

**Minutes of the Annual General Meeting of Shareholders for the Year 2011**  
**of**  
**AEON Thana Sinsap (Thailand) Public Company Limited**

The Meeting was held on June 16, 2011 at 10:00 a.m. at Grand Ballroom, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Klogtoey Nua, Wattana, Bangkok.

There were 10 directors attending the Annual General Meeting of Shareholders for the year 2011 as follows:

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Masao Mizuno                | Vice Chairman of the Board and Managing Director     |
| 2. Mr. Mitsuhiko Yashiro           | Director   |
| 3. Mrs. Suporn Wattanavekin        | Director   |
| 4. Mr. Chatchaval Jiaravanon       | Director   |
| 5. Miss Kannika Kursirikul         | Director   |
| 6. Mrs. Jiraporn Kongcharoenwanich | Director   |
| 7. Mr. Noppun Muangkote            | Independent Director and Chairman of Audit Committee |
| 8. Mr. Dej Bulsuk                  | Independent Director and Audit Committee Member      |
| 9. Mr. Shunichi Kobayashi          | Independent Director and Audit Committee Member      |
| 10. Dr. Sucharit Koontanakulvong   | Independent Director                                 |

Mr. Masao Mizuno, Vice Chairman of the Board and Managing Director, presided as the Chairman of the Meeting and conducted the Meeting in English while Mrs. Suporn Wattanavekin conducted the Meeting in Thai.

There were 62 shareholders attending the Meeting in person and 70 shareholders represented by proxies. Therefore, 132 shareholders in total, holding altogether of 213,801,731 shares or 85.52% of the total number of 250,000,000 paid up shares, were attending the Meeting whereby a quorum of the Meeting was constituted. The Chairman declared the Meeting open and conducted business.

After the Chairman declared the Meeting open, 5 additional shareholders attending the Meeting in person, holding 34,201 shares and 1 additional shareholder represented by proxy, holding 1 share joined during the proceeding of the Meeting. There were therefore 67 shareholders attending the Meeting in person and 71 shareholders represented by proxies, totalling 138 shareholders, holding altogether of 213,835,933 shares or 85.53% of the total number of the paid up shares.

The Chairman introduced directors, independent directors, auditor and lawyer to the shareholders attending the Meeting. After that, Miss Supanee Asawasuwana, the Company Secretary, explained voting procedures to the Meeting.

1. **Approval and adoption of the Minutes of the Annual General Meeting of Shareholders for the year 2010**

The Chairman proposed that the Meeting consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2010, which was held on June 17, 2010, as per the details in the copy of the Minutes which was delivered to the shareholders prior to the Meeting.

No shareholder raised question.

The Meeting considered the matter and cast votes. There were 213,835,933 affirmative votes with no objection or abstention.

**Resolution:** Upon due consideration, the Meeting unanimously resolved to approve and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2010 as proposed by the Chairman.

2. **Consideration and acknowledgement of the annual report and the report by the Board of Directors with respect to the Company's performance for the fiscal year ended February 20, 2011**

The Chairman, on behalf of the Board of Directors, reported to the Meeting on the report of the Board of Directors with respect to the Company's performance in the fiscal year ended February 20, 2011 and then proposed that the Meeting consider and acknowledge the annual report and the operation results for the fiscal year ended February 20, 2011 of the Company, as detailed in the annual report of the Company.

After reporting the operation results of the fiscal year ended February 20, 2011, the Chairman gave an opportunity to the shareholders to ask questions about the annual report and operational results for the fiscal year ended February 20, 2010 of the Company.

The shareholders raised questions at the Meeting and directors of the Company provided answers as follows:

**Shareholder (Mr. Chatchalerm Ongarttarnsarn – Proxy of Thai Investors Association) :** The report by the Board of Directors with respect to the Company's performance in the fiscal year ended February 20, 2011 showed significant increase in the number of cards and the amount of credit facilities granted by the Company. I am referring to page 10 of the financial statements for the fiscal year ended February 20, 2011. The bad debts and doubtful accounts of the Company were also increased by 500 million baht. How would the Company manage them? What is the debt to equity ratio of the Company? I would suggest that the debt to equity ratio be disclosed in the Annual Report 2011/2012.

**Director (Mr. Masao Mizuno and Miss Kannika Kursirikul) and Management of Collection Department (Miss Suriporn Thammawatid) :** At present, the debt to equity ratio of the Company is at 5.5 times which is lower than that of the fiscal year ended February 20, 2011 at 5.7 times. In the fiscal year ended February 20, 2011, the Company had a reserve for bad debts and doubtful accounts in an approximate amount of 3,300 million baht as we prepare for adoption of the new accounting standards that will become effective in the year 2013. Three factors contributed to the increase of the bad debts and doubtful accounts in the fiscal year ended February 20, 2011 were 1. Factory shutdown during 2008-2009; 2. Flood in the northeast, south and partial of central regions of Thailand; and 3. Political unrest.

**Shareholder (Mr. Chatchalerm Ongarttarnsarn – Proxy of Thai Investors Association) :** I am referring to page 25 of the financial statements for the fiscal year ended February 20, 2011. There was a considerable amount of the non-restructured accounts receivable. What is the Company's policy on debt restructuring?

**Management of Collection Department (Miss Suriporn Thammawatid) :** The Company helped troubled debtors by offering debt restructuring that would result in lower installment amount and interest rate. Also, we granted payment suspension to those customers who were affected by flood in 51 provinces in accordance with the BOT Circular.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 2 of the Annual Report 2010/2011. Allowance for doubtful accounts was increased by 300 million baht whilst bad debts and doubtful accounts were increased by 500 million baht. How much were the bad debts and doubtful accounts? How much did we collect back after having reserved as bad debts and doubtful accounts?

**Director (Miss Kannika Kursirikul) :** The Company fully sets aside allowance for doubtful accounts for accounts receivable which are over 3 installments contractually past due and posts bad debts and doubtful accounts for accounts receivable which are over 5 installments contractually past due. In the fiscal year ended February 20, 2011, the defaulted accounts receivable were posted as bad debts and doubtful accounts in an approximate amount of 3,028 million baht. After posting as bad debts and doubtful accounts, the Company collected back as bad debt recovery more than 500 million baht out of the total bad debts and doubtful accounts. The Company attempts to recover bad debts from this group of accounts receivable.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 5 of the Annual Report 2010/2011. ACS Trading Vietnam Co., Ltd. has increased its registered share capital from 10,000 to 50,000 million VND and the Company has invested 20% therein. How much did the Company invest? Was the increased capital paid by remittance of funds from Thailand?

**Director (Miss Kannika Kursirikul) :** The Company invests 20% of the 50,000 million VND registered capital which is 10,000 million VND or 16,819,263 baht. The funds were remitted from Thailand.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 4 of the Annual Report 2010/2011. The Company opened new branches at MaxValu Pattanakarn, MaxValu Bangyai and MaxValu Ekamai Ram Indra (CDC). How does MaxValu perform? How much does the investment cost per branch?

**Director (Mr. Masao Mizuno and Miss Kannika Kursirikul) :** AEON (Thailand) Co., Ltd. has a plan to expand new branches in form of supermarket. Recently, they focus on Tanjai model by setting up a branch in modern and high traffic area. The Company opens new model branches providing full ranges of services of the AEON group in there. Investment costs of each branch depend on the area of the branch.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** How was the performance of AEON Credit Service Co., Ltd. in the year before the Japan crisis comparing with the performance of the year before last year?

**Director (Mr. Masao Mizuno and Mrs. Suporn Wattanavekin) :** Last year, total revenues of AEON Credit Service Co., Ltd. were around 169,000 million yen or 61,000 million baht while operating incomes were 21,000 million yen or 7,000 million baht. Consolidated operating incomes were 0.8% increased but non-consolidated operating income was 10% increased comparing with that of the year before last year.

In this agenda, 4 additional shareholders attending the Meeting in person, holding 1,600 shares and 1 additional shareholder represented by proxy, holding 300 shares joined during the proceeding of the Meeting. There were therefore 71 shareholders attending the Meeting in person and 72 shareholders represented by proxies, totalling 143 shareholders, holding altogether of 213,837,833 shares or 85.53% of the total number of the paid up shares.

The Meeting acknowledged the annual report and the report of the Board of Directors as proposed by the Chairman in all respects.

**3. Consideration and approval of the audited financial statements of the Company for the fiscal year ended February 20, 2011**

The Chairman proposed that the Meeting consider and approve the audited financial statements of the Company for the fiscal year ended February 20, 2011. The details of the audited financial statements of the Company for the fiscal year ended February 20, 2011 appeared in the annual report of the Company.

The shareholders raised questions at the Meeting and directors of the Company provided answers as follows:

**Shareholder (Mr. Hangchai Akkawatsakul) :** Please explain about the gain on sale of investment which is shown on pages 5 and 10 of the financial statements for the fiscal year ended February 20, 2011.

**Director (Miss Kannika Kursirikul) :** On December 24, 2010, the Company sold shares investment in AEON Credit Service (M) Bhd. Gain on sale of investment as shown in the Statements of Income on page 5 and in the Statements of Cash Flows on page 10 of the financial statements of the fiscal year ended February 20, 2011 amounts to 51.05 million baht in approximate. However, the Statements of Changes in Shareholders' Equity shows the available-for-sale securities transferred to recognize gain on sale of investment amounts to 57.42 million baht in approximate which was the beginning balance of the fiscal year ended February 20, 2011. Owing to the fluctuation in the share price and the foreign exchange rate in the fiscal year ended February 20, 2011, the Company thus realized gain on sale of investment in an amount of 51.05 million baht at the time of sale as shown in the Statements of Income.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to related party transactions on page 90 of the Annual Report 2010/2011. The Company paid technical assistant fee to AEON Credit Service Co., Ltd. around 44 million baht. Does the Company have to pay such fee every year and how is it calculated? Why has the fee just been charged?

**Director (Mr. Masao Mizuno and Mrs. Suporn Wattanavekin) :** Since "AEON" is the worldwide brand, the fee is comparable to the management of brand calculated on a cost sharing basis for global advertisement and promotion launched by AEON Credit Service Co., Ltd. We had negotiated for waiver of the fee for more than 16-17 years and it could no longer be waived. The group companies in other countries also have to pay this fee.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to related party transactions on page 92 of the Annual Report 2010/2011. The Company paid service fee in developing systems to AEON Credit Technology Systems (Philippines) Inc. in an approximate amount of 7 million baht. Is the fee related to the amortization of cost of software amounting approximately 299 million baht? Are the adjustments of the amortization of cost of software approximately 299 million baht for software of the Company as a whole? Why does the amortization of cost of software increase every year?

**Director (Miss Kannika Kursirikul) :** The Company has continued to develop systems and software and therefore incurred cost and amortization of cost which is recorded as an expense of the Company. The said amount of adjustments of the amortization of cost of software of approximately 299 million baht is for software of the entire Company, including the approximate 7 million baht amortization cost if the software developed by AEON Credit Technology Systems (Philippines) Inc.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** The Company paid marketing support fees to Jay Mart Public Company Limited around 7 million baht each year. What does the Company get in return of those fees?

**Director (Mr. Masao Mizuno and Mrs. Suporn Wattanavekin) :** The Company issues around 100,000 co-branded cards with Jay Mart Public Company Limited in the name of “Max Card” which has the highest number of co-branded cards issued by the Company. They offer privileges to the Max Card holders and distribute leaflets to the customers and the public every month. In their hire-purchase advertisement, AEON is the exclusive financial service provider for installment loan. The marketing support fees are part of the normal business operation of the Company. Apart from Jay Mart Public Company Limited, the Company has also entered into the similar business cooperation with other companies. Those expenses should be considered as advertising support fees.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to revenues structure on page 14 of the Annual Report 2010/2011. The revenue from loan is on a downward trend. What is the major cause of the decline and would it continue declining?

**Director (Mrs. Jiraporn Kongcharoenwanich) :** The financing in form of loan is considered as a high credit risk so the credit approval criteria is more stringent. This is the reason why the revenue from loan is on a downward trend. The revenue from loan for the fiscal year ended February 20, 2011 was decreased but not in a substantial amount and is still in line with the Company’s policy.

**Director (Mrs. Suporn Wattanavekin) :** The Company shall ensure the most efficient and effective management by encouraging every department to play their best roles i.e., Marketing Department to recruit new customers, Credit Control Department to consider credit approval and Collection Department to perform debt collection. For the past experience, the Company has learnt that the customers who have monthly income lower than 15,000 baht have good payment history and good credit standing. Accordingly, the Company would issue MCE cards to them together with approved credit limit for hire purchase and/or personal loan. Credit cards will be issued to them once their monthly income reaches 15,000 baht. This is the key strategy of the Company.

In this agenda, 1 additional shareholder represented by proxy, holding 300 shares joined during the proceeding of the Meeting. There were therefore 71 shareholders attending the Meeting in person and 73 shareholders represented by proxies, totalling 144 shareholders, holding altogether of 213,838,133 shares or 85.54% of the total number of the paid up shares.

The Meeting considered the matter and cast votes. There were 213,838,133 affirmative votes with no objection or abstention.

**Resolution:** Upon due consideration, the Meeting unanimously approved the audited financial statements of the Company for the fiscal year ended February 20, 2011 as proposed by the Chairman.

4. **Acknowledgement of the payment of interim dividend and consideration and approval of the allocation of the profit and declaration of final dividend payment for the fiscal year ended February 20, 2011**

The Chairman informed the Meeting that in the fiscal year ended February 20, 2011, the Company had a net profit in an amount of 959,012,709 baht and unappropriated retained earnings in an amount of 1,229,760,364 baht. The unappropriated retained earnings are allocated as follows: appropriated reserve for business expansion in an amount of 400 million baht, final dividend payment for the fiscal year ended February 20, 2011 in an amount of 262.5 million baht and unappropriated retained earnings carried forward to the fiscal year ended February 20, 2012 in an amount of 567,260,364 baht.

Referring to the performance of the fiscal year 2010, the Board of Directors deemed it appropriate to pay final dividend for the second half of the fiscal year 2010 in an amount of 1.05 baht per share to the shareholders. The dividend will be paid on June 30, 2011. This is in addition to the interim dividend that was paid at 1.05 baht per share on October 20, 2010. Therefore, the total amount of dividend paid in the fiscal year ended February 20, 2011 shall be 2.10 baht per share, resulting in dividend payout ratio of 54.74% which is in accordance with the Company's policy to pay out dividend not lower than 30% of the net profit.

The shareholder raised questions at the Meeting and directors of the Company provided answers as follows:

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Why does the Company appropriate reserve for business expansion every year? The Company appropriated reserve for business expansion in an amount of 650 million baht in the fiscal year ended February 20, 2010 and would appropriate the same in an amount of 400 million baht in the fiscal year ended February 20, 2011 instead of increasing the Company's registered share capital. The net asset value is still around 22-23 baht. I would request not to appropriate reserve for business expansion in the fiscal year ended February 20, 2011 and utilize the money for the capital increase.

**Director (Mrs. Suporn Wattanavekin) :** The consideration whether or not to increase the registered share capital shall be decided by majority votes of the shareholders meeting. The debt to equity ratio is not based only on the registered share capital but the overall shareholders' equity. The net profit that is not paid out is still counted as the shareholders' equity. You may notice that the book value per share increases every year, whilst the net profit decreased comparing with that of the fiscal year ended February 20, 2010. Income before tax was increased, but net income after tax was decreased due to various factors such as tax accounting for the calculation of corporate income tax, the

Company's appropriation of more reserve for bad debts and doubtful accounts for the customers affected by flood but the Revenue Department did not allow the Company to apply such reserve as tax deductible expenses, as well as reserve for new accounting standards that the Company has to comply with in the near future.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** If the Company needs cash, why does the Company not increase registered share capital which is currently as low as 250 million baht? Capital increase will be beneficial to the Company in the long term as it is interest-free. The Company applying net profit in form of appropriated reserve for business expansion misappropriates return of the minority shareholders.

**Director (Mrs. Suporn Wattanavekin) :** If the Company increases registered share capital, the net income per share will be diluted. So some shareholders may not agree with the capital increase. The Board of Directors of the Company must take these facts into careful consideration. Some companies may have the debt to equity ratio or gearing ratio higher than the Company's. When the gearing ratio is better, the return on equity is better. Among the companies in the financial and banking sector, dividend payment ratio at more than 50% of the net profit is not low.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** In the fiscal year ended February 20, 2009, the Company had high net profit but paid dividend at 2.10 baht only. Whether the net profit is high or low, the Company paid low dividend.

**Director (Mrs. Suporn Wattanavekin) :** Dividend payout ratio is in accordance with the Company's policy to pay out dividend not lower than 30% of the net profit.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 15 of the financial statements for the fiscal year ended February 20, 2011. Thai Accounting Standard 12 "Income Taxes" (TAS 12) will have material impact on the financial statements, please explain.

**Director (Miss Kannika Kursirikul) :** TAS 12 is related to deferred tax. At present, the Revenue Department categorizes some expenses such as allowance for doubtful accounts as non-deductible expenses resulting in those expenses having to be adjusted to operating income in the calculation of corporate income tax. The corporate income tax paid is the final tax. However, after TAS 12 comes into force, the corporate income tax related to those expenses is not yet the final tax of the fiscal year in which it is paid but the Company shall record such amount of corporate income tax as an asset of the Company. Consequently, retained earnings of the Company will be increased. On this ground, the Company's management considers that TAS 12 will have material impact on the financial statements.

The Meeting considered the matter and cast votes. There were 213,838,133 affirmative votes with no objection or abstention.



**Resolution:** Upon due consideration, the Meeting acknowledged the interim dividend payment and unanimously resolved to allocate the net profit as a reserve for business expansion and to declare the final dividend to the shareholders as proposed by the Chairman in all respects.

5. **Consideration and approval of the appointment of directors for the replacement of the directors who vacated office by rotation and appointment of a new director**

In this agenda, the Chairman assigned Miss Kannika Kursirikul to conduct the Meeting in Thai in lieu of Mrs. Suporn Wattanavekin, the director who vacated office by rotation. The Chairman informed the Meeting that under the Company's Articles of Association, one-third of the directors are due to retire at each Annual General Meeting of Shareholders. At this time, 4 directors shall retire by rotation, namely:

- |                              |   |
|------------------------------|---|
| 1. Mr. Kazuhide Kamitani     | Chairman of the Board                                   |
| 2. Mrs. Suporn Wattanavekin  | Director  |
| 3. Mr. Chatchaval Jiaravanon | Director  |
| 4. Mr. Noppun Muangkote      | Independent Director and<br>Chairman of Audit Committee |

Because these persons are knowledgeable and capable persons, the Chairman then proposed to the Meeting that it was deemed appropriate to re-appoint the said persons to serve as the Company's directors for another term.

Moreover, the Board of Directors proposed the Meeting to appoint Mr. Yasuhiko Kondo to be a new director of the Company.

As such, persons to be elected as directors to replace directors retiring by rotation and person to be appointed as a new director are as indicated below.

1. Mr. Kazuhide Kamitani
2. Mrs. Suporn Wattanavekin
3. Mr. Chatchaval Jiaravanon
4. Mr. Noppun Muangkote
5. Mr. Yasuhiko Kondo

The shareholder raised question at the Meeting and directors of the Company provided answer as follows:

**Shareholder (Mr. Sakchai Sakulrimontri) :** Do the Japanese directors mostly reside and work in Thailand or Japan?

**Director (Mr. Masao Mizuno and Miss Kannika Kursirikul) :** Currently, the Company has two Japanese directors residing and working in Thailand. In addition, after appointment as a director, Mr. Yasuhiko Kondo will reside and work in Thailand.

The Meeting considered the matter and cast votes to appoint all the directors for the replacement of the directors who vacated office by rotation and to appoint a new director at once as follows:

1. Mr. Kazuhide Kamitani	Approved	213,820,232	votes
	Disapproved	0	votes
	Abstain	17,901	votes
	Invalid	0	votes
2. Mrs. Suporn Wattanavekin	Approved	213,807,132	votes
	Disapproved	13,100	votes
	Abstain	17,901	votes
	Invalid	0	votes
3. Mr. Chatchaval Jiaravanon	Approved	213,664,632	votes
	Disapproved	155,600	votes
	Abstain	17,901	votes
	Invalid	0	votes
4. Mr. Noppun Muangkote	Approved	213,820,232	votes
	Disapproved	0	votes
	Abstain	17,901	votes
	Invalid	0	votes
5. Mr. Yasuhiko Kondo	Approved	213,820,232	votes
	Disapproved	0	votes
	Abstain	17,901	votes
	Invalid	0	votes

**Resolution:** Upon due consideration, the Meeting approved to appoint Mr. Kazuhide Kamitani, Mrs. Suporn Wattanavekin, Mr. Chatchaval Jiaravanon, Mr. Noppun Muangkote and Mr. Yasuhiko Kondo to be directors of the Company as proposed by the Chairman in all respects.

## 6. **Consideration and approval of the remuneration of directors of the Company**

The Chairman proposed that the Meeting consider and approve the remuneration of the directors for the fiscal year ended February 20, 2012 in an amount not more than 13 million baht which is the same amount as that of the fiscal year ended February 20, 2011.

The shareholder raised questions at the Meeting and directors of the Company provided answers as follows:

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 60 of the Annual Report 2010/2011. Directors' remuneration amounting to 13 million baht is not appropriate. While the number of directors was decreased from 13 to 11 directors, why did the directors' remuneration remain the same? Total remuneration was increased from around 49 million baht to around 55 million baht.

**Director (Miss Kannika Kursirikul) :** The number of 11 directors was as of February 20, 2011 whereby there were 3 directors resigned, 1 director retired by rotation, and 2 new directors appointed in the fiscal year ended February 20, 2011. Directors' remuneration was inclusive of the remuneration paid to those resigned, retired and newly appointed directors during their office term in the fiscal year ended February 20, 2011. Directors' remuneration amounting to 13 million baht is a budget that the Company will further determine and pay as it deems appropriate but, in any case, not exceeding such amount.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Salary and other incentives for executive officers were increased from around 40 million baht to around 46 million baht, whilst directors' remuneration was decreased from 8.94 million baht to 8.84 million baht and contribution added into provident fund was also decreased from 0.51 million to 0.37 million. The appointment, resignation and retirement by rotation of the directors did not affect the directors' remuneration.

**Director (Miss Kannika Kursirikul) :** Directors' remuneration can be separated into 2 main parts: 1. salary and other incentives for executive officers; and 2. directors' remuneration. Comparing to that of the fiscal year ended February 20, 2010, directors' remuneration is relatively the same whilst the salary and other incentives for executive officers shows considerable difference due to the change in the top Management.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Why is the number of directors not stable?

**Director (Mrs. Suporn Wattanavekin) :** It is the matter of group restructuring to avoid conflict of interest. Despite those directors resigning from the Company, they still work for other companies in the AEON group. It should be better in terms of management.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Some directors work for almost 8 companies, would they have time to manage the Company?

**Director (Mrs. Suporn Wattanavekin) :** Those who are not executive directors can manage their schedule to attend the Board of Directors Meetings.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** I am referring to page 62 of the Annual Report 2010/2011. It mentions about the directors resigned but the director said rotated within the group.

**Director (Mrs. Suporn Wattanavekin) :** Those directors resigned from the Company, AEON Thana Sinsap (Thailand) Public Company Limited, and it is so stated in the Annual Report 2010/2011, but they are still directors in other companies in the AEON group.

The Meeting considered the matter and cast votes. There were 213,838,133 affirmative votes with no objection or abstention.

**Resolution:** Upon due consideration, the Meeting unanimously resolved by votes of not less than two-thirds of all votes attending the Meeting to determine the remuneration of the directors for the fiscal year ended February 20, 2012 as proposed by the Chairman in all respects.

7. **Consideration and approval of the appointment of the auditors and determination of the audit fee for the fiscal year ended February 20, 2012**

At the request of the Chairman, the Company Secretary, informed the Meeting that in order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 36 of the Articles of Association of the Company, the appointment of auditor and determination of audit fee shall be approved by the Annual General Meeting of Shareholders. Accordingly, the Chairman proposed that the Meeting consider to appoint auditors for the fiscal year ended February 20, 2012 as follows:

1. Mr. Niti Jungnitnirundr CPA registration number 3809
2. Dr. Suphamit Techamontrikul CPA registration number 3356
3. Mr. Chavala Tienpasertkij CPA registration number 4301

All of whom are auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditors for the fiscal year ended February 20, 2012. Any one of these auditors is authorized to audit, perform, express opinion and/or sign on the financial statements of the Company, audit report and/or any other relevant document.

In addition, the Chairman proposed that the Meeting consider the determination of the audit fee for the fiscal year ended February 20, 2012 in an amount not more than 5.1 million baht and other miscellaneous expense in an amount not more than 130,000 baht which is the same amount as that of the fiscal year ended February 20, 2011.

The shareholders raised questions at the Meeting and director of the Company and auditor provided answers as follows:

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Why is the audit fee not increased despite the extended audit scope in compliance with TAS 12?

**Auditor (Mr. Niti Jungnitnirundr) :** In general, the audit fee should be increased corresponding to the extended scope of audit. In the meeting with the Board of Directors and executive officers of the Company, the auditor initially proposed to increase the audit fee due to the extended scope of audit on the new accounting standards and Eternal 5 Special Purpose Vehicle Co., Ltd. However, the Chairman of Audit Committee suggested that the auditor decrease operating cost by reducing audit hours on the existing scope as the auditor has audited the Company for a few years with a good cooperation

from the Company and spend the reduced audit hours on the extended scope. So the auditor agrees with the Chairman of Audit Committee and decides not to increase the audit fee for the fiscal year ended February 20, 2012.

**Shareholder (Mr. Sakchai Sakulsrimontri) :** Is the audit fee for ACS Trading Vietnam Co., Ltd. included in the proposed audit fee? Is Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. the auditor for ACS Trading Vietnam Co., Ltd.?

**Auditor (Mr. Niti Jungnitnirundr) :** The audit fee for ACS Trading Vietnam Co., Ltd. is not included. Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is also an auditor of ACS Trading Vietnam Co., Ltd. For an efficient audit, the same auditor should audit subsidiaries and affiliates of the Company so as to get the whole picture of all related companies.

**Shareholder (Anonymous) :** The Company should find substitute audit firms having the same professional standard in case the auditor proposes to increase the audit fee for the fiscal year ended February 20, 2013.

**Director (Miss Kannika Kursirikul) :** As the Company is a listed company on the Stock Exchange of Thailand, we have to engage the auditor which is on the list of auditors approved by the Office of the Securities and Exchange Commission. Among the top 4 qualified audit firms, the Company found that the audit fee proposed by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is reasonable.

In this agenda, 1 additional shareholder attending the Meeting in person, holding 1,000 shares joined during the proceeding of the Meeting. There were therefore 72 shareholders attending the meeting in person and 73 shareholders represented by proxies, totalling 145 shareholders, holding altogether of 213,839,133 shares or 85.54% of the total number of the paid up shares.

The Meeting considered the matter and cast votes. There were 213,839,133 affirmative votes with no objection or abstention.

**Resolution:** Upon due consideration, the Meeting unanimously resolved to appoint the auditors and determine the audit fee of the Company's auditors as proposed by the Chairman.

## **8. Other business**

The Chairman asked the Meeting if the shareholders would propose any other matters for consideration and gave a chance to the shareholders to raise further questions.

There was no further business proposed to the Meeting for consideration. The Chairman adjourned the Meeting at 12:10 p.m.

(Signed)

A handwritten signature in dark ink, consisting of a large, stylized loop with a smaller loop inside, and a horizontal stroke extending to the right.

Masao Mizuno  
Chairman of the Meeting