

## ( Translation )

### Minutes of Annual General Meeting of the Shareholders No. 17

of

### Union Pioneer Public Company Limited

Held on April 21, 2010, at 1st floor Meeting Room of Head office Building of Saha-Union Public Company Limited, No. 1828 Sukhumvit Road, Khwang Bangchak, Khet Prakanong, Bangkok.

The meeting started at 1.30 p.m.

Ms. Sriwarin Jirapakkana, Chairman of the Board, acted as the Chairman of the Meeting.

Chairman of the Meeting informed that at this time the shareholders' meeting was formed a quorum by the attendance of shareholders and proxies totally 42 persons, representing 5,374,163 shares as 71.66% of the total number of registered shares, and introduced to the Meeting as following;

#### **The Board of Directors**

- |                     |                 |  |
|---------------------|-----------------|--|
| 1. Miss Sriwarin    | Jirapakkana     | Chairman of the Board                    |
| 2. Mr. Nattapong    | Sukhavisidh     | Audit Committeeman/ Independent Director |
| 3. Mrs. Sangsawang  | Mallikamas      | Audit Committeeman/ Independent Director |
| 4. Mr. Yanyong      | Tunjitkul       | Audit Committeeman/ Independent Director |
| 5. Mr. Preecha      | Wattanasaranont | Managing Director                        |
| 6. Dr. Thitivat     | Suebsaeng       | Director                                 |
| 7. Mr. Vacharaphong | Darakananda     | Director                                 |

#### **Certified Account Auditor**

- |              |               |
|--------------|---------------|
| Mr. Supachai | Phanyawattano |
| Ms Nalinee   | Thipayang     |

#### **Secretary of the Board**

- |           |              |
|-----------|--------------|
| Mr. Amrin | Patharanavic |
|-----------|--------------|

#### **Accounting & Cost Division Manager**

- |           |                |
|-----------|----------------|
| Mrs. Yupa | Roongphornchai |
|-----------|----------------|

Then, Chairman informed the meeting that the voting count would be one share equal to one vote. In voting on each agenda, if a shareholder who is in the Meeting or who is proxy with the right casting vote on behalf agrees, disagrees or wants to abstain, please write in the poll from given on registration. For the proxy who voted in your proxy instrument, the company had already count your vote and would count together with the counting vote from this meeting. The Company will report on the counting result at the ending of the meeting. For rapidly counting, in case of disagreed or abstained vote, please write in the poll from given and waits the official to collect it, and the rest vote will be as the agreed vote. Moreover, for transparency in counting, we requested any shareholder volunteer to witness the counting for one person and found that Mr. Adileak Piphattattama, the shareholder, acted as a witness for counting the votes in this meeting.

Before starting the meeting at each agenda, the Chairman gave an opportunity for the shareholders to submit any appropriate topics to be as the additional agendas in the Annual General Meeting of the Shareholders, but there are no any shareholders to submit any topics.

During this time, there are additional one shareholders to attend, counting as the 500 shares, then the shareholders' meeting was formed a quorum by the attendance of shareholders and proxies totally 43 persons, representing 5,374,663 shares.

After that, Chairman continued with the meeting on the following agenda as below;

**Agenda 1**            **Approval of the minutes of the Annual General Shareholders' Meeting No.16**

The Chairman asked the meeting for the amendment of Minutes of the Annual General Meeting of Shareholders No.16 which was previously sent to the shareholders along with the meeting invitation. If there was no shareholder raised any objection or demanded for amendment, the Minutes should be approved.

**Resolution:** The meeting passed the unanimous resolution to approve the correctness of annual general meeting of shareholders no. 16: For 5,374,663 votes, Against 0 vote, Abstain 0 vote.

**Agenda 2**            **Acknowledgment of the year 2009 operating results**

Mr. Preecha Wattanasaranont, Managing Director, reported that in 2009, the Company has the policy to expand into the new markets and to maintain on the existing markets by using the strength point of the Company's products that could be improved on the quality and the delivery for higher conviction of customers. Most customers of the Company are the customers manufacturing the diapers and the lady underwear, as the ratio on the international and local markets on 60% and 40% respectively. There are the competitors from India that could produce many elastic products. In USA, there are many elastic factories that can produce the outputs used with lady underwear, swimming suit and gentlemen pants which are the target markets that the Company tries to launch to compete with. This year the Company expects to emphasize on the garment market that has higher competitive pricing. At this time, the natural rubber price is increasing more all the time. Because the world economic slowdown especially in end of year 2008, USA faced the economic crisis resulting to the lower oil price leading to the lower natural rubber price, making the company to take advantage of the situation by keeping stock on low price natural rubber block for the demand of the whole year 2009.

In 2009, the Company had its total revenues of Bath 972 million, decreased by Baht 10 million from 2008, with the exporting sale at Baht 625 million, decreased by Baht 2 million, with the local sales at Baht 311 million, decreased by Baht 17 million. The Company had its net profit of Baht 114.5 million, increased by Baht 96.07 million from 2008, or Baht 15.27 per share. The net profit was higher much because during the end of the year 2008 to the first half year 2009, the price of the main raw material, the natural rubber was lower than usual. However, at the second half year 2009, the natural rubber price had been higher because the South of Thailand, the number one source of natural rubber in the world, there was heavy rainy resulting to lower output, also in Malaysia, Indonesia. Meanwhile the economic recovery in the second half year 2009, the automotive industry growth in China and Japan leading to more demand on the natural rubber together with the higher oil price situation, resulting to the higher natural rubber price. At this time, tight supplies will likely ease after May as increased production begins to appear on the market, the Company expects that the natural rubber prices will be lower level. However, the trend in the future market, it still sustains high levels. The natural rubber is the main raw material of the Company, therefore its lower price would be competitive advantage to the Company. Since the customers could rapidly change their supplier, the Company has a policy to launch to and make a relationship with the customers for long sustaining. The Company has emphasized on the product development, on-time delivery, and good relationship with the customers, including trying to find out new markets more. Because our individual customers need the individual product specification, the Company has to satisfy the customers' need. Therefore, the Company has the main policy of the year 2010 that is to have high product efficiency for adjusting with the individual customers' needs.

Chairman clarified more information to the meeting that the Company could get the highest profit in 2009, because the price of the main raw material, the natural rubber was lower. Moreover, the Company could manage the natural rubber stock enough for the

purchase order, resulting to the cost of natural rubber was lower than the one that the Company used for calculating with the customers.

**Resolution:** The meeting acknowledged the annual report and the operating results of the Board for the past one year.

**Agenda 3**      **Approval of Balance Sheet and Income Statement, for the year 2009, ended on December 31, 2009.**

Chairman proposed the meeting to consider and approve the Balance Sheet and Income Statement ended on December 31, 2009, as shown in Annual Report started from Page 29 onwards which audited and approved by the certified account auditor.

There are additional two shareholders to attend during this agenda, counting as the 46,000 shares.

**Resolution:** The meeting passed the unanimous resolution to approve the Balance Sheet and Income Statement for the year and the notes to the financial statements, ended on December 31, 2009: For 5,420,663 votes, Against 0 vote, Abstain 0 vote.

**Agenda 4**      **Approved the profit allocation and dividend payment**

Chairman informed the meeting that the Board proposed the meeting to approve the allocation on net profit for the year 2009 to the dividend paid to the shareholders at the rate of Baht 15 per share, totaling Baht 112.5 million, for the shareholders whose names appeared on the date the share registration book is closed for the purpose of ascertaining entitlement to dividend which is April 1, 2010. The rest of the net profit would be transferred to the retained earning further. The annual dividend payment would be done by the Thailand Security Depository Co., Ltd. by transferring to the shareholders' accounts within one month. The dividend payment would be done since April 21, 2010 onwards.

**Resolution:** The meeting passed the unanimous resolution to approve the net profit allocation for the year 2009 to dividend paid to the shareholders at the rate of Baht 15 per share, totaling Baht: 15 per share, totaling Baht 112.5 million, for the shareholders whose names appeared on the date the share registration book is closed for the purpose of ascertaining entitlement to dividend which is April 1, 2010. The rest of the net profit would be transferred to the retained earning further. The annual dividend payment would be done by the Thailand Security Depository Co., Ltd. by transferring to the shareholders' accounts within one month. The dividend payment would be done since April 21, 2010 onwards. :For 5,420,663 votes, Against 0 vote, Abstain 0 vote.

**Agenda 5**      **Consideration on directors, their authorities, and remuneration**

Chairman informed the meeting that as the Company's regulations, for annual general meeting of shareholders, were identified that the Directors had to resign at one-third of total number of the Board. Directors, who resigned, could be re-elected to be the directors of the Board for another term. In this year, there were 3 directors shall be retired namely;

1. Mrs. Sangsawang      Mallikamas
2. Mr. Thitivat      Suebsaeng
3. Mr. Nantiya      Darakananda

The Board had considered and agreed with the Nomination and Remuneration Committee that all three directors vacating in this period are of good qualifications and expertise including experience and past performance suitable, therefore they could be re-elected to be the directors of the Board for another term. For the Audit Chairman/Independent Director, Mrs. Sangsawang Mallikamas who was re-elected to be the directors of the Board for another term, was not a stakeholder with the Company, its affiliated company, or its subsidiary or associated companies, or with any juristic entity with a conflict of interest. She also had the qualification of Audit Committeeman/Independent Director as the requirement of the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET), with details of their resume background proposed to assume post again and the list of company's directors as shown

in the documents enclosed with the letter of meeting invitation. The Board asked the meeting for considering on the method of appointing the directors who shall be retired as term period, by appointing the whole group as the Board presented, or appointing as individual.

**Resolution:** The meeting passed the unanimous resolution as following;

- 1.To define the method of appointing the directors for the whole group.
- 2.To appoint three directors as periodical ending, to be re-appointed as the directors namely;

1. Mrs. Sangsawang            Mallikamas
2. Mr. Thitivat                Suebsaeng
3. Mr. Nantiya                Darakananda

With Agree 5,420,663 votes, Against 0 vote, Abstain 0 vote.

The Company totally has 9 directors of the board as the following;

1. Miss Sriwarin                Jirapakkana
2. Mr. Sompop                 Amatayakul
3. Mrs. Sangsawang            Mallikamas
4. Mr.Yanyong                 Tunjitkul
5. Mr. Nattapong               Sukhavisidh
- 6 Mr. Preecha                 Wattanasaranont
7. Mr. Thitivat                 Suebsaeng
8. Mr. Vacharaphong         Darakananda
9. Mr. Nantiya                 Darakananda

The Board informed the meeting that the authorities of the directors as follows “the mutual signatures of two directors with the Company’s seal, except Mrs. Sangsawang Mallikamas, Mr.Yanyong Tunjitkul,and Mr. Nattapong Sukhavisidh, and Mr. Sompop Amatayakul who are the Audit Committeemen and/or Independent Directors.”

**Resolution:** The meeting passed the unanimous resolution to define the authorities of the directors as follows “the mutual signatures of two directors with the Company’s seal, except Mrs. Sangsawang Mallikamas, Mr.Yanyong Tunjitkul,and Mr. Nattapong Sukhavisidh, and Mr. Sompop Amatayakul who are the Audit Committeemen and/or Independent Directors”, with 5,420,663 votes, Against 0 vote, Abstain 0 vote.

Chairman presented the shareholders to consider the remuneration of the directors for the year 2010 for not more than Baht 1,200,000.-/year, by assigning the Nomination and Compensation Committee to consider the remuneration as they may deem appropriately.

**Resolution:** The meeting passed the unanimous resolution to define the remuneration of the directors for not more than Baht 1,200,000.- per year by assigning the Nomination and Remuneration Committee to consider the remuneration as they may deem appropriately.: For with 5,420,663 votes, Against 0 vote, Abstain 0 vote.

#### **Agenda 6                    Consideration on appointment of the auditor and determining audit fees the year 2010**

Chairman informed the meeting that the Board proposed the meeting to appoint Mr. Supachai Phanyawattano (CPA No.3930) and/or Mr.Termphong Opanaphan (CPA No.4501) and/or Ms. Thipawan Nananuwat (CPA No.3459), the certified public accountants of the Ernst & Young Office Limited, to be the Company’s independent auditor for the year 2010. They do not have any relationship and/or be any stakeholder with the Company/executives/major shareholders/concerned mentioned persons, and to identify the remuneration of the certified public accountants including the reviewing on the three quarters of financial statements, which are

already considered by the audit committee to present the shareholders to consider the remuneration for Baht 700,000 per year increased by Baht 50,000.-.

**Resolution:** The meeting passed the unanimous resolution to appoint Mr. Supachai Phanyawattano (CPA No.3930) and/or Mr. Termphong Opanaphan (CPA No.4501) and/or Ms. Thipawan Nananuwat (CPA No.3459), the certified public accountants of the Ernst & Young Office Limited, to be the Company's independent auditor for the year 2010. They do not have any relationship and/or be any stakeholder with the Company/executives/major shareholders/concerned mentioned persons, and to identify the remuneration of the certified public accountants including the reviewing on the three quarters of financial statements, which are already considered by the audit committee to present the shareholders to consider the remuneration for Baht 700,000 per year.: For 5,420,663 votes, Against 0 vote, Abstain 0 vote.

Chairman asked the shareholders' meeting what topic any shareholders would like to propose or comment.

The shareholder asked that as the Managing Directors reported that the natural rubber price would be higher in this year, whether the Company would have any policy on the cost management and would adjust the selling price to be higher like the natural rubber price or not.

Managing director replied that the Company already stocked the natural rubber, and used the natural rubber price as the costing for adjusting the selling price with customers. For the selling price of the quarter 2<sup>nd</sup> and 3<sup>rd</sup>, the Company already negotiated with the customers to adjust the selling price for some portion, not the whole costing, in order to maintain the customers.

**Resolution:** The meeting acknowledged.

No any shareholders would like to propose or comment.

The Chairman thank you the shareholders for attending the meeting and continuous supporting the Company, and closed the meeting.

The meeting adjourned at 2.25 p.m.

- Signature - Chairman of the Meeting  
(Miss Sriwarin Jirapakkana )

- Signature - Secretary of the Board.  
( Mr. Amrin Patharanavic)