

Nor. 5/2014

March 20, 2014

Subject : Notification on the resolutions of the Board of Directors' Meeting No. 3/2014.

(Fixing the date, the agenda of the 21st 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. 3/2014 held on Thursday, March 20, 2014 at 10.00 a.m. at the Meeting room, 8th floor of Saha-Union Building, No. 1828 Sukhumvit Road, Bangchak, Phraknong, Bangkok, were as follows :-

1. The 21st Annual General Meeting of Shareholders was to be held on Thursday, April 24, 2014 at 10.30 a.m., at the Meeting room, 9th floor of Saha-Union Building No. 1828 Sukhumvit Rd., Bangchak, Phraknong, Bangkok.

2. The closing date of the Registration Book was set from April 4, 2014 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 21st Annual General Meeting of Shareholders, to cast vote and to receive the 2013 dividend.

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

Agenda 1 Considering and endorsing the Minutes of the 20th Annual General Meeting of Shareholders
The Board's opinion :

The Minutes of the 20th Annual General Meeting of Shareholders, held on April 25, 2013 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, 2013.

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, 2013 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 2013 net profit appropriation as dividend to Shareholders at a rate of Baht 1.75 per share and additional dividend, from the extra profit, at Baht 0.25 (Twenty-five Satangs) per share. Total dividends therefore were Baht 600 millions (Six Hundred Millions Baht) or 41.39% 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 4, 2014. Shareholders on the closing date of the Registration Book would receive dividend payment only after their rights had been approved by the 21st 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 25, 2014.

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:-

- | | | | |
|-------------------|---------------|----------------|-----------------|
| 1. Mr. Chutindhon | Darakananda | 2. Mrs. Achara | Chandrachai |
| 3. Miss Pakinee | Prerttiumrong | 4. Miss Dalad | Sapthavichaikul |
| 5. Mr. Bovornrat | 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. Achara Chandrachai, and Miss Pakinee Prerttiumrong, 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, Mr. Chivin Chaiphanich, Miss Pakinee Prerttitumrong, 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 2014 Directors' remuneration at an amount not exceeding Baht 20 millions per year (similar to the year 2013). 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 2014 Auditors and Fixing their remuneration.

The Board's opinion :

It was agreed to propose to the Shareholders to appoint

1. Mr. Termphong Opanaphan Certified Auditor No. 4501 (4th year Auditor) or
2. Mr. Krisada Lertwana Certified Auditor No. 4958 or
3. Miss Thipawan Nanauwat Certified Auditor No. 3459

of EY Office Limited as the Company 2014 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarters financial statements would be at a rate of Baht 2.24 millions (an increase of Baht 60,000 from the year 2013). There are no other service charges.

4. The Company would deliver the notice of the 21st 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 21, 2014 for Shareholders' acknowledgment.

Please be informed accordingly.

Yours sincerely,

-Signature-

Miss Dalad Saphavichaikul

President