



Minutes of the Annual General Meeting of Shareholders 2013  
of  
Nava Nakorn Public Company Limited

The meeting was held on April 24, 2013, at 10.30 a.m., at the Anoma 3 room, 3<sup>rd</sup> Floor, Anoma Hotel, Rajdumri Road, Pathumwan, Bangkok.

The Company has the total issued and paid-up shares of 1,522,717,030 shares. There were 197 shareholders attended whom held 70,812,957 shares and 143 proxies representing 728,177,291 shares. Thus, the totality of shareholders attended were 340 which held an aggregate number of 798,990,248 shares, accounting for 52.4714 percents of total number of issued and paid-up shares, constituting a quorum required under Article 103 of the Public Company Limited Act 1992 and Article 33 of the Company's Articles of Association.

General Akaradej Sasiprapa, President acting as the Chairman of the meeting commenced the meeting and assigned Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, to conduct the meeting in accordance with the agendas.

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, notified the meeting procedure and the voting method. For the vote counting, one share shall be counted as one vote and if anyone of the shareholders had a special interest in any matters, such particular shareholder does not have the right to vote in that matter. All matters must earn majority vote from the shareholders whom attended the meeting with voting rights. Exclusive of the first Agenda which was the statement from the Chairman and for the third Agenda which was the Company's 2012 performance for the meeting's acknowledgement, which do not require any votes because they were solely the performance statement of the company for acknowledgement.

For the resolution in each agenda, the Company would call and count only the dissenting vote and abstention vote. In order to cast for such dissenting vote and abstention vote, please use the ballots which had been distributed to all shareholders. If there was no



shareholder who cast dissenting vote and abstention vote, such resolution shall be regarded as unanimous resolution.

In term of the shareholders who had appointed proxies as their representatives, the Company had collected their votes via the computer system for the resolution in that relevant agenda.

The arrangement of this shareholder's meeting including the vote counting system is provided by Thailand Securities Depository Co., Ltd. or TSD. For the transparency of the vote counting in each agenda, the Company welcomed shareholders to appoint their representative to observe the resolution at the vote counting area. Participant is required to register his/her name as a representative with the officials.

Moreover, to provide the shareholders who registered after the commencement to exercise their right to participate and to cast their vote, the Company had kept the registration available throughout the meeting, hence, the amount of votes for each resolution may varies.

If any shareholders request additional information on any matters from the committee, they were required to state their name in the meeting before proceeding.

Before the commencement of the agendas, Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, introduced the Company's Directors and the attendants as follows:

Directors presented at the meeting:

- |  |  |
|--|--|
| 1. General Akaradej Sasiprapha                 | Chairman   |
| 2. Pol.Gen.Somchai Vanichsenee                 | Director and Vice president of the Executive Board Director and Chairman of the Remuneration Committee |
| 3. Mr. Seksit Charoensethasil                  | Director and Vice president of the Executive Board   |
| 4. Mrs. Leena Charernsri                       | Director and Chairman of the Audit Committee   |
| 5. Air Chief Marshal Nopporn Chantawanit, Ph.D | Director   |
| 6. Mrs. Suvalai Chandawanich                   | Director and Director of the Remuneration Committee  |
| 7. General Sommai Wichaworn                    | Director and Director of the Remuneration Committee  |



- |     |                                      |  |
|-----|--------------------------------------|--|
| 8.  | Lt.Gen.Seekrin Singhaphan            | Director and Director of the Audit Committee |
| 9.  | Mrs. Chuanpis Chaimueanwong          | Director                                     |
| 10. | Khunying Supanapa Attanand           | Director and Director of the Audit Committee |
| 11. | Khunying Nuthanon Thavisin           | Director                                     |
| 12. | Ms. Varangkhan Devahastin Na Ayudhya | Director                                     |
| 13. | Ms. Nualphan Lamsam                  | Director                                     |
| 14. | Mr. Nipit Arunvongse Na Ayudhya      | Director and Managing Director               |

Auditor from KPMG Phoomchai Audit Co., Ltd.

Ms. Wannaporn Jongpeeradejchanont

Legal advisors from Pajjit Sangchanshai Law Office

Mr. Perapong Sangchanshai

Thai Investors Association

Mr. Supoj Aue-chailertkul

Then, Managing Director provided an opportunity to the shareholders to question on the voting rules but none of the shareholders had raised any enquiry. The meeting then carried on by the following agenda.

#### **Agenda 1: To acknowledge the report of the Chairman**

The Chairman notified the meeting on the Company's progress in the operation and process of the ongoing projects for the expansion and development of the core business which should inform the meeting as follows:

Following the severe impact from 2011 flood, Nava Nakorn Industrial Promotion Zone, Pathumthani had organized and completed a Big Cleaning Day for the entire industrial area. Moreover, the company had rehabilitated and improved the following:

- (1) Construction of the Permanent Flood Protection Wall surrounding the project's entire 6,500 rais with the total construction distance of 20.6 km by deployment of corrugated concrete sheet pile ranging from 10 to 12 meters in length by 1 meter in width



and 20 centimeters in depth reinforced with 10 steel rods. The deployment method is achieved through vibration together with water jet. The Permanent Flood Protection Wall is 5.5 meters above the mean sea level, which during 2011, the highest flood level was recorded at 4.7 meters, and therefore, the company is confident in its Permanent Flood Protection Wall against future adversities. Currently, the construction of the Permanent Flood Protection Wall project has been completed.

- (2) Construction of 5 water pumping stations with the combined total capacity of 1.31 million cubic meters per day intended to be use during an extreme downfall.
- (3) Repairing of 24 roads inside the industrial zone that were damaged from previous flood by the Engineer Regiment, Ministry of Defense.
- (4) Procurement contract with Nong Nuch Garden to replant trees, aimed to enhance the overall aesthetics within the industrial area.
- (5) Increasing the production capacity of clarified water for industrial usage from previous 45,000 cubic meters to 75,000 cubic meters. Also increasing the waste water treatment capacity from previous 20,000 cubic meters per day to 45,000 cubic meters per day.
- (6) The transportation of rubbish by Jay-rattakarn Ltd, Wongpanich Ltd, and Taklong Municipal which had taken up to 1,181 trips equivalent to 14 days to remove rubbish from the industrial zone.
- (7) Construction of parking lot to enhance logistical convenience. Also the construction of the Nava Nakorn Elevated Junction from the project's road number 5 directly connecting to Bangkok by the Department of Highways. The period of construction is 14 months which will begin construction in May 2013
- (8) The construction of Power Plant Project with production capacity of 120 Megawatts. (SPP: Small Power Producer) is a joint venture between Rachaburi Holding with 40 percents, Nava Nakorn Public Company Limited, and PTT Limited (Public) each holds 30 percents shareholding respectively. Currently, the conceptual design and the terms of



reference had been concluded and in the process to appoint a subcommittee to initiate bidding for contractor.

- (9) Currently, the project has a total of 225 residence factories; in which 186 are in operation and 35 not in operations and there are 6 new investments. Out of the non operating factories which have a combined totaled investment of 6 billion Baht, conversely, to the new investments are made at 12 billion Baht.
- (10) Despite the 2011 disaster, the Nakorn Rachasima project was not affected, however, the Soongnuen district where the Nakorn Rachasima project is situated is declared 1 of 32 districts face with drought. Beneficially, the project receives raw water from Lum Pra Pleung Dam which collects its water from the Khao Yai National Park. Therefore, the project receives sufficient water for production and consumption. Consequently, source of water for the Lum Ta Kong dam arrives from Dong Praya Yen which is now becoming populated thus causing water scarcity during the drought season.

## **Agenda 2: To approve Minutes of the Ordinary Shareholders' Meeting**

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, notified the meeting that Article 96 of the Public Company Limited Act 1992 stipulates that the registered Company shall prepare the minutes of shareholders' meeting and the Corporate Good Governance Principle also requires the minutes of shareholders' meeting to be approved by the next shareholders' meeting

The Board of Directors had the resolution that the minutes of ordinary shareholders' meeting year 2012 held on April 25, 2012, was correct and accurate. Thus, the Board of Directors proposed the shareholders' meeting to approve such minutes as detail specified in that had been sent to the shareholders together with the invitation letter prior to the meeting.

**Resolution:** The meeting by the unanimous affirmative votes approved the minutes of ordinary shareholders' meeting year 2012 held on April 25, 2012. The shareholders voted for the Agenda 2 as follows.



Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,090,852	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	800,090,852	100

### Agenda 3: To acknowledge the 2012 Company's performance result

Mr. Nipti Arunvongse Na Ayudhya, Director and Managing Director, notified the meeting that Article 113 of the Public Company Limited Act 1992 and Article 39 of the Company's Articles of Association stipulate that the Board of Directors shall provide its annual report together with the invitation letter on the shareholders' meeting. The Board of Directors had already finished such report and delivered to the shareholders together with the invitation letter.

Regarding the annual operation results for 2012, the company had generated Baht 1,149.50 million revenues, an increase of Baht 188.05 million from 2011 or 19.56 percents increased in revenue. In which Baht 556.90 million arrived from sales of land or 49.32 percents of total revenue, an increase of Baht 69.35 million from 2011. In addition, the company had generated Baht 405.14 million or 35.24 percents of total income from the sales of utilities, a decrease of Baht 24.02 million due to the post flood rehabilitation and restoration of factories in the first and second quarter of 2012, thus, causing a decrease in utilities consumption. In addition, income generated from rental Baht 21.02 million an increased of Baht 3.56 million from 2011. Other income from operation Baht 11.10 million are income from interest, commercial service fees, and parking fees. As the result the company has a gross profit from operation of Baht 432.22 million and a net profit of Baht 222.15 million.

In 2012, the company has total assets of Baht 4,353.02 million increased from 2011, Baht 764.10 million and Baht 1,799.26 million in liabilities. In December 31, 2012 the company has equity shares of Baht 2,553.75 million increase Baht 223.45 million or 9.59 percents from 2011 resulting from paid up warrants of Baht 13.44 million in which capitol from exercising warrants Baht 12.14 million and retained earnings during period of Baht 222.15 million



The company financial ratio in 2012 has the average return on assets of 5.59 percents, the return on equity of 9.10 percents, debt to equity ratio of 0.07:1 and net profit per share of Baht 0.15 at PAR Baht 1 and book value of Baht 1.68

**Resolution:** The meeting acknowledged the 2012 Company's performance result.

**Agenda 4: To approve the 2012 Balance Sheet and Profit and Loss Statement of the year ended December 31, 2012**

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, requested Mrs. Leena Charernsri, Director and the Chairman of the Audit Committee, to present the information to the meeting notified the meeting that Article 112 of the Public Company Limited Act 1992 and Article 38 of the Company's Articles of Association stipulate that the committee shall present the balance sheet and profit and loss statement ended each financial year to the shareholders' meeting in the annual ordinary shareholders' meeting for approval.

Mrs. Leena Charernsri, Director and the Chairman of the Audit Committee, had considered the financial statement of 2012 ended on December 31, 2012 and found that the financial statement had been prepared in accordance with the generally accepted accounting principles. It was correct and authoritative and also had been audited by the Auditor. Detail of the financial statement was

comprised with current assets at Baht 1,850,113,290, non-current assets at Baht 2,502,905,391, total assets at Baht 4,353,018,681, current liabilities Baht 1,258,941,965, non-current liabilities at Baht 540,321,503, total liabilities at Baht 1,799,263,468, shareholders' equity at Baht 2,553,755,213 total liabilities and shareholders' equity at Baht 4,353,018,681, total revenue at Baht 1,149,497,011, total expenses at Baht 891,721,575, income before income tax at 251,500,639, income for the year at Baht 222,146,759, earning per share at Baht 0.15. With this regard, the Committee proposed such balance sheet and profit and loss statement for 2012 ended on December 31, 2012 to the meeting for approval.



**Resolution:** The meeting by the unanimous affirmative votes approved the 2012 Balance Sheet and Profit and Loss Statement of the year ended December 31, 2012. The shareholders voted for the Agenda 4 as follows.

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,094,651	100
(2) Disserting	-	-
(3) abstention	-	-
Total	800,094,651	100

**Agenda 5: To approve the allocation of profit for the legal reserves as required by law and the dividend payment to the shareholders in 2012**

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, notified the meeting that Article 115 of the Public Company Limited Act 1992 and Article 42 of the Company's Articles of Association stipulate the restriction on the Company that the dividend payment shall not be paid from other source of income except the profit. Furthermore, Article 116 of the Public Company Limited Act 1992 and Article 43 of the Company's Articles of Association stipulate the requirement that the Company shall allocate the annual net profit of not less than 5 percent for the legal reserves and deduct with the loss carried forward (if any) until this legal reserve has the amount not less than 10 percent of the Company's registered capital.

The Board of Directors had proposed at the shareholders meeting to allocate a portion of profit equal to Baht 11,421,078 from the company legal reserve and approved a dividend payment for the year 2012 in amount of Baht 0.08 per share in total of Baht 121,817,362.40 or 54.83 percents of net profit for the year 2012. For the year 2012 the company has a net profit of Baht 222,146,759. Shareholders entitled to receive dividends by 12:00, March 27, 2013 and requested list of shareholders according to article 225 and to close shareholders' registration at March 28, 2013 to make dividend payment by May 23, 2013



**Resolution:** The meeting approved the allocation to a legal reserve of Baht 11,421,078 and dividend payment for the year 2012 in amount of Baht 0.08 per share in total of Baht 121,817,362.40 and to make dividend payment by May 23, 2013 by a shareholder vote on Agenda 5 as follows.

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,094,651	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	800,094,651	100

**Agenda 6: To appoint the new directors in replacement of those who are due to retire by rotation**

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, notified to the meeting that according to Article 19 of the Company's Articles of Association one. Third of the Board shall be due to retire by rotation at each Annual General Shareholders' Meeting. If the number of director cannot be separate in fraction, the retirement directors shall be due in the number that is the most close to one-third. After the Company is registered as the public company, the director who has to retire from the position in the first and the second year shall be drawn but for the other year later the director who is in the position longest shall be retired. However, the director resigned according to this agenda may be elected to return to its position.

Currently, the Company had the 15 directors and in 2013 there were five directors that have to be retired according to the Articles of Association which were; (1) General Akaradej Sasiprapha, (2) General Chainarong Noonpakdee , (3) Mr. Nipit Arunvongse Na Ayudhya, (4) Khunying Supanapa Attanand, and (5) Ms. Warangkana Devahastin Na Ayudhya

In this regard, after considering the performance of the retiring directors in the previous year, the Board of Directors, excluding the directors who had the conflict of interest, had a resolution to propose the meeting to the re-appointment of the mentioned five directors to hold



their office for another term. Detail of each director's profile was as provided to the shareholders together with the invitation letter. In accordance with the Corporate Good Governance Principle, the shares of the retiring director shall not be counted as votes in this agenda and the shareholders shall vote for the directors individually.

**Resolution:** The meeting by the unanimous affirmative votes approved the appointment of all 5 directors who shall retire in 2013 to be the directors for another period. The shareholders voted for the directors individually in the Agenda 6 as follows

(1) General Akaradej Sasiprapha

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	784,266,451	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	784,266,451	100

Remark: Excluding shares not entitled to vote as stakeholders 15,900,000 shares

(2) General Chainarong Noonpakdee

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	797,366,451	100
(2) Disserting	-	-
(3) abstention	-	-
Total	797,366,451	100

Remark: Excluding shares not entitled to vote as stakeholders 2,800,000 shares



(3) Mr. Nipit Arunvongse Na Ayudhya

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	799,166,451	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	799,166,451	100

Remark: Excluding shares not entitled to vote as stakeholders 1,000,000 shares

(4) Khunying Supanapa Attanand

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,166,451	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	800,166,451	100

(5) Ms. Warangkana Devahastin Na Ayudhya

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	797,528,831	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	797,528,831	100

Remark: Excluding shares not entitled to vote as stakeholders 2,637,620 shares



## Agenda 7: To approve the directors' remuneration for the year 2013

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, requested Pol.Gen.Somchai Vanichsenee Director and Chairman of the Remuneration Committee to present the information to the meeting.

Pol.Gen.Somchai Vanichsenee, Director, Chairman of the Remuneration Committee and Vice-President, reported to the meeting that the Remuneration Committee considered the remuneration for the year 2013 according to Article 20 of the Company's Articles of Association which stipulates that the directors are entitled to receive the remuneration from the Company in the form of reward, attendance fee, pension, bonus or remuneration in other form as specified by the Articles of Association or as considered by the shareholders' meeting by taking into account the following matters: conformity with those of listed companies at the same size within the same industry or similar business; linkage with the performance result of the Board of Directors; as well as the operation result of the Company in the past and the remuneration received. As in 2012 the company net profit of Baht 222,146,759 including remuneration approved. The Remuneration Committee considered and had an opinion that the remuneration of 2013 would be at the amount that the shareholders had approved in 2012 at the amount of Baht 30,000,000; therefore, the Board of Directors had a resolution to propose the meeting to approve such amount of directors' remuneration.

**Resolution:** The meeting by the unanimous affirmative votes approved the directors' remuneration for the year 2013 at the same amount that the shareholders had approved in 2012 which was Baht 30,000,000 and the shareholders voted for the Agenda 7 as follows.

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,205,752	100
(2) Disserting	-	-
(3) abstention	-	-
Total	800,205,752	100



# **Agenda 8: To appoint the Auditor and consider the Auditor's fee for the year 2012**

Mr. Nipit Arunvongse Na Ayudhya, Director and Managing Director, requested Mrs. Leena Charernsri, Director and Chairman of the Audit Committee, to present the information to the meeting.

Mrs. Leena Charernsri, Director and the Chairman of the Audit Committee, reported to the Board of Directors and the Audit Committee for deliberation to propose and appoint KPMG Phoomchai Audit Co., Ltd. to remain as company's auditor, due to an extensive knowledge, experiences, and dedication, led by Mr.Charoen Pusumrit, Certified Public Accountant No. 4068, or Mr. Vichien Thamtrakul, Certified Public Accountant No. 3183, or Ms. Wannaporn Jongpeeradejchanont, Certified Public Accountant No. 4098, to be the Auditor of the Company for the year 2013 and the total amount of the Auditor's fee shall be Baht 2,150,000 which surpassed the prior 2012 Baht 50,000 due to further auditing of an additional two promotion certificates.

**Resolution:** The meeting by the unanimous affirmative votes approved to appoint the Auditors of KPMG Phoomchai Audit Co., Ltd. by Mr.Charoen Pusumrit, Certified Public Accountant No. 4068, or Mr. Vichien Thamtrakul, Certified Public Accountant No. 3183, or Ms. Wannaporn Jongpeeradejchanont, Certified Public Accountant No. 4098, to be the Auditor of the Company for the year 2013 and the total amount of the Auditor's fee shall be Baht 2,150,000. The shareholders voted for the Agenda 8 as follows.

Resolution votes	Number of votes	Percentage of the total shareholders presenting in the meeting and entitled to vote
(1) Approving	800,255,681	100
(2) Disserting	-	-
(3) Abstention	-	-
Total	800,255,681	100



## **Agenda 9: To consider other matters**

Chairman had provided the opportunity to the shareholders to propose their opinion or ask any inquiry as the following detail.

A delegate on behalf of shareholders congratulated the company on its performance resulting in substantial profit despite the flood in 2011. The gratitude from shareholders also extended to the Rehabilitation Committee for the knowledge and ability to restore the industrial zone to its operational stage resulted in the form of dividend and also the increased in value per share which is almost doubled in value from previous years. In good will, the shareholders gave souvenirs to the Board of Directors for their encouragement (afterward a delegate on behalf of shareholders also gave flowers to the Board of Directors as souvenir)

Shareholders enquired the management on risks and obstacles for 2013

Director and Managing Director. Mr. Nipit Arunvongse Na Ayudhya, is confident that 2013 will be a prosperous year. The recent natural disaster that impacted Japan such as earthquakes and tsunami caused Japan to shutdown 52 of its Nuclear power plants, consequently, the Japanese small and medium size businesses had relocated their production base to Thailand. Moreover, on risks and obstacles that may affect the company performance consisted of:

1. The stronger Baht will affect investment as investors are obligated to make costly investment while earnings from exportation decreases.
2. Upcoming adjustment in government policies to reduce benefits and privileges for investors, contradicting the competing countries which will increase their benefits and privileges.
3. Investors remain positive and confident in the current political condition.

Shareholder referred from his prior experience that judging from the neighboring countries such as Indonesia or Vietnam, Thailand continue to have the potential to accommodate the growing investment. Thus, possibly expand project to the border areas especially Burma to accommodate the growing demand. Herewith, the shareholder encouraged the Board of Directors to continue to work effectively to create a robust capital market.

Shareholder inquired the construction cost of the 20.6 kilometers Permanent Flood Protection wall and of which mean is uses to open and close, hydraulic or electrical system?



Mr. Nipit Arunvongse Na Ayudhya, clarified that the construction cost of the Permanent Flood Protection wall averaged approximately Baht 30 million per kilometer or Baht 700 million for the entire project, excluding the ground clearing and the additional pumping system. Moreover, the opening and closing is achieved through the Stop Log system, which utilizes aluminum sheets to slide in to the mounted tracks as flood protection.

Shareholder inquired on the Nava Privacy project which has the total area of 350 rais. How much is the investment for the project? What is the expected earning? and the break even period for the investment? What is the current percentage of completion? When is the project completion date?

Mr. Nipit Arunvongse Na Ayudhya, clarified that The Nava Privacy project is divided into two sections which are commercial and condominium. For the condominium, one building had been completed and scheduled to construct three more buildings. Of these 50 percents are sold and in the process of transferring of ownership.

In addition, the commercial section which consists of two single story buildings and a three story building is vacant and available for rent. For the third floor, can be use either as a conference room for the residence factories or can be utilize as an indoor sports center as well.

Previously, the company had leased the commercial units to specialized company. After the flood in 2011, however, such company could not manage its tenants. Therefore, the company decided to manage its own commercial units as there are numbers of favorable tenants. Through this the company could earn revenue from the long term property rental.

Mr. Seksit Charoensethasil further clarified that The Nava Privacy project has an area of 45 rais which is divided into two sections which combined commercial and condominium in the same vicinity, ideally to enhance the living standard for the people who are working within the industrial zone. The project has the potential to generate profit especially with the expansion of the Sky Train as mean of public transportation to the suburbs.



Shareholder apologized for his misunderstanding concerning the land size of 350 rais, which meant to be for the Premium Zone project instead of The Nava Privacy project.

Mr. Nipit Arunvongse Na Ayudhya, stated that currently the infrastructure of the Premium Zone had been completed, which 50 percents of the land had already been sold and continues to gain attention from investors.

The Chairman thanked the shareholders who attended the meeting and shared the valuable opinion. Without any further inquiries, the Chairman closed the meeting at 12.00 am.

General (Signed) Chairman of the meeting

Akaradej Sasiprapha

Chairman