

Minutes of the Annual General Meeting of Shareholders the Year of 2015
Double A (1991) Public Company Limited (the “Company”)
Held on Thursday, 23rd April 2015
At Meeting Room, 9th Floor, Double A Book Tower Building, No. 122, North Sathorn
Road, Silom, Bangrak, Bangkok

The Meeting started at 11.00 A.M.

The meeting of the Annual General Meeting of Shareholders the Year of 2015 of the Company (the “**Meeting**”). The directors and the executives who attended the Meeting were as follows:

1. Mr. Sirin	Nimmanhaeminda	Chairman of the Board of Directors
2. Mr. Pracha	Charutrakulchai	Director
3. Dr. Somchai	Richupan	Independent Director and Chairman of the Audit Committee
4. Mr. Sirichai	Sakornrattanakul	Independent Director and Member of Audit Committee
5. Dr. Virabongsa	Ramangkura	Chairman of Executive Director
6. Mr. Yothin	Dumnernchanvanit	Executive Director and Managing Director
7. Mr. Kumpon	Chayasunthorn	Chief Operating Officer and Secretary of the Board of Directors
8. Miss Sucha	Burapornpong	Representative of Auditor of EY Office Company Limited
9. Miss Tamonwan	Chawitreuthaikun	Representative of Auditor of EY Office Company Limited
10. Mr. Parawee	Siriviriya	Financial Department Manager

Mr.Sirin Nimmanhaeminda, the Chairman of the Board of Directors was the Chairman of the Meeting, delivered a welcoming speech to the shareholders and the proxies of the shareholders who attended the Meeting (collectively referred herein as the “**Shareholders**”) and requested the Secretary of the Board of Director (Mr.Kumpon Chayasunthorn) to inform the details of the Meeting to the Shareholders.

The Secretary of the Board of Director informed the Meeting that on Thursday 9th April 2015, the closing date of the shares registration book of the Company, the Company had the total registered capital in the amount of Baht 5,029,864,510 and had the total paid-up amount of Baht 4,053,695,590 divided into 405,369,559 shares with the par value of Baht 10. The total shareholders of the Company were 258 persons.

The number of the Shareholders who attended in the Meeting was 27 persons representing 308,989,944 shares or 76.22% of the amount of the total paid-up shares. The Meeting had adequate quorum according to the Articles of Association of the Company.

Before the Meeting considered the agenda, the Secretary of the Board of Director explained to the Shareholders about the procedures of vote casting on each agendum as follows:

1. Each of the Shareholders shall have the vote equal to the number of his or her shares (one share one vote);

2. The Meeting shall be respectively proceeded following to the agenda specified in the Meeting invitation letter. The Shareholders shall be given an opportunity to raise questions or opinions for topics related to such relevant agenda by raising his or her hand and be allowed to provide opinion or ask a question when he or she is permitted by the Chairman of the Meeting.

Prior to questioning or giving his/her opinion(s), the Shareholders shall inform his/her name and surname, and notify whether he/she is a shareholder or a proxy;

3. In the voting agenda, by disclosure voting process, the Shareholders may cast the vote of approval, disapproval or abstention on each agendum by marking in the voting slip. After the vote in each agendum, the Chairman of the Meeting shall collect the voting slip and count the votes of approval, disapproval and abstention. The Shareholders shall pass the voting slip to the Company's staff for this purpose;
4. During the process of vote counting by the Company's staff, the Meeting shall be continued without waiting for a result of such vote counting. Once the votes of each agendum are completely counted, the Chairman shall subsequently inform the Meeting about a result of such vote counting.

The Chairman of the Meeting then proceeded the Meeting in accordance with the following agenda.

Agenda 1 Message from the Chairman of the Meeting

The Chairman of the Meeting invited the Shareholders to be the voluntary vote counter. There are 2 proxies volunteered to be the vote counters as follows;

1. Mr. Jumpon Sriprapavong; and
2. Mr. Pongkrit Sangiamyoo

Resolution The Meeting acknowledged this agendum.

Agenda 2 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on Tuesday 15th July 2014

The Chairman of the Meeting informed the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on Tuesday 15th July 2014 had been distributed to the Shareholders together with the Meeting invitation letter. The Board of Directors had considered that the Minutes were correctly and completely recorded. Thus, the Board of Directors recommended that the Meeting should approve that minutes. The details were shown in Attachment 1.

The Chairman of the Meeting asked the Shareholders whether anyone wanted to amend the Minutes.

It appeared that there was no Shareholder wanted to amend the Minutes. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Meeting unanimously adopted the Minutes of the Annual General Meeting of Shareholders No. 1/2014 held on Tuesday 15th July 2014.**

The vote counting results as follows:

Approval	308,989,944	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 3 **Report on Company Performance for the Year 2014**

The Chairman of the Meeting informed the Meeting that the Company Performance for the Year 2014 is appeared in the Annual Report and distributed to the Shareholders together with the invitation letter. The details were shown in Attachment 2.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution **The Meeting unanimously acknowledged the Report on the Company Performance for the Year 2014.**

The vote counting results as follows:

Approval	308,989,944	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 4 **Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the Year 2014**

The Chairman of the Meeting informed the Meeting that the Statement of Financial Position and the Statement of Comprehensive Income for the Year 2014, ended 31st December 2014, of the Company and its subsidiaries were reviewed by the Audit Committee and audited by the auditor of the Company. The auditor opined that the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its subsidiaries were correct in material respects and in accordance with the Generally Accepted Accounting Principles (GAAP) as detailed in the Chapter “Financial Statements” of the Annual Report which had been distributed to the Shareholders together with the invitation letter.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting unanimously approved the Statement of Financial Position and the Statement of Comprehensive Income for the Year 2014, ended 31st December 2014, of the Company and its subsidiaries, as audited by the auditors of the Company.**

The vote counting results as follows:

Approval	308,989,944	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 5 Consideration of Appropriation and Dividend

The Chairman of the Meeting informed the Meeting that Article 42 of the Articles of Association of the Company stipulates that “Dividends shall not be paid other than out of profits. The remaining profit, after dividends paid, shall be allocated to reserve funds as the Board of Directors deems suitable.”, and Article 44 of the Articles of Association of the Company stipulates that “The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.”.

The Statement of Financial Position and the Statement of Comprehensive Income for the Year 2014, ended 31st December 2014, which has been audited by the auditor of the Company, shows the net loss of Baht 603,203,675.

The Board of Directors considered and resolved that it was necessary for the Company to reserve cash flow for operations and investments in the Company’s projects. The Board of Directors therefore resolved to propose to the Annual General Shareholders’ Meeting to consider to not appropriate profit and not distribute dividend.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting unanimously resolved to not appropriate the profit and not distribute the dividend as proposed by the Board of Director.**

The vote counting results as follows:

Approval	308,992,994	Shares
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Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Remark: During consideration and approval of this Agendum, there were 3 shareholders attending the Meeting increasing from the beginning of the Meeting. Total of shares were 308,992,994.

Agenda 6 Consideration of the Appointment of the Auditor(s)

The Chairman of the Meeting requested the Chairman of the Audit Committee (Dr.Somchai Richupan) to present the details of the appointment of the Company's auditor(s) and determination the auditing fee for the Year 2015 to the Meeting.

The Chairman of The Audit Committee informed the Meeting that according to Section 120 of the Public Limited Companies Act B.E. 2535, and Article 49 of the Articles of Association of the Company stipulates that "The annual ordinary shareholder meeting shall appoint the auditor and determine the auditing fee of the Company every year. To appoint the auditor, it may reappoint the existing auditor". The auditors' details were distributed to the Shareholders together with the invitation letter. The details were shown in Attachment 3.

Moreover, Public Limited Companies Act B.E. 2535 (as amended) and the Articles of Association of the Company stipulates that Annual General Meeting of Shareholders shall appoint the auditor(s) and determine the auditing fee of the Company annually which have been reviewed by the Audit Committee, and the Board of Directors considered and resolved that the Audit Committee should propose to the Annual General Shareholders' Meeting to consider the appointment of the auditor(s) and determination the audit fee for the Year 2015.

The Chairman of the Audit Committee clarified to the Meeting of the Audit Committee held on 26th February 2015 and Meeting of the Board of Directors held on 27th February 2015 considered the auditing fee proposal for the Year 2015 which offered from EY Office Company Limited (former name "Ernst and Young Office Company Limited") with the total auditing fee not exceeding Baht 8,040,000 for the Company and its Subsidiaries in Thailand, and the total auditing fee not exceeding Baht 3,400,000 for its overseas Subsidiaries, The Audit Committee considered scope, responsibility and performance of auditor in latest fiscal year, and resolved that EY Office Company Limited is specialized in the Company's business, fairly professional, independent and punctual in submitting its work, thus, the fee was reasonable.

The Chairman of The Audit Committee resolved to propose the Annual General Meeting of Shareholders to appoint the auditors of EY Office Company Limited namely, Mr. Narong Puntawong, CPA license No. 3315, or Ms. Siraporn Ouaanunkun, CPA license No. 3844, or Mr. Supachai

Phanyawattano, CPA license No. 3930 and Ms. Supanee Triyanantakul, CPA license No. 4498 as the auditor(s) of the Company and Subsidiaries for the Year 2015, with the total auditing fee not exceeding Baht 8,040,000 for the Company and its Subsidiaries in Thailand, and the total auditing fee not exceeding Baht 3,400,000 for its overseas Subsidiaries.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting unanimously approved to appoint the Auditor(s); namely Mr. Narong Puntawong, CPA license No. 3315, or Ms. Siraporn Ouaanunkun, CPA license No. 3844, or Mr. Supachai Phanyawattano, CPA license No. 3930 and Ms. Supanee Triyanantakul, CPA license No. 4498 as the auditor(s) of the Company and its Subsidiaries for the Year 2015, with the total auditing fee not exceeding Baht 8,040,000 for the Company and its Subsidiaries in Thailand, and the total auditing fee not exceeding Baht 3,400,000 for its overseas Subsidiaries.**

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 7 **Consideration of the Election of Directors in Replacement of Those Retired by rotation**

The Chairman of the Meeting requested the Secretary of the Board of Director (Mr.Kumpon Chayasunthorn) to inform the details of the election of Directors in replacement of those retired by rotation to the Shareholders.

The Secretary of the Board of Director informed that Article 16 of the Articles of Association of the Company stipulates that “At every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. If the number of Directors is not a multiple of three, the number of Directors closest to one third shall be retired. The Directors who retired by rotation may be re-elect.”. The Company currently has totaling 11 directors, thus for this year, there are 4 Directors who will be retired by rotation as follows:

1. Mr. Yothin Dumnernchanvanit
2. Mr. Sirin Nimmanhaeminda
3. Dr. Somchai Richupan
4. Mrs. Phisamai Supanuntareuk

The details of the Directors who will be retired by rotation may be re-elected had been distributed to the Shareholders together with the invitation letter. The details were shown in Attachment 4.

The Board of Directors, excluding the Directors who had the conflict of interest, considered and resolved to propose the Annual General Meeting of Shareholders to re-elect the following 4 Directors as the Directors of the Company for another term, and resolved to propose the Annual General Meeting of Shareholders to vote for re-election of each candidate stated below according to rule of the Stock Exchange of Thailand.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting unanimously approved to re-elect the Directors who were retired by rotation as the Directors of the Company for another term.**

The vote counting results of each candidate as follows:

1. Mr. Yothin Dumnernchanvanit

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

2. Mr. Sirin Nimmanhaeminda

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

3. Dr. Somchai Richupan

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

4. Mrs. Phisamai Supanuntareuk

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 8 Consideration of the Remuneration for the Company's Directors

The Chairman of the Meeting requested the Secretary of the Board of Director (Mr.Kumpon Chayasunthorn) to inform the details of remuneration for the Company's Directors to the Shareholders.

The Secretary of the Board of Director informed that according to Section 90 of the Public Company Act stipulates that “The remuneration of Directors shall be in accordance with the Resolution of the Shareholders’ Meeting with the votes of not less than two-third of the total voting rights of the shareholders attending the Meeting”

The Annual General Meeting of Shareholders the Year of 2014 held on Wednesday 30th April 2014, the Meeting unanimously resolved to approve the remuneration and meeting attendance fee for the Board of Directors and Sub-committee in the amount of not exceeding Baht 40 Million and authorized the Board of Directors to prescribe the details of the remuneration. The Board of Directors considered and resolved to propose to the Shareholders’ Meeting to considerate the remuneration and meeting attendance fee for the Board of Directors and Sub-committee.

The details of the remuneration for the Company's Directors were shown in Attachment 5.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion.

It appeared that Mr. Boonnam Glinboonruang, the proxy of the shareholder, proposed to the Meeting to approve the remuneration and meeting attendance fee for the Board of Directors and Sub-committee at the same rate previously approved by the Annual General Meeting of Shareholders for the Year 2014, in the amount of not exceeding Baht 40 Million and authorize the Board of Directors to prescribe the details of the remuneration.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a question or suggest any opinion, and informed that this Agendum shall be in accordance with the Resolution of the Meeting with the votes of not less than two-third of the total voting rights of the Shareholders attending the Meeting.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agendum.

Resolution The Meeting resolved to approve, by two-third of the total voting rights of the Shareholders attending the Meeting, the remuneration and attendance fee for the Board of Directors and Sub-committee at the same rate previously approved by the Annual General Shareholders’ Meeting for the Year 2014, in the amount of not exceeding Baht 40 Million and authorized the Board of Directors to prescribe the details of the remuneration.

The vote counting results as follows:

Approval	308,992,994	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Agenda 9 **Consideration and Approval on the Issuance and Offering for Sale of Short Term Debentures in an Amount of Not Exceeding Baht 5,000 Million**

The Chairman of the Meeting requested the Financial Department Manager of the Company (Mr. Parawee Siriviriya) to describe the details of the issuance and offering for sale of the short term debentures to the Shareholders.

The Financial Department Manager informed that the issuance and offering for sale of the short term debentures in amount of not exceeding Bath 5,000 Million to the Meeting. The key details of which were as follows:

1. Objective and Reason:

The new debentures will be used for the repayment of the previous issued debentures which will mature during 2015 – 2016 in the amount of Baht 5,000 million. The new debentures will be used for the repayment of the previous issued debentures which will mature during 2015 – 2016 in the amount of Baht 5,000 million.

2. Primary details of Short Term Debentures:

Type The short term debentures issuing and offering for sale shall be all types of secured and/or unsecured debentures, and/or subordinated or unsubordinated debentures, except for a convertible debenture, depending on approval of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) and relevant applicable laws.

Total Value The total value of short term debentures shall not exceed Bath 5,000 Million and/or the equivalent in other currencies

Currency In Baht and/or the equivalent in other currencies.

Interests Rate Depend on the market conditions at such time the short term debentures are issued and offered.

Redemptions Prior to Maturity The Company and/or bondholders may or may not have the right to redeem the short term debentures prior to maturity, depending on the terms and conditions of each issuance of the short term debentures.

Term of the Debentures Term of the short term debentures shall not exceed 10 years from date of issuing the short term debentures.

Offering The short term debentures shall be offered to sell, at one time and/or multiple times, to the public investors and/or a specific investors and/or to

institutional investors in Thailand and/or overseas, and/or high net-worth investors according to notification of the Securities and Exchange Commission (SEC) and/or Capital Market Supervisory Board (CMSB) or other related rules and regulations in force at the time the short term debentures are issued and offered for sale.

Other Conditions Depend on market conditions at such time the debentures are issued and offered and other relevant factors.

Opinion of Board of Directors

The Board of Directors resolved to propose to the shareholders for consideration and approval as follows:

1. To cancel the remaining issuance and offering for sale of the previous debentures in the amount of Baht 1,500 million in accordance with the Resolution of the Extraordinary General Meeting of Shareholders No. 2/2010 held on Wednesday 11th August 2011.
2. To approve on the issuance and offering for sale of the short term debentures at one time and/or multiple in an amount of not exceeding Bath 5,000 Million as aforementioned. Offering Period is between 2015 and 2016.
3. To authorize the Executive Board of Directors or the Chairman of the Executive Board of Directors or other persons authorized by the Executive Board of Directors are authorized to determine details and other terms and conditions necessary for issuing and offering for sale of the short term debenture such as the determination of the name, amount of debentures at each issuance, type, face value, offer price per unit, term, maturity period, early redemption conditions, interest rate, principal and interest repayment method, allocation method, securities, and details of the offering, etc., as well as to arrange of the registration of such debentures with the Thai Bond Market Association (Thai BMA), the Stock Exchange of Thailand (SET), and any other secondary market, to submit application to relevant authorities, to appoint distributors and/or distribution guarantors and/or any advisors, and to appoint bondholder representative (if any), debentures registrars and any persons who are relevant to the issuance and offering for sale of the short term debentures, to enter into, agree remunerable rate and expenditures, and to negotiate other terms and conditions.

The Chairman of the Meeting asked whether any Shareholders wanted to raise a further question or suggest any opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion. The Chairman then proposed the Meeting to vote this agenda.

Resolution **The Meeting approved, by three-fourth of the total voting rights of the Shareholders attending the Meeting, the issuance and offering for sale of the short term debentures in amount of not exceeding Bath 5,000 million.**

The vote counting results as follows:

Approval	309,567,494	Shares
Disapproval	0	Shares
Abstention	0	Shares
No voting slip	0	Shares

Remark: During consideration and approval of this Agendum, there were 4 shareholders attending the Meeting increasing from the beginning of the Meeting. Total of shares were 309,567,494.

Agenda 10 Others (if any)

The Chairman of the Meeting asked whether any Shareholders wanted to raise a further question or suggest any further opinion.

It appeared that no Shareholders raise any further question or suggest any additional opinion.

The Meeting was adjourned at **12.00 P.M.**

- Mr.Sirin Nimmanhaeminda -
Mr.Sirin Nimmanhaeminda
Chairman of the Board of Directors
Acted as the Chairman of the Meeting

- Mr. Kumpon Chayasunthorn -
Mr. Kumpon Chayasunthorn
Secretary of the Board of Directors
Acted as the Secretary of the Meeting