

(Translation Only)

Minutes of Extraordinary General Meeting No. 1/2013

Of

Charn Issara Development Public Company Limited

(“Company”)

Time and Place:

The meeting was held on 14 August 2013 at 2 p.m., at the meeting room on 21st floor, Charn Issara Tower 2, New Petchaburi Road, Bangkok Sub-district, Huaykwang District, Bangkok.

Directors present at the Meeting:

- | | |
|---------------------------------|--|
| 1. Mrs. Srivara Issara | Chairman of the Board of Directors |
| 2. Mr. Songkran Issara | Managing Director |
| 3. Mrs. Linda Prasertsom | Director |
| 4. Mrs. Teeraporn Srijaroenwong | Director |
| 5. Mr. Phisud Dejakaisaya | Independent Director and Chairman of Audit Committee |
| 6. Mr. Witit Ratchatanun | Independent Director and member of Audit Committee |

Directors absent from the Meeting:

- | | |
|--------------------------|--|
| 1. Mr. Niti Osathanugrah | Director |
| 2. Mr. Pravesvudhi Raiva | Director |
| 3. Mr. Pinit Puapan | Independent Director and member of Audit Committee |

Other persons attended at the Meeting :

- | | |
|---------------------------|--|
| 1. Ms.Linda Osathaworanan | Siam Premier International Law Office Limited
(Legal Advisor) |
| 2. Mrs.Araya Sunlakawit | Siam Premier International Law Office Limited
(Legal Advisor) |

The Chairman of the Board of Directors presided over the Meeting as the Chairman of the Meeting and introduced the Board of Directors present at the Meeting and Legal Advisor from Siam Premier International Law Office Limited (Khun Linda Osathaworanan and Khun Araya Sunlakawit) and

announced to the Meeting that there were shareholders attended the Meeting in person and by proxy holders as follows:

Shareholders attended in person: 57 persons holding 51,011,550 shares representing 42.50% of the total shares

Shareholders attended by proxy holders: 15 persons holding 24,948,988 shares representing 20.80% of the total shares

Total shareholders attended at the Meeting: 72 persons holding 75,960,538 shares representing 63.30 of the total shares which constituted a quorum as required by the Company's Articles of Association. The Chairman, therefore, declared the Meeting duly convened and proceeded with the following agendas:

Shortly after the meeting was convened there were additional shareholders and proxy holders registered to attend the meeting which made total attendance by shareholders and proxy holders combined as follows:-

Shareholders attended in person: 58 persons holding 51,016,050 shares representing 42.51% of the total shares

Shareholders attended by proxy holders: 16 persons holding 24,948,989 shares representing 20.80% of the total shares

Total shareholders attended at the Meeting: 74 persons holding 75,965,039 shares representing 63.31 of the total shares

Agenda 1: To confirm the previous minutes of the Annual General Meeting No. 1/2013 held on 25 April 2013.

The Chairman requested the Meeting to consider the previous minutes of the Annual General Meeting No. 1/2013 held on 25 April 2013 and approve the said minutes accordingly.

After consideration, the Meeting voted as follows:

Approved	75,960,439	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	99	votes, equivalent to	- %

Resolution:

Agreed to the proposed resolution from the Board of Directors with 75,960,439 votes representing 100 % abstained 99 votes representing – and no vote against.

The Meeting had considered with unanimous vote of total shareholders attended the Meeting and casted their vote to approve the minutes of the Annual General Meeting of Shareholders No. 1/2013

Agenda 2: To approve the issuance and offering of the Debentures

The Chairman proposed to the Meeting that Charn Issara Development PCL has involved in many project developments both in Bangkok and in provinces which require additional capital to invest for the Company's operation in its business and requested the Meeting to consider for approval the Company's issuance and offering of debentures within the maximum limit of Baht 500 million as per following details:-

Use of Proceeds	:	For operation of the business of the Company
Type	:	All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
Amount	:	The principal amount of the Debentures will not exceed Baht 500 Million or the equivalent amount in other currencies.
Offering	:	The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
Interest	:	Subject to the prevailing market conditions at the time of issue and offering.
Maturity	:	For short term debentures: not exceeding 270 days. For long term debentures: not exceeding 10 years.
Premature Redemption	:	Subject to the conditions of each issuance.

Other Conditions : Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by Managing Director.

In addition, the Managing Director shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.,

The Chairman allowed the Meeting to ask question and there were following shareholders asking questions:-

Mr. Sutas Kancharoensuk (shareholders and proxy holders) asked for the reason of issuing Baht 500 million debentures if it was derived from capital required projection or just testing the market if it is salable.

Mr. Songkran Issara, the Managing Director explained that the size of fund required came from projection and at the same time the Company wishes to know how the market responds as this is the first time the Company issue debentures.

After consideration, the Meeting voted as follows:

Approved	75,957,300	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	3,238	votes, equivalent to	- %

Resolution:

Approved as proposed by the Board of Directors with 75,957,300 votes representing 100%, abstained 3,238 votes representing – and there was no vote against.

The Meeting had considered with a resolution approved by more than three quarters of total shareholders attended the Meeting and has a voting right to issue and offer the Debenture.

Agenda 3: To approve the change of the par value of The Company's shares

The Chairman proposed to the Meeting that in order to increase liquidity of the Company's stock traded in the Stock Exchange of Thailand it is deemed appropriate to approve the change of par value of the Company's share from Baht 5 per share (Five Baht) to Baht 1 per share (One Baht) while the registered capital shall remain the same at Baht 600,000,000.- (Six Hundred Million Baht Only). This will increase the Company's ordinary shares from 120,000,000 shares at Baht 5 par value to 600,000,000.- shares at Baht 1 par value.

The change of par value of the Company's share shall not affect the shareholding structure of existing shareholders. The total value of the Company's registered capital still remains the same.

The Chairman allowed the Meeting to ask questions and there were following shareholders asked questions:-

Mr. Naraporn Sripetch asked in relation to the change of par value to increase liquidity if the major shareholders will sell its shares.

Mrs. Srivara Issara replied that there is no answer at this juncture since the issue is in the future.

Mr. Sakchai Sakonsrimontri (proxy for Mr. Suwan Decharin and Mr. Somchai Jitima) made a comment that the change of par value may not benefit in increasing the liquidity in the Stock Market as long as Major Shareholders do not sell part of their shares and as such the par value should remain at Baht 5.

Mr. Songkran Issara responded that the change of par value is one of a measure to increase liquidity in the Stock exchange and the Company will exercise other measures in the future.

There was no further shareholder asking question the Chairman then requested the Meeting to approve the change of the Company's registered par value.

After consideration, the Meeting voted as follows:

Approved	75,957,500	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	3,038	votes, equivalent to	- %

Resolution:

Approved as proposed by the Board of Directors with 75,957,500 votes representing 100%, abstained 3,038 votes representing – and there was no vote against.

The Meeting had considered with a resolution approved by more than three quarters of total shareholders attended the Meeting and has a voting right to change the registered par value of the Company as proposed by the Chairman.

Agenda 4: To approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the change of the par value

The Chairman report to the Meeting that in order to comply with the change of the Company's par value which was voted under agenda 3 it is deem appropriate to make amendment to clause 4 of the Company's Memorandum of Association in relation to registered capital in compliance with the change of par value as follows:-

“Clause 4.	Registered capital of	Baht 600,000,000	(Six Hundred Million Baht)
	Divided into	600,000,000 shares	(Six Hundred Million shares)
	With a par value of	Baht 1	(One Baht) each
	Categorized into		
	Ordinary shares	600,000,000 shares	(Six Hundred Million shares)
	Preference shares	- shares	(- shares)”

After consideration, the Meeting voted as follows:

Approved	75,947,703	votes, equivalent to	99.98 %
Disapproved	-	votes, equivalent to	- %
Abstained	12,835	votes, equivalent to	0.02 %

Resolution:

Approved as proposed by the Board of Directors with 75,947,703 votes representing 100%, abstained 12,835 votes representing 0.02 % and there was no vote against.

The Meeting had considered with a resolution approved by more than three quarters of total shareholders attended the Meeting and has a voting right to amend clause 4 of the Company's Memorandum of Association as proposed by the Chairman.

Agenda 5: To consider other matters (if any).

There are no other matters to be considered.

The Chairman allow question from the Meeting and there were following shareholders asking questions:-

Mr. Suthas Kancharoensuk (shareholder and proxy holder) made a compliment on Sri panwa for room and services which the Chairman had thanked then further made comment that the Company should advice investors on operational information and fix dividend policy which allow investor to anticipate return then consider investing in the Company.

Mrs. Srivara Issara responded that the Company sometime pay dividend even under operational loss since the realization of income on the Company's account where revenue come in from property sale cannot be realized as income on the Company's book until the transfer of property to customer which allow dividend payment under accounting loss.

One shareholder (did not identify himself) request the room rate at Sri panwa

Mrs. Wilai Intagool (Finance and Accounting Manager of Sri panwa Hotel) reported room rate of each room type both during Low Season and High Season. Mrs. Srivara Issara recommended that any shareholder interested in package at Sri panwa hotel in Thai Thew Thai exhibition may phone the Company and the Company will facilitate all shareholders.

Mr. Nara Sripetch (shareholder) asked the progress of Baan Sita Wan and its sale and what is the strength of Charn Issara.

Mrs. Teeraporn Srijaroenwong (Project Manager of Baan Sita Wan) reported details for Baan Sita Wan which is in co-operation with SCG Heim and answered the question on sale of Sita Wan project that 8 plots have been sold and houses construction are underway. Each house will take 2 months to fabricate, 1 day for erection on site and 2 months for detailed finishing which make a total construction time per house of 4 months. The first few houses are close to completion and it is expected that transfer of title can be made by the end of this year.

Mr. Songkran Issara responded on the strength of the Company, competition these days is fierce and all projects' strength are design and construction which are undertaken by large construction companies such as SCG for Baan Sita Wan project, Italian Thai for Baan Thew Talay project and the Company also have good alliances and trade counterpart.

Mrs. Srivara Issara added that the important reason that customer appreciate our Company because we pay attention and select only the best for customer, be detailed construction, structure, decoration to fit each individual customer. For example the reason we do not develop condominium at Pak Chong because we believe that those who go to Pak Chong or Khao Yai wishes to relax and be close to nature. Although condominium development may attract attention and can sell well resulting in enormous income for the Company but we decided to abandon this opportunity only to avoid high density where customer will never enjoy serenity amongst nature which make no different from living in Bangkok. Will all please note and trust that the Company will pay attention to quality of life for customer and society.

Mr. Pongtawat Cheeravanit (shareholder) asked:-

1. Where rental revenue come from and if there is any rental space in Charn Issara 2?
2. Is IRD has any movement?
3. What is the land acquisition cost in the Condominium project at Huahin-Cha Am which is a joint venture with Saha Pathanapibul?

Mr. Weerachai Wijittanakul (Finance and Accounting Manager) responded that rental revenue come from rental and services fees in Charn Issara Tower 2 including income from electricity sale in Charn Issara Tower 2 and retail booth rental of approximately Baht 20 million per quarter. There are spaces left in Charn Issara Tower by approximately 1,300 Sq.m. and approximately 3,400 Sq.m. in Charn Issara Tower 2.

Mr. Songkran Issara added that IRD still has movement, part of the land of 200 rai was sold to King Power a couple of years ago and 100 rai was sold to a soccer club and development still going on some other parts such as road building. IRD still has 1000 rai of land left and we are waiting for further land appreciation among increased enquiries.

Cha Am project is onto phase 2 and its land cost Baht 15 million per rai which is considered a good price.

Mr. Path Sethakorn (Shareholder) asked if Baan Thew Talay project and Sukswat project proceed as planned and how much are their sales.

Mrs. Teeraporn Srijaroenwong, the Project Manager reported that Baht 1,900 million ISSI Condo at Sukswat is constructed in accordance with the operating plan. The selling price started

at Baht 1.2 million for 21 Sq.m. of smallest unit. The target is 50% sale by the first year but 400 units were sold at the project launch which represents 65%. Completion is expected by the 3rd quarter of 2015 and transfer can be made as soon as construction is completed.

Mr. Songkran Issara, the Managing Director reported the Bht 2 billion Baan Thew Talay phase 1 on 13 rai was sold by 80%. Pile driving for Baan Thew Talay phase 2 will commence next week while the Environmental Impact Assessment (EIA) has been approved and the project is sold by 35%. The construction is expected by November. The Baan Thew Talay phase 3 is in the process of filing an application for EIA, without further due it is expected that the project can be launched in April 2014. We already have a meeting to plan for Phase 4 and 5. This project has some important competitor such as Sansiri which has 4 projects but without sea front in which case we are of an advantage location but do not wish to engage in intensive marketing.

Mr. Kamjon Arunvilairat (shareholder) asked about assets and liability of Issara United (IU) if those have been consolidated with Charn Issara (CI)

Mr. Weerachai Wijittanakul, the Finance and Accounting Manager responded that the account has been consolidated into the Company's account and is shown in the consolidated financial report.

Mr. Nara Sripetch (shareholder) asked about the Company's cash flow and if it requires capital increase in the near future.

Mr. Songkran Issara responded that the Company's liquidity is currently good but the increase of capital is the consideration of future business.

Mr. Suthas Kancharoensuk (shareholder and proxy holder) asked the case of Sri panwa where rental is guaranteed at Baht 151 million per annum but there was loss last year, if break even can be achieved this year?

Mr. Songkran Issara responded that last year we have a revenue of Baht 310 million which is short of our target profit however, we have approximately Baht 400 million of revenue this year and 40% profit. It is possible that profit can be booked on the first year and rental can be paid.

Mr. Suriya Sata (shareholder) asked about profit of Sri panwa Hotel if it still come into Charn Issara? , and the progress of phase 2.

Mr. Weerachai Wijittanakul responded that profit after deduction of rental is still going to Charn Issara Development PCL in accordance with shareholding ratio.

Mr. Songkran Issara reported that phase 2 goes well and in the process of EIA then asked Mr. Yuttana Kuwarananchaoen to present the master plan of Sri panwa with details to all shareholders.

Mr. Sutas Kancharoensuk (shareholder and proxy holder) asked the following questions:-

- 1) Dividend policy
- 2) Tax payable in relation to injecting Sri panwa to a Property Fund
- 3) Do we have provisional reserve for the shortfall of rental of Sri panwa Hotel

Mr. Songkran responded the first question that the Board of Directors has to consider and inform shareholders accordingly.

Mrs. Wilai Intagool responded to question 2 that a reserve has been set aside in the event that rental can not be met then Charn Issara Residence Co.,Ltd. will pay to Sri panwa Management which is estimated to be around Baht 80 million.

There was no further question from shareholders the Chairman thanks the shareholders for attending the Meeting and adjourned the Meeting at 16.00 hrs.

The Chairman thanked all the shareholders and the meeting was adjourned at 4 pm.

(Mrs. Srivara Issara)

Chairman of the Meeting

Certified by

(Mr. Songkran Issara)

Managing Director