

(Translation)

Ref. No. 028/2014

Date: April 28, 2014

Subject: Notification of the Resolutions of the 2014 Annual General Meeting of Shareholders

Attn: President of The Stock Exchange of Thailand

Sub Sri Thai Public Company Limited (SST) would like to report the resolutions of the 2014 Annual General Meeting of Shareholders held on Monday, April 28, 2014 at 9.30 a.m. at Her Royal Highness Princess Bajrakitiyabha Ballroom, Vajiravej-Vitayalai Chalermprakiert Foundation, Royal Golden Jubilee Building 2, Soi Soonvijai, New Phetchaburi Road, Bangkok, Huai khwang, Bangkok (the "Meeting"). There were 64 shareholders attending the Meeting representing 134,287,840 shares or 59.41% of the total shares, at the commencement of the meeting. The Meeting has resolved as follows:

1. Certified the Minutes of the Annual General Meeting of Shareholders for the year 2013, held on Monday, April 22, 2013 by the unanimous vote of the shareholders who attended the Meeting and were eligible to vote as follows:

	Approval	Disapproval	Abstain
Shares	134,409,440	0	0
Percentage	100.00	0.00	0.00

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 121,600 shares.

2. Acknowledged the Company's Annual Report and the Board of Directors' report for the year 2013 without voting.
3. Approved the Company's Profit and Loss Statements for the year 2013 (January-December 2013) and Balance Sheets as at December 31, 2013 which have been considered by the Audit Committee and have been certified by the certified public accountant by the unanimous vote of the shareholders who attended the Meeting and were eligible to vote as follows:

	Approval	Disapproval	Abstain
Shares	134,980,640	0	0
Percentage	100.00	0.00	0.00

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 571,200 shares.

4. Approved the allocation of profit and dividend payment for the year 2013 to shareholders as cash dividend at the rate of Baht 0.0277777777 per share and as ordinary shares at rate of 4 (four) existing shares per 1 (One) stock dividend or shall be converted for dividend payment at Baht 0.25 per share. In case that dividend shares is a fraction less than one share, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.25 per share. The total of the cash dividend and the stock dividend payment shall be equivalent to the rate of Baht 0.2777777777 per share from retained earnings which are subject to corporate income tax at the rate of 30% of the whole dividend payment. The Company will identify rightful shareholders who may receive dividend at the end of May 7, 2014 (Record Date) and will aggregate shareholders list under Section 225, the Securities and Exchange Act B.E. 2535 by recording from closed share registration book on May 8, 2014, and will be paid within May 28, 2014. The Meeting has passed the above resolution by the unanimous vote of the shareholders who attended the Meeting and were eligible to vote as follows:

	Approval	Disapproval	Abstain
Shares	134,980,665	0	0
Percentage	100.00	0.00	0.00

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 25 shares.

5. Approved the re-election of three existing directors who retired by rotation to resume their directorship for another term, by the unanimous vote of the shareholders who attended the Meeting and were eligible to vote as follows:

1) Mr. Sumrit Tantidilokkul Director

	Approval	Disapproval	Abstain
Shares	134,980,715	0	0
Percentage	100.00	0.00	0.00

2) Mr. Supasith Sukhanindr Director

	Approval	Disapproval	Abstain
Shares	134,980,715	0	0
Percentage	100.00	0.00	0.00

3) Miss Duangdao Chinthammit Director

	Approval	Disapproval	Abstain
Shares	134,980,715	0	0
Percentage	100.00	0.00	0.00

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 50 shares.

6. Approved the appointment of new Directors and Audit Committee and Independent Director (addition), Mr. Tosporn Simtrakan, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

	Approval	Disapproval	Abstain
Shares	134,978,765	1,200	750
Percentage	100.00	0.00	0.00

The result of the appointment of new Directors, Mr. Tosporn Simtrakan, the member of the board of directors are:

1. Mr. Keokhwan Vajarodaya
2. Mr. Sompoch Intranukul
3. Mr. Surapong Paisitpatnapong
4. Mrs. Chitra Thavara
5. Mr. Supasith Sukhanindr
6. Mr. Pilanchai Pradubphong
7. Mr. Sumrit Tantidilokkul
8. Mrs. Intira Sukhanindr
9. Miss Duangdao Chinthammit
10. Miss Duangkae Chinthammit
11. Mr. Tosporn Simtrakan

Remark: In this resolution, there were not additional shareholders that attended the Meeting.

7. Approved the remuneration for the Company's Board of Directors for the year 2014 which the same as the year 2013, detail as follows :

Position	Year 2014	Year 2013
<u>Board of Directors of the Company</u>		
Chairman of the Board	55,000 Baht/Month	55,000 Baht/Month
Director	25,000 Baht/Month	25,000 Baht/Month

- **Board of Executive Directors:** remuneration for year 2014 in total 6,090,000.- Baht/Year
- **Audit Committee:** remuneration for year 2014 in total 780,000.- Baht/Year
- **Nomination and Remuneration committee:** (attendance fee 2 times/year) total 70,000.- Baht/Year

The shareholders approved the above resolution by more than two-thirds of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	134,970,085	1,200	9,430
Percentage	99.99	0.00	0.01

Remark: In this resolution, there were not additional shareholders that attended the Meeting.

8. Approved the appointment of Miss. Suphanee Triyananthakul CPA. No. 4498 and/or Mr. Supachai Phanyawattano CPA. No.3930 and/or Miss Siraporn Ouaanunkun CPA. No.3844 of EY Office Limited (previous name is Ernst & Young Office Limited) to be the company's auditors for the fiscal year 2014 and approve the recommendation of Audit Committee for the year 2014 1,050,000.- at Baht. (One million and fifty thousand Baht) which is decreased 250,000 Baht when compared with previous year according to the volume and the complexity of transaction are decreased.

The Meeting has passed the above resolution by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

	Approval	Disapproval	Abstain
Shares	134,970,085	1,200	9,430
Percentage	99.99	0.00	0.01

Remark: In this resolution, there were not additional shareholders that attended the Meeting.

9. Approved the issue and offer of debt instrument including bills and/or debentures in the total amount not exceeding 2 billion Baht (two billion) or equivalent amount in other currencies. The issue and offer of debentures will be subordinated debentures and/or unsubordinated debentures, there are debenture holder representatives and/or there are no debenture holder representatives, secured debentures and/or unsecured debentures or any type of debentures in Baht currency or U.S. dollars currency and/or other foreign currencies, term of debentures not exceeding 10 years to offer to the investors in the country and/or abroad. The debentures may be offered to the public and/or specific investors and/or institutional investors or specific institutes in accordance with the relevant notification of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board. The debt instrument including bills and/or debentures may be issued and offered all bonds or some of bonds and one or several times as appropriate. The process from the debt instrument issuance will be applied toward to invest in expansion operations of the Company and to use as working capital in the Company and also pay for the Company's debentures.

The Meeting also authorizes the Board of Executive Director and/or Mr. Supasith Sukhanindr to have the authority to set the details of the debt instrument including bills and/or debentures regarding type of debenture, secure, currency, issue amount, term, par value, offered price, interest rate, the right of redemption, process of offering, the time of issuing and offering depending on desirable circumstances and appropriate time and also have the authority to do and perform all acts and things considered necessary for the issue and offer of the debt instrument including bills and/or debentures and to appoint debenture holder representatives and/or registrar and/or underwriters and/or distribution and underwriting and/or consultants and relevant persons.

The shareholders approved the above resolution by more than three-fourths of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	134,970,085	1,200	9,430
Percentage	99.99	0	0.01

Remark: In this resolution, there were not additional shareholders that attended the Meeting.

10. Approved the decrease of the Company's registered capital from Baht 334,513,122.00 to Baht 226,022,192.00 by reducing the number of remaining shares from the ordinary shares reserved for stock dividend payment in total of 188 shares and ordinary shares reserved for the increase of registered capital under a General Mandate which have been not allocated in the whole amount of 108,490,742 shares, totaling 108,490,930 shares at a par value of Baht 1 per share in total of Baht 108,490,930 and approved an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

Current Clause 4

Registered capital	334,513,122 Baht	(Three hundred and thirty four million five hundred thirteen thousand one hundred and twenty two Baht)
divided into	334,513,122 shares	(Three hundred and thirty four million five hundred thirteen thousand one hundred and twenty two shares)
par value	1 Baht	(One Baht)

and classified into

ordinary shares 334,513,122 shares (Three hundred and thirty four million five hundred thirteen thousand one hundred and twenty two shares)

preferred shares 0 share (Zero share)

Amended Clause 4

Registered capital 226,022,192 Baht (Two hundred and twenty-six million twenty-two thousand one hundred and ninety two Baht)

divided into 226,022,192 shares (Two hundred and twenty-six million twenty-two thousand one hundred and ninety two shares)

par value 1 Baht (One Baht)

and classified into

ordinary shares 226,022,192 shares (Two hundred and twenty-six million twenty-two thousand one hundred and ninety two shares)

preferred shares 0 share (Zero share)

The shareholders approved the above resolution by more than three-fourths of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	134,981,276	0	750
Percentage	100.00	0.00	0.00

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 1,311 shares.

11. Approved the increase of registered capital of the Company under a General Mandate. The Company shall issue the new ordinary shares at the amount of 135,613,315 shares at par value of Baht 1 per share.

The meeting also authorized the Board of Directors to be empowered to consider and determine the objective of capital increase, any condition, and other details necessary for the

pertinent to the issue of newly issued ordinary shares as well as sign any related agreement or documents including to perform any other acts necessary and related to the newly issued ordinary shares and listing newly issued ordinary shares on the Stock Exchange of Thailand, and;

The details allotment newly issued ordinary shares of not exceeding 135,613,315 shares, with a par value of Baht 1 per share under a General Mandate are as follow:

- (1) Allotment to existing shareholders, in proportion to the number of shares already held by each shareholder of not exceeding 67,806,658 shares to support the transferable subscription right (TSR)
- (2) Allotment to the general public of not exceeding 45,204,438 shares
- (3) Allotment to specific persons of not exceeding 22,602,219 shares

However, the price that offered to public and specific persons is not lower than the Market Price as specified in the Notification of Securities and Exchange Commission No. SorChor 39/2551 re: Calculation of the Price for Offering of Securities and Determination of Market Price for Consideration of Offering of Newly-issued Shares with a Price Below the Market Price. The Company calculation of the price for offering of newly-issued shares is the weighted average of the Company's share price trading on the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days before the first day of offering for sale to investors.

Also authorized the Board of Directors to consider and determine whether share allocation shall be made once or several time later, offering price, subscription period. Additionally, the Board of Directors and/or delegates of the Board of Directors are authorized to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares. The company shall completely allocate the newly-issued shares either by the date of the next annual general or by the date required by law to fix the date of the next annual general meeting, whichever come first.

However, for the allotment of newly-issued shares under (1) (2) and (3), the total increase in paid-up capital must not be more than 30% of paid-up capital as of the date that the company's Board of directors approved the capital increase or not exceeding 67,806,657 shares. Nevertheless, allocating the newly issued shares to public (2) or specific persons (3), the total increase in paid-up capital must not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the capital increase or not exceeding 45,204,438 shares.

The shareholders approved the above resolution by more than three-fourths of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	132,267,914	0	2,734,500
Percentage	97.97	0.00	2.03

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 20,388 shares.

12. Approved the increase of the Company's registered capital from Baht 226,022,192 to Baht 418,141,055 by issuing new ordinary share in total 192,118,863 shares at a par value of Baht 1 per share in order to support stock dividend payment 56,505,548 shares and to support the increase of registered capital under a General Mandate 135,613,315 shares and approved an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Current Clause 4

Registered capital	226,022,192 Baht	(Two hundred and twenty-six million twenty-two thousand one hundred and ninety two Baht)
divided into	226,022,192 shares	(Two hundred and twenty-six million twenty-two thousand one hundred and ninety two shares)
par value	1 Baht	(One Baht)
and classified into		
ordinary shares	226,022,192 shares	(Two hundred and twenty-six million twenty-two thousand one hundred and ninety two shares)
preferred shares	0 share	(Zero share)

Amended Clause 4

Registered capital	418,141,055 Baht	(Four hundred and eighteen million one hundred forty - one thousand and fifty-five Baht)
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divided into 418,141,055 shares (Four hundred and eighteen million one hundred forty - one thousand and fifty-five shares)

par value 1 Baht (One Baht)

and classified into

ordinary shares 418,141,055 shares (Four hundred and eighteen million one hundred forty - one thousand and fifty-five shares)

preferred shares 0 share (Zero share)

The shareholders approved the above resolution by more than three-fourths of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	132,272,952	0	2,734,500
Percentage	97.97	0.00	2.03

Remark: In this resolution, there were additional shareholders that attended the Meeting, representing 5,038 shares.

13. Approved the Employee Joint Investment Program of Sub Sri Thai Plc. No. 3 "EJIP". The details of EJIP are as follows:

Item	Details of the Program
Object of the Program	<ul style="list-style-type: none"> - as another mean of compensation to employees, executives and directors of the Company. - to create a sense of ownership to employees, executives and directors of the Company - as an incentive for loyalty to the organization and working with the Company in the long run (Long-term Incentives). - to invest in the Company's shares on periodic accumulative buying with the principles of average cost (Dollar Cost Average) for a voluntary employee, executive and director.
The period of the program	The Program will start from August 1, 2014 until July 31, 2016, the total duration of two (2) years.
Companies entering into the program	Sub Sri Thai Public Company Limited and subsidiary companies which are <ol style="list-style-type: none"> 1. Mudman Co., Ltd. 2. ABP cafe (Thailand) Co., Ltd. 3. Golden Donuts (Thailand) Co., Ltd. 4. Golden Scoop Co., Ltd.

Item	Details of the Program
Qualifications of the EJIP Members	<p><u>Sub Sri Thai Public Company Limited</u></p> <p>Employees and executives (full-time staff and work with the Company for one year up) and directors on the voluntary basis.</p> <p><u>Subsidiary companies which entering into the program</u></p> <p>The executives position from senior department manager up who work with their Company for one year up totally 11 persons.</p>
Attributes of the EJIP for Sub Sri Thai Plc.	<p><u>Employees/ executives</u></p> <ul style="list-style-type: none"> - Employees/executives who participate under EJIP shall contribute five (5) percent of their monthly base salary on every month to put into the program till the end of the EJIP period. - Employees/executives who participate under EJIP shall receive the Company contribution of seven (7) percent of their monthly base salary on every month to put into the program throughout the employees have joined EJIP. <p><u>Directors</u></p> <ul style="list-style-type: none"> - Directors who participate under EJIP shall contribute 16,000 Baht on every month to put into the program till the end of the EJIP period. - Directors who participate under EJIP shall receive the Company contribution of 24,000 Baht on every month to put into the program throughout the directors have joined EJIP.
Attributes of the EJIP for Subsidiary companies	<ul style="list-style-type: none"> - Employees as the executives in four Subsidiaries who participate under EJIP shall contribute five (5) percent of their monthly base salary on every month to put into the program till the end of the EJIP period. - Four Subsidiaries contribute to its employees for seven (7) percent of their monthly base salary on every month to put into the program throughout the employees have joined EJIP.
Securities company and Buying date	<p>The Company has assigned Phillip Securities (Thailand) Public Company Limited, to manage EJIP for purchasing the Company's ordinary shares on the Stock Exchange of Thailand (SET) within the Company specific date in each month under the criterions, procedures and conditions as stipulated in the terms and conditions of EJIP to be approved by the Office of the Securities and Exchange Commission ("SEC").</p>
Conditions for securities holding	<p>Each EJIP participant has the right to sell all remaining of the Company's share after the EJIP period is ended (starting from August 15, 2016 onwards).</p> <p>The above conditions are applicable for the participant who is no longer the</p>

Item	Details of the Program
	employee, executives and directors of the Company, retired, dead, or exits from the EJIP, according to the agreements among the Company and participant.
Agreement between the Company with EJIP member and a securities company	Appointed Managing Director to set the terms and conditions to achieve the objectives of the EJIP of the Company by not contrary to law and notification of the SEC, such tax obligations and brokerage fees, resignation, or exit from the EJIP etc.

The Company will propose the this program that has been approved from the Meeting to the SEC for the approval regarding the Notification of the Office of the Securities and Exchange Commission (“SEC”), SorJor. 12/2009, dated June 10, 2009, concerning the Preparation and Disclosure of Report on Securities Holding by Directors, Executives, and Auditors.

The shareholders approved the above resolution by more than two-thirds of the total votes represented by the shareholders attending the Meeting as follows:

	Approval	Disapproval	Abstain
Shares	132,272,952	0	2,734,500
Percentage	97.97	0.00	2.03

Remark: In this resolution, there were not additional shareholders that attended the Meeting.

Please be informed accordingly.

Yours Sincerely,
Sub Sri Thai Public Company Limited

(Mr. Sumrit Tantidilokkul)
Managing Director