

(Translation)

## Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2013

Rayong Purifier Public Company Limited

Thursday 19 December 2013

At Sky Park 14 Fl.

1010 Shinawatra Tower 14 Fl. Viphavadi Rangsit Rd. Chattuchak Bangkok

Directors Attended: 7

- |    |               |                |   |
|----|---------------|----------------|---|
| 1. | Mr. Satja     | Janetumnugul   | Chairman of the Board of Directors / Director           |
| 2. | Mr. Supapong  | Krishnakarn    | Director  |
| 3. | Mr. Suwinai   | Suwanhirunkul  | Director  |
| 4. | Mr. Suthud    | Khancharoensuk | Director  |
| 5. | Mr. Arnooparp | Charmikorn     | Independent Director / President of the Audit Committee |
| 6. | Mr. Bibit     | Bijaisoradat   | Independent Director/ Audit Committee                   |
| 7. | Mr. Chirdsak  | Kukiattinun    | Independent Director/ Audit Committee                   |

Directors Absented: -

No directors were absented.

Attendants:

1. Representative from the Stock Exchange of Thailand ("SET")
2. Financial advisor from CJ Morgan Company Limited
3. Accounting and tax advisor from Ernst and Young Corporate Services Limited
4. Legal advisor from Siam Premier International Law Office Limited

**Meeting commenced at 13.32 hr.**

Mr. Satja Janetumnugul, the Chairman of the board of directors (the "Chairman") welcomed the shareholders to the Extraordinary General Meeting of the Shareholders No. 1/2013 of Rayong Purifier Public Company Limited (the "Company" or "RPC") by reporting that the Company has registered capital of THB 802,870,229 and current paid-up capital of THB 802,870,229. There were 208 shareholders attended, of which 114 shareholders attended in person and 94 proxies, representing 517,641,639 shares or 64.4739% total paid-up capital of the Company. The number of shareholders and proxies in attendance satisfies the Company's Articles of Association No. 34 stating that "To constitute for a quorum for the shareholders' meeting, the total number of shareholder and proxies in attendance must be more than 25 persons or not less than half of the total number of shareholders and the total shares must be no less than one-third of the total shares issued".

The Chairman then concluded that the meeting constituted for a quorum to hold the meeting as stated in the Company's Articles of Association and started the Extraordinary General Meeting of Shareholders No. 1/2013.

The Chairman then introduced the board of directors, the management team, and announced that there are representatives from the Stock Exchange of Thailand, CJ Morgan Company Limited (the financial advisor), Ernst and Young Office Limited (the accounting and tax advisor), and Siam Premier International Law Office Limited (the legal advisor).

Accordingly, the Chairman introduced Mr. Wichai Thongtang, the new major shareholder of the Company and asked Mr. Wichai Thongtang to share his view on his investment in the Company.

Mr. Wichai Thongtang believe in the ability of the management and the Company business director, especially in the investment in Thai Public Port Company Limited that engages in large oil tank farm business and deep sea part, which will support the Company future expansion. This investment is aligned with the government policy to increase the oil reserve to 90 days and he is also confident that the Company's business situation will improve and benefit all shareholders. Mr. Wichai Thongtang also invited Mr. Sombath Phanichewa to introduce himself to the meeting.

After Mr. Sombath Phanichewa has introduced himself, the Chairman continued the meeting and clarified the voting procedure as stated in the Company's Articles of Association No. 36 that each shareholder has the voting rights equaled to the number of shares held or received as proxy, with one voting right per one share. In each agenda, the shareholder can only choose to vote in one of the three following ways; Approval, Disapproval, and Abstention. If any shareholder is benefited from the agenda in any way, such shareholder will be ineligible to vote on the matter with exception of voting for appointment of director. The Chairman clarified the details of counting of votes for each agendas as follows;

- |              |  |
|--------------|--|
| Agenda 1     | Majority vote from the votes cast by all shareholders attended the meeting will be count as the resolution |
| Agenda 2 – 7 | Three-fourth of the votes cast by all shareholders attended the meeting will be count as the resolution.   |

In addition, votes from Mr. Sombath Phanichewa and Mrs. Sasima Phanichewa will be ineligible in Agenda 2, as both shareholders has conflict of interest in the agenda as they are directors and shareholders of Thai Public Port Company Limited which the Company has plan to invest by purchasing shares from existing shareholders.

For the vote counting method applied in each agenda, the Company will use the number of shares at the present at the moment of voting as the base for calculation. The Chairman will ask, by a show of hands, shareholders who wish to disapprove or abstain for the voting of each agenda. For shareholder who did not wish to disapprove or abstain, the Company will considered such shareholders to approve the agenda. Shareholder who wish disapprove or abstain the agenda must mark ☒ their vote in the ballot and give it to the Company's staff. The Company will deduct the disapproval and abstention vote from the total votes of the shareholders participating in the meeting to summarize the voting result in each agenda.

Moreover, proxies who were granted from Proxy Form B or custodians who received proxies from foreign shareholders as detailed in Proxy Form C, does not have to vote in the agenda that the grantor has specified the vote and the Company will count the vote directly from the proxy form. But for agenda that the grantor did not specify his or her vote, the proxy must vote in each agenda.

For the report of the voting result, the Chairman will notify the meeting of the result in each agenda in which will be collected from the votes from shareholders presented or proxies. If there are many disapproval or abstention votes, the Company may commence the next agenda while counting the vote and will notify the voting result as soon as the counting is done.

The Chairman informed if any shareholder would like to ask question during the meeting, such shareholder must declare his or her name as an information for the minutes of the meeting. Also, if any shareholder wish to ask question unrelated to the agenda, such shareholder can do so during Agenda 8 to consider other matters which allow the shareholder to freely ask questions.

The meeting was informed and without further question the Chairman declared the meeting convened according to the sequence of the agenda as follows;

**Agenda 1: To consider and endorse the Minutes of the Annual General Meeting of Shareholder for the year 2013**

The Chairman proposed the Meeting the accept the Minutes of the Annual General Meeting for the year 2013, held on 29 March 2013 as submitted to the SET and Department of Business Development, the Ministry of Commerce. The copy of the minutes is also attached in Enclosure 1 and is posted on the Company's website.

The Chairman also notify the shareholders of the amendment in Agenda 10 as follows;

- (1) Line 10 amend from "... 29,000 Baht" to "...29,000 million Baht"
- (2) Line 11 amend from "... 1,500 Baht" to "...1,500 million Baht"
- (3) Line 15 amend from "... approximately 1,500 Baht" to "...approximately 1,500 million Baht"

Without further question from the shareholder, the Chairman asked the meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2013 held on 29 March 2013 as amended. The resolution of this agenda must have majority vote of all shareholders attended the meeting and is eligible to vote, which will count only the disapproval and abstention. The agenda has additional shareholders attended the vote with 63,000,086 shares, which increased the sum of shares to 580,641,725 shares.

**The Meeting's Resolution**

The Meeting resolved with majority vote to approve and certify the proposed minutes of the Annual General Meeting of Shareholders for the year 2013 held on 29 March 2013 as amended.

The voting results for Agenda 1 are as follows;

Approval	580,627,725	vote	Equivalent to	100
Disapproval	0	vote	Equivalent to	0
Abstention	14,000	vote		
Total	580,641,725	vote		

**Agenda 2: To consider and approve the acquisition of Thai Public Port Co., Ltd. ("TPP") shares from the existing shareholders**

For the investment in Thai Public Port Company Limited, the Company appointed CJ Morgan Company Limited as the financial advisor to study the and evaluate the investment return, Ernst and Young Office Limited as the accounting and tax advisor to audit the financial statement and tax, and Siam Premier International Law Office Limited as the legal advisor to study the current legal status. The three advisors has summarized the due diligence to the board of directors and the board of directors has approved the investment. The Company would like Mr. Visoot Kanjamaporn, the financial advisor from C.J. Morgan Company Limited, to clarify the information to the Meeting.

Mr.Visoot Kanjamaporn clarified the report summary to the Meeting which can be summarized as follows; The Company will purchase 30% of Thai Public Port Company Limited from the existing shareholders which is equal to 31,500,000 shares from the total of 105,000,000 shares (shares after the restructure). The buyer will be Rayong Purifier Public Company Limited and the seller will be Bangkok Crystal Company Limited and/or Goodwill Marketing Company Limited. The total consideration will be 900,112,500 Baht and the payment term will separated into payments, which are, 1. Payment of 200,000,000 Baht at the signing of contract with 45 days of the shareholders' approval; and 2. 700,112,500 Baht within 18 April 2014. The source of fund will be from the cash flow of the Company and the capital increase, which will be explained in the next agenda.

The size of this investment, according to the act of the Securities and Exchanges Commission ("SEC"), is equal to 37.86% in which according to the act the Company only has to notify the transaction to the shareholders but with the board of directors' intention to clarify the transaction, therefore; the matter is presented in this agenda.

Currently, Goodwill Marketing Company Limited, Bangkok crystal Company Limited, Phanichewa family, and others are holding 40%, 25%, 0.5%, and 34% in Thai Public Port Company Limited, respectively. The Company will purchase 30% stake from Goodwill Marketing Company Limited and Bangkok Crystal Company Limited, which the Phanichewa family is the ultimate shareholder in these companies. Therefore, the Phanichewa family, as the conflicted persons, will be eligible to vote on this agenda.

TPP was established in 1989 and engages in oil tank farm and sea port business on Si Chang islands. Its current registered capital is 420,000,000 Baht comprising 52,500,000 ordinary shares at par value of 8 Baht per share. On 17 October 2013, the board of directors meeting of TPP has approve the restructuring by increasing its capital of 420,000,000 Baht by issuing 52,500,000 shares which will increase the total registered capital to 840,000,000 comprising 105,000,000 shares. Its directors are Mr.Sombat Phanichewa, Mr.Tanet Phanichewa, Ms.Keerati Phanichewa, Mr.Ruengsak Chaowarat, Mr.Suebsan Tattanont, Mr.Sirinet Janwattanawit, Ms.Sirima Panichewa, Ms.Siriwan Phanichewa, and Ms.Chaweewan Sirichansawang.

TPP owns 240 rai of land located on the Si Chang islands, 100 rai of which is currently operated. The remaining 100 rai are reserved for future expansion and TPP is asking for another 103 rai concessions. TPP's assets composed of 4 ports in which Port No.1 has capacity of 10,000 to 100,000 ton and Port No. 2 has capacity of 3,000 to 10,000 ton that can provide fuel commercial transfer service with 15-16 meter in depth. The third and

fourth port are inside and have capacity of 1,000 to 5,000 ton which can transfer goods in inside area. Aside from the ports, TPP also engages in oil tank farm, which has total of 14 tanks and capacity of 345.93 million litres. Moreover, TPP has the permit to expand its capacity to two additional phase with total capacity of 407.51 million litres which will bring total capacity to 753.44 million litres. The expansion project is in the company's business plan which complement the international oil reserve policy.

The rationale and benefit of this transaction is from the business advantage of TPP because the port is located in the deep part of the ocean and the current 345.93 million litre oil tank farm is located on the higher ground which will save the cost of transfer gasoline to the vessel. TPP also has permit to expand another 407.51 million litre and excess land of 100 rai that can be developed as a future project such as oil refinery plant.

For the investment opportunity of this project is regarding the government oil reserve policy that was adjust from 5% or 36 days to 6% or 43 days and have intention to increase to 90 days. The second point is the strategic location of the project, which is located in the economic zone, eastern seaboard and is connected to the petrochemical industry area. The third point is the type of industry, which is energy business that is sustainable and have excess demand.

From the due diligence, the financial advisor viewed that the benefits from this investment is to expand the risk from business by expanding into logistic business which related to petroleum business. The second benefit is the value creation to the shareholders and decrease the effect from the refinery suspension which heavily affected the Company's performance. From the analysis, the Company will receive return of 16-20% from the investment and if theirs is further development on the project such as building the refinery, the return could be as much as 24%. Furthermore, another benefit is to decrease the risk of being delisted from the SET.

Risks arise from the investment are lack of control by investing only 30%, economic uncertainties that could affect the business expansion, and uncertainty in the land use.

From the above information, the board of directors would like to propose the Meeting to consider the share purchase of TPP from existing shareholders of 31,500,000 shares for 900,112,500 Baht or equivalent to 30% shareholding in April 2014, which total share will equal 105,000,000 shares.

The Chairman invited the shareholder to raise questions after Mr. Visoot Kanjamaporn finished his presentation as follows;

Mr.Sataporn Pangnirand, the shareholder, thanked the Company and commented that the Company should send the advisor's opinion to the shareholders and ask the independent director to give opinion on this transaction and ask about the director structure of the Company after the transaction.

The Chairman replied that the memorandum has been sent along with the invitation letter in Attachment 2 and will check on the advisor's opinion. The board of directors will have to talk with Mr.Wichai Thongtang, the new major shareholder, about the director structure and invited Mr.Chirdsuk Kukiatinand to give opinion to the Meeting.

Mr.Chirdsak Kukiattinun opined that the board of directors has duly consider the transaction including the valuation, risk assessment, business opportunity, and viewed that it is necessary for the Company to enter this

transaction. The Company's business is suspended and the result from the ongoing legal dispute is unreliable. Mr. Chirdsak personally think that the project is a good option for the Company.

The shareholder asked if it is possible for the Company to expand into building a refinery and the Chairman pointed out that TPP's oil tank farm is significantly larger than the one operated by the Company and have a port. If it is possible, the Company will be willing to invest in a refinery with TPP, which is the Company's expertise.

Mr.Presert Keawduangthien, the shareholder, ask about the asset value of TPP, valuation method, and the uncertainty of land use. Mr.Visoot Kanjamaporn replied that the valuation method used in this valuation is cash flow method which by using only book value method is not appropriate as TPP has normal operation and continue performance. For the uncertainty of land use, the land is located in the hill with area of 103 rai and the title deed cannot be issued. TPP has asked for the concession to use the land and currently the cabinet has approve TPP to rent the land and is in the process of consideration from the local official. However, TPP only need to use 5% of the area.

Mr.Sathaporn Phunnirand, the shareholder, asked that aside from the investment in TPP, are there any other investment opportunity. The Chairman replied that investment in TPP is the soundest investment for the Company.

A shareholder asked that if this is the best opportunity for the Company, why the Company did not investment 50% of the project. The Chairman replied that as discussed with Mr.Sombat Phanichewa, this amount is appropriate for the first phase.

Mr.Thanaprasert Phamornpairoj, the shareholder, asked that if it is possible to use the Company's oil tank farm from Rayong with this project and when is the payback period of this investment. The Chairman replied that TPP oil tank farm is being rented and the Company's oil tank farm is in the process of maintenance to mis the Gasoline E85 which plan to finish during the second quarter of 2014. Mr.Visoot Kanjamaporn said that the payback period is 9 years and Mr.Chamni Chanchai said that the 9 years payback period is conservative and if there is an expansion the payback period will be 7 years or 4 years 6 months if there is a refinery development.

Mr. Thanaprasert Phamornpairoj, the shareholder, asked the Company to make a site visit to TPP's oil tank farm, which the Chairman said that he will arrange it.

Without further question, the Chairman asked the meeting to approve the investment in TPP by purchasing shares from the existing shareholder. This agenda must be approved with no less than three-fourth of the total vote and there are two conflicting persons, Mr.Sombat Phanichewa and Ms.Sasima Phanichewa, which are ineligible to vote. There are additional 25,696 shares, so the total shares will be 552,546,821 shares.

#### The Meeting's Resolution

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the acquisition of Thai Public Port Co., Ltd. ("TPP") shares from the existing shareholders

The voting results for Agenda 2 are as follows;

Approval	552,532,821	vote	Equivalent to	99.9974
Disapproval	14,000	vote	Equivalent to	0.0025
Abstention	0	vote		0.0000
Total	552,546,821	vote		100

Agenda 3: To consider and approve the increase of the registered capital to Baht 501,793,896 by issuing ordinary shares in amount of 501,793,896 shares at par value of Baht 1 each with the offering price of Baht 1 each and offer to existing shareholders in proportion to their shareholding (Right Offering)

The Chairman said to the Meeting that regarding the Agenda 2, the Meeting's approval for investment in TPP will require a source of fund which the Company is necessary to increase its capital of 501,793,896 by issuing 501,793,896 ordinary shares at one Baht per share and ask the shareholder to appoint the board of the directors to have authority to determine the subscription date and method. The shareholder can oversubscribe for their shares and if there are shares left over from the Right Offering, the board of directors would like to ask for permission to allocate such shares to the over-subscribed shareholders under these circumstances.

1. If the over-subscribed shares are more than the remaining shares, the Company will allocate to the over-subscribed shareholders pro rata to their shareholding until there are no shares left.
2. If the over-subscribed shares are less than the remaining shares, the Company will allocate the remaining shares to every over-subscribed shareholder.

In case that there still be the remaining newly issued shares after the allotment above, the Board of Directors or the attorneys of the Board of Directors are empowered to allot the remaining newly issued shares to the existing shareholders whose name appear on closing the register book date or terminate the remaining newly issued shares and register with capital registration Department of Business Development, Ministry of Commerce.

Mr. Prasert Keawduangthein, the shareholder, asked about the timeline for the process which the Chairman replied that the process will take 1 -2 months or within the first quarter of 2014.

Mr. Kraiwan Katawanich, the shareholder, ask about the selling price for the remaining shares after allocation, which the Chairman replied that the selling price will be one Baht as offered to the shareholders.

Mr. Kraiwan Katawanich, the shareholder, asked that will the capital increase be in-time for the required 45 days payment the Company made to TPP. Mr. Chamni Chanchai said that the Company will use its existing fund to pay for the first payment and will use the proceeds from the capital increase to pay for the rest.

One shareholder has asked about the risk associated with the investment TPP as compared to the risk in the case that the Company is delisted. The Chairman and Mr. Chamni Chanchai clarified that the Company may be delisted from the SET because the Company does not have a core business from over 3 years, which caused the auditor to withhold its opinion to the Company's financial statements which is compiled to the law. Therefore, the Company tried to invest in the business that the Company has expertise which when compared to being delisted, this investment has less risk because TPP's performance has always been positive. Moreover, its business has little expense because most expense is the depreciation which does not have much at the present and the Company has expertise in this field; therefore, the opportunity is high for the Company to make profit from this investment.

Mr. Anupoj Panapornsirikul, representative from the Thai Investor Association, asked if the proceeds from the capital raising is too high or not. Mr. Chamni Chanchai clarified that the amount is appropriate as the Company does not want to make loan from bank.

Without further questions, the Chairman asked the Meeting to consider to approve the increase of the registered capital to Baht 501,793,896 by issuing ordinary shares in amount of 501,793,896 shares at par value of Baht 1 each with the offering price of Baht 1 each and offer to existing shareholders in proportion to their shareholding (Right Offering). This agenda must be approved with at least three fourth of the vote from shareholder presented and eligible to vote. There are additional 200 shares in this agenda which makes the total share of 580,667,621 shares.

#### The Meeting's Resolution

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the increase of the registered capital to Baht 501,793,896 by issuing ordinary shares in amount of 501,793,896 shares at par value of Baht 1 each with the offering price of Baht 1 each and offer to existing shareholders in proportion to their shareholding (Right Offering)

The voting results for Agenda 3 are as follows;

Approval	580,653,618	vote	Equivalent to	99.9975
Disapproval	3	vote	Equivalent to	0.0000
Abstention	14,000	vote		0.0024
Total	580,667,621	vote		100

#### Agenda 4: To consider and approve to amend the Memorandum of Association No. 4 to be consistent with the capital increase

From the approval of Agenda 3, the increase of registered capital, the Company need to amend Memorandum of Association No.4 to be inconsistent with Agenda 3 as follows:

#### From

No. 4 Registered capital 802,870,229 Baht (Eight hundred two million eight hundred seventy thousand two hundred twenty nine Baht)

Total Shares 802,870,229 Shares (Eight hundred two million eight hundred seventy thousand two hundred twenty nine shares)

Par value 1.00 Baht (One Baht)

#### Divided into

Common Stock 802,870,229 shares (Eight hundred two million eight hundred seventy thousand two hundred twenty nine shares)

Preferred stock - shares



To

No. 4 Registered capital 1,304,664,125 Baht (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five Baht)

Total shares 1,304,664,125 shares (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five shares)

Par value 1.00 Baht (One Baht)

Divided into

Common Stock 1,304,664,125 shares (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five shares)

Preferred stock - shares

Mr. Anupoj Panapornsirikul, the representative from Thai Investor Association, asked that was there the Company exclude the vote from TPP shareholders, which are conflicting person, in Agenda 2, 3, 4 or not. The Chairman replied that in Agenda 2 such shareholders were excluded from the vote as they are considered conflicting person.

Without further questions, the Chairman ask the Meeting to consider the approval of the amendment of the Memorandum of Association No. 4 to be consistent with the capital increase. This agenda must be approved with no less than three fourth of the total vote by shareholders presented and eligible to vote. There are 580,667,621 shares in total.

#### The Meeting's Resolution

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the amendment of the Memorandum of Association No. 4 to be consistent with the capital increase

The voting results for Agenda 4 are as follows;

Approval	580,653,621	vote	Equivalent to	99.9975
Disapproval	14,000	vote	Equivalent to	0.0024
Abstention	0	vote		0.0000
Total	580,667,621	vote		100

#### Agenda 5: To consider and approve to the change of the Company's name and the Company's seal.

For consistency with the new business direction the Company is pursuing, the board of directors passes the resolution to propose the shareholder to change the Company's name and the Company's seal, the details are as follows;

From

Company's name: Rayong Purifier Public Company Limited

Company's seal:



To

Company's name: RPCG Public Company Limited

Company's seal:



Mr.Sathaporn Pangnirand, the shareholder, asked about the new name which the Chairman replied that RPCG is from RPC Group which is to remove the word “rayong” from the Company's name as the core business is no longer in Rayong province.

Mr.Sathaporn Pangnirand, the shareholder, asked about the restructure in the director and authorized director and timeline for the capital increase. The Chairman replied that there's no discussion on the change in authorized director which will need to be discussed with Mr.Wichai Thongtang, the new major shareholder. The Company will make the capital increase process as fast as possible.

Without further questions, the Chairman ask the Meeting to consider the approval of the change of the Company's name and the Company's seal. This agenda must be approved with no less than three fourth of the total vote by shareholders presented and eligible to vote. There are 580,667,621 shares in total.

#### The Meeting's Resolution

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the amendment of the Memorandum of Association No. 4 to be consistent with the capital increase

The voting results for Agenda 5 are as follows;

Approval	580,653,621	vote	Equivalent to	99.9975
Disapproval	0	vote	Equivalent to	0.0000
Abstention	14,000	vote		0.0024
Total	580,667,621	vote		100

**Agenda 6: To consider and approve the amendment of Company's Memorandum of Association Clause 1 "Company's name".**

From the proposal of Agenda 5, if the Company changes its name, the Company will need to amend its Memorandum of Association Clause 1, the details are as follows;

From

Name of the Company (in Thai): บริษัท ระยองเพียวริฟายเออร์ จำกัด (มหาชน)

Name of the Company in English: Rayong Purifier Public Company Limited

To

Name of the Company (in Thai): บริษัท อาร์พีซี จำกัด (มหาชน)

Name of the Company in English: RPCG Public Company Limited

Mr.Tanaprasert Phamornpairoj, the shareholder, proposed the Company to amend other clause in the Memorandum of Association for the future projects, which the Chairman replied that there is no other future project at the moment but will consider the proposal.

Without further questions, the Chairman ask the Meeting to consider the amendment of Company's Memorandum of Association Clause 1 "Company's name". This agenda must be approved with no less than three fourth of the total vote by shareholders presented and eligible to vote. There are 580,667,621 shares in total.

**The Meeting's Resolution**

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the amendment of the Memorandum of Association No. 4 to be consistent with the capital increase

The voting results for Agenda 6 are as follows;

Approval	580,653,621	vote	Equivalent to	99.9975
Disapproval	14,000	vote	Equivalent to	0.0024
Abstention	0	vote		0.0000
Total	580,667,621	vote		100

**Agenda 7 To consider and approve the amendment of Company's Article of Associations, Article 1, 2, and 47**

From the proposal of Agenda 5, if the Company changes its name, the Company will need to amend its Article of Associations, Article 1, 2, and 47, the details are as follows;

From

Article 1. These Articles are called the Articles of Association of Rayong Purifier Public Company

Article 2. The word “Company” in these Articles means Rayong Purifier Public Company Limited.

Article 47. The seal of the Company as affixed below shall be used.

To

Article 1. These Articles are called the Articles of Association of Rayong Purifier Public Company

Article 2. The word “Company” in these Articles means Rayong Public Company Limited.

Article 47. The seal of the Company as affixed below shall be used.



The Chairman ask the Meeting to consider the amendment of Company's Article of Associations, Article 1, 2, and 47. This agenda must be approved with no less than three fourth of the total vote by shareholders presented and eligible to vote. There are 580,667,621 shares in total.

The Meeting's Resolution

The Meeting resolved with no less than three-fourth of the vote from shareholders presented and eligible to vote to approve the amendment of the Memorandum of Association No. 4 to be consistent with the capital increase

The voting results for Agenda 7 are as follows;

Approval	580,653,621	vote	Equivalent to	99.9975
Disapproval	14,000	vote	Equivalent to	0.0024
Abstention	0	vote		0.0000
Total	580,667,621	vote		100

Agenda 8: Other (if any)

The Chairman asked the shareholders to raise any questions in this agenda and the answers can be summarized as follows.

Mr.Prasert Keawduangthien, the shareholder, asked the Company to explain about the auditor's opinion which Mr.Chamni Chanchai explained that the withholding of opinion to the financial statement is compiled to the accounting standard because the auditor has no confidence in the future business of the Company and the audit has not express

his/her opinion for the last two years, if the opinion was not expressed this year, the SET may consider delisting the Company from the SET. This problem did not arise from refusal in cooperation to the auditor or accounting mistakes.

Mr.Prasert Keawduangthien, the shareholder, asked about the pending legal dispute and whether the Company has discussed this issue with Mr.Wichai Thongtan, who has expertise in the legal matter. The Chairman explained that the opposition has appointed the arbitrator to complete the panel and will investigate the witness during April 2014 and informed that the Company has continuously discuss with Mr.Wichai Thongtang.

Mr.Prasert Keawduangthien, the shareholder, asked that what the Company would do if the arbitrator ruled in favour of the Company but the other party does not pay the fine and whether the parties can come into agreement without the ruling or not. Mr.Patchapol Sanlegwit, the Company's legal advisor, explained that if the other party does not comply with the ruling of the arbitrator, the party that won can filed a motion with the court to ask the court to enforce the ruling without starting from scratch. The process will be shorter and the negotiation between the parties can be made before the ruling is made which will depend on both parties.

Mr.Meechai Hattakijthathree, the shareholder, asked about the Company's revenue after PTT suspended its raw material delivery to the Company. The Chairman replied that most of the Company's revenue is from the operation of its subsidiaries that engages in retail sell and community mall that was the joint venture between Sammakorn Plc.

One shareholder asked about the change in the Company's trading symbol, which the Chairman said that he will notify the shareholder accordingly.

One shareholder asked about the amount of land that the subsidiary currently operate the gas station and whether the area is suitable for property development project. The Chairman answered that the land is mostly rented which cost less than actually buying the land; therefore, the Company cannot develop such land.

One shareholder proposed the Company to increase the gas stations which the Chairman said that the Company will try to operate as proposed.

Without further questions, the Chairman thanked all the shareholders for their time and opinions and hope that the shareholders will continue to support the Company and closed the meeting.

Meeting closed at 16.10 hr.



(Mr. Satja Janetumnugul )

The Chairman of the Board of Directors



(Mrs.Supanee Tanchaisrinakorn )

Company Secretary

Person who recorded the minutes