

Nor. 8/2013

March 21, 2013

Subject : Notification on the resolutions of the Board of Directors' Meeting No. 3/2013.

(Fixing the date, the agenda of the 20th Annual General Meeting of Shareholders, the dividend payment and the investments in new companies.)

To : Director and Manager

The Stock Exchange of Thailand

The resolution resolved in the Meeting of the Board of Directors' Meeting of Saha-Union Public Company Limited (SUC) No. 3/2013 held on Thursday, March 21, 2013 at 10.00 a.m. at the Meeting room, 8th floor of Saha-Union Building, No. 1828 Sukhumvit Road, Bangchak, Phrakonong, Bangkok, were as follows :-

1. The 20th Annual General Meeting of Shareholders was to be held on Thursday, April 25, 2013 at 10.30 a.m., at the Meeting room, 9th floor of Saha-Union Building No. 1828 Sukhumvit Rd., Bangchak, Phrakonong, Bangkok.

2. The closing date of the Registration Book was set from April 5, 2013 until the completion of the Shareholders' Meeting, to allow the Shareholders whose names were listed on the closing date of the Registration Book, the rights to attend the 20th Annual General Meeting of Shareholders, to cast vote and to receive the 2012 dividend.

3. The agenda of the Meeting were as follows :-

Agenda 1 Considering and endorsing the Minutes of the 19th Annual General Meeting of Shareholders

The Board's opinion :

The Minutes of the 19th Annual General Meeting of Shareholders, held on April 26, 2012 had been properly recorded and to be proposed for endorsement in the Shareholders' Meeting.

Agenda 2 Acknowledging the Board of Directors' report on the previous year performance.

The Board's opinion :

Report on the Company's previous year performance should be submitted for acknowledgement by the Shareholders.

Agenda 3 Considering and endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2012.

The Board's opinion :

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2012 which had been audited and certified by the Auditors of Ernst & Young Office Limited as well as approved by the Audit Committee and the Company's Board of Directors.

Agenda 4 Approving the profit allocation and dividend payment.

The Board's opinion :

It was agreed to propose the Shareholders to authorize the 2012 net profit appropriation as dividend to Shareholders at a rate of Baht 1.50 per share, a total amount of 450 Million Baht or 44.28 % of net profit. The remaining profit after dividend payment would be carried forward as retained earnings.

Dividend would be paid to Shareholders whose names were recorded on the closing date of the Registration Book on April 5, 2013. Shareholders on the closing date of the Registration Book would receive dividend payment only after their rights had been approved by the 20th Annual General Meeting of Shareholders. Following the approval of the Shareholders' Meeting, the Company would have the Thailand Securities Depository Co., Ltd. (TSD) deliver the dividend to the Shareholders, beginning April 26, 2013.

Agenda 5 Considering matters about the Directors, their authorities and remuneration.

5.1 Considering the appointment of Directors.

The Board's opinion :

The Board of Directors, excluding the Directors who were the beneficiaries, agreed with the proposal of the Nomination and Remuneration Committee to propose for Shareholders' consideration to reappoint the 5 retired Directors for another term. The reappointed Directors were:-

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|----------------------|-----------------|--------------------|------------|
| 1. Mrs. Araya | Arunanondchai | 2. Mrs. Busarakham | Nilavajara |
| 3. Mr. Vichai | Chaitaneeyachat | 4. Mr. Thitivat | Suebsaeng |
| 5. Mrs. Chantorntree | Darakananda | | |

The above 5 Directors possessed full qualifications of Director in compliance with the Company's Articles of Association, the Limited Public Company Acts, the Securities and the Stock Exchange of Thailand Acts and Regulations of the Company.

In the case of Mrs. Araya Arunanondchai, and Mrs. Busarakham Nilavajara, Independent Directors who were reappointed for another term, they were not the beneficiary of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. Their qualifications for

the Independent Directors met the minimum requirements fixed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

5.2 Defining the Directors' authorities.

The Board's opinion :

It was agreed to propose to the Shareholders to define the following authorities of the Directors: "Two Directors co-sign and affix the Company's seal, excluding Mrs. Achara Chandrachai, Mrs. Araya Arunanondchai, Miss Pakinee Pruthidhamrong, Mr. Yanyong Tangchitkul and Mrs. Busarakham Nilavajara, the Audit Committee and/or Independent Directors."

5.3 Authorizing the Directors' remuneration.

The Board's opinion :

It was agreed to propose to the Shareholders to fix the 2013 Directors' remuneration at an amount not exceeding 20 Million Baht per year (similar to the year 2012). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to handle its proper allocations.

Agenda 6 Appointing the 2013 Auditors and Fixing their remuneration.

The Board's opinion :

It was agreed to propose to the Shareholders to appoint Mr. Termphong Opanaphan (Certified Auditor No. 4501) or Miss Thipawan Nananuwat (Certified Auditor No. 3459) or Mr. Krisada Lertwana (Certified Auditor No. 4958) of Ernst & Young Office Limited (3rd year Auditor) as the Company 2013 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarters financial statements would be at a rate of 2.18 Million Baht (an increase of Baht 200,000 from the year 2012). There are no other service charges.

4. The Company would deliver the notice of the 20th Annual General Meeting of Shareholders, together with all related documents to the Shareholders within the legal timeframe and also disclose on Company website at www.sahaunion.co.th from March 22, 2013 for Shareholders' acknowledgment.

5. The Company's investment in 2 new established companies were as follows:-

5.1 Saha-Union Property Co., Ltd. was registered with Baht 500,000,000 a total of 5,000,000 shares at Baht 100 par value, of which Baht 25 per share was initially paid up. The Company would engage in real estate development projects, etc.

<u>Shareholder</u>	<u>Amount of share</u>	<u>Percentage (%)</u>
1. Mr. Chutindhon Darakananda	1	0.00003
2. Miss Sriwarin Jirapakkana	1	0.00003
3. Miss Dalad Suptawichaikul	1	0.00003
4. Union Theread Industries Co., Ltd	1	0.00003
5. Union Industries Corp., Ltd.	1	0.00003
4. Saha-Union Public Co., Ltd.	4,999,995	99.99985
Total	5,000,000	100%

Board of Directors

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| 1. Miss Sriwarin Jirapakkana | 2. Mr. Chutindhon Darakananda |
| 3. Miss Dalad Suptawichaikul | 4. Mrs. Chantorntree Darakananda |
| 5. Mrs. Piniiporn Darakananda Kasemsap | 6. Mr. Vacharaphong Darakananda |

5.2 Saha-Union Fund Management Co., Ltd. was registered with Baht 500,000,000 a total of 5,000,000 shares at Baht 100 par value, of which Baht 25 per share was initially paid up. The Company would engage in investment businesses.

<u>Shareholder</u>	<u>Amount of share</u>	<u>Percentage (%)</u>
1. Mr. Chutindhon Darakananda	1	0.00003
2. Miss Sriwarin Jirapakkana	1	0.00003
3. Miss Dalad Suptawichaikul	1	0.00003
4. Union Theread Industries Co., Ltd	1	0.00003
5. Union Industries Corp., Ltd.	1	0.00003
4. Saha-Union Public Co., Ltd.	4,999,995	99.99985
Total	5,000,000	100%

Board of Directors

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| 1. Miss Sriwarin Jirapakkana | 2. Mr. Chutindhon Darakananda |
| 3. Miss Dalad Suptawichaikul | 4. Mrs. Chantorntree Darakananda |
| 5. Mrs. Piniiporn Darakananda Kasemsap | 6. Mr. Vacharaphong Darakananda |

The items 5.1 and 5.2 were not the inter-related transactions, nor the acquisition / distribution of a registered company's assets, the Company therefore was not obliged to observe the rules of the inter-related transactions, nor the acquisition / distribution of a registered company's assets. This was the disclosure of the informations of the investment in other legal entities more than 10% of the Company's registered capital.

Please be informed accordingly.

Yours sincerely,

-Signature-

Miss Dalad Sapthavichaikul

President