor from LS Horizon
Co., Ltd. |
| 4. Mrs. Wantana | Pethlerkwong | Financial Advisor from Maybank Kim Eng
Securities (Thailand) Public Company Limited |
| 5. Mr. Termpong | Prongdong | Attorney from Baker & McKenzie Company
Limited |
| 6. Mr. Santor | Muttakul | Underwriter from Bangkok Bank Public
Company Limited |
| 7. Miss Patcharee | Kosanam | Company Secretary (performed as secretary of
the Meeting) |
| 8. Company Officers | | Responsible for facilities preparation and
meeting arrangement |
| 9. OJ International Co., Ltd. officers | | Responsible for registration and vote counting
via barcode system |

Beginning of the Meeting

Miss Patcharee Kosanam, the Company secretary, performed as a host of the Meeting, introduced Board of Directors, Executives, auditor, financial advisor, legal advisor and underwriter as well as the company which was responsible for registration and vote counting via barcode system. Buriram Sugar Public Company Limited (“the Company”) recorded audio and video to ensure evidence.

In order to promote the good corporate governance and the awareness of shareholders' rights, the Company had posted an announcement via the Stock Exchange of Thailand (“SET”) portal system and the Company's website during November 1, 2016 to January 31, 2017 which is for the period of 3 months for inviting shareholders to propose additional agenda and/or to nominate qualified persons to be elected as directors in compliance with the Company's criteria as indicated before sending the Meeting invitation to shareholders. However, there are no shareholders who proposed any other agendas and nominated any persons to be elected as directors to the Company. In addition, these matters had been informed Board of Directors already.

The Company had uploaded the Meeting invitation on its website and published the news via the SET Portal system since March 30, 2017 and sent the invitation to shareholders before the Meeting date not less than 14 days to have shareholders understand the agendas before the Meeting date sufficiently.

The record date for shareholders entitled to attend the Meeting was on March 13, 2017 and the closing date for share registration to gather shareholders' names was on March 14, 2017 in accordance with Section 225 of the Securities and Securities Exchange Act B.E. 2535. There were 3,068 shareholders who were entitled to attend the Meeting with 676,750,000 total shares consisted of Thai shareholders 3,063 persons with 672,880,699 shares accounted for 99.43% and 5 international shareholders with 3,869,301 shares accounted for 0.57%.

In the Meeting, there were shareholders

▪ Attending in person	77 persons	total shares accounted for	112,856,136 shares
▪ Proxy	141 persons	total shares accounted for	413,401,979 shares
▪ Total	218 persons	total shares accounted for	526,258,115 shares
▪ Percentage	77.7626	of total purchased shares	676,750,000 shares

In conformance to the Articles of Association of the Company No.30, The number of shareholder and proxy (if any) present in meeting of shareholders is no less than 25 persons and the shares represented shall account for more than one third of the total shares that had been purchased to meet the quorum requirement. Ergo, based on such number of shareholder and shares, it deems that the quorum had been met in conformance to the Articles of Association.

Mr. Prachuab Chaiyasan, chairman of the Board of Directors, independent director and chairman of the Audit Committees, presided over the Meeting as Chairman of the 2017 Annual General Meeting of Shareholders. In this opportunity, as a representative of the Board of Directors, Executives and staff of Buriram Sugar Public Company Limited, would like to welcome shareholders to 2017 Annual General Meeting of Shareholders and thank you all of shareholders who have spent their valuable time attending the Meeting and officially opened 2017 Annual General Meeting of shareholders ("AGM").

Miss Patcharee Kosanam, company secretary, informed the procedures of agenda consideration in 2017 Annual General Meeting of Shareholders. The consideration will be conducted consecutively from Agenda item 1 to Agenda item 10, voting procedures and counting and result notification as follows:

1. According to the voting in compliance with Articles of Association of the Company No. 31, it has been specified that one share represents one vote. The resolution of AGM would consist of the following votes:
 - In ordinary circumstances, the majority of votes cast by shareholders attending the meeting and have the right to vote would be deemed as a resolution. In the case of a tie, the chairman of the meeting shall have a casting vote.
 - In other circumstances where the law or Company's Articles of Association prescribe differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The chairman would inform the shareholders before voting on each of the particular agenda items.
2. Shareholders who wished to ask questions or would like director or executive to clarify in any matters were requested to state their name and surname as well as being either shareholder or proxy before asking or giving opinion in order to accurately and thoroughly record minutes. The chairman will give an opportunity to ask questions at the end of each agenda or after considering every agenda.

3. Any shareholders who were regarded as interested parties in any matters cannot vote in regarding matter or the Company may invite the shareholders to leave the meeting room during considering the matter.
4. In each agenda, the Company will ask about associate issue and ask if any shareholder would like to against or abstained vote.
 - For those who approve, please mark as such in ballot and sign, the Company will ask to collect every ballot that approved at the same time after the Meeting end.
 - In case there's shareholder who against or abstain vote, the Chairman will ask such shareholder who against or abstain vote to mark as desire in ballot and sign, and request him/her to raise his/her hand to allow the Company's officer collect ballot.
 - The Company conducted vote counting via barcode system. In vote counting, the system shall treat all votes as Approved initially. Disapproval or abstention votes will be collected by Meeting staff and would then be deducted from the total number of votes of shareholders present at the Meeting.
 - Acknowledgement agenda (Agenda item 2) shall have no vote.
 - According to the director election agenda (Agenda item 7), the Company shall use green paper which indicated each candidate names for election as the directors separately in order to allow shareholders to consider each candidates individually. The Company shall collect every ballot and collect disapproved and abstained ballot first then collect approved ballot and consecutively. The directors who have conflict of interest in this agenda will not participate in voting and the share of the aforementioned directors will be removed from the vote counting calculations base in accordance with good corporate governance.
 - For proxy that shareholders have already casted their vote in proxy form, the Company had already recorded vote in system. The proxy does not have to vote.
 - For proxy that shareholders have not already casted their vote, the proxy must cast their vote as specified above.
5. In cases that result in invalid vote or voided ballot are as follow:
 - Ballot inconsistent with current agenda.
 - Voter does not mark any symbol in ballot.
 - Ballot which holds more than one mark except in case of custodian who is capable to divide the votes for approved, disapproved, abstained ballot in each agenda.
 - Damaged ballot to the point that deems incapable to consider voter's decision.
6. At the end of consideration of each agenda, the Chairman will ask to collect ballot as well as notify and summarize the votes in each agenda.
 - In case that collecting ballot from the shareholder has been finished within such agenda, the secretary of the meeting will notify and summarize the votes result immediately.
 - In case that collecting ballot takes long time, the Chairman will ask to consider next agenda. The secretary will notify and summarize resolution of the Meeting of shareholders in the next agenda or when finish collecting vote.
 - Vote results will be ballot that count vote of shareholders who attend in person and proxy. Each agenda will utilize latest no. of shares of shareholders present in such agenda.

- If any shareholders or proxies would like to exit the Meeting before the Meeting end and would like to cast votes in remaining agenda, please deliver ballot together with sign to the Company's officer before exit the Meeting room to allow the Company to record your vote.
7. The Company will notify the Meeting's resolution via news system of the Stock Exchange of Thailand within 09.00 a.m. of the next operating day as well as publish the Meeting's minutes together with amount of vote in each agenda within 14 days to provide acknowledgement of the Meeting's minutes and allow shareholders to verify.
 8. For transparency and conducting the Meeting in accordance with good meeting of shareholders guide of the Securities and Exchange Committee, all shareholders who desire to be volunteers in eyewitness of vote counting together with OJ International Company Limited which is a company that verifies registration and counts vote. Nevertheless, Mr. Wiwat Puangpeth, shareholders who attend the Meeting in person volunteered for eyewitness of vote counting.

The meeting had acknowledged procedures for vote, vote counting, and result notification. Ergo, the Chairman proposed the Meeting to consider matters in agenda as follows:

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2016 which was held on September 8, 2016

The Chairman asked Miss Patcharee Kosanam, company secretary to inform the Meeting that the minutes of Extraordinary General Meeting of Shareholders No.1/2016 which was held on September 8, 2016 was done within 14 days since the meeting date. Additionally, the Company had recorded the Meeting accurately and provided the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within legally required period.

Board of Directors asked the Meeting to consider and certify the Minutes of Extraordinary General Meeting of Shareholders No.1/2016. The copy of the minutes for consideration is shown in attachment No. 1 in the Meeting invitation which was already sent to shareholders.

The Chairman allowed shareholders to ask, comment and vote. As there was no question, comment or requisition for amendment the minutes from shareholders, the Chairman asked the Meeting to vote on this agenda.

Resolution The meeting adopted the Minutes of Extraordinary General Meeting of Shareholders No.1/2016 which was held on September 8, 2016 by the majority vote of the shareholders who attended the Meeting and voted as follows:

Approved	526,719,915	votes	equivalent to	100.0000%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	0	votes	equivalent to	-
Total	526,720,015	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 25 additional shareholders were present with 461,900 shares. Total shareholders present amounted to 243 people with 526,720,015 shares.

Agenda 2 To acknowledge the report on the Company's operating results as at the year 2016

The Chairman asked Mr. Anant Tangtongwechakit, Director, Chairman of Executive Committee, Chairman of Risk Management Committee and Managing Director to report on the Company's operating results as at the year 2016. The details were as follows.

The report on the operating results for year ended on 31 December 2016 of the Company and its subsidiaries had shown that the net revenue of the Company and its subsidiaries was equivalent to 4,685.52 million Baht and net profit was equivalent to 113.32 million Baht. Management discussion and analysis (MD&A) shall be explained by Mr. Pitak Chaosoun, Deputy Managing Director in Finance and Operation in the following agenda which is the agenda 3, to certify and approve the audited financial statements for the year ended December 31, 2016.

Shareholders shall find more information of operating's results and business highlight in 2016 annual report which is in attachment No.2 of invitation letter in form of CD-ROM and also sent to shareholders completely. Additionally, the information approved by Board of Directors was also disclosed and uploaded on website of the Company which was considered their accuracy and sufficiency therefore the Company would like to propose to the Meeting to acknowledge this operating's results report.

Then, the Chairman asked Miss Patcharee Kosanam, company secretary to report the progress of Collective Action Coalition against Corruption of the Company to shareholders which are as follows.

The Company committed to join the project of Thailand's Private Sector Collective Action against Corruption ("CAC") since March 25, 2016. The meeting of Board of Directors No.2/2017 which was held on February 23, 2017 had the resolution to approve the handbook of good corporate governance and code of conducts and the policies of anti-corruption have been included therefore the Company shall be published this handbook in order to distribute to directors, executives and employees including disclose this information on website of the Company at www.buriramsugar.com to facilitate all stakeholders and people to get to the information equitably. In addition, the Company also organized the training for employees to understand about the anti-corruption and provide the whistle blowing channel on the Company's website as well. Nevertheless, the Company is currently in the progress of document preparation and practice in accordance with the policies of anti-corruption in the organization, risk management as well as proceed and review internal audit system which is in compliance with the self-evaluation (71 articles) in the subject of anti-corruption, however, the operation report and other document related to anti-corruption shall be gathered and submitted to Board of CAC to consider and approve in September 2017.

Then, Chairman asked Mrs. Wantana Pethlerkwong, financial advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited to report the progress of the establishment of Buriram Sugar Group Infrastructure Fund ("BRRGIF") as follows.

According to the resolution of Extraordinary General Meeting No.1/2016 on September 8, 2016 in establishment of BRRGIF, the operation team had submitted the filing application for establishment of mutual fund to Securities and Exchange Commission of Thailand ("SEC")

on January 13, 2017 which is currently in the progress of BRRGIF establishment approval from SEC since BRRGIF is the first infrastructure fund from biomass power plant business that register in SET and offer to investors therefore there are lots of inquiries to have attention from SEC, however, the filing process is going smoothly. The Company had expected to offer in public during June 2017. Nevertheless, the plan has been changed to offer in public during July 2017 instead.

The timeline of BRRGIF establishment has been postponed about 2 months since the Company has to clarify additional details to SEC. However, the revenue and benefits of shareholders shall not be affected since the revenue is still recognized in the power plant group subsidiaries of the Company, on the other hand, the value of BRRGIF will be affected slightly.

According to the situation of infrastructure fund currently registered in SET, it shows that dividend payout rate has been increased approximately 2-3% (as of March 2017) in compliance with the current interest rate which can be specified that the return rate of long-term government bonds increased by 0.6-0.7%. The advantage of BRRGIF is that the investors shall gain steady rate of return in term of dividend including the potential of the power plant business of the Company which can steadily produce the fuel raw materials for electricity production and steady revenue from the power purchase with Provincial Electricity Authority ("PEA") including high-pressure and low-pressure steam from production process as well.

As the result, the value of BRRGIF may be decreased by less than 3,600 million Baht. However, the operation team shall manage with all effort to establish the appropriate value for offering in public in order to provide the profit maximization to shareholders and investors accordingly.

Chairman summarized the progress of the establishment of BRRGIF as follows.

According to the BRRGIF progress and the factors affected to the value of fundraising which was reported by financial advisor, Board of Directors and operation team expected that the value of BRRGIF may be decreased by less than 3,600 million Baht which was derived from the reduced period of transferring the net income arising from the power plant to the fund and the fluctuation of capital market. Nevertheless, the value of BRRGIF depends on the market situation and the factors which have the influences during the period of offering investment unit.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion. The details are as follows.

Miss Suwannee Cheasirikraiwt <i>Shareholder</i>	<p>Asked the reasons why the establishment of BRRGIF has been delayed. According to the Extraordinary General Meeting No.1/2016, there was the trend of increased interest rate. Therefore, does it affect to the value of BRRGIF? And shall the cost be increased?</p> <p>According to financial statement for year ended of 2016, although the revenue of the Company was increased, the expense after deducting other expenses was also increased which caused the earnings per share of shareholder was decreased. Is the increased expense the consultant wages? Please explain.</p>
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<p>Mrs. Wantana Pethlerkwong <i>Financial Advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited</i></p>	<p>Explained that the filing of BRRGIF establishment has to pass the consideration from SEC. The operation team has to provide the required document and clarify the details to SEC. Currently, the operation team had discussed with SEC before submitting the document in order to precede the establishment smoothly therefore we have to spend more time to clarify to SEC to understand the operation of biomass power plant. In January 2017, the Company submitted the filing application for establishment of mutual fund to SEC completely. However, the operation team is still working on this issue to completely establish the fund as soon as possible as planned.</p> <p>According to the delayed timeline, the revenue and benefits of shareholders shall not be affected since the revenue is still recognized in the power plant group subsidiaries of the Company and also no effect to total revenue of BRRGIF as well.</p>
<p>Miss Suwannee Cheasirikraiwt <i>Shareholder</i></p>	<p>Asked how long the filing of BRRGIF and other types of mutual fund spent until completed?</p>
<p>Mrs. Wantana Pethlerkwong <i>Financial Advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited</i></p>	<p>Explained that regarding to the establishment of other mutual funds especially the first time establishment, it may take quite long time, for example, Rail Mass Transit Growth Infrastructure Fund spent 1.5 year approximately to completely filing and establish the fund.</p>
<p>Miss Suwannee Cheasirikraiwt <i>Shareholder</i></p>	<p>Asked that according to the delay of establishment of BRRGIF, are there any effect to increase the cost of the fund? If so, how much does it cost? Has the cost already included the interest rate paid to investor? Additionally, does the size of BRRGIF have to be decreased? If so, how much?</p>
<p>Mr. Santor Muttakul <i>Underwriter from Bangkok Bank Public Company Limited</i></p>	<p>Explained that the timeline of BRRGIF establishment depends on the complication of each fund structure type. In addition, BRRGIF is the first mutual fund from biomass power plant business therefore SEC may have lots of inquiries in order to proceed the establishment smoothly and reduce the problems which shall occur in the future.</p> <p>The size of BRRGIF shall depend on the market situation and return rate of other related financial instruments. If BRRGIF can be completely established during June 2017, the interest rate shall be changed according to market situation at that time.</p>
<p>Mrs. Wantana Pethlerkwong <i>Financial Advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited</i></p>	<p>Clarified for further details as follow.</p> <p>According to the Extraordinary General Meeting No.1/2016, the projection size of BRRGIF was approximately 3,600 million Baht. However, refer to the current situation and the accumulated information, the size of BRRGIF may be less</p>

	<p>than 3,600 million Baht which depends on the market situation during the offering investment unit. The offering process shall be transparent and the survey of book building shall be done since the institutional investors are one of the factors to specify the rate of return which reflects to the demand of investors. However, the final price shall be specified again before offering to public.</p>
<p>Miss Jinnapak Pornpiboon <i>Shareholder</i></p>	<p>Asked the inquiries related to the agenda as follows.</p> <ol style="list-style-type: none"> 1. Does the existing shareholders of the Company have the rights to buy the investment unit before other investors? Since this type of the fund usually early provides the opportunity to the institutional investors before shareholders who are the owner of the Company. 2. If compared to other infrastructure funds in SET, how much the return rate of BRRGIF is.
<p>Mrs. Wantana Pethlerkwong <i>Financial Advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited</i></p>	<p>Clarified these inquiries as follows.</p> <ol style="list-style-type: none"> 1. Operation team has discussed with the executives of the Company. In addition, the executives intend to allocate the investment unit to all shareholders of the Company as well. If the discussion completed, the operation team shall report to SEC and shareholders respectively. 2. If compared to the rate of return of other infrastructure funds which are currently trading in the market, it shows that the return rate account for 6-8% in average. The operation team shall present the information to investors by compare the competitive advantage and risk to investors. The return rate of one of infrastructure fund in SET account for 7% and the period of fund remains 4.54 years, however, the return rate in the presentation which accounts for 11.45% as of March 2017 has not reflected the intrinsic value. The return rate of another infrastructure fund account for 5% approximately, however, its return rate was lower than 5% as indicated during period of trading. The risk of return rate of BRRGIF is approximate to another infrastructure fund. However, the operation team puts all effort to provide the appropriate return rate for shareholders and the Company in order to expand the business accordingly.
<p>Miss Jinnapak Pornpiboon <i>Shareholder</i></p>	<p>Suggested that the projection of return rate has to base on the reasonable probability. I trust in the management and transparency in the operation of the Company. Therefore, the performance should be better and higher than the projection and establish the fund in the appropriate period. However, the allocation of investment unit to minor shareholders should be equal to major shareholders.</p>

Mrs. Wantana Pethlerkwong <i>Financial Advisor from Maybank Kim Eng Securities (Thailand) Public Company Limited</i>	Thank you all shareholders to give the useful suggestions which comply with the discussion of our operation team and executives of the Company based on the reasonable probability.
Mr. Udom Sudsa-nguan <i>Shareholder</i>	Suggested that currently there are the renewable power plants in the Stock Exchange of Thailand (“SET”), however, they have not accomplished as the price is gradually decreased since the price of renewable energy produced by other neighbor countries such as Laos is lower. As the result, the operation team should consider this factor as well.

As there was no question and comment from shareholders, it is considered that the Meeting acknowledged the Company's operating results as at the year of 2016.

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 243 people with 526,720,015 shares.

Agenda 3 To certify and approve the audited financial statements for the year ended December 31, 2016.

The Chairman asked Miss Patcharee Kosanam, company secretary to report the audited financial statement for year ended December 31, 2016. The details were as follows.

According to the Public Limited Company Act B.E. 2535, the Company had made an annual financial report for the year ending December 31, 2016 that was audited and certified by the appointed auditor and approved by the Audit Committee and Board of Directors, as further detailed in the annual report in Attachment 2 which had been sent to the shareholders in CD-ROM together with the Meeting invitation as well as published on the Company's website. Then Mr. Pitak Chaosoun, Deputy Managing Director in Finance and Operation was asked to summarize and report financial statement and management discussion and analysis or MD&A to the Meeting. The details are as follows:

Statement of Financial Position

List	As of December 31, 2016 (million Baht)	As of December 31, 2015 (million Baht)	Increase (Decrease) (million Baht)	% Change
Total assets	7,226.86	6,762.11	464.75	6.87
Total liabilities	5,134.09	4,635.93	498.16	10.75
Shareholders' equity	2,092.77	2,126.17	(33.40)	(1.57)

Profit and Loss Statement

List	Year 2016 (million Baht)	Year 2015 (million Baht)	Increase (Decrease) (million Baht)	% Change
Total revenues	4,685.52	4,295.86	389.67	9.07
Total cost	4,572.21	4,023.51	548.70	13.64
Total net profit	113.32	272.35	(159.03)	(58.39)

According to the financial statement for year ended of 2016, the total revenue was increased by 389.67 million Baht, equivalent to 9.07% which was derived from the expansion of sugar business from the increased volume of crushed cane and the whole year electricity production and sale of 2 power plants. However, the net profit was decreased which was derived from the following reasons.

1. The global sugar market price was increased which affected to the increased cost of raw material in December 2016, for the crop year of 2016/2017 by 84 million Baht approximately.
2. The Company set the provision for asset impairment from the event of molasses damage in amount of 44 million Baht approximately which is currently pending for molasses damage compensation from insurance company.
3. The financial cost was increased by 51 million Baht from loans in order to business expansion.
4. Corporate income tax was decreased by 24 million Baht from the decreased business profit.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion. The details are as follows.

Mr. Thitipong Sopon-Udomporn <i>Shareholder</i>	<p>Asked the inquiries related to the agenda as follows.</p> <ol style="list-style-type: none"> 1. What is the main reason affected to the decrease of net profit, especially the reason No.2 of MD&A which is the provision for asset impairment and the reason why the damages happened. 2. According to financial statement of the Company, the Company has clarified that the doubtful debt is approximately 79 million Baht and the net profit is equivalent to 113.32 million Baht. Therefore, why these 2 matters happened and how to solve these problems. 3. According to financial statement of the Company, the short term loans of the Company is approximately 1,700 million Baht therefore whether the Company can rollover the debts. 4. In general, is the net profit of sugar business not much like this year? If not, how much is the net profit of the Company approximately?
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<p>Mr. Pitak Chaosoun <i>Deputy Managing Director in Finance and Operation</i></p>	<p>Clarified these inquiries as follows.</p> <ol style="list-style-type: none"> 1. The provision for asset impairment in 2016 was derived from the event of molasses damage. However, the Company has done 2 sections of damage insurance which are that the first section is the product insurance that the Company already received the compensation and the second section is the asset insurance that currently in the progress of damage assessment from outside people therefore the accounting needs to set the provision for asset impairment then the reversing entries shall be done after receiving the compensation accordingly. 2. The doubtful debts of the Company are the accumulated debts until present which are the farmer receivables recognized before the year of 2011. However, the Company has clarified in MD&A that there are no doubtful debts in 2016. 3. Regarding to short term loans, the Company has managed the lowest financial cost of each loan and also found the appropriate financial management carefully.
<p>Miss Jinnapak Pornpiboon <i>Shareholder</i></p>	<p>Asked the inquiries related to the agenda as follows.</p> <ol style="list-style-type: none"> 1. Although the net profit of the Company has been increased by 9%, the expense has also been increased by 13-14%. Therefore the Company has any plans to control the production cost and the profit shall be increased as well. 2. The sugar market price has currently been increased whether it is the good effect to the Company as the manufacturer since the financial statement shows that the production cost has been increased. 3. In case other companies in the sugar business cannot produce sugar, whether the Company is able to compete with other companies which can affect to the increase of revenue.
<p>Mr. Pitak Chaosoun <i>Deputy Managing Director in Finance and Operation</i></p>	<p>Clarified the production cost as follows.</p> <p>The expense in cost management is in average rate compared to the previous year. In the crop year 2016/2017, the global sugarcane market price was increased to 1,300 Baht per ton in average, compared to the crop year 2015/2016 which was equivalent to 800 Baht per ton in average. However, the Company calculated the production cost based on weighted-average method and the profit sharing system therefore it shall be recognized as the cost of sale in production. The products produced in the end of 2016 have not been purchased in 2016.</p>
<p>Mr. Anant Tangtongwechakit <i>Director, Chairman of Executive Committee, Chairman of Risk Management Committee and Managing Director</i></p>	<p>Explained for further details as follows.</p> <p>In general, many companies in sugar industry shall have the accounting period in October of every year which is in compliance with the crop year of sugarcanes. After registered in SET as listed company, the accounting period of the</p>

	<p>Company has to comply with the regulation of SET which is on December of every year therefore the calculation of production cost shall depend on the change of sugar price. The price of sugar in crop year of 2016/2017 has been increased by 22-23 Cent per Pound, compared to the price of previous crop year which was approximately 16 Cent per Pound, account for 30-40% of price increase.</p> <p>Nevertheless, the production period of sugar manufacturing factory shall be started during December of every year onwards. Therefore, the expense of sugarcane purchase shall be recognized in December which is the expense of the following crop year (2016/2017), however, it shall be recorded as the expense in the previous year of financial statement (2016) since the crop year and the accounting period is not related therefore the cost of raw material (sugarcanes) was recorded by 90 million Baht in the previous year of financial statement. The sale income shall be recorded in the half year of 2017, in addition, the change of global market price also affects to sugar industry as well.</p> <p>The event of molasses damage was derived from the high temperature and the production expansion which affected to the increasing volume of molasses, meanwhile, the molasses tank was the same size therefore it caused of the molasses fermentation and the damage of molasses tank respectively. According to this event, the company shall entirely receive the compensation in 1Q or 2Q. The management and business performance year over year is not much different except the special cases happened such as the event as mentioned above which affected to the decrease of net profit.</p>
Miss Suwannee Cheasirikraiwt <i>Shareholder</i>	<p>Asked the inquiries related to the agenda as follows.</p> <ol style="list-style-type: none"> 1. If the price of sugarcanes shall not depend on the market demand therefore what are the factors affected to the price change of sugarcanes? 2. How much does the proportion of export sugar account for? 3. Shall the situation of sugarcane price in this year be the same rate until the following crop year? The current situation of sugarcane price in global market is decreased by 16 Cent per Pound. 4. Can the Company adjust the accounting period to comply with the period of crop year by asking for the approval from the shareholder meeting to easily consider the financial statement of the Company?
Mr. Anant Tangtongwechakit <i>Director, Chairman of Executive Committee, Chairman of</i>	<p>Clarified the production cost as follows.</p> <ol style="list-style-type: none"> 1. The sugarcane price shall not only depend on the volume of supply since the sugarcane and sugar industry is the profit

<i>Risk Management Committee and Managing Director</i>	sharing system which means that 70% of income of sugarcane and sugar industry for whole country deducted the expense of whole system is the sugarcane price paid to farmers and 30% is the income of sugar factory. In the previous year (the crop year of 2015/2016), the average sugarcane price was by 800 Baht compared to this year (the crop year of 2016/2017) is by 1,300 Baht approximately. The price difference shall not depend on the factory but the income of sugar industry such as domestic sale income and export sale income. Therefore, the income which affected the price change of sugarcane most is export sale income. This year, the export sugar price accounts for 20% of total sale.
Mrs. Kanueng Makteeranuwat <i>Shareholder</i>	Asked what the currency unit of 16 Cent as mentioned is and how much it cost in Thai Baht?
Mr. Anant Tangtongwechakit <i>Director, Chairman of Executive Committee, Chairman of Risk Management Committee and Managing Director</i>	Clarified that in general, the sugar sale has the future contract and trades in New York No.11. 16 Cent per Pound has to exchange to USD per Ton and multiplied by 22.046, the consequence shall be the FOB export price. (FOB stands for Free on Board which means that buyer has to responsible for other expense related to import and export sale such as tax, insurance and etc.) However, the price as mentioned is not the actual price since the sugar in Thailand is the export product of Asia therefore the premium shall be added in trading as well.
Mr. Pattarapong Pongsawasdi <i>Deputy Managing Director in Investor Relations, International Affair and Industrial Policy</i>	Explained for further details as follows. 16 Cent is the referred price of raw sugar of New York market. Cent is the U.S. currency unit and Pound is also U.S. measurement of weight. 16 Cent is equivalent to 300 USD or 12-13 THB approximately which is the global sale price of raw sugar. The premium adding of Thai sugar is because that the demand of sugar in Asia is insufficient, in addition, Thailand is located in the Asian sugar market therefore the premium is additionally paid to Thai sugar export. The buyers who purchase sugar in Asian market are mostly from other regions.

In order to keep time in the meeting, Chairman suggested all shareholders to ask the inquiries which are not related to the agenda or general knowledge of cane and sugar business after finished the meeting.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting approved the audited financial statements for the year ended December 31, 2016 by the majority vote of the shareholders who attended the Meeting and voted as follows:

Approved	528,884,541	votes	equivalent to	100.0000%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	0	votes	equivalent to	-
Total	528,884,641	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 36 additional shareholders were present with 2,164,626 shares. Total shareholders present amounted to 279 people with 528,884,641 shares.

Agenda 4 **To consider and approve the registration of the capital increase and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital**

The Chairman asked Miss Patcharee Kosanam, company secretary and the secretary of the Meeting to inform all shareholders about the reason to increase the registered capital of the Company and amend Clause 4 of the Company's Memorandum of Association. Miss Patcharee Kosanam, company secretary and the secretary of the Meeting explained that in order to support the dividend distribution and maintain the liquidity of financial statement of the Company, the Company has to increase the registered capital by 135,350,000 Baht which divided into 135,350,000 ordinary shares at par value 1 Baht per share. Existing registered shares from 676,750,000 Baht shall be increased to 812,100,000 Baht which divided into 812,100,000 ordinary shares at par value 1 Baht per share. Nevertheless, the detail of capital increase shall be shown in accordance with the capital increase report (F53-4) as in attachment No.3 and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital is included as follow.

“Clause No.4	Registered Capital	812,100,000	Baht
	Divided into	812,100,000	Shares
	Par Value	1	per Share
	Divided into		
	Ordinary Shares	812,100,000	Baht
	Preferred Shares	-	Shares”

The advantages from capital increase for the Company is that the capital increase for stock dividend distribution shall reserve the cash flow of the Company in order to use as working capital in the business operation. On the other hand, the advantages from capital increase for shareholders is to gain the returns in term of stock dividend including increase the liquidity in the investment from increased shares of shareholders. Shareholders have the rights to receive the dividend from the operating's result in year of 2016. However, the capital increase by stock dividend distribution may have the price dilution effect after distribute stock dividend to shareholders.

Additionally, the Company would like to propose to shareholders to authorize Board of Directors or any persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of memorandum of association in case the registrars of Department of Business Development, Ministry of Commerce and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital and other business for the purpose of completing the amendment as mentioned such as the document preparation, the authorized signing, the submission of the requisition and other relevant activities such as coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion. The details are as follows.

Miss Siriporn Siripaiboon <i>Shareholder</i>	Asked why the agenda arrangement has been sorted by approving the capital increase before dividend distribution. If the Meeting shall not approve the agenda of dividend distribution, whether the agenda of capital increase in order to support the dividend distribution shall be unapproved as well. However, the agenda can be rearranged by approving the dividend distribution before the capital increase.
Miss Panida Wongsriyanon <i>Legal advisor from LS Horizon Co., Ltd.</i>	Clarified that the agenda arrangement by approving the capital increase before dividend distribution is to have the approval from the Meeting for registered capital increase in order to support the dividend distribution in the following agenda. Nevertheless, if the Meeting has not passed the resolution in the agenda of dividend distribution, the Company has to ask for approval from the shareholder meeting for capital decrease in the following shareholder meeting.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting approved to increase the registered capital by 135,350,000 Baht which divided into 135,350,000 ordinary shares at par value 1 Baht per share. Existing registered shares from 676,750,000 Baht shall be increased to 812,100,000 Baht which divided into 812,100,000 ordinary shares at par value 1 Baht per share and amend Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital including authorize Board of Directors or any persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of memorandum of association in case the registrars of Department of Business Development, Ministry of Commerce and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital and other business for the purpose of completing the amendment as mentioned such as the document preparation, the authorized signing, the submission of the requisition and other

relevant activities such as coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections by not less than three-fourths (3/4) of the votes of the shareholders who attend the Meeting and have the rights to vote would be deemed as a resolution. The voting results are as follows:

Approved	528,884,641	votes	equivalent to	100.0000%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	0	votes	equivalent to	-
Total	528,884,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 1 additional shareholder was present with 100 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 5 To consider and approve the appropriation of net profit as the legal reserve and the appropriation of net profit and retained earnings for dividend distribution from operating results for the year ended on December 31, 2016

The Chairman asked Miss Patcharee Kosanam, company secretary and the secretary of the Meeting to report all shareholders about the appropriation of net profit as the legal reserve and the appropriation of net profit and retained earnings for dividend distribution from operating results for the year ended on December 31, 2016 as follows.

According to Section 116 of the Public Limited Company Act, the public limited company has allocated the one amount of annual net profit as the reserve in laws which is not less than 5% of annual net profit after deducting by the accumulated deficit brought forward (if any) until this reserve shall not less than 10% of registered capital. However, the reserve allocation of the Company has not been in compliance with the laws therefore the Company has allocated the reserve in 2016 which is equivalent to 2,121,230.85 Baht from the net profit of the operating results for year ended on December 31, 2016 of the separate financial statement.

Moreover, the dividend policy of the Company defined that the Company shall pay the annual dividend not less than 50% of net profit after deduction of corporate income tax and reserve allocation in law. Nevertheless, the Company can decrease the dividend payout as mentioned ratio depending on the operating results, financial statement, financial liquidity of the Company and the need to expand the business of the Company and to be used as the working capital in business operation. Therefore, the Company has to maintain the liquidity and reserve the cash flow of the Company in order to use as the working capital in business operation. The distribution of stock dividend and cash dividend from net profit in accordance with the consolidated financial statement and retained earnings of the Company of the operating results in 2016 is used. The dividend payout is totaling 0.2222222222 Baht which can be described as follow.

a. Stock dividend not exceeding 135,350,000 ordinary shares with the par value of Baht 1 each to the existing shareholders at the ratio of 5 existing shares per 1 new share (stock dividend), totaling Baht 135,350,000, being dividend pay-out rate of Baht 0.2000 per share. In

case of fraction of new share (stock dividend), the Company will pay cash at the rate of Baht 0.2000 per share instead.

b. Cash dividend at the rate of Baht 0.022222222222 per share or an amount of not exceeding Baht 15,038,889. Amounting to a total approximately of Baht 150,388,889 the total dividend will be subject to withholding tax at the rate as required by law. Such cash dividend will be used to pay for the required withholding tax.

The Comparison of Dividend Payout For Year of 2014-2016

Details	2014	2015	2016
1. Net profit from the consolidated financial statement (Million Baht)	236.31	272.35	- Net profit: 113.32* - Retained Earnings Before Dividend Distribution: 729.47*
2. Number of share (Million Shares)	676.75	676.75	676.75
3. Dividend per Share (Baht per Share)	0.20	0.22	- Stock Dividend Payout: 0.2000 (5 existing shares per 1 new share) - Cash Dividend Payout: 0.022222222222**
4. Total dividend payment (Million Baht)	135.35	148.89	150.38
5. Dividend Payout Ratio on Net Profit (%)	57.28%	54.67%	130.71%
6. The dividend distribution is whether in compliance with the dividend policy of the Company	In compliance with the dividend policy of the Company	In compliance with the dividend policy of the Company	Not in compliance with the dividend policy of the Company since the Company aimed to extend the business so the Company agreed to reserve the working capital for support this matter.

Remark: *In 2016, the dividend distribution derived from the net profits of the consolidated financial statement and retained earnings of the Company.

**The total dividend will be subject to withholding tax at the rate as required by law which is responsible by the Company.

Hence, the record date of the share register book for the right to receive dividend on May 8, 2017 and the closing date of the Company's share register book to collect the names of shareholders on May 9, 2017 according to Section 225 of the Securities and Exchange Act B.E. 2535. The dividend distribution is within May 24, 2017 (within 1 month from the date of shareholder meeting). The procedure and timeline for process of stock dividend distribution is as follows.

Procedures	Timeline
1. Amendment the Company's Memorandum of Association for capital increase	27 April 2017 (within 14 days after AGM)
2. Record Date and Closed Book for dividend distribution	8 - 9 May 2017
3. Dividend Distribution (fraction of new share and cash dividend paid by cheque and specified paid date)	Within 24 May 2017 (within 1 months after AGM)
4. Disclosure the report on the results of the sale of securities/ capital increase (F53-5) to SET	25 May 2017 (within 14 days after stock dividend distribution)
5. Registration of the changing paid-up capital with Ministry of Commerce	25 May 2017 (within 14 days after stock dividend distribution)
6. Thailand Securities Depository (TSD) deposit the stock into the portfolio account of shareholders/ issue share certificate to shareholders (unable to trade)	26 May 2017
7. Submission the requisition for obtaining the additional stock from capital increase (F53-6) with SET	26 May 2017 (within 30 days after stock dividend distribution/ if document is completely accurate, SET shall announce and disclose in newspaper in the following working day and able to trade in the market respectively. This process shall be completed within 31 May 2017)

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion. Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting approved the appropriation of net profit as the legal reserve and the appropriation of net profit and retained earnings for dividend distribution from operating results for the year ended on December 31, 2016 by the majority vote of the shareholders who attended the Meeting and voted as follows:

Approved	528,884,641	votes	equivalent to	100.0000%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	0	votes	equivalent to	-
Total	528,884,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 6 To consider and approve the allotment of ordinary share capital increase

The Chairman asked Miss Patcharee Kosanam, company secretary to inform the detail of the allotment of ordinary share capital increase which is as follows.

According to the proposal to the shareholder meeting to consider and approve the dividend distribution in term of ordinary shares, the Company would propose to the shareholder meeting to consider and approve the allotment of ordinary share capital increase by 135,350,000 shares at par value 1 Baht per share in order to support the dividend distribution. Additionally, the Company would like to propose to shareholders meeting to authorize the Board of Directors or persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of allotment of ordinary share capital increase, terms and conditions and other business related to the allotment as mentioned by considering the appropriate matters as needed which are under the relevant laws including the procedures of share registered to Stock Exchange of Thailand for completing the execution.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting approved the allotment of ordinary share capital increase by 135,350,000 shares at par value 1 Baht per share in order to support the dividend distribution and authorize the Board of Directors or persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of allotment of ordinary share capital increase, terms and conditions and other business related to the allotment as mentioned by considering the appropriate matters as needed which are under the relevant laws including the procedures of share registered to Stock Exchange of Thailand for completing the execution by the majority vote of the shareholders who attended the Meeting and voted as follows:

Approved	528,879,641	votes	equivalent to	99.9990%
Disapproved	5,100	votes	equivalent to	0.0010%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	0	votes	equivalent to	-
Total	528,884,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 7 To consider and approve the reappointment of directors whose term has expired in the year of 2017

The Chairman asked Miss Patcharee Kosanam, company secretary to clarify the detail to consider and approve the reappointment of directors whose term has expired. The voting details and related information are as follows.

According to Public Company Limited Act, B.E. 2535, section 71 and the Company's article of association item 15, every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three 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. This year, there were three directors whose terms had expired as follows:

1. Mr. Prachuab Chaiyasan

Chairman of Board of Directors (Independent Director) and Chairman of Audit Committees

2. Mrs. Seenual Tasanapant

Director (Independent Director), Audit Committees Member, Chairman of Corporate Governance Committees and Chairman of Nomination and Remuneration Committees

3. Mrs. Wanphen Punyaniran

Director (Also in the position of executive director of subsidiary which is the managing director of Key Brand Fertilizer Company Limited)

The directors who are not the ones have conflict of interest in this agenda had been considered and approved to propose to the Meeting to consider and approve the reappointment of 3 directors whose term has expired. The profile of these 3 directors is shown in attachment No.4 in invitation letter which was already sent to all shareholders.

In order to comply with the good governance policies and vote transparently, the directors who have conflict of interest will not participate in voting and the share of aforementioned directors will be removed from the vote counting calculations base and also invited directors whose term has expired to leave the Meeting while considering this agenda.

Criteria of director nomination was approved by the Nomination and Remuneration Committees by selecting the persons who possess the knowledge and experience concerning to business of the Company, laws and accounting and finance including the qualification in accordance with Public Company Limited Act, B.E. 2535 and notification of the Securities and Exchange Committee ("SEC") and the Capital Market Supervisory Board, as well as related notification of the Stock Exchange of Thailand. According to the nomination of independent directors in accordance with the criteria as mentioned, the definition of independent director is also considered. The detail is in attachment 5

Nevertheless, the Company had invited all shareholders to nominate qualified persons to be elected as director in accordance with terms and conditions to nominate persons to be elected as director which has been disclosed on the Company's website since November 1, 2016–January 31, 2017, 3 months period. However, there were no proposals of director nomination submitted to the Company and also reported to Board of Directors to acknowledge.

Then, Miss Patcharee Kosanam, company secretary reported the working experiences and the expertise of each director as follows:

1. Mr. Prachuab Chaiyasan is nominated to be a director and an independent director, who possesses the knowledge and experiences of agricultural business and laws.
2. Mrs. Seenual Tasanapant, is nominated to be a director and an independent director,

who possesses the knowledge and experiences of accounting and finance as well as auditing.

3. Mrs. Wanphen Punyaniran is nominated to be a director, who possesses the knowledge and experiences of agricultural business especially fertilizer business.

Hence, Board of Directors and Nomination and Remuneration Committees excluded the directors who have conflict of interest in this agenda commented that 3 directors whom term has expired in the year 2017 possess the knowledge and ability as well as the experiences that shall generate the benefits on the business operation of the Company, consider the previous operating results and give the comments in order to develop the Company including perform the other relevant business in scope of duties and responsibility of the director appropriately and qualified by the regulation of SEC and SET. Additionally, Board of Directors agreed that the nominated persons are independent directors whose name is Mr. Prachuab Chaiyasan and Mrs. Seenuat Tasanapant can give the comments and opinions independently and under the relevant terms and conditions as specified.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item by voting each nominated director one by one.

Resolution The Meeting has passed the resolution by the majority of votes of shareholders who attended the Meeting and voted, however, the directors who have conflict of interest in this agenda will not participate in voting and the share of the aforementioned directors will be removed from the vote counting calculations base, as follows:

1. Mr. Prachuab Chaiyasan
Chairman of Board of Directors (Independent Director) and Chairman of Audit Committees
Appointed to director and independent director

Approved	527,839,774	votes	equivalent to	99.8673%
Disapproved	701,467	votes	equivalent to	0.1327%
Abstained	5,000	votes	equivalent to	-
Voided Ballot	1,000	votes	equivalent to	-
Total	528,541,241	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

2. Mrs. Seenuat Tasanapant
Director (Independent Director), Audit Committees Member, Chairman of Corporate Governance Committees and Chairman of Nomination and Remuneration Committees
Appointed to director and independent director

Approved	528,113,274	votes	equivalent to	99.8543%
Disapproved	770,467	votes	equivalent to	0.1457%
Abstained	0	votes	equivalent to	-
Voided Ballot	1,000	votes	equivalent to	-
Total	528,883,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

3. Mrs. Wanphen Punyaniran

Director (Authorized Director)

Appointed to director

Approved	500,705,774	votes	equivalent to	99.8601%
Disapproved	701,467	votes	equivalent to	0.1399%
Abstained	0	votes	equivalent to	-
Voided Ballot	1,000	votes	equivalent to	-
Total	501,407,241	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 8 To consider and approve the remuneration of directors and directors of sub-committees in the year of 2017

The Chairman asked Miss Patcharee Kosanam, company secretary to clarify the remuneration of directors and directors of sub-committees in the year of 2017 as follow.

The Nomination and Remuneration Committees had defined the remuneration for directors and sub-committees appropriately in accordance with the duties and responsibilities as assigned which shall comply with the overview performance and operating results of the Company and compare to the similar business types of other companies and propose to Board of Directors to consider and approve.

The 2017 annual remuneration for directors and 3 sub-committees namely Audit Committees, Risk Management Committees and Executive Committees shall be paid in term of monthly compensation and annual bonus and the amount of compensation is equivalent to the previous year, in 2016, except for the annual bonus of Risk Management Committees which was decreased to be equivalent to other sub-committees. In addition, the compensation in cash is not proposed to be paid for other types of compensation namely meeting compensation, welfares or other benefits to directors and sub-committees which was effective in whole year of 2017 onwards or until the resolution to change approved by the shareholders.

According to the 2 new appointed sub-committees which are Corporate Governance Committees and Nomination and Remuneration Committees, Board of Directors agreed not to pay the monthly remuneration and annual bonus including welfare or other benefits in order to save cost for the Company. The details are as follows.

Type of Remuneration	2016		2017 (as proposed)	
	Remuneration (Baht/Month)	Annual Bonus (Baht)	Remuneration (Baht/Month)	Annual Bonus (Baht)
Chairman of Board of Directors	15,000	400,000	15,000	400,000
Directors	10,000	150,000	10,000	150,000
Chairman of Audit Committees	15,000	150,000	15,000	150,000
Audit Committee Members	10,000	100,000	10,000	100,000
Chairman of Risk Management Committees	15,000	400,000	15,000	150,000
Risk Management Committee Members	10,000	150,000	10,000	100,000
Chairman of Executive Committees	15,000	150,000	15,000	150,000
Executive Committee Members	10,000	100,000	10,000	100,000
Chairman of Corporate Governance Committees	-	-	No Remuneration	No Remuneration
Corporate Governance Committee Members	-	-	No Remuneration	No Remuneration
Chairman of Nomination and Remuneration Committees	-	-	No Remuneration	No Remuneration
Nomination and Remuneration Committee Members	-	-	No Remuneration	No Remuneration

Name of Directors	Position	Remuneration (Baht)		
		2015	2016	2017 (as proposed)
Mr. Prachuab Chaiyasan	- Chairman of the Board of Directors - Independent Director - Chairman of Audit Committees	910,000	910,000	910,000
Mr. Anant Tangtongwechakit	- Director - Chairman of Executive Committee - Chairman of Risk Management Committees - Managing Director	930,000	1,180,000	930,000
Mrs. Wanphen Punyaniran	- Director	270,000	270,000	270,000
Mrs. Jirawan Pongpichitkul	- Director - Executive Committee Member - Risk Management Committee Member	710,000	760,000	710,000
Miss Chittima Tangtrongwechakit	- Director - Executive Committee Member - Risk Management Committee Member - Nomination and Compensation Committee Member - Corporate Governance Committees Member	710,000	760,000	710,000
Mr. Sarit Tangtrongwechakij	- Director - Executive Committee Member - Risk Management Committee Member	710,000	760,000	710,000
Mr. Adisak Tangtrongweachakit	- Director - Executive Committee Member - Risk Management Committee Member - Nomination and Compensation Committee Member - Corporate Governance Committees Member	710,000	760,000	710,000
Mr. Amnuay Patise	- Director - Independent Director - Audit Committee Member - Chairman of Risk Management Committees	-	-	-
Mrs. Seenual Tasanapant	- Director - Independent Director - Audit Committee Member - Chairman of Corporate Governance Committees - Chairman of Nomination and Compensation Committees	490,000	490,000	490,000
Mr. Sirichai Sombutsiri	- Director - Independent Director - Audit Committee Member	490,000	490,000	490,000
Total		5,930,000	6,380,000	5,930,000

The Board of Directors found that it appropriates for the Meeting to consider and approve remunerations of directors and sub-committees in the year 2017 excluded the remuneration of directors in subsidiaries in the amount not exceeding 5,930,000 Baht per annum. The remuneration shall be effective in whole year of 2017 onwards or until the resolution to change approved by the shareholders.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting has passed the resolution by not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting as follows:

Approved	526,705,540	votes	equivalent to	99.6011%
Disapproved	2,109,201	votes	equivalent to	0.3989%
Abstained	0	votes	equivalent to	0.0000
Voided Ballot	70,000	votes	equivalent to	-
Total	528,814,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 9 To consider and approve the appointment of auditors, and to determine their remuneration for the year 2017

The Chairman asked Miss Patcharee Kosanam, company secretary to clarify the appointment of auditors, and to determine their remuneration for the year 2017 as follow.

According to Section 120 of Public Company Limited Act, B.E. 2535, the appointment of auditors and their annual remuneration shall generally be defined in Annual General Meeting of Shareholders. Additionally, the existing auditor can be appointed in the following term.

Board of Directors and Audit Committees agreed to propose to shareholder meeting in order to consider and approve to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as auditors of the Company and its subsidiaries for the fiscal year 2017.

1. Mr. Prasit Yuengsrikul Certified Public Accountant No.4174 and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No.4298 and/or
3. Mr. Chaisiri Ruangritchai Certified Public Accountant No.4526

In addition, Mr. Prasit Yuengsrikul used to certify the financial statement of the Company and its subsidiaries in 2011 -2016 continually totaling 6 years. The auditor is independent, appropriate and duty responsible and had no relationship or interest in the Company, its subsidiaries, executives, major shareholders or related to such person in any way, as well as the auditor has acted duties within the scope and recommendations throughout to the Company. However, Mr. Paiboon Tunkoon and Mr. Chasiri Ruangritchai have not certified the

financial statement of the Company and its subsidiaries. However, Federation of Accounting Professions Regulations (Article 19) concerning to the Ethics of Accountants Professional Act B.E. 2553 defines that the primary auditor can perform the duties for not more than 7 years in case of public limited company which has lot of stakeholders and can return to perform as an auditor after two years of the period of first seven years.

The Company has set the auditing remuneration of the Company and its subsidiaries for the year of 2017 into 2 cases as follows.

The first case is the audit fee of the Company and its subsidiaries is equivalent to 4,598,000 Baht which is increased by 568,000 Baht compared to year over year since the size of business is bigger derived from that the operation of the third power plant (Buriram Power Plus Company Limited) has started. Moreover, the Company has expected to invest in 2 additional sugar manufacturing factory in accordance with the authorized licenses approved by Office of Cane and Sugar Board including the review and approval the transactions concerning to infrastructure fund which is currently in progress.

The second case is to apply SAP in accounting and finance database management of Buriram Sugar Group which is currently in progress of pilot test. If the Company can apply SAP to manage the database as mentioned in 2017, the audit remuneration shall be increased by not exceeding 5,290,000 Baht per year, compared to the audit remuneration excluded SAP service shall be increased by 692,000 Baht and 1,260,000 Baht compared to the previous year of audit remuneration in order to support the investment expansion and the change of accounting system in compliance with the standard of the auditing. Therefore, the Company requires the specialists to consider and control the system at the first stage to analyze whether SAP can reduce the problems occurred by the old accounting system with the complete data. As the results, the audit remuneration shall be increased.

In addition, Board of Directors and Audit Committees agreed to propose to the Meeting to consider and approve these 2 cases. The auditing remuneration of the Company and its subsidiaries is not included other expenses (out of pocket expense), tax and other service charges. On the other hand, other expenses shall be calculated based on the actual expenses.

Unit: Baht/Year

List	2016	2017 (As Proposed)	2017 (SAP) (As Proposed)
Audit fee of the Company	990,000	1,190,000	1,500,000
Audit fee of subsidiaries	3,040,000	3,408,000	3,790,000
Non-Audit Fee			
- Out of Pocket Expenses for the Company	500,000		
- Out of Pocket Expenses for Subsidiaries	852,000	-	-
- Service Fee for the Review the Feasibility of Financial Projection, Document Preparation and Opinions About the Infrastructure Fund	1,800,000		
Total Fees	7,182,000	4,598,000	5,290,000

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion.

Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting has passed the resolution in appointment of auditors, and to determine their remuneration for the year 2017 by the majority of votes of shareholders who attended the Meeting and voted as follows:

Approved	525,443,741	votes	equivalent to	99.3625%
Disapproved	3,371,000	votes	equivalent to	0.6375%
Abstained	0	votes	equivalent to	0.0000%
Voided Ballot	70,000	votes	equivalent to	-
Total	528,814,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.

Agenda 10 To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association for the objectives of the company

The Chairman asked Miss Patcharee Kosanam, company secretary to report the amendment to Clause 3 of the Company's Memorandum of Association for the objectives of the company as follow.

According to the opinion of Department of Business Development, Ministry of Commerce, the Company should amend the objectives of the Company by removing these following objectives:

“Clause 10: To operate the travelling business including all categories of relevant travelling business, excluding getting the approval from the related institutions” and

“Clause 21: To operate the business of massage parlor”

In addition, the travelling business has to possess the authorized license for business operation and the business of massage parlor is not compliance with the policy of SET which does not require the listed company get involve with the illegal business or contrast to good morals and maintain good image of the Company. However, the Company does not aim to operate those kinds of business as mentioned. In addition, Board of Directors proposed to authorize directors or persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of memorandum of association in case the registrars of Department of Business Development, Ministry of Commerce and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Clause 3 of the Company's Memorandum of Association and other business for the purpose of completing the amendment as mentioned such as the document preparation, the authorized signing, the submission of the requisition and other relevant activities such as coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections.

The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion. Since no more shareholders would like to ask questions or make comments, the Chairman asked the Meeting to vote on this agenda item.

Resolution The Meeting has passed the resolution to approve the amendment to Clause 3 of the Company's Memorandum of Association for the objectives of the company as mentioned in order to comply with the nature of business and maintain good image of the Company including authorize directors or persons, assigned by the Board of Directors, to have power to perform any acts related to the amendment of memorandum of association in case the registrars of Department of Business Development, Ministry of Commerce and/or any relevant state agencies have the orders to amend some wording in this matter including perform any acts related to amend the Clause 3 of the Company's Memorandum of Association and other business for the purpose of completing the amendment as mentioned such as the document preparation, the authorized signing, the submission of the requisition and other relevant activities such as coordinating with Department of Business Development, Ministry of Commerce, governmental agencies and other governmental or private sections by not less than three-fourths (3/4) of the votes of shareholders who attended the Meeting and voted as follows:

Approved	528,810,641	votes	equivalent to	99.9990%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	5,000	votes	equivalent to	0.0009%
Voided Ballot	69,000	votes	equivalent to	-
Total	528,815,741	votes	equivalent to	100.0000%

Remark While the Meeting was considering this agenda item, 0 additional shareholders were present with 0 shares. Total shareholders present amounted to 280 people with 528,884,741 shares.


Agenda 11 To consider any other business


The Chairman allowed shareholders to ask, comment in associate matter and request shareholders to state their name and surname as well as status before asking or giving opinion.

Since no more shareholders would like to ask questions or make comments, the Chairman expressed his gratitude to all shareholders and honored guests present at the Meeting for their valuable time which cause the meeting to be accomplished pleasantly. The Company has confirmed that directors, executives and employees shall perform the duties and responsibility for the best benefits of the Company and shareholders.

Hence, the Chairman asked for all shareholders to send the ballots to the officer in order to collect as the evidences. Then, the Chairman declared the 2017 Annual General Meeting of Shareholders officially completed.

Closing of the Meeting 12.30 p.m.

Signed  Chairman of the Meeting
(Mr. Prachuab Chaiyasan)

Signed  Secretary of the Meeting
(Miss Patcharee Kosanam)

Attachment No. 2**For consideration of Agenda 2 and 3**

Annual Report 2017, including consolidated statements of financial position,
profit/loss financial statements and statement of comprehensive income

(This section is included in CD-Rom)

Attachment No.3
For Consideration of Agenda 7 and 8

Profiles of the Nominated Directors to be Re-Elected for Another Term



Name: Mr. Sirichai Sombutsiri

Nationality: Thai

Age: 64 years old

Position: Director (Independent Director) and Member of the Audit Committee

Proposed Position: Director who is Independent Director and Member of the Audit Committee

Appointment Date: 10 January, 2013

Tenure: 5 years, 3 months and 15 days (counted to 2018 AGM date)

Address: 128/77-78, 7th FL., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Number of BRR Shares Held: 405,000 shares (equivalent to 0.05%) (as of December 29, 2017/ no shares held by spouse or de facto partner and underage child)

Family Relationships with Directors/ Executives/ Major Shareholders: -None-

Prohibited Qualifications: Never dishonestly committed an offence against property and never entered into any transaction which may cause conflict of interest against the company during the previous year.

Special Interest: No any special interests or any other benefits except for the remuneration paid to all directors in compliance with the regulation of the company

Education & Training Background:

- Bachelor of Business Administration in Accounting (Honor), Thammasat University
- Master of Business Administration in Finance, University of Southern California, USA
- Advanced Management Program, Harvard Business School, USA
- Certificate, The Joint State Private Sector Regular Course National Defense College Class 15
- Director Accreditation Program (DAP) Class 25/2004 Thai Institute of Directors (IOD)
- Capital Market Academy Leadership Program Class 5, Capital Market Academy

Meeting attendance in 2017:

Annual General Meeting of Shareholders 1/1

Board of Directors 6/9

Audit Committee 5/6



Buriram Sugar Public Company Limited

Work Experience: Past 5 Years - Present

Position in the Company & Subsidiaries:

2013 - Present	Director (Independent Director), and Member of Audit Committee	Buriram Sugar Public Company Limited
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Position in Listed Companies:

2009 – 2013	Vice President of Business Customer	Siam Commercial Bank Public Company Limited
2009 – Present	Director (Independent Director)	OHTL Public Company Limited
2014 – Present	Director/ Executive Director	Land and Houses Bank Public Company Limited
2016 – Present	Director (Independent Director) *Appointed as Chairman in 2018	Prebuilt Public Company Limited

Position in Other Limited Companies/ Organizations: -None-

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: He possesses the knowledge and experience in accounting and finance.



Name: Mr. Jirawan Pongpichitkul

Nationality: Thai

Age: 50 years old

Position: Director/ Member of Executive Committee/ Member of Risk Management Committee/
Senior Deputy Managing Director (Domestic Investment: Agricultural Business)
(Authorized Director and Executive)

Proposed Position: Director

Appointment Date: 11 November, 2010

Tenure: 8 years, 5 months and 14 days (counted to 2018 AGM date)

Address: 128/77-78, 7th FL., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Number of BRR Shares Held: 32,889,000 shares (equivalent to 4.05%) (as of December 29, 2017/ no shares held by spouse or de facto partner and underage child)

Family Relationships with Directors/ Executives/ Major Shareholders: Younger sister of Mr. Anant Tangtongwechakit and Mrs. Wanphen Punyaniran, and elder sister of Miss Chittima Tangtrongwechakit, Mr. Sarit Tangtrongwechakit and Mr. Adisak Tangtrongwechakit

Prohibited Qualifications: Never dishonestly committed an offence against property and never entered into any transaction which may cause conflict of interest against the company during the previous year.

Special Interest: Special interest may exist since this director is the executive of its subsidiaries, and also the managing director of Buriram Sugarcane Research and Development Company Limited, receiving the remuneration and welfare as an employee defined by the company's salary policy. The remuneration is paid to all directors in compliance with the company's regulation. Besides, there is no other benefits provided other than the mentioned remuneration.

Education & Training Background:

- Bachelor of Science (Nursing and Midwifery), Mahidol University
- Master of Public and Private Management, National Institute of Development Administration
- Director Accreditation Program (DAP) Class 98/2012, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 239/2017, Thai Institute of Directors (IOD)

Meeting attendance in 2017:

Annual General Meeting of Shareholders	1/1
Board of Directors	9/9
Risk Management Committee	3/4
Executive Committee	9/10

Work Experience: Past 5 Years - Present

Position in the Company & Subsidiaries:

2010 - Present	Director/ Executive Committee Member/ Risk Management Committee Member/ Senior Deputy Managing Director (Domestic Investment: Agricultural Business)	Buriram Sugar Public Company Limited
2011 - Present	Director/ Executive Committee Member	Buriram Sugar Factory Co., Ltd.

Work Experience: Past 5 Years – Present (Continued)
Position in the Company & Subsidiaries:

1996 – Present	Director/ Executive Committee Member/ Managing Director	Buriram Sugarcane Research and Development Co., Ltd.
2005– Present	Director	Buriram Energy Co., Ltd.
2011– Present	Director/ Executive Committee Member	Key Brand Fertilizer Co., Ltd.
2011– Present	Director	Buriram Power Co., Ltd.
2015– Present	Director	Buriram Power Plus Co., Ltd.
2015– Present	Director	Chamni Sugar Factory Co., Ltd.
2015– Present	Director/ Executive Director	Buriram Sugar Capital Co., Ltd.

Position in Listed Companies: -None-
Position in Other Limited Companies/ Organizations:

2012–Present	Director	Buriram Capital Co., Ltd.
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Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: She possesses the knowledge and experience in raw materials management and agricultural business.



Name: Mr. Adisak Tangtrongweachakit
Nationality: Thai
Age: 45 years old
Position: Director, Member of Executive Committee, Member of Risk Management Committee, Member of Nomination and Compensation Committee, Member of Corporate Governance Committee, and Senior Deputy Managing Director (Domestic Investment: Energy Business) (Authorized Director and Executive)
Proposed Position: Director
Appointment Date: 25 June, 2004

Tenure: 13 years, 10 months (counted to 2018 AGM date)

Address: 128/77-78, 7th FL., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Number of BRR Shares Held: 32,889,000 shares (equivalent to 4.05%) (as of December 29, 2017/ no shares held by spouse or de facto partner and underage child)

Family Relationships with Directors/ Executives/ Major Shareholders: Younger brother of Mr. Anant Tangtongwechakit, Mrs. Wanphen Punyaniran, Mrs. Jirawan Pongpichitkul, Miss Chittima Tangtrongwechakit and Mr. Sarit Tangtrongwechakit

Prohibited Qualifications: Never dishonestly committed an offence against property and never entered into any transaction which may cause conflict of interest against the company during the previous year.

Special Interest: Special interest may exist since this director is the executive of its subsidiaries, and also the managing director of Buriram Energy Company Limited, Buriram Power Company Limited, and Buriram Power Plus Company Limited, receiving the remuneration and welfare as an employee defined by the company's salary policy. The remuneration is paid to all directors in compliance with the company's regulation. Besides, there is no other benefits provided other than the mentioned remuneration.

Education & Training Background:

- Bachelor of Business Administration (Marketing), University of the Thai Chamber of Commerce
- Master of Business Administration (Management), Bellevue University, USA
- Director Accreditation Program (DAP) Class 98/2012, Thai Institute of Directors (IOD)
- Risk Management Program for Corporate Leaders (RCL) Class 4/2016, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 246/2017, Thai Institute of Directors (IOD)

Meeting attendance in 2017:

Annual General Meeting of Shareholders	1/1
Board of Directors	8/9
Risk Management Committee	3/4
Nomination and Compensation Committee	2/2
Corporate Governance Committee	2/2
Executive Committee	10/10

Work Experience: Past 5 Years - Present
Position in the Company & Subsidiaries:

2004 - Present	Director/ Executive Committee Member/ Risk Management Committee Member/ Nomination and Compensation Committee Member/ Corporate Governance Committee Member/ Senior Deputy Managing Director (Domestic Investment: Energy Business)	Buriram Sugar Public Company Limited
2011 - Present	Director/ Executive Committee Member	Buriram Sugar Factory Co., Ltd.
2010 - Present	Director	Buriram Sugarcane Research and Development Co., Ltd.
2005 - Present	Director/ Executive Committee Member/ Managing Director	Buriram Energy Co., Ltd.
2011- Present	Director	Key Brand Fertilizer Co., Ltd.
2011- Present	Director/ Executive Committee Member/ Managing Director	Buriram Power Co., Ltd
2015- Present	Director/ Executive Committee Member/ Managing Director	Buriram Power Plus Co., Ltd.
2015- Present	Director/ Executive Committee Member	Chamni Sugar Factory Co., Ltd.
2015- Present	Director/ Executive Committee Member	Buriram Sugar Capital Co., Ltd.

Position in Listed Companies: -None-
Position in Other Limited Companies/ Organizations:

2007 -Present	Director	B.R.S. Train Terminal Logistics Co., Ltd.
2014- Present	Vice Chairman of Board of Directors	The Federation of Buriram Industries
2012-Present	Director	Buriram Capital Co., Ltd.

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: He possesses the knowledge and experience in energy business.

Profiles of the Nominated Persons to be Elected as Company Directors



Name: Mr. Schitt Laowattana

Nationality: Thai

Age: 57 years old

Proposed Position: Director who is Independent Director

Number of BRR Shares Held: None (as of February 26, 2018/ including spouse's and underage child's)

Family Relationships with Directors/ Executives/ Major Shareholders: -None-

Prohibited Qualifications:

- (1) Has never been subject to the court's receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.
- (2) Has never been prohibited from being a director, an executive or a controlling person of a listed company by the Stock Exchange of Thailand.
- (3) Has never been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.
- (4) Is not being barred from serving as company's director or executive by foreign authority.
- (5) Has never been convicted by the court's final judgment or fined on any count of offenses as specified in (3).

Special Interest: No any special interests or any other benefits except for the remuneration paid to all directors in compliance with the regulation of the company.

Education & Training Background:

- Ph.D. in Mechanics Engineering, Carnegie Mellon University, USA
- Bachelor of Engineering (Honor), King Mongkut's University of Technology Thonburi
- Precision Mechanics and Robotics, Kyoto University, Japan
- Certificate in Management of Technology and Innovation Massachusetts Institute of Technology (MIT), USA
- "Regulatory Skills for Directors and Senior Management of Enterprises and Public Organizations", 3/2010, Public Director Institute
- Leader Program 15/2013, Capital Market Academy
- Courses organized by Thai Institute of Directors (IOD)
 - Finance for Non-Finance Director (FN), 2008
 - Director Certification Program (DCP), 93/2007
 - Audit Committee Program, 29/2009
 - Monitoring Fraud Risk Management, MFM 1/2009
 - Monitoring Internal Audit Function, MIA 7/2009
 - Understanding the Fundamental of Finance Statement (UFS), 2008
 - Roles of Chairman Program, 19/2008
 - Monitoring the System of Internal and Risk Management, MIR 7/2009
 - Monitoring Financial Reporting, MFR 9/2009
 - Financial Institutions Governance Program, FGP 3/2011

Work Experience: Past 5 Years - Present

Position in Listed Companies:

2015 – Present	Chairman of Audit Committee/ Independent Director	Gunkul Engineering Public Company Limited
2015 – Present	Director	TOT Public Company Limited

Position in Other Limited Companies/ Organizations:

2016 – Present	Director	KTb Computer Services Company Limited
2005 – Present	Confucius scholars the “Brainchild”	Channel 3Thailand
2004 – Present	Consultant	Thai Robotics Society
2002 – Present	Chairman of the Technical Committee	ABU RoboCon (Thailand)

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: He possesses knowledge and experiences of engineering and technology for development of the agricultural business and other businesses of the company with up-to-date innovations as well as enhancement of the good corporate governance.



Name: Mr. Vichate Tantiwanich

Nationality: Thai

Age: 56 years old

Proposed Position: Director who is Independent Director

Number of BRR Shares Held: None (as of February 26, 2018/including spouse's and underage

child's)

Family Relationships with Directors/ Executives/ Major Shareholders: -None-

Prohibited Qualifications:

- (1) Has never been subject to the court's receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.
- (2) Has never been prohibited from being a director, an executive or a controlling person of a listed company by the Stock Exchange of Thailand.
- (3) Has never been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.
- (4) Is not being barred from serving as company's director or executive by foreign authority.
- (5) Has never been convicted by the court's final judgment or fined on any count of offenses as specified in (3).

Special Interest: No any special interests or any other benefits except for the remuneration paid to all directors in compliance with the regulation of the company.

Education & Training Background:

- Bachelor Degree in Economics, Chulalongkorn University
- MBA, Finance & Marketing University of Hartford, Connecticut, U.S.A.
- Capital Market Academy Course, Class 1
- Leadership for Change Course, Class 1
- Top Executive Program in Commerce and Trade (TEPCOT), Class 3
- Diploma, The National Defense Course of the National Defense College, Class 56
- DCP2 Fellow Member, Class 2, Thai Institute of Directors (IOD)

Work Experience: Past 5 Years - Present

Position in Listed Companies:

Feb. 2018 – Present	Chairman/ Independent Director/ Chairman of Audit Committee	Asia Aviation Public Company Limited
2017 – Present	Independent Director / Chairman of Audit Committee	JWD InfoLogistics Public Company Limited
2012 – Present	Independent Director	Phatra Leasing Public Company Limited

Work Experience: Past 5 Years - Present (Continued)

Position in Other Limited Companies/ Organizations:

Feb. 2018 – Present	Chairman/ Chairman of Audit Committee	Thai AirAsia Company Limited
2017 – Present	Independent Director/ Chairman of Marketing and Public Relations Committee	The Industrial Estate Authority of Thailand
2017 – Present	Independent Director/ Audit Committee Member	Wind Energy Holding Company Limited
2017 – Present	Independent Director	KPN Academy Company Limited
2017 – Present	Chairman/ Chairman of Audit Committee	GMO-Z com Securities (Thailand) Limited
2017 – Present	Advisor to the Board of Directors	PMG Corporation Company Limited
2016 – Present	Chairman	Kai KwamKid Company Limited
2016 – Present	Chairman	Firm Company Limited
2015 – Present	Director	HBD Connect Company Limited
2005 – 2017	Director/ Chairman of Finance Business Committee	International Chamber of Commerce-Thailand
2008 – 2017	Advisor	Thai – Japanese Association
2010 – 2017	Chairman of Executive Committee	Creative Entrepreneurship Development Institute, Bangkok University
2010 – 2017	Advisor of Market for Alternative Investment:(mai)	The Stock Exchange of Thailand
2010 – 2017	Vice Chairman	Capital Market Academy (CMA)
2012 – 2017	Director	Thai Financial Planners Association (TFPA)
2012 – 2017	Senior Vice President	Thai Beverage Public Company Limited
2013 – 2017	Appellate Sub-Committee	Securities and Exchange Commission of Thailand
2015 – 2017	Advisor to the Minister of Commerce	Minister of Commerce
2015 – 2017	Independent Director	Export – Import Bank of Thailand (EXIM)
2014 – 2015	Independent Director/ Audit Committee Member	Dhanarak Asset Development Company Limited
2013 – 2015	IOD Advisory Committee on Research and Governance	Thai Institute of Directors (IOD)
2012 – 2015	Independent Director	M Picture Entertainment Public Company Limited

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: He possesses knowledge and experiences of economics of finance and fiscal economics, banking and marketing.

Definition of the Independent Directors

1. The Board of Directors must be neutral, not be influenced by the control of executives or management or a group or juristic person because the Board of Directors is the representative of shareholders who select in order to protect the interests of all shareholders.
2. The Board of Directors should have leadership, vision and independence in making decisions for the best benefit of Buriram Sugar Group, and all shareholders. The Chairman must be able to control the operation of the executives or management effectively.
3. The Board of Directors should provide a clearly separation of roles and responsibilities between the Board and the management.
4. Maintain the balance of power within the Board of Directors, so all directors can express their opinions independently. Therefore, the composition of the Board of Directors shall consist of executive and non-executive directors.
5. The independent directors are able to access the financial data and business information adequately in order to provide opinions independently and preserve the benefit of all shareholders and company.
6. The independent directors must have the independent qualifications in accordance with the Securities and Exchange Commission as well as other qualifications are required. For the composition and appointment of independent directors, the Board of Directors will fundamentally consider the qualifications of a person who will be appointed as an independent director with the qualifications and disqualification of directors under the Limited Public Company Act, law on the securities and exchange, Notification of the Capital Markets Supervisory Board, as well as relevant notifications, rules and/or regulations. Moreover, the Board of Directors will consider and select an independent director who is qualified, expertise, competent, and use other appropriate elements for additional consideration, and then propose such matter at the shareholders' meeting for further appointment. Thus, the company has a policy to appoint the independent directors at least 1/3 of the total number of directors, which consists of not less than 3 persons. The qualification of the independent directors must comply with the Securities and Exchange Commission No. 28/2008 for permission and grant of permission to offer newly issued shares on 15th December 2008 (as amended) as follow:
 - The person must hold no more than 1% of shares with voting rights of the Company, the parent Company, the subsidiaries, the associates, the major shareholders or the entities with the authority to control the Company; inclusive of shareholding by individuals related to such independent directors
 - The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the Company, the parent Company, the subsidiaries, the associates, the associates of the same level,

the major shareholders or of the entities with the authority to control the Company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the Company.

- The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the Company or candidates for the position of an executive or an individual with the authority to control the Company or a subsidiary.
- The person must not have, or have had, a business relationship with the Company, the parent Company, the subsidiaries, the associates, the major shareholders or the entities with the authority to control the Company, in such a manner that may interfere with one's independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the Company, of the person who has business relationship with the Company, the parent Company, the subsidiaries, the associates, the major shareholder or the entities with the authority to control the Company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The business relationship as described is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the Company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the Company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.
- The person must not be, or has been, an auditor of the Company, the parent Company, the subsidiaries, the associates, the major shareholders or the entities with the authority to control the Company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the Company, the parent Company, subsidiaries, the associates, the major shareholders or the entities with the authority to control the Company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
- The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the Company, the parent Company, subsidiaries, the associates, the major shareholders or the entities with the authority to control the Company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an

exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

- The person must not be a director appointed to represent a director of the Company, a major shareholder or a shareholder who is related to a major shareholder.
- The person must not be in a business of the same nature as, and of significant competition to, that of the Company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another Company which is engaged in a business of the same nature as and of significant competition to that of the Company or a subsidiary.
- The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the Company.
- The person must not be assigned by the Board of Directors to make a consideration relating to the business operations of the Company, the subsidiaries, the associates, for the subsidiaries in the same level, the major shareholders, or controlling persons.

Scope of Duties and Responsibilities of the Board of Directors

1. Administer the business of the company in order to generate the profit maximization for shareholders. According to the business operation of the Company, the directors shall perform duties with the responsibility, discretion, honesty in compliance with laws, Articles of Association and regulation including the resolutions from shareholders' meeting as well as the Board of Directors' meeting.
2. Consider and approve the important matters concerning to the operation of the Company, for example, vision, mission, policies, business strategy, goals and operation plan, financial target and budgeting of the Company, subsidiaries and associates.
3. Supervise the business operation in general as well as the management department in accordance with vision, mission, policies, business strategy, goals and operation plan, financial target and budget of the Company.
4. Organize the accounting system, financial reporting and auditing as well as the system of internal control, internal audit, risk management and anti-corruption including set up the effective measures to follow the performance of the Company, subsidiaries, and associates.
5. Provide an annual report of the company and/or the Board of Directors according to the laws and regulations.
6. Supervise and provide the mechanism of supervision and prevent the conflict of interest between stakeholders with companies, subsidiaries and associates.
7. Consider and approve and/or consider and give opinion in order to present to the shareholders' meeting for approval of the transactions that are significant to the company in compliance with laws, regulations, and related applicable rules and/or the articles of association of the company, subsidiaries, and associates.

8. Appoint one of the Directors of the company as Chairman of the Board of Directors and the Vice Chairman according to the appropriate number.
9. Arrange and/or change the name of Directors who have the authority.
10. Recruitment and appointment of person who have knowledge, ability, experience and qualified according to law and regulation to be a Directors in the case of the position of Directors becomes vacant due to reasons other than retirement by rotation.
11. Recruit individuals who have the knowledge, ability and experience according to the laws and related regulations to propose to the shareholders' meeting to consider and appoint as the Directors of the company.
12. The person who has been appointed or nominated as the Directors or executives of subsidiaries and/or associates should be in accordance with the shareholding proportion of subsidiaries and associates. Thus, the said nominated persons must have proper knowledge, ability and experience, must not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business as specified in the notification of the SEC.
13. Consider the annual and interim dividend of the company, subsidiaries and associates.
14. Consider the remuneration criteria of the Board of Directors, sub-committees, and senior executives.
15. Considering the amount of the remuneration of the Directors in the company according to the criteria for compensation. Then, the Board of Directors proposes such remuneration at the shareholders' meeting to consider and approve.
16. Evaluate the Managing Director's performance and consider the remuneration amount according to the remuneration criteria specified by the Board of Directors.
17. Appoint the sub-committees by recruiting the person who have knowledge, ability, and experience and qualified as the Board of Directors seem appropriate to be appointed as member in sub-committees, as well as specify the authority and scope of work of such committees.
18. Appoint one of the Executive Directors of the company as the Managing Director including instruct the scope of authority of the Managing Director.
19. Appoint the company secretary by recruiting the person who have knowledge, ability, and experience and qualified according to law and regulation.
20. Arrange the succession plan of Managing Director position by reviewing the plan annually.
21. Appoint and/or authorize the Directors or other person to have the power to take any action that is within the jurisdiction of the Board of Directors as the Board deems appropriate. The Board of Directors may abolish, rescind, or change such authority.
22. Supervise to provide a channel to communicate with each shareholders group and the stakeholders of the company.
23. Supervise to disclose significant information related the company and the subsidiaries correctly, completely, and transparently via easily accessible channel with equal and trustworthy treatment.
24. Create and modify laws and regulations within the company.
25. Have duties and responsibilities as defined in laws and regulations, articles of association, and resolution of shareholders' meeting.

26. Establish, review policies, and enhance the effectiveness of anti-corruption practices as well as monitor executives and management to comply with anti-corruption policy, code of conduct, and code of ethics, and act as a model steering such awareness to be a part in an organization culture. Thus, in case of any evidence indicating that one of the Board of Directors involves any actions or accepting or supporting corruption, the company will punish in line with the working regulations, the highest penalty is the dismissal from service or termination of contract. In addition, in case of any actions breaking rules or laws, those who violate any laws will be punished in accordance relevant applicable laws.
27. Specify and review the good corporate governance and code of conduct, and be aware of the duties and responsibilities as a leader to create sustainable value for the company, as well as supervise the development plan for enhancing the corporate governance suitable for the company's nature of business.

In addition, the Board of Directors or any authorized persons who have conflict of interest with company and/or subsidiaries and/or related companies do not have the right to approve the administration of conflict of interest or connected transactions except such transactions operated under policies and criteria considered and approved by the Board of Directors and/or shareholders' meeting (as the case may be), which must be in accordance with laws, regulations, objectives and articles of association.

Scope of Duties and Responsibilities of the Audit Committee
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1. Internal Control

- 1) Review the company's internal processes to obtain suggestion and complaint including review the policy and internal control on risk assessment of corruption to ensure the effectiveness of anti-corruption practices according to Internal Audit Office' s review and evaluation and report it on self-assessment by Thai Institute of Director.
- 2) Provide a proper and effective internal control and internal audit.
- 3) Ensure that the company has proper working process with risk management, control, supervision, technology information and security of the data and communication network.
- 4) Provide the Audit Committee with overall performance and annual evaluation.

2. Internal Audit

- 1) Consider and evaluate the internal control system that the internal audit office has already checked to ensure the appropriate action of the system and present the result to the Board of Director for consideration.
- 2) Consider the independence of internal audit by their work and report including the chain of command. As well as approve the appointment, removal, transfer or dismissal of the Head of the Internal Audit Office or other related office in charge of internal audit.

3. Financial and audit reports

- 1) Ensure that the company's financial reports are correct and sufficient by cooperating with the external auditor and administrator who responsible in prepare the financial reports in both quarterly and annual. The Audit Committee may assign auditor to review or audit in any matter as necessary and significant matter on the auditing process.

- 2) Consider and nominate the independent person to act as auditor and present the auditor's remuneration. As well as arrange the meeting with the auditor without the management department in attendance at least 1 time a year.
 - 3) Advise the Board of the Directors and the management department to improve the business operation in order to reduce the risk in any matter for correct financial reports and effective business operation of the company.
4. Following the law and related regulation
- 1) Carry out the review to ensure compliance Securities and Exchange Acts, regulation of the Stock of Thailand's regulation, and any other relevant laws.
 - 2) Ensure that the company complies with all related rules and the notification of the Stock Exchange of Thailand when there is a connected transaction or transaction that may lead to conflict of interests which give the company the maximum advantage and reasonableness, as well as disclose such transactions or conflict of interest in a complete and appropriate manner.
 - 3) Prepare the report of the Audit Committee disclosure in the company's annual report which must be signed by the Chairman of the Audit Committee and the data must contain at least the following:
 - The opinion about accuracy and completeness to make the financial report of the company reliable.
 - The opinion about the adequacy of the internal control system in the company.
 - The opinion about compliance with the Securities and Exchange Commission's and the Stock Exchange of Thailand's laws and regulation and other laws relevant to the company's business.
 - The opinion about the appropriateness of the auditor.
 - The opinion about the transactions that may have conflicts of interest.
 - The number of Audit Committee meetings and the attendance of each member in the Audit Committee.
 - Opinions or overall observation that the Audit Committee has the duty under the charter.
 - Other matters that shareholders and investors should know under the scope of duties and responsibilities as assigned by the Board of Directors.
 - 4) If the Audit Committee find or suspect the list of the following actions which may have a significant impact on the financial statements and results of operations of the company. They must report to the Board of Directors immediately.
 - The transactions that may cause the conflicts of interest.
 - The corruption and unusual activity towards internal control system.
 - Violation of the law or regulation of Securities and Exchange Commission and Stock Exchange of Thailand or other related laws.

If the Board of the Directors fails to achieve the objective in time then one member of the Audit Committee will make a report to The Securities and Exchange Commission or the Stock Exchange of Thailand.

5. Other responsibility

- 1) The Audit Committee may seek the opinion of an independent consultant in other profession when deemed necessary. The company will pay all of the expenses.
- 2) Review and update the charter of the Audit Committee and present to the Board of Directors for approval.
- 3) Carry out any other duties assigned by the Board of Directors with the approval of the Audit Committee.

The Auditor's Profile and Experiences

General Information

Name- Surname:	Mr. Sa-nga Chokenitisawat
Nationality:	Thai
Workplace:	PricewaterhouseCoopers ABAS Limited
Period of Employment:	Never
Position in PWC:	Partner

Work Experience:

Mr. Sa-nga Chokenitisawat has almost 22 years of experience in auditing practices with PwC Thailand. He is currently the Partner in Assurance and has been providing accounting and auditing services to a wide-range of multi-national and domestic clients in a variety of industries such as manufacturing, automotive products, retail business, consumer & industrial products sector and construction & engineering. His key clients mainly are in automotive industry and multi-national companies.

Comparison Table for Amendment to the Articles of Association of the Company

Announcement of the Head of the National Council for Peace and Order No. 74/2557 on Teleconferences through Electronic Devices	Company's Articles of Association	Draft Amendment to the Company's Articles of Association
<p>The announcement indicates that any meeting required by legal requirements to be held, apart from the method specified by legal requirements, the meeting can be held via electronic means.</p> <p>On 23rd September 2016, the Department of Business Development has responded by issuing the Explanatory Statement relating to conducting meetings via electronic means for a public limited company. If a meeting or conference is required to be held by electronic means, such matter must be first indicated in the Articles of Associations of public limited company.</p>	<p>Article 23. The meeting of the Board of Directors shall be held at least once every 3 months.</p> <p>The meeting shall be held in the locality where the head office of the company is located or in other locations as deemed appropriate.</p>	<p>Article 23. The meeting of the Board of Directors shall be held at least once every 3 months.</p> <p>The meeting shall be held in the locality where the head office of the company is located or in other locations as deemed appropriate.</p> <p>To conduct the Board of Directors' meeting, the Chairman may conduct the meeting or conference via electronic means in which the meeting or conference must comply with the principles indicated in laws or related announcements, including any amendments thereof.</p> <p>In case the Chairman requests the meeting or conference to be held via electronic means, to call the Board of Directors for the meeting or conference, the Chairman or the authorized person shall serve a notice to the directors for not less than 7 days prior to the meeting or conference, or the notice of the meeting shall be served to the directors by e-mail instead.</p> <p>The directors who attend such meeting must be at least 1/3 of the total directors to form a quorum in the same meeting location, and all of the directors must be in Thailand during the meeting. If the meeting allowances are provided to the directors, it must be provided to the directors who are physically present at the electronic meeting.</p> <p>Such electronic meeting as prescribed under paragraph five must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case maybe) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant laws.</p> <p>Any director who attends a meeting of the Board of Directors through electronic means in compliance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the laws and this Articles of Association.</p>

<p>The Public Limited Companies Act B.E. 2535 (1992) (Amended by the Order of the Head of the National Council for Peace and Order No.21/2560)</p>	<p>Company's Articles of Association</p>	<p>Draft Amendment to the Company's Articles of Association</p>
<p>Section 100. One or more shareholders holding shares amounting to not less than 10 percent of the total number of shares sold may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated therein. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days as from the completion of such period under paragraph one. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expenses arising from such meeting.</p>	<p>Article 27. The Board of Directors shall call a shareholder meeting which is an annual general meeting within 4 months of the last day of the Company's fiscal year.</p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time as the Board of Directors considers it expedient to do so, or shareholders holding shares amounting to not less than 1/5 of the total number of shares sold or shareholders numbering not less than 25 persons holding shares amounting to not less than 1/10 of the total number of shares sold, may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated therein. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 1 month as from the date of receipt of such request from the shareholders.</p>	<p>Article 27. The Board of Directors shall call a shareholder meeting which is an annual general meeting within 4 months of the last day of the Company's fiscal year.</p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time as the Board of Directors considers it expedient to do so.</p> <p>One or more shareholders holding shares amounting to not less than 10 percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated therein. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days as from the completion of such period under paragraph three. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Article 30, the shareholders as prescribed under paragraph four shall be collectively responsible to the company for expenses arising from such meeting.</p>

**Articles of Association of the Company Concerning to
the Shareholders' 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 one share.
 - (2) Each shareholder shall exercise all of one's 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 from office in the first year and second year after the registration of the Company shall be selected by drawing 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 Articles of Association of the Company.
17. Otherwise than retirement by rotation, the directors shall vacate office upon:
 - (1) death;
 - (2) resignation;
 - (3) disqualification, or possessing characteristics prohibited by laws;
 - (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 an extraordinary meeting. The Board 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 acknowledgment, 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, a shareholder may appoint any other person to attend and vote at the meeting on his or her 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 and such shareholders shall hold shares altogether at not less than one-third ($1/3$) of the total number of shares sold, or there shall be shareholders and proxies 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 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.

In all shareholders' meeting, the Chairman of the Board of Directors shall be the chairman of the shareholder meeting. If the Chairman of the Board of Directors is not present at a meeting or cannot perform his or her duty for any reason, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no the Vice-Chairman, or the Vice-Chairman cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

31. In voting, one share equals to one vote and a resolution of the shareholder meeting shall consist of the following votes:
- (1) in any ordinary event, 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 events, a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
 - (A) the sale or transfer of the whole or important parts of business of the Company to other persons;
 - (B) the purchase or acceptance of transfer of business of other companies or private companies by the Company;
 - (C) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing;
 - (D) the amendment of Memorandum of Association or Articles of Association of the Company;
 - (E) the increase or decrease of the Company's registered capital or issuance of debentures;
 - (F) the amalgamation or dissolution of the Company.
32. The purposes of an annual general meeting of shareholders are 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 the balance sheet and profit and loss statements in the last fiscal year.
 - 3) Consideration of allocation of profit and appropriation of a reserve fund.
 - 4) Consideration and approval of appointment of directors to replace the directors who have retired by rotation, and determination of directors' remuneration.
 - 5) Consideration and approval of appointment of auditor and fixing an 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 articles of association state other way. Dividends shall be distributed according to the number of shares in equal amount for each share. Dividend payment must be 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.
- Dividend payment shall be made within 1 (one) month from the date the resolution passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such dividend payment and the notice shall also be published in a newspaper for 3 (three) consecutive days. No interest shall be charged against the Company if a dividend payment is made under the period specified by laws.
39. In the case where the company still cannot sell its shares up to number registered or the company has registered an increase of capital, the company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval of the meeting of shareholders
40. The Company must allocate part of the annual net profit as reserve fund in an amount not less than 5 (five) percent of the annual net profit deducted by the total accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 (ten) percent of the registered capital. With approval of the meeting of shareholders, the company may transfer other reserve fund, legal reserve, and a surplus reserve separately from the reserve fund to compensate for the accumulated losses of the company.

Section 6**The Capital Increase and Decrease**

42. The company may decrease the amount of its the registered capital by decreasing the value of each share, or decreasing number of shares, or cutting off shares that have not been sold or issued, but it may not reduce the capital to an amount lower than 1/4 of the total capital.
- In case where the company has an accumulated loss and it has already compensated for it according to the Article No. 40 of this articles of association, and the accumulated loss still, however, remains the company may reduce its capital to the amount less than 1/4 of the total capital.
- The amount and method to reduce share value or share amount under paragraph one or paragraph two shall be performed in accordance with the resolution of the meeting of shareholders by, a vote of not less than 3/4 of the total number of votes of the shareholders attending the meeting and having the right to vote. Thus, the company shall register the approved share upon the resolution within 14 days as from the date on which when the meeting has passed a resolution.

Regulation of 2018 Annual General Meeting of Shareholders

According to policy of Securities and Exchange Commission about principle for shareholder meeting of registered company, dated 19 February, 1999 which intends for listed companies to have guideline for good governance which will help develop confident to shareholders, investors, and all related parties, as well as conducting shareholders' meeting in conformance with transparency, fairness, and 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 shareholders to perform accordingly. Due to some shareholders may be unfamiliar with principle of shareholders' meeting, the Company reserves right for lessen the presentation of documents or evidences to identify shareholdership or oneself as a proxy of shareholders as deemed appropriate.

▪ **Documents and evidences identified the right to attend the meeting**

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

Participant	Documents
1. <u>Individual</u>	<ul style="list-style-type: none"> ▪ Registration form
1.1 Thai Shareholder	<ul style="list-style-type: none"> ▪ 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	<ul style="list-style-type: none"> ▪ I.D. Card of Foreigner or passport or document substituted for valid passport
<u>In case of proxy</u> (a copy must be certified as true and correct copy by the grantor)	
<ul style="list-style-type: none"> ▪ 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 	
2. <u>Juristic person</u>	<ul style="list-style-type: none"> ▪ Registration form
2.1 Juristic person registered in Thailand <u>Remark:</u> A copy must be certified as true and correct copy by the authorized representative with juristic person's seal	<ul style="list-style-type: none"> ▪ 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

Participant	Documents
<p>2.2 Juristic person registered in abroad</p> <p><i>Remark:</i> 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.</p>	<ul style="list-style-type: none"> ▪ 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
<p><u>In case of proxy (a copy must be certified as true and correct copy by the grantor)</u></p> <ul style="list-style-type: none"> ▪ 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 a shareholder requires a general proxy
Form B	Proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.	In case that a shareholder requires other person or independent director to be a proxy
Form C	Specific form used only if a 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.	Only if a 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.

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 any proxies 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

Company Secretary, Director Office
Buriram Sugar Public Company Limited
128/77-78 7th FL., Phayathai Plaza Building, 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 starts to allow the Company's officers 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

Officers of the Company shall allow the registration of attendance not less than one hour or from 08.30 a.m. on the day of the Meeting.

Meeting venue: Arnoma Room 2-3, 3rd Floor, Arnoma Hotel Bangkok,
99 Ratchadamri Road, Pathumwan, Bangkok 10330

- **Voting Procedures and Votes Counting**

The Company provide **ballot** for shareholders at registration in front of the meeting room for shareholders or proxy to cast their vote in accordance with agenda item.

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 shareholders 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 shall appoint an 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 Chairman of the meeting would cast the final vote.
- In other circumstances where the law and/or Company's regulations prescribed differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The Chairman 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. The 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 Articles of Association item 31 stating 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 starts, 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 inform the Meeting about the voting result of each agenda before continuing to next agenda.

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

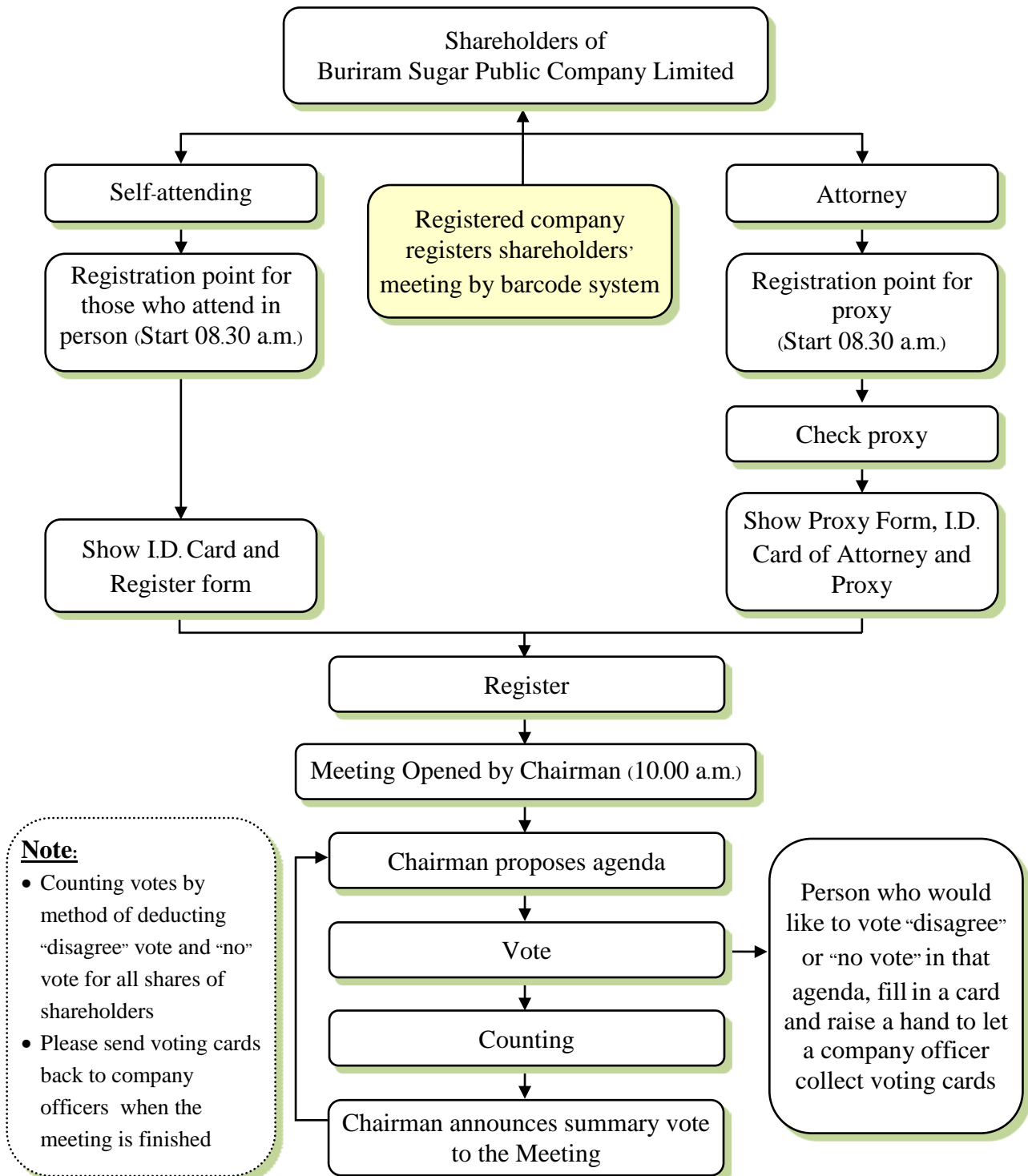
Voting Procedures and Votes Counting

1. A shareholder or proxy who completes registration process will receive ballot to vote for each agenda (totaled 11 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 7: To consider and approve the reappointment of directors whose term have expired in the year 2018, the Company will provide special ballot consisted of subtopic which specify 3 proposed directors separately to allow shareholder and proxy to vote for candidates individually. Moreover, In Agenda 8: To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors, the Company will provide special ballot consisted of subtopic which specify 2 proposed persons separately to allow shareholder and proxy to vote for candidates individually.
3. 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

The cases of invalid vote or voided ballot are as follows:

1. The ballot paper which is marked any symbols does not pursuant to the current voting agenda.
2. The ballot paper which does not hold any symbols.
3. The ballot paper which holds more than one mark, except for the case of the proxy who is custodians. They can divide their amount of shares for voting in each of voting selections, which are agree, disagree and no vote, as much as they have the rights for voting.
4. The ballot paper is damaged so that it cannot be seen the chosen selections

Attachment No. 9
Procedures to attend the 2018 AGM of shareholders




Name: Mr. Prachuab Chaiyasan

Nationality: Thai

Age: 73 years old

Position: Chairman of Board of Directors (Independent Director), and Chairman of Audit Committee

Appointment Date: 15 October, 2012

Tenure: 5 years, 6 months and 12 days (counted to 2018 AGM date)

Address: 128/77-78, 7th FL., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Number of BRR Shares Held: 405,000 shares (equivalent to 0.05%) (as of December 29, 2017/ no shares held by spouse or de facto partner and underage child)

Family Relationships with Directors/ Executives/ Major Shareholders: -None-

Prohibited Qualifications: Never dishonestly committed an offence against property and never entered into any transaction which may cause conflict of interest against the company during the previous year.

Special Interest: No any special interests or any other benefits except for the remuneration paid to all directors in compliance with the regulation of the company, and no interest in any agenda item in 2018 AGM.

Education & Training Background:

- Bachelor of Political Science, Thammasat University
- Doctor of Philosophy, Honorary Degree in Political Science, Ramkhamhaeng University
- Director Accreditation Program (DAP) Class 54/2006, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 83/2007, Thai Institute of Directors (IOD)

Meeting attendance in 2017:

Annual General Meeting of Shareholders 1/1
Board of Directors 8/9
Audit Committee 5/6

Work Experience: Past 5 Years - Present

Position in the Company & Subsidiaries:

2012 - Present	Chairman of Board of Directors (Independent Director)/ Chairman of Audit Committee	Buriram Sugar Public Company Limited
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Position in Listed Companies:

2006 – Present	Director/Chairman of Audit Committee	Thai Ethanol Power Public Company Limited
2003 – Present	Director/Chairman of Audit Committee	The Steel Pubic Company Limited

Position in Other Limited Companies/ Organizations:

2006 – 2017	Director	Taiping Ethanol Co., Ltd.
2003 – 2013	Chairman of Ramkhamhaeng University Council	Ramkhamhaeng University
2015 – Present	Director	Paksong Highland Co., Ltd.
2016 – Present	Consultant	Thai Ethanol Manufacturing Association
2017 – Present	Director	Beston Global Food (Thailand) Co., Ltd.

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: He possesses the knowledge and experience in agricultural business and expertise in the duties of independent directors and Audit Committee.



Name: Mrs.Seenual Tasanapant
Nationality: Thai
Age: 72 years old
Position: Director (Independent Director), Member of Audit Committee, Chairman of Corporate Governance Committee, and Chairman of Nomination and Compensation Committee
Appointment Date: 3 October, 2014
Tenure: 3 years, 6 months 22 days (counted to 2018 AGM date)
Address: 128/77-78, 7th FL., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Number of BRR Shares Held: None (as of December 29, 2017/ Including spouse's and underage child's)

Family Relationships with Directors/ Executives/ Major Shareholders: -None-

Prohibited Qualifications: Never dishonestly committed an offence against property and never entered into any transaction which may cause conflict of interest against the company during the previous year.

Special Interest: No any special interests or any other benefits except for the remuneration paid to all directors in compliance with the regulation of the company, and no interest in any agenda item in 2018 AGM.

Education & Training Background:

- Bachelor of Law, Thammasat University
- Bachelor of Accounting, Thammasat University
- Director Accreditation Program (DAP) Class 55/2006, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 79/2007, Thai Institute of Directors (IOD)
- Audit Committee Program (ACP) Class 17/2007, Thai Institute of Directors (IOD)
- Certified Public Accountant No. 2974

Meeting attendance in 2017:

Annual General Meeting of Shareholders 1/1
Board of Directors 9/9
Audit Committee 6/6
Corporate Governance Committee 2/2
Nomination and Compensation Committee 2/2

Work Experience: Past 5 Years - Present

Position in the Company & Subsidiaries:

2014 - Present	Director (Independent Director)/ Audit Committee Member / Chairman of Corporate Governance Committee / Chairman of Nomination and Compensation Committee	Buriram Sugar Public Company Limited
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Position in Listed Companies:

2006 - Present	Independent Director/ Audit Committee Member/ Chairman of Nomination and Compensation Committee	The Steel Public Company Limited
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Position in Other Limited Companies/ Organizations:

2012 - Present	Director	Taiping Ethanol Co., Ltd.
2007 - 2009	Advisor of Administrative Directors	Mahidol University Savings and Credit Co-Operative Limited
1998 -2006	Manager	Mahidol University Savings and Credit Co-Operative Limited

Position in Competition/ Related to Businesses of the Company: -None-

Qualifications for Business Operation/ Proficiency in Business: She possesses the knowledge and experience in laws, accounting and finance, and auditing.

**Attachment 11.1, 11.2 and 11.3
Proxy Forms**

Attachment 11.1 proxy form A	is general proxy form, simple to use.
Attachment 11.2 proxy form B	is proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.
Attachment 11.3 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
revenue
stamp
20 Baht

Proxy Form A.

Made at _____
Date _____

(1) I/We, _____ Nationality _____
Residing at House No. _____ Road _____ Sub-district _____
District _____ Province _____ Zip Code _____

(2) Being a shareholder of **Buriram Sugar Public Company Limited**,
holding _____ shares in total which are entitled to cast _____ vote as follows:
Ordinary share _____ shares in total which are entitled to cast _____ votes;
Preference share _____ shares in total which are entitled to cast _____ votes

(3) I/We wish to appoint
(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 my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders to be held on Wednesday 25 April, 2018 at 10.00 a.m. at the Arnoma Room 2-3, 3rd Fl., Arnoma Hotel Bangkok 99 Ratchadamri Road, Pathumwan, Bangkok 10330 or such other date, time, and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all aspects.

Signed _____ Grantor
(_____)

Signed _____ Grantee
(_____)

Signed _____ Grantee
(_____)

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 any proxies for spitting votes.

Please
stamped
revenue
stamp
20 Baht

Proxy Form B.**Attachment No. 11.2**

Made at _____
Date _____

(1) I/We, _____ Nationality _____
Residing at House No. _____ Road _____ Sub-district _____
District _____ Province _____ Zip Code _____

(2) Being a shareholder of **Buriram Sugar Public Company Limited**,
holding _____ shares and vote as _____ vote as follows.

Ordinary share _____ shares and vote as _____ vote

Preference share _____ shares and vote as _____ vote

(3) 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) Mr Prachuab Chaiyasan, Chairman of Board of Directors, Independent Director,
and Chairman of Audit Committee, 73 years old, Contact Address: 128/77-78 7th Fl.,
Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

☐ (4) Mrs. Seenual Tasanapant, Director, Independent Director, Audit Committee
Member, Chairman of Corporate Governance Committee, and Chairman of
Remuneration and Compensation Committee, 72 years old, Contact Address: 128/77-78
7th Fl., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400

Any one of them as my/our proxy to attend and vote on my/our behalf at 2018
Annual General Meeting of Shareholders to be held on Wednesday 25 April, 2018 at 10.00
a.m. at the Arnoma Room 2-3, 3rd Fl., Arnoma Hotel Bangkok 99 Ratchadamri Road,
Pathumwan, Bangkok 10330 or such other date, time, and place as may be adjourned.

(4) I was authorized attorney is vote acting me in this meeting as follows:

☐ **Agenda 1** To certify the Minutes of the 2017 Annual General Meeting of
Shareholders held on April 25, 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 2** To acknowledge the report on the company's operating results for the year 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 3** To certify and approve the audited financial statements for the year ended on December 31, 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 4** To consider and approve the appropriation of net profit as the legal reserve and dividend payment from the operating results for the year ended December 31, 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 5** To consider and approve the decrease of the company's registered capital of 812,100,000 Baht to the new registered capital of 812,099,845 Baht by decreasing the remaining shares from allocation of the additional common stock to facilitate the stock dividend payment

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 6** To consider and approve the amendment of Clause 4 upon the registered capital of the company's Memorandum of Association to be in accordance with the decrease of the company's registered capital

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 7** To consider and approve the reappointment of directors whose term have expired in the year of 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ The appointment of the entire board

☐ Agree

☐ Disagree

☐ No vote

☐ The appointment of the individual person

Name: Mr. Sirichai Sombutsiri

☐ Agree

☐ Disagree

☐ No vote

Name: Mrs. Jirawan Pongpichitkul

☐ Agree

☐ Disagree

☐ No vote

Name:.....Mr. Adisak Tangtrongweachakit.....

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 8** To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ The appointment of the entire board

☐ Agree☐ Disagree☐ No vote

☐ The appointment of the individual person

Name:.....Mr. Schitt Laowattana.....

☐ Agree☐ Disagree☐ No vote

Name:.....Mr. Vichate Tantiwanich.....

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 9** To consider and approve the remuneration of directors and sub-committees for the year 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 10** To consider and approve the appointment of auditors, and determination of auditors' remuneration for the year 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 11** To consider and approve the amendment to Article 23 and Article 27 of the company's articles of association

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 12** To consider any other matter (if any)

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) In case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all 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) The proxy may split the votes. In this regard, if the content is too long, it can be specified in the Attachment to Proxy Form B.

Attachment to Proxy Form B.**A proxy is granted by a shareholder of Buriram Sugar Public Company Limited**

For the 2018 Annual General Meeting of Shareholders held on Wednesday 25 April, 2018 at 10.00 a.m. at the Arnoma Room 2-3, 3rd Fl., Arnoma Hotel Bangkok 99 Ratchadamri Road, Pathumwan, Bangkok 10330 or such other date, time, and place as may be adjourned.

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject Appointment of Directors (Continued)

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors (Continued)

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

Please
stamped
revenue
stamp
20 Baht

Proxy Form C.

(For foreign shareholder who appointed custodian in Thailand only)

Writing at _____
Date ____ Month _____ Year _____
Nationality _____
(1) I am, _____
Residing at House No. _____ Road _____ Sub-district _____
District _____ Province _____ Zip Code _____
In position of owner business as depository and custodian to _____
As shareholder of **Buriram Sugar Public Company Limited** _____
total holding of shares _____ shares and vote as _____ vote as follows.
Ordinary share _____ shares and vote as _____ vote
Preference share _____ shares 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 my/our proxy to attend and vote on my/our behalf at 2018 Annual General Meeting of Shareholders held on Wednesday 25 April, 2018 at 10.00 a.m. at the Arnoma Room 2-3, 3rd Fl., Arnoma Hotel Bangkok 99 Ratchadamri Road, Pathumwan, Bangkok 10330 or such other date, time, and place as may be adjourned.

(3) I was authorized attorney is vote acting me in this meeting as follows.

- ☐ Authorized as all share number was hold and right of vote.
☐ Partly authorized which are
Ordinary share _____ shares and vote as _____ vote
Preference share _____ shares and vote as _____ vote
Total right of vote _____ vote

(4) I was authorized attorney is vote acting me in this meeting as follows.

☐ **Agenda 1 To certify the Minutes of the 2017 Annual General Meeting of Shareholders held on April 25, 2017**

- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Agree ☐ Disagree ☐ No vote

☐ **Agenda 2** To acknowledge the report on the company's operating results for the year 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 3** To certify and approve the audited financial statements for the year ended December 31, 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 4** To consider and approve the appropriation of net profit as the legal reserve and dividend payment from the operating results for the year ended December 31, 2017

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 5** To consider and approve the decrease of the company's registered capital of 812,100,000 Baht to the new registered capital of 812,099,845 Baht by decreasing the remaining shares from allocation of the additional common stock to facilitate the stock dividend payment

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 6** To consider and approve the amendment of Clause 4 upon the registered capital of the company's Memorandum of Association to be in accordance with the decrease of the company's registered capital

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ **Agenda 7** To consider and approve the reappointment of directors whose term have expired in the year of 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ The appointment of the entire board

☐ Agree

☐ Disagree

☐ No vote

☐ The appointment of the individual person

Name: Mr. Sirichai Sombutsiri

☐ Agree

☐ Disagree

☐ No vote

Name: Mrs. Jirawan Pongpichitkul

☐ Agree

☐ Disagree

☐ No vote

Name:.....Mr. Adisak Tangtrongweachakit.....

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 8** To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ The appointment of the entire board

☐ Agree☐ Disagree☐ No vote

☐ The appointment of the individual person

Name:.....Mr. Schitt Laowattana.....

☐ Agree☐ Disagree☐ No vote

Name:.....Mr. Vichate Tantiwanich.....

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 9** To consider and approve the remuneration of directors and sub-committees for the year 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 10** To consider and approve the appointment of auditors, and determination of auditors' remuneration for the year 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 11** To consider and approve the amendment to Article 23 and Article 27 of the company's articles of association

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

☐ **Agenda 12** To consider any other matter (if any)

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree☐ Disagree☐ No vote

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) In case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remark:

- (1) This Proxy form C shall be applicable only for the shareholders who appoint the Custodian in Thailand as depository and custodian share.
- (2) The follow document shall be attached with this proxy from:
 - a) Proxy from shareholder authorizing a custodian to sign the proxy from on behalf of the shareholder
 - b) 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 case there is 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 2018 Annual General Meeting of Shareholders held on Wednesday 25 April, 2018 at 10.00 a.m. at the Arnoma Room 2-3, 3rd Fl., Arnoma Hotel Bangkok 99 Ratchadamri Road, Pathumwan, Bangkok 10330 or such other date, time, and place as may be adjourned.

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda No. Subject Appointment of Directors (Continued)

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject To consider and approve the reorganization of the Board of Directors from 9 persons to 11 persons by nominating 2 additional directors (Continued)

Name:

☐ Agree ☐ Disagree ☐ No vote

Name:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda No. Subject

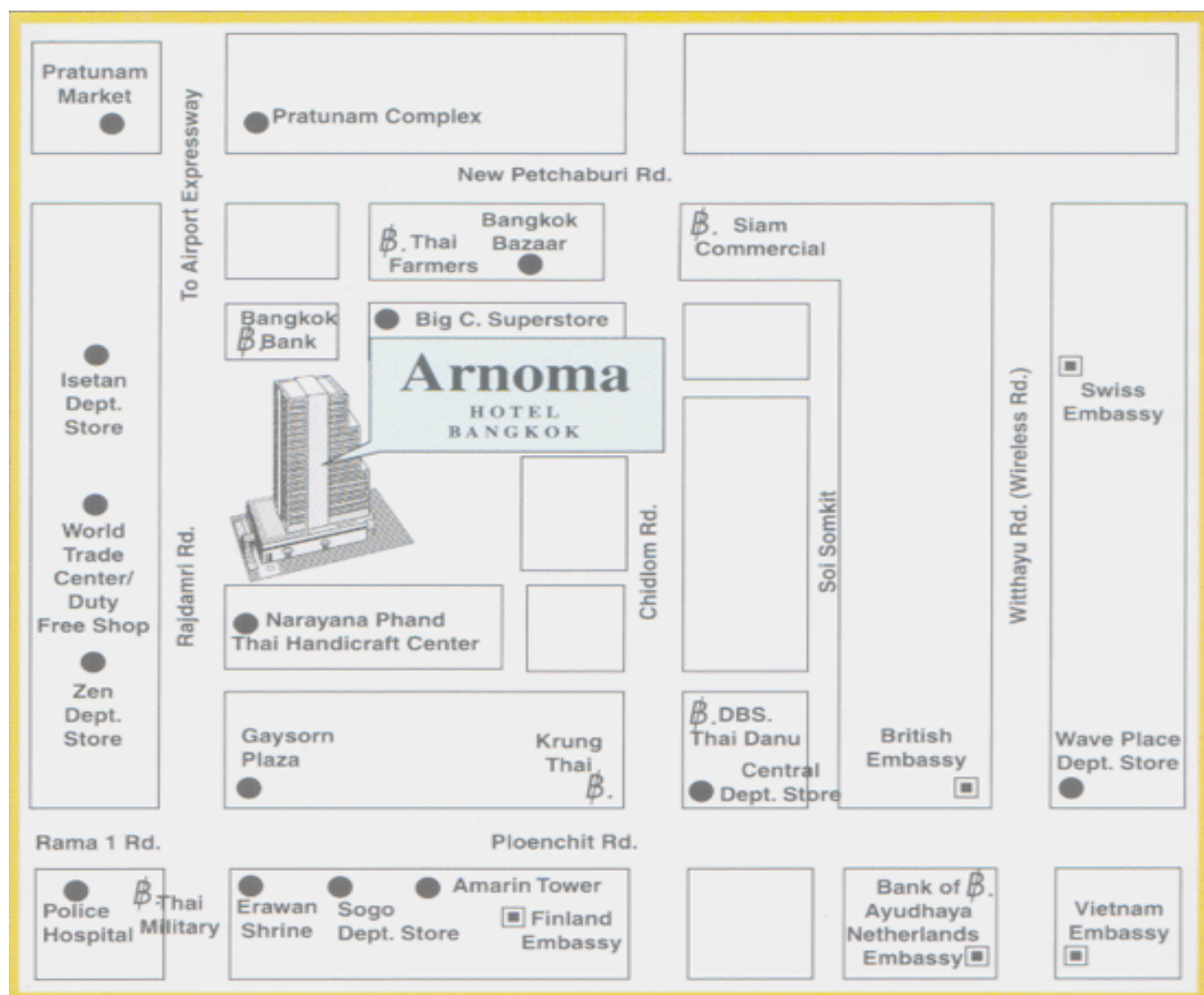
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Agree ☐ Disagree ☐ No vote

Map of the Meeting Venue

At the Arnoma Room 2-3, 3rd Floor, Arnoma Hotel Bangkok
(99 Ratchadamri Road, Pathumwan, Bangkok 10330)



How to travel to the meeting venue:

BTS Sky Train	Chidlom Station, Exit 6 and walk around 5 minutes to the hotel which is next to Gaysorn department store
Airport Link	Ratchaprarop station, catch motorcycle service to the hotel which located opposite Central World and next to Big C
Express Boat	Phatunam pier (Saensab canal), the hotel located opposite Central World and next to Big C
Bus	Bus line 2 , 13 , 14 , 17 , 73 , 74 , 76 , 77 , 79, 183 , 504 , 511 , 514 , 532
Car	<p>- From Asoke-Petchburi junction, use Petchburi Rd., go to Chidlom junction and turn left, go further to Sukhumvit junction and then turn right and turn right again at Ratchadamri junction. From there to the hotel around 200 meters. The hotel is on the right hand side and next to Big C.</p> <p>- From Ratchathewi junction, go straight to Phatunam, using the bridge, keep right and go to Chidlom junction, then go straight to Sukhumvit junction and turn right there, head for Ratchadamri junction and then turn right, keep right around 200 meters. The hotel is on the right hand side and next to Big C.</p> <p>- Ratchaprarop Rd., go straight to the junction and turn left and around 2 km. turn right, go to Petchaburi Rd., and then go straight to Pathunam, turn left at Chidlom junction again, go straight to Sukhumvit junction and then turn right. From there turn right at Ratchadamri junction, keep right around 200 meters to the hotel which is on the right hand side and next to Big C.</p> <p>- From Silom Rd, go to Ratchadamri junction, keep right around 200 meters to the hotel which is on the right hand side and next to Big C.</p> <p>- From Rama 1 Rd., go to Ratchadamri junction and then turn left, keep right around 200 meters to the hotel which is on the right hand side and next to Big C.</p> <p>- From Sukhunvit Rd., go straight to Ratchadamri junction and then turn right, keep right around 200 meters to the hotel which is on the right hand side and next to Big C.</p>



Requisition Form for a Printed Copy of 2017 Annual Report

To Shareholders of
Buriram Sugar Public Company Limited

Buriram Sugar Public Company Limited would like to kindly inform that any shareholders who wish to receive a printed copy of 2017 Annual Report can send the requisition form by fill in the form clearly and send the form back to the Company **within April 30, 2018** for the Company to deliver the report. The Company's contacts are as follow:

- Fax : (02) 216-5823
- Tel. : (02) 216-5820-2 Ext. 124 or 125
- E-mail : companysecretary@buriramsugar.com

Shareholder's Details

Name

(Mr./Mrs./Miss)_____

Address_____

Tel._____E-mail_____

Please mark ✓ in front of preferred method to acquire a copy

- ☐ Send to the specified address
- ☐ Receive a copy at a registration point of the 2018 Annual General Meeting of Shareholders
- ☐ Receive a copy by yourself at Buriram Sugar Public Company Limited: 128/77-78, 7th Fl., Phayathai Plaza, Phayathai Road, Ratchathewi, Bangkok, 10400



