



**WP
ENERGY**

บริษัท ดับบลิวพี เอ็นเนอร์ยี่ จำกัด (มหาชน) WP ENERGY PUBLIC COMPANY LIMITED

เลขที่ 1 อาคารอีสต์ วอเตอร์ ชั้น 15 ซอยวิภาวดีรังสิต 5 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900
1 Eastwater Building, 15/F Vipavadeerangsit Soi 5, Vipavadeerangsit Rd., Jomphol, Jatujak, Bangkok 10900
Tel : 02 272 3322 Fax : 02 272 0758-9 www.wp-energy.co.th

(Translation)

**Minutes of the 2015 Annual General Meeting of Shareholders
WP Energy Public Company Limited**

Date, Time and Venue

The Meeting was held on Thursday, 30 April 2015 at 10.00 hrs., at Miracle Grand Convention Hotel, Jupiter Room, No. 99 Vibhavadi–Rangsit Road, Laksi District, Bangkok 10210.

Directors in Attendance

- | | | |
|----|--------------------------------|---|
| 1) | Mr. Chulchit Bunyaketu | Chairman of the Board of Directors and Independent Director |
| 2) | Mr. Pisarn Poompanmuang | Director |
| 3) | Miss Chomkamol Poompanmoung | Director |
| 4) | Pol.Gen. Patcharawat Wongsuwan | Independent Director |
| 5) | Mr. Kanoksakdi Bhinsaeng | Director |
| 6) | Mr. Chatchaval Jiaravanon | Director |
| 7) | Mr. Ronasit Poomma | Director |
| 8) | Mr. Nopporn Koakietaveechai | Independent Director |

Executives in Attendance

- | | | |
|----|-----------------------------|---|
| 1) | Mr. Kanoksakdi Bhinsaeng | Chief Executive Officer |
| 2) | Miss Chomkamol Poompanmoung | Deputy Chief Executive Officer - Sales and Operation |
| 3) | Miss Phairunya Supitux | Deputy Chief Executive Officer - Management and Planning Organization |
| 4) | Mr. Noppawong Omathikul | Director - Accounting and Finance Department |

Auditor from PricewaterhouseCoopers ABAS Ltd.

- | | |
|----|------------------------------|
| 1) | Mr. Kajornkiet Aroonpirodkul |
|----|------------------------------|

Financial Advisor from Finansa Securities Ltd.

- | | |
|----|--------------------------|
| 1) | Mr. Vikrom Leenabanchong |
|----|--------------------------|

Legal Advisor from Norton Rose Fulbright (Thailand) Ltd.

- | | |
|----|------------------------|
| 1) | Mr. Somboon Kitiyansub |
|----|------------------------|

Preliminary Proceedings

Mr. Rittichai Ngodngam, the meeting facilitator, informed the Meeting of the current information of WP Energy Company Limited (the “Company”) as follows:

- | | | | | |
|---|--------------------|------|---------------|-----------------|
| • | Registered capital | Baht | 2,760,565,700 | |
| • | Paid-up capital | Baht | 2,760,565,700 | |
| • | Divided into | | 2,760,565,700 | ordinary shares |
| • | Par value | | One Baht | per share |



The Company had determined the list of names of the shareholders entitled to attend the 2015 Annual General Meeting of Shareholders on 16 April 2015 (Record Date) and the date to collate such list of names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) by means of closing the share register on 17 April 2015.

There were 53 shareholders attending the Meeting in person and 49 shareholders attending the Meeting by proxy, totaling 102 shareholders present at the Meeting with 2,405,356,707 shares in aggregate, representing 87.1327 percent of the total shares sold of the Company, and a quorum was thus constituted.

To ensure that the Meeting is to be conducted in compliance with good corporate governance principles with respect to voting in the Meeting, the meeting facilitator informed the Meeting of the procedures for voting and the counting of the votes as follows:

1. For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereas one share is equivalent to one vote.
2. The shareholders attending the Meeting in person or the proxies, appointed in the form prescribed by law, will cast their votes in accordance with the following procedures:
 - Before voting on each agenda item, the shareholders will sign their names on the ballot cards for the purpose of transparency in voting.
 - With respect to voting on all agenda items, if no shareholder votes for disapproval or abstention, the vote will be treated as approval or consent of the relevant proposed agenda in accordance with the combined number of votes. If a shareholder votes for disapproval or abstention, he/she will mark his/her ballot cards and raise his/her hand to signify to the staff to collect the relevant ballot card.
 - For the counting of votes, the Company will deduct the number of ballots with a vote of disapproval or abstention from the total number of votes. The remaining votes shall be considered as votes of approval. A shareholder who votes to approve each agenda item shall keep his/her ballot card and return it to the Company's staff after the Meeting. In this regard, the voting in this Meeting shall be conducted openly, not by the method of secret ballot, but all ballots will be collected for transparency purposes.

Any votes made in the following manner shall be considered invalid:

- 1) A ballot card that is filled with more than one mark in the space provided;
- 2) A ballot card that casts a vote expressing conflict of intent; and



3) A ballot card that is crossed out with no signature.

A shareholder who wishes to correct his/her vote in the voting ballot should cross out the existing vote in the voting ballot and affix his/her signature thereto.

3. If a shareholder has exercised his/her rights though Proxy Form B or C, to assign another person to attend the Meeting, or granted a proxy to a director or an independent director to vote on his/her behalf, and determined that the proxy to vote in accordance with such shareholder's intention or the proxy's intention itself, the Company will count such vote in accordance with the intention of the shareholder or proxy.

In the case of a foreign shareholder who has appointed a custodian in Thailand to be a share depository and custodian, his/her vote will be separated whether in approval, disapproval or abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares he/she holds.

4. Article 35 of the Company's Articles of Association provides that:

In the ordinary event, the majority vote of the shareholders who attend the Meeting and cast their votes shall be considered. In the case of an equality of votes, the Chairman of the Meeting shall have an additional vote as a casting vote. In order to consider whether an agenda is approved by majority votes, only the votes of "approval" of the shareholders who attend the Meeting and cast their votes will be counted. If the shareholders cast the votes of "disapproval", it shall be deemed that the shareholders have disapproved of that particular agenda and the votes of "abstention" will be counted for counting votes.

5. A shareholder, who wishes to leave the Meeting before the Meeting has been adjourned or who is not present in the meeting room during any agenda item, can exercise his/her rights by submitting the voting ballot to the staff of the Company in advance before he/she leaves the meeting room.
6. The total number votes of the shareholders cast on each agenda item might not be equivalent, as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of the persons attending the Meeting for each individual agenda item may change and not be equivalent.
7. Before casting a vote on each agenda item, the Chairman will allow the persons attending the Meeting to raise questions relevant to that agenda item as appropriate. The shareholders who wish to raise questions are requested to



state their names and surnames before raising questions or expressing opinions on each occasion.

8. A shareholder who has any question or wishes to give his/her opinions irrelevant to the agenda item under discussion is hereby requested to raise such question or express his/her opinions in the agenda item regarding other matters at the end of the Meeting. Questions raised or opinions expressed should be brief and not repetitive, in order that other shareholders will also be able to exercise their rights. The shareholders are requested to give their cooperation to ensure that the Meeting be conducted smoothly and within the specified time frame.

With respect to the vote counting in the Meeting, a representative, Mr. Natpakal Rerknithi, legal advisor from Norton Rose Fulbright (Thailand) Ltd., will act as the witness of the vote counting.

The meeting facilitator introduced the directors, executives and advisors of the Company attending the Meeting and declared that Mr. Chulachit Boonyaket, the Chairman of the Board of Directors would preside as the Chairman of the Meeting (the “Chairman”). The Chairman stated that the number of the shareholders and proxies in attendance at the Meeting formed a quorum of the Meeting in accordance with the Company’s Articles of Association. The Chairman, therefore, declared the Meeting to be duly convened to consider the matters in the Invitation Letter to the 2015 Annual General Meeting of Shareholders as follows:

Agenda Item 1: Adoption of the Minutes of the Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited which was held on 31 October 2014

The Chairman assigned the meeting facilitator to clarify the details with respect to this agenda item to the Meeting.

The meeting facilitator informed the Meeting that the Company had prepared the Minutes of the Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited which was held on 31 October 2014. The Board of Directors had considered and deemed it as properly recorded in accordance with the resolutions of the meeting. The Chairman then proposed that the Meeting consider and adopt the Minutes of Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited, copies of which had been sent to all shareholders together with the notice of this Meeting.

After the meeting facilitator clarified the summary and the Chairman had given the Meeting the opportunity to request further information and no shareholders had raised any question, the Chairman then proposed that the Meeting consider and adopt the Minutes of the Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited which was held on 31 October 2014



Resolution: The Meeting resolved to adopt the Minutes of the Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited which was held on 31 October 2014 in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,405,381,023	99.9998
Disapproved	0	0.000
Abstained	4,597	0.0002
Total of 112 shareholders	2,405,385,620	100.00

Remark: A resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.

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

The Chairman assigned Mr. Kanoksakdi Bhinsaeng, Chief Executive Officer, and Mr. Noppawong Omathikul, Director - Accounting and Finance Department, to clarify the details with respect to this agenda item to the Meeting. As there will be the details in this agenda related to the statement of financial position for the accounting period ending 31 December 2014 to be considered and approved in agenda item 3, the Chairman also assigned Mr. Noppawong Omathikul to clarify the detail related to the Statement of Financial Position simultaneously in this agenda item.

Mr. Noppawong Omathikul informed that, based on the statement of financial position presented to the shareholders as at 31 December 2014, the Company's shareholder equity was Baht 381 million as reflected in the consolidated and company statement of financial position for the accounting period ending 31 December 2014, which has met the criteria to resolve causes of delisting and to resume trading in the Stock Exchange of Thailand which stipulating that the Company must have the Company's shareholders equity of not less than Baht 300 million. With respect to the Company's operational results from 24 November 2014 to 31 December 2014, the consolidated statement of financial position had net loss in the amount of Baht 8.61 million, and the company statement of financial position had net loss in the amount of Baht 8.54 million as the Company had just been incorporated by amalgamation on 24 November 2014, therefore the cost of ordinary operation was calculated to be the cost of the amalgamated Company on 24 November for the period of 1 month and 7 days. However, the Company had prepared pro forma statement of financial position for the Company to have the financial information as if the Company had been amalgamated since 1 January 2013 for purpose of consideration of the Stock Exchange of Thailand to resolve causes of delisting and to resume trading in the Stock Exchange of Thailand. One of the conditions for the Company's shares to be resumed trading in the Stock Exchange of Thailand is that the Company must have a net profit from its operation of not less than Baht 30 million, in which the pro forma statement of financial position stated that the Company had net profit in the amount of Baht 623.38 million consisting of profit from Company's main business in the amount of Baht 62.69 million and profit which is not from Company's main business in the amount of Baht 560.69 million.



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Mr. Kanoksakdi Bhinsaeng informed the Meeting that the operation strategy of the Company in this present and in the near future focuses on the expansion of the business related to liquefied petroleum gas to be covered in all areas and full-system. Moreover, this strategy also focuses on the retail customers because the direct sales of product to the customers would increase the Company's profit. The Company expects to have revenue growth of not less than 3 percent per year. Apart from the plan to increase the income, the Company also gave priority to measure for cost reduction and cost control for the efficiency of expenditure. Due to the said two strategies, the Company would have continued profit growth.

In order for the Company to cover the sale of liquefied petroleum gas in all areas, the Company will build its own gas storage to cover the strategic areas, as well as to reduce cost of gas storage as specified in the regulation of the Department of Energy Business, which expected to use the investment fund of approximately Baht 800 million. The sources of fund consist of loans and the Company's working capital. Nevertheless, the Company is still looking for the opportunity to invest in other types of energy and is currently studying the investment in certain types of energy together with the focus on business expansion of the Company.

With respect to the overview of the liquefied petroleum gas business in February 2015, the Company is in the secondrank in relation to market share inferior to PTT Public Company Limited. The Company had customers in every sections from retail customers to major customers because the Company's brand is well-known brand and the Company also focuses on customer service which is the important part of the business, resulting the customers have confident in the Company for over 30 years.

The Chairman gave the Meeting the opportunity to ask for further information and no shareholders raised any questions. As this agenda item was only for acknowledgement, there was no voting.

Agenda Item 3: To consider and approve the Statement of Financial Position of the Company for the accounting period ending 31 December 2014

The Chairman informed the Meeting that the Company had prepared the audited consolidated financial statements of the Company for the accounting period ending 31 December 2014, which had been audited by a certified public accountant, and approved by the Audit Committee and the Board of Directors of the Company, the details of which had been disclosed in the Annual Report 2014, copies of which had been sent to all shareholders together with the notice of this Meeting..

After the Chairman had given the Meeting the opportunity to request further information and no shareholders had raised any question, the Chairman then proposed that the Meeting consider and approve the Company's Statement of Financial Position for the accounting period ending 31 December 2014.

Resolution: The Meeting resolved to approve the Company's Statement of Financial Position for the accounting period ending 31 December 2014, which had been audited by the Company's licensed auditor and approved by a meeting of the Board of Directors in accordance with the following votes:



Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,306,116	99.9995
Disapproved	0	0.0000
Abstained	11,646	0.0005
Total of 124 shareholders	2,409,317,762	100.00

Remark: A resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.

Agenda Item 4: To consider and approve the directors' remuneration for the year 2015

The Chairman referred to the fact that the determination of the directors' remuneration requires approval from the shareholders' meeting. The Company had, therefore, determined the directors' remuneration by taking into consideration the appropriate factors concerning the size of the business and the directors' responsibilities, then compared such factors with those of other listed companies that have a market capitalization size similar to that of the Company, resulting in the remuneration totaling not exceeding Baht 5,800,000 per annum, with the details as follows:

Position	Monthly Remuneration (Baht)
Chairman of the Board of Directors	73,500
Director (Management)	21,000
Chairman of the Audit Committee	73,500
Director (Non-Management)	42,000

Such remuneration is in accordance with the remuneration rate which was approved in the Joint Meeting between the shareholders of Picnic Corporation Public Company Limited and World Gas (Thailand) Company Limited

After the Chairman had given the Meeting the opportunity to request further information and no shareholders raised any question, the Chairman then proposed that the Meeting consider and approve the determination of the directors' remuneration for the year 2015 amounting to not exceeding Baht 5,800,000 per annum.

Resolution: The Meeting resolved to approve the determination of the directors' remuneration for the year 2015 amounting at not exceeding Baht 5,800,000 per annum, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting
Approved	2,408,110,333	99.9498
Disapproved	3,984	0.0002
Abstained	1,204,597	0.0500
Total of 125 shareholders	2,409,318,914	100.00

Remark: A resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and eligible to vote.



Agenda Item 5: To consider and approve that the Company shall not to allocate the profits from the Company’s operating results of the accounting period ending 31 December 2014 as a legal reserve and not declare a dividend payment

The Chairman informed the Meeting that, according to the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and the Company’s Articles of Association, the Company had to allocate not less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund until this fund reaches an amount of not less than ten percent of the registered capital. In addition, dividends shall not be paid other than out of the profits. In the case that the Company still has an accumulated loss, no dividend shall be paid.

From the Company’s operating results of the accounting period ending 31 December 2014, the Company therefore has an accumulated loss of Baht 5,594,999,675. The Meeting was hereby requested to approve that the Company not to allocate its profits from the operating results for the accounting period ending 31 December 2014 as a legal reserve and that no dividend payment shall be made to the shareholders for the year 2014.

After the Chairman had given the Meeting the opportunity to request further information and no shareholders raised any question, the Chairman then proposed that the Meeting consider and approve that the Company not allocate its profits from the operating results for the accounting period ending 31 December 2014 as a legal reserve and that no dividend payment shall be made.

Resolution: The Meeting resolved to approve that the Company not to allocate its profits from the operating results for the accounting period ending 31 December 2014 as a legal reserve and not declare any dividend in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,313,684	99.9998
Disapproved	0	0.0000
Abstained	5,844	0.0002
Total of 126 shareholders	2,409,319,528	100.00

Remark: A resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and eligible to vote.

Agenda Item 6: To consider and approve the appointment of the auditor and to determine the audit fee for the year 2015

The Chairman assigned the meeting facilitator to clarify the details with respect to this agenda item to the Meeting.

The meeting facilitator informed the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) provide that the annual general meeting of shareholders appoint an auditor and determine the audit fee on a yearly basis, whereby the auditor appointed can be the same person as for the previous year. The Meeting was requested to consider and approve the appointment of the auditor and the determination of the audit fee for the year 2015. The



Board of Directors had selected PricewaterhouseCoopers ABAS Ltd. (“PwC”) as the auditor of the Company and its subsidiaries to be proposed to the shareholders’ meeting for its consideration and approval, as PwC is a major audit company with the necessary experience and has acceptable employee credentials and operational standards, as well as a good understanding of the liquefied petroleum gas business, by having one of the following auditors review and render his/her opinion on the Financial Statements of the Company and its subsidiaries:

- (1) Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 and/or
- (2) Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095 and/or
- (3) Mrs. Nattaporn Phan-Udom, Certified Public Accountant No. 3430.

Furthermore, the Meeting was requested to consider and approve the determination of the audit fee for the year 2015 for the Company and its subsidiaries in an amount not exceeding Baht 5,600,000 (excluding other actual necessary expenses arising under the scope of works).

In this regard, the proposed auditors neither have any relationship with nor interest in the Company and its subsidiaries, executives, major shareholders and their relation persons whatsoever. Therefore, the proposed auditors can demonstrate independence in reviewing and rendering their opinion on the Financial Statements of the Company.

After the Chairman had given the Meeting the opportunity to request further information and no shareholders had raised any question, the Chairman then proposed that the Meeting consider and approve the appointment of the auditor and the determination of the audit fee for the year 2015.

Resolution: The Meeting resolved to approve the appointment of PricewaterhouseCoopers ABAS Ltd. as the auditing office of the Company and to fix the audit fee for the year 2015 by appointing Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 and/or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095 and/or Mrs. Nattaporn Phan-Udom, Certified Public Accountant No. 3430, as the auditors of the Company, and having one of the aforementioned auditors review and render his/her opinion on the Statement of the Financial Position of the Company and its subsidiaries, as well as to approve the fixing of the audit fee to the auditor for the year 2015 to be an amount of not exceeding Baht 5,600,000 (excluding other actual necessary expenses arising under the scope of works), with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and
Approved	2,409,310,948	99.9996
Disapproved	0	0.0000
Abstained	8,581	0.0004
Total of 127 shareholders	2,409,319,529	100.00

Remark: This agenda item must be approved with a majority of the total number of votes of the shareholders attending the Meeting and eligible to vote.



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Agenda Item 7: Other matters (if any)

The Chairman informed the Meeting that this agenda item was for the purpose of giving an opportunity to the shareholders to propose matters other than those indicated in the Invitation Letter to the 2015 Annual General Meeting of Shareholders subject to the rules and procedures prescribed by law.

The meeting facilitator informed the Meeting that in order to propose other matters other than those indicated in the meeting invitation in accordance with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 (1992) (including in any amendment thereto), after the Meeting has considered the agenda items in the sequence specified in the meeting invitation, shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting to consider matters other than those specified in the meeting invitation.

The proxy of Mr. Chalermpong Tungborriboonrat, who sent a letter to the Company to propose an additional agenda item in the 2015 Annual General Meeting of Shareholders, requested the Chairman to add the additional agenda item in respect of the agenda item to consider the re-election of the directors who will retire by rotation and requested the Company to clarify the update status of the application to resolve causes of delisting and to resume trading in the Stock Exchange of Thailand to the Meeting.

The Chairman informed the Meeting that the board of directors had considered and discussed on the request and agreed to add such agenda item for the consideration and approval of the Annual General Meeting of Shareholders today. As a result, the Chairman proposed the Meeting to approve to add the additional agenda as agenda item 7.1 in respect of the matter requested by Mr. Chalermpong Tungborriboonrat i.e. to consider the re-election of the directors who will retire by rotation.

The meeting facilitator further informed the Meeting that the Meeting shall vote to approve the adding the additional agenda item in respect of the agenda item to consider the re-election of the directors who will retire by rotation as requested by the proxy of Mr. Chalermpong Tungborriboonrat, with a vote of at least one-third of the total number of shares sold. For the time being for the purpose of counting of votes, the Chairman proposed to use the same means for the counting of votes as the previous agenda item.

After the Chairman had given the Meeting the opportunity to request further information and no shareholders had raised any question, the Chairman then proposed that the Meeting consider and approve to add the additional agenda, agenda item 7.1, to consider the re-election of the directors who will retire by rotation.

Resolution: The Meeting resolved to approve to add the additional agenda, agenda item 7.1, to consider the re-election of the directors who will retire by rotation, with the following votes:



Result	No. of votes (1 share = 1 vote)	Percentage of the total number of shares sold
Approved	2,409,326,277	87.2765
Disapproved	4	0.0000
Abstained	8,581	0.0003
Total of 140 shareholders	2,409,334,862	87.2765

Remarks: A resolution on this agenda shall be passed by a vote of at least one-third of the total number of shares sold.

Agenda Item 7.1: To consider and approve the appointment of the directors to replace the directors who will retire by rotation

The Chairman assigned the meeting facilitator to clarify the details with respect to this agenda item to the Meeting.

The meeting facilitator informed the Meeting that Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and the Company's Articles of Association, provide that at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate and a director who vacates office under this section may be re-elected.

In this present, the Company has 11 directors. Therefore, the number of directors who will retire by rotation at the 2015 Annual General Meeting of Shareholders shall be 4 persons. By the result of random lot, the directors who will retire by rotation are as follows:

1. Mr. Pisarn Poompanmuang;
2. Mr. Sa-nga Ratanachatchuchai;
3. Mr. Nopporn Koakietaveechai; and
4. Mr. Ronasit Poomma

These 4 directors are knowledgeable, well-experienced and have the necessary expertise which will benefit the Company in its business operation, it was therefore appropriate to propose that the shareholders' meeting consider and appoint these 4 directors to be re-elected as directors for another term.

After the Chairman had given the Meeting the opportunity to request further information and no shareholders had raised any question, the Chairman then proposed that the Meeting consider and approve the re-appointment of the four directors who will retire by rotation, namely (1) Mr. Pisarn Poompanmuang, (2) Mr. Sa-nga Ratanachatchuchai, (3) Mr. Nopporn Koakietaveechai and (4) Mr. Ronasit Poomma.

Resolution: The Meeting resolved to approve the re-appointment of the four directors who will retire by rotation, namely (1) Mr. Pisarn Poompanmuang, (2) Mr. Sa-nga Ratanachatchuchai, (3) Mr. Nopporn Koakietaveechai and (4) Mr. Ronasit Poomma, in accordance with the following votes:



4.1 Mr. Pisarn Poompanmuang

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,317,268	99.9993
Disapproved	12,997	0.0005
Abstained	4,597	0.0002
Total of 140 shareholders	2,409,334,862	100.00

4.2 Mr. Sa-nga Ratanachatchuchai

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,317,268	99.9993
Disapproved	12,997	0.0005
Abstained	4,597	0.0002
Total of 140 shareholders	2,409,334,862	100.00

4.3 Mr. Nopporn Koakietaveechai

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,317,268	99.9993
Disapproved	12,997	0.0005
Abstained	4,597	0.0002
Total of 140 shareholders	2,409,334,862	100.00

4.4 Mr. Ronasit Poomma

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,409,317,268	99.9993
Disapproved	12,997	0.0005
Abstained	4,597	0.0002
Total of 140 shareholders	2,409,334,862	100.00

Remark: This agenda item must be approved with a majority of the total number of votes of the shareholders attending the Meeting and eligible to vote.

The Chairman further informed the Meeting that in respect of the update status of the application to resolve causes of delisting and to resume trading in the Stock Exchange of Thailand, the Chairman assigned Mr. Vikrom Leenabanchong, Financial Advisor of the Company from Finansa Securities Ltd., to clarify the details.



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Mr. Vikrom Leenabanchong clarified that the criteria for submitting application to resolve causes of delisting are as follows: (1) the company must show positive shareholder equity (after adjusted in accordance with the auditor's opinion) of not less than Baht 300 million, which the Company has met this condition as the Company's shareholder equity are Baht 381 million, (2) the company must show a net profit from its core business, which must be ongoing in the future, and have not less than 1 year's continuous operational results under the same group of executives from the same management group as existed prior to the submission of the application, of at least Baht 30 million and there must be accumulated net profit in the period prior to the submission of the application, which the Company has met this condition as the Company's pro forma already has net profit of more than Baht 30 million, (3) the Company must have successfully restructured over 75 percent of its total debt, (4) in cases of rehabilitation under the Bankruptcy Act, the court has issued an order ruling that the company be released from the rehabilitation plan, (5) the company must have strong financial position and performance on an ongoing basis with demonstrable cash flow, (6) the company must meet the qualifications for maintaining the Stock Exchange of Thailand-listed status prior to the submission of application to resolve causes of delisting, and (7) the company must resolve all causes which are the causes for delisting.

In this present, the Company submitted the application to resolve causes of delisting and to resume trading in the Stock Exchange of Thailand on 31 March 2015. The approval for the Company's shares to resume trading in the Stock Exchange of Thailand depends on consideration of the Stock Exchange of Thailand, and the Stock Exchange of Thailand as well as other relevant authorities e.g. the Office of the Securities and Exchange Commission, which may request additional information from the Company for their consideration.

After the Chairman had given the Meeting the opportunity to express opinions and request further information no shareholders had raised any questions or any other agenda item to the Meeting for consideration. The Chairman, therefore, expressed his appreciation to all shareholders for their dedication in attending the Meeting and for their beneficial comments. The Chairman, then, declared the 2015 Annual General Meeting of Shareholders adjourned.

The Meeting was adjourned at 12.00 hrs.

-Mr. Chulchit Bunyaketu-

Mr. Chulchit Bunyaketu
Chairman of the Meeting