

**Minutes of the 2015 Annual General Meeting of Shareholders
of
Amata VN Public Company Limited**

Time and Place

The Meeting was held on April 16, 2015 at 10.00 a.m. at the principal office of Amata VN Public Company Limited (the “Company”), No. 2126 Kromadit Bldg., New Petchburi Road, Bangkapi Sub-district, Huaykwang District, Bangkok.

Preliminary Proceedings

Mr. Vikrom Kromadit, the Chairman of Board of Directors (the “Chairman”), extended a hearty welcome to the shareholders and attendants who attended the 2015 Annual General Meeting of Shareholders of the Company and introduced the directors and the advisors of the Company who attended the Meeting.

The Directors attending the Meeting were as follows:

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| 1. | Mr. Vikrom Kromadit | Chairman |
| 2. | Mrs. Somhatai Panichewa | Director |
| 3. | Mr. Warapatr Todhanakasem | Director |
| 4. | Ms. Songchom Tangnawapan | Director |
| 5. | Mr. Kumpol Tatiyakavee | Director |

The Directors who were absent from the Meeting were as follows:

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|----|---------------------------|---------------------------------|
| 1. | Mr. Huynh Ngoc Phien | Vice-Chairman |
| 2. | Mrs. Ajarie Visessiri | Chairman of the Audit Committee |
| 3. | Mr. Do Ngoc Son | Member of the Audit Committee |
| 4. | Mr. Mats Anders Lundqvist | Member of the Audit Committee |

Legal Advisors:

Mr. Kudun Sukhumananda
Miss Wiriya Chinkarn
Weerawong, Chinnavat & Peangpanor Ltd.

Secretary of the Meeting:

Mrs. Varaporn Vatcharanukroh

The Secretary of the Meeting informed the Meeting of the current information of the Company as follows:

The registered capital of the Company is	467,500,000 Baht;
The paid-up capital is	384,315,000 Baht;
Divided into	935,000,000 ordinary shares; and
The value of each share is	0.50 Baht per share.

At the Meeting date, there were a total of 27 shareholders attending the Meeting in person and by proxy holding a total of 734,396,060 shares, in the proportion of 95.55% of the total number of the Company's shares sold which constituted a quorum. The Articles of the Association of the Company specify that, in a meeting of shareholders, there shall be shareholders and proxies attending the meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of the shares sold of the Company to constitute a quorum.

The Secretary of the Meeting informed the Meeting of the principles and practical methods regarding the casting and counting of votes in the Meeting for the purpose of good corporate governance in the part of voting in the Meeting.

The Chairman declared the Meeting duly convened to consider the agenda items as follows.

Agenda Item 1 To consider and certify the Minutes of Extraordinary General Meeting of Shareholders No. 1/2014

The Chairman proposed that the Meeting consider and certify the Minutes of Extraordinary General Meeting of Shareholders No. 1/2014, which was held on December 2, 2014. Details of which appeared in the copy of the Minutes of the Meeting (*Enclosure 1*) which had been sent to all shareholders with the notice for this Meeting.

Remark: This agenda item shall be certified by the majority votes of the shareholders who are present and casting their vote.

RESOLVED: THAT the Meeting had considered the matter and unanimously resolved to certify the Minutes of Extraordinary General Meeting of Shareholders No. 1/2014 held on December 2, 2014, as per the details proposed by the Chairman in all respects.

Agenda Item 2 To consider and acknowledge the operating results of the Company for the year 2014

The Chairman asked Mrs. Varaporn Vatcharanukroh, the Secretary of the Meeting, to inform the Meeting of the operating results of the Company for the year 2014 for consideration.

Mrs. Varaporn Vatcharanukroh informed the Meeting of the operating results of the Company for the year 2014 which appeared in the 2014 Annual Report of the Company (*Enclosure 2*) which had been sent to all Shareholders with the notice for this Meeting.

Remark: This is an agenda item for acknowledgement, therefore, there was no voting.

Agenda Item 3 To consider and approve the Balance Sheet and the Statements of Profit and Loss for the year 2014

The Chairman requested Miss Supaporn Assarasakorn, Accounting Department Manager, to inform the Meeting of the Balance Sheet and the Statements of Profit and Loss for the year 2014 ending December 31, 2014, which had been audited and certified by the auditor and reviewed by the Audit Committee. Details of this appeared in the copy of the Balance Sheet and the Statements of Profit and Loss of the Company for the year 2014 ending December 31, 2014 (*Enclosure 3*).

Remark: This agenda item shall be approved by the majority votes of the shareholders who are present and casting their vote.

RESOLVED: **THAT** the Meeting had considered the matter and unanimously resolved that the Balance Sheet and the Statements of Profit and Loss of the Company for the year 2014 ending December 31, 2014 be approved as per the details proposed above in all respects.

Agenda Item 4 To consider and approve that the profit will be allocated as the legal reserve fund and the dividend payment will be abstained

The Chairman assigned Miss Supaporn Assarasakorn, Accounting Department Manager, to inform the Meeting of this matter.

Supaporn Assarasakorn informed the Meeting that, the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “**Public Limited Companies Act**”) and the Company’s Articles of Association provide that the Company shall allocate not less than five percent (5%) of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent (10%) of the registered capital.

Supaporn Assarasakorn additionally informed the Meeting that after having considered the operating results of the Company for the year 2014, the Company has an annual net profit at the amount of Baht 82,488,207.02. Therefore, the Board of Directors is of the opinion to allocate the appropriate profit as the legal reserve of not less than 5% of the annual net profit or equal to Baht 4,124,410.35 (5% of the annual net profit as required by law).

However, the Company has a plan to invest in a project which requires a considerable amount of investment. In addition, the Company already paid Baht 0.04 per share as an interim dividend to

shareholders of the Company on June 9, 2014. Therefore, it is proposed that the Company not make a dividend payment to the shareholders from the net profit of the accounting period of January 1, 2014 to December 31, 2014, in order to reserve such amount for the Company's investment.

Supaporn Assarasakorn proposed that the Meeting consider and approve the allocation of the appropriation of the net profit as legal reserve fund and the abstention from the annual dividend payment from the operating results of the Company for the year 2014 to the shareholders as well as the acknowledgement of the interim dividend payment to the shareholders on June 9, 2014, as per the details outlined above.

Remark: This agenda item shall be approved by the majority votes of the shareholders who are present and casting their vote.

RESOLVED: THAT the Meeting had considered the matter and unanimously resolved that the allocation of the appropriation of the net profit as legal reserve fund and the abstention from the dividend payment from the operating results of the Company for the year 2014 be approved as per the details proposed at the Meeting in all respects.

Agenda Item 5 To consider and approve the election of new directors to replace the directors who are due to retire by rotation

The Chairman assigned Mrs. Varaporn Vatcharanukroh, the Secretary of the Meeting, to inform the Meeting of this matter.

Mrs. Varaporn Vatcharanukroh informed the Meeting that pursuant to the Public Limited Companies Act and the Articles of the Association of the Company, at every Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire. In this year, the directors who shall retire by rotation are as follows:

1. Mrs. Ajarie Visessiri;
2. Mr. Do Ngoc Son; and
3. Ms. Songchom Tangnawapan.

The abovementioned directors who retire by rotation are entitled to be re-elected as directors of the Company for another term.

Mrs. Varaporn Vatcharanukroh proposed that the Meeting consider and approve the re-election of the directors, namely (1) Mrs. Ajarie Visessiri; (2) Mr. Do Ngoc Son; and (3) Ms. Songchom Tangnawapan who have retired by rotation on the grounds that the abovementioned three directors have knowledge, capability, and work experience. In addition, these three directors are qualified and do not possess any prohibited characteristics in accordance with the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

Remark: This agenda item shall be approved by the majority votes of the shareholders who are present and casting their vote.

RESOLVED: THAT the Meeting had considered the matter and unanimously resolved to approve the appointment of the following directors who are due to retire by rotation to be directors of the Company for another term:

1. Mrs. Ajarie Visessiri;
2. Mr. Do Ngoc Son; and
3. Ms. Songchom Tangnawapan.

Agenda Item 6 To consider and approve the determination of the remuneration of the directors

The Chairman assigned Mrs. Varaporn Vatcharanukroh, the Secretary of the Meeting, to inform the Meeting of this matter.

Mrs. Varaporn Vatcharanukroh proposed that the Meeting determine the remuneration of the directors for the year 2015 which equals to the remuneration of the directors for the year 2014, as per the details as follows:

1. The remuneration of the directors of the Company
 - 1.1) Monthly Retainer, payable on a monthly basis

-	Chairman	35,000 Baht	per month
-	Vice-Chairman	25,000 Baht	per month
-	Directors	20,000 Baht	per month
 - 1.2) Attendance Fee, payable upon attendance at a meeting

-	Chairman	50,000 Baht	per meeting
-	Vice-Chairman	40,000 Baht	per meeting
-	Directors	30,000 Baht	per meeting
2. The remuneration of the Audit Committee, an attendance fee shall be paid each time that a Member of the Audit Committee attends a meeting

-	Chairman of the Audit Committee	50,000 Baht	per meeting
-	Members of the Audit Committee	30,000 Baht	per meeting

In the case that a director is an employee of the Company, this remuneration shall be supplemental to the regular salary of each employee unless the Meeting resolves otherwise.

Mrs. Varaporn Vatcharanukroh proposed that the Meeting consider and approve the determination of the remuneration of the directors of the Company for the year 2015 as per the details proposed above.

Remark: This agenda item shall be approved by not less than two-thirds (2/3) of the shareholders who are present at the Meeting.

RESOLVED: THAT the Meeting had considered the matter and unanimously resolved to approve the determination of the remuneration of the directors for the year 2015 as per the details proposed in all respects.

Agenda Item 7 To consider and approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2015

The Chairman assigned Supaporn Assarasakorn, Accounting Department Manager, to inform the Meeting of this matter.

Supaporn Assarasakorn informed the Meeting that the Audit Committee Meeting had considered and deemed it appropriate to approve the appointment of EY Limited Company (its previous name being Ernst & Young LLP), an audit firm which is skilful at auditing with suitable remuneration and good performance to be the audit firm of the Company for the year 2015 and proposed that the following auditors will audit and give opinions on the financial statements of the Company:

1. Ms. Siraporn Ouaanunkun, Certified Public Accountant No. 3844
2. Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930
3. Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958

In addition, Supaporn Assarasakorn proposed that the Meeting determine the remuneration of the auditors which shall not exceed Baht 500,000, which is the remuneration for the audit of the annual and quarterly financial statements of the Company.

Supaporn Assarasakorn proposed that the Meeting consider and approve the appointment of (1) Ms. Siraporn Ouaanunkun, an auditor holding Certified Public Accountant license No. 3844; (2) Mr. Supachai Phanyawattano, an auditor holding Certified Public Accountant license No. 3930; and/or (3) Mr. Khitsada Lerdwana, an auditor holding Certified Public Accountant license No. 4958 of EY Limited Company (its previous name being Ernst & Young LLP) to be the auditors of the Company for the year 2015, and to approve the determination of remuneration for the auditors for the year 2015 not exceeding Baht 500,000, which is the remuneration for the annual and quarterly financial statements.

Remark: This agenda item shall be approved by the majority votes of the shareholders who are present and casting their vote.

RESOLVED: THAT the Meeting had considered the matter and unanimously resolved to approve the appointment of the Company's auditors for the year 2015 and determine the auditors' remuneration as per the details proposed in all respects.

Agenda Item 8 To consider other business (if any)

The Chairman informed the Meeting that the Meeting has already considered the agenda items that appeared in the Notice of the Meeting.

The Chairman asked the Meeting if was there any shareholder wishing to ask or express their opinion to the Company.

Mrs. Somhatai Panichewa informed the Meeting of the following matters:

1. Investment in Quang Ninh Province, Vietnam

The Company entered into the joint venture with Tuan Chau, a Vietnamese group of companies, in order to invest in the real estate development project in Quang Ninh Province, which is in northern Vietnam (the "Project"). The Project's location is surrounded by the following airports and port which will connect Vietnam to the world market, especially the Chinese market:

- (1) Noi Bai International Airport, handling 10 million passengers per year;
- (2) Cat Bi International Airport, handling 2 million passengers and 20,000 tons of cargo per year;
- (3) Van Don International Airport, handling 2 million passengers and 10,000 tons of cargo per year; and
- (4) Lach Huyen Deep Sea Port.

The total Project area is 5,789 Hectares which can be divided into three parts, namely (i) industry, (ii) education and science and (iii) logistics and exhibition space.

In this regard, the Company will proceed with the application to obtain an Investment Certificate by April 2015.

2. Listing of the Company's securities on the Stock Exchange of Thailand

The Company has a plan to list its securities on the Stock Exchange of Thailand in the third quarter of 2015.

There was no further matter proposed to the Meeting.

The Chairman declared the Meeting adjourned at 11.15 a.m.

(Mr. Vikrom Kromadit)

Chairman of the Meeting

(Mrs. Varaporn Vatcharanukroh)

Secretary of the Meeting

and Minute-taker