



**MOONG
PATTANA**

บริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)

(TRANSLATION)

Minutes of the 2013 Annual General Meeting of Shareholders

Moong Pattana International Public Company Limited

Time and Venue of the Meeting

Date of Meeting April 24, 2013
Time 13.00 hours
Venue Meeting Room 7th floor, Moong Pattana Building, 32 Bangna-Trad soi 25, Bangna-Trad Rd.,
Bangna, Bangkok 10260

The Commencement of the Meeting

Mr. Sumeth Lersumitkul, Chairman of the Board of Directors, presiding as the Chairman of the Meeting, informed the Meeting that there were 37 shareholders and proxies present at the Meeting of which was accounting for 99,854,100 shares, or 83.21% of the total shares of Moong Pattana International Public Company Limited. The amount of shares constituted a complete quorum as stated in the Company's Articles of Association. Therefore, the Chairman requested the Meeting to consider matters in accordance with the following agenda items which were already informed to the shareholders.

In this Meeting, there were directors of the Company, its auditor, and legal advisor attending the Meeting as follows:

Directors Attended the Meeting

- | | |
|-------------------------------|--|
| 1. Mrs. La-Aid Vongvongepop | Chairman of Audit Committee, Independence Director |
| 2. Mr. Thaevan Uthavath | Member of Audit Committee, Independence Director |
| 3. Mr. Manit Jeeradit | Member of Audit Committee, Independence Director |
| 4. Mr. Sumeth Lersumitkul | Chief Executive Officer |
| 5. Mrs. Sureeporn Anuvatudom | Senior Vice President |
| 6. Miss Suwanna Chokdee-anand | Senior Vice President |

Auditor Attended the Meeting

Mr. Narong Pantawong, Ernst & Young Office Limited

Legal Advisor Attended the Meeting

Miss Pattama Jarupoonpon, DLA Piper (Thailand) Limited

Financial Advisor

Mr. Nithikom Srikirintr, Asia Plus Public Company Limited

Secretary of the Company

Miss Raewadee Rassameesangpetch, Secretary of the Meeting

The Chairman assigned Miss Raewadee Rasameesangpetch, the Secretary of the Meeting, to inform the Meeting with the rules and the voting procedures as follows:

In order to comply with the Company's Corporate Governance Policy regarding shareholders' right and equitable treatment, the Board of Directors of the Company had scheduled the Record Date to determine the right to attend the Annual General Meeting of Shareholders on March 20, 2013 and had scheduled the registration book closing date on March 21, 2013 to compile the shareholder list as specified in section 225 of the Securities and Exchange Act. The list of the top 10 shareholders was as follows:

1) Mr. Sumeth Lersumitkul	holding 74,025,000 shares
2) Mr. Anan Laweesangsoon	holding 5,600,000 shares
3) Mr. Methin Lersumitkul	holding 4,700,000 shares
4) Mr. Suthee Lersumitkul	holding 4,700,000 shares
5) Mr. Soraphan Lersumitkul	holding 4,700,000 shares
6) Mr. Pornchai Tanuphatrachai	holding 2,238,400 shares
7) Mrs. Sureeporn Anuvatudom	holding 1,600,000 shares
8) Miss Tanat Taechalerd	holding 1,238,800 shares
9) MAYBANK KIM ENG SECURITIES PTE. LTD	holding 1,233,800 shares
10) Miss. Chanatip Sritakul	holding 1,222,200 shares

To be fair and transparent towards the voting and vote counting for each agenda item, the Company invited the legal counsel of the Company to be the witness of vote counting.

As a procedure for voting in each agenda item, the shareholders and the proxies would be required to use the voting ballots received at the time of their registration into the Meeting. Any shareholders or proxies who did not receive such voting ballots should identify themselves to the attending staff to get the ballots.

In proceeding of the Meeting, the Chairman would proceed to consider the agenda items specified in the invitation of the Meeting in order of priority and would provide the shareholders an opportunity to ask questions (if any) before giving a resolution in each agenda item. Any shareholders who wished to post a question should state their names; surnames and number of shares held or held on behalf of others in case of proxy.

After considering the detail in each agenda item, if the shareholders opposed the proposed resolution or wished to abstain from the vote, they should indicate such decision in the ballots and return them to the attending staff. To facilitate the counting of votes, the ballots with opposing votes will be collected first and followed by the ballots with abstention votes.

In counting the votes, the majority of votes would be regarded as the resolution of the Meeting. If there was a shareholder opposing the proposed resolution or abstaining from the vote, the opposing and abstention votes would

be subtracted from the quorum for each agenda item to determine the number of affirmative votes. If there was no shareholder opposing the proposed resolution or abstaining from the vote, such agenda item shall be deemed unanimously approved by the Meeting.

A shareholder would have one vote for each share. A resolution of the Meeting in each agenda item should be decided by a majority of votes of the shareholders attended the Meeting and were entitled to vote. In case where the votes of the shareholders were tied in any agenda item, the Chairman should cast an additional vote as a casting vote. A shareholder with conflict of interest in any of the agenda item would not be allowed to vote in that particular agenda.

As information to the shareholders and providing opportunity to check the accuracy of the minutes, the Company would post the Minutes of the Annual General Meeting of Shareholders on the Company's website within 14 days after the meeting.

The Company also provided opportunity, through the Company's website during January 2013, for the shareholders to propose meeting agendas and names of persons to be considered for election as the directors of the Company. No agenda or name had been proposed.

Agenda 1 To ratify the minutes of the 2012 Annual General Meeting of Shareholders, held on April 25, 2012

The Chairman asked the shareholders to examine the minutes of the 2012 Annual General Meeting of Shareholders, held on April 25, 2012, which were submitted to the shareholders together with the invitation of the Meeting.

Resolution The Meeting passed its resolution to ratify the minutes of the 2012 Annual General Meeting of Shareholders, held on April 25, 2012 as proposed by the following votes:

Agree	99,861,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861,100 of the shareholders who attended and were entitled to vote, representing 100% of the votes. (There were additional shareholders registering to attend the meeting during this agenda, holding 7,000 shares in aggregate).

Agenda 2 To acknowledge the operating results for the fiscal year 2012

The Chairman assigned Mrs. Sasithon Lersumitkul, Finance and Accounting Manager to inform the Meeting as follows:

1. Operation results for the fiscal year 2012

(Unit: Million Baht)

	<u>2011</u>	<u>2012</u>	<u>Change</u> <u>(Amount)</u>	<u>% Change</u>
Sales Revenue	503.70	617.91	114.21	22.7%
Cost of Goods Sold	269.70	339.08	69.38	25.7%
Operating Expenses	230.30	299.85	69.55	30.2%
Net profit	53.90	50.45	-3.45	-6.4%
Earnings Per Share	0.45	0.42	-0.03	-6.6%

2. Mrs. Sasithon informed the financial status of the Company in relation to assets, liabilities and shareholders' equity as follows:

	<u>2011</u>	<u>2012</u>	<u>Growth/(Decline)</u>	<u>%Change</u>
<u>As of December 31</u>				
Assets	592.70	670.63	77.93	13.2%
Liabilities	248.00	299.41	51.41	20.7%
Shareholders' Equity	344.80	371.22	26.42	7.7%

The Chairman offered opportunity for the shareholders to ask questions and express opinions.

Mr. Boonchuy Tangwattanasirikul, the shareholder of 875,700 shares made inquiries and provided opinions on the Company's operating results of 2012 as follows:

1. Why did the net profit of the Company decreased by an approximate of Baht 4 million when the Company's sales revenue increased by Baht 114 million?

Chairman of the meeting explained that in the previous year, the cost was much fluctuated. The cost of the products increased, particularly, the domestic products, which was mainly caused by the increase of the minimum wage of Baht 300, the fluctuation of the foreign exchange rates, and the oil price for products delivery. In addition, the expenses of sales and administration of the company also increased.

Khun Sasithon also provided additional information on the sales and the changing sales portion that formerly the Company had sold low cost products which provided high gross profit margin. At present the Company's sales portion of high cost products has increased which lead to the decrease of the gross profit margin.

Chairman also explained that the Pigeon products provided high gross profit margin because the Company was the partner of the manufacturer of products. Thus, the cost of the products was quite low. However, other products produced by other manufacturers were with higher product cost. When the portion of these products was higher, it caused the decrease of the total gross profit margin.

2. Why was the inventory in 2012 higher than the inventory in 2011?

Khun Sasithon explained to the Meeting that at the end of 2012, the Company had ordered a lot of products for the distribution in 2013, and there were increases of new products in December, including imported products (the value of the products was realized upon the way of delivery) which had the order period and longer delivery time than the domestic ordering. Thus, they were ordered in advance for the preparation of distribution in 2013.

3. Have the Company had more investment in the affiliated company?

Khun Sasithon explained for the understanding of the shareholders that the information in the financial statements on the "investment in affiliated company" showed an increase was not additional investment, it was the recorded of profit sharing from the affiliated company.

Mr. Nuttapol Korasittikul, the shareholder of 46,500 shares asked about the 30% increase of the sales and administration expenses.

Khun Sasithon explained to the meeting that the expenses increase in the second and the third quarters came from expense of moving warehouse to DHL. Thus, by using DHL's warehouse instead of Company's warehouse, it caused the increase of the expenses.

Resolution The Meeting acknowledged the operating results for the year 2012 as presented.

Agenda 3 To consider and approve the Balance Sheet and the Profit and Loss Statement for the year ended December 31, 2012 which were audited and certified by the auditor

The Chairman asked the shareholders to consider and approve the Balance Sheet and the Profit and Loss Statement for the year ended December 31, 2012 which were audited and certified by the auditors.

Chairman of the meeting provided an opportunity for the shareholders to ask.

Mr. Boonchuy Tangwattanasirikul, the shareholder of 875,700 shares asked why the overdraft in 2012 was much higher than the overdraft in 2011.

Khun Sasithon explained to the meeting that the information of overdraft (OD) is the financial statement as of December 31, 2012 and it was the normal business of the Company's revolving capital.

Resolution The Meeting passed its resolution to approve the Balance Sheet and the Profit and Loss statement for the year ended December 31, 2012 which were audited and certified by the auditor.

Agree	99,861,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861,100 of the shareholders who attended the Meeting and were entitled to vote, representing 100% of the votes.

Agenda 4 To consider and approve the dividend payment from the operating results of year 2011

The Chairman assigned Mrs. Sasitorn Lersumitkul, Finance and Accounting Manager to present to the Meeting as follows:

Pursuant to the Company's policy regarding dividend payment, the Company shall pay a dividend payment to the shareholders of no less than 50 per cent of its net profit after deduction of income taxes and legal reserves. However, the dividend payment is subject to change depending on operation plan, investment, liquidity, and necessities of the Company in the future. The Board of Directors may not follow the policy or periodically change the policy under the condition that the implementation shall provide the utmost benefit to the shareholders such as the money is for the reserve for loan repayment, the money if for the investment to expand business of the Company, or change of market situation which may affect the cash flow of the Company in the future.

The dividend payment from 2012 operating results of Baht 0.20 per shares was proposed to the Meeting together with the following detail:

	<u>2011</u>	<u>2012</u>
Net Profit (Separate Financial Statements)	Baht 37.557 million	Baht 18.115 million
Interim Dividend Payment	None	None
Final Dividend Payment	Baht 0.20 per share	Baht 0.20 per share
Total Dividend Payment	Baht 0.20 per share	Baht 0.20 per share
Total Dividend Paid	Baht 24.0 million	Baht 24.0 million
% to Net Profit	64%	132%
Total Number of Shares	120 million	120 million

The Chairman offered opportunity for the shareholders to ask question.

There were no shareholders inquired.

Resolution The Meeting considered the matter and approved the dividend payment from the 2012 operating results as proposed.

Agree	99,861.100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861.100 of the shareholders who attended the Meeting and were entitled to vote, representing 100% of total votes

The Company would determine the name list of the shareholders who are entitled to receive the dividend on May 2, 2013 and compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act by means of share register book closure on May 3, 2013 and set the dividend payment date on May 17, 2013.

Agenda 5 To consider appointment of new directors replacing those retired by rotation and appoint new director

The Chairman informed the Meeting that The Directors whose terms were ended this year comprised:

1. Mrs. La-Aid Vongvongpop Chairman of Audit Committee, Independence Director
2. Mr. Manit Jeeradit Member of Audit Committee, Independence Director

The Board of Directors deemed appropriate to reappoint two directors who retired by rotation namely, Mrs. La-Aid Vongvongpop and Mr. Manit Jeeradit as directors for another term.

In addition, The Chairman proposed the Meeting to appoint new director who is Mr. Methin Lersumitkul. The qualification and profile of director has been submitted to the Shareholders together with Notice of the AGM in advance.

Resolution The Meeting considered and passed its resolution to approve the appointment of the directors subject to be retired as directors for another term.

Voting results for Mrs. La-Aid Vongvongpop

Agree	99,821,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,821,100 of the shareholders who attended the Meeting and were entitled to vote, representing 100% of total votes after deduction of the votes from interested shareholders (Since Mrs. La-Aid Vongvongpop is a shareholder of the Company holding 40,000 shares, she was considered an interested shareholder)

Voting results for Mr. Manit Jeeradit

Agree	99,861,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861,100 of the shareholders who attended the Meeting and were entitled to vote, representing 100%

Voting results for Mr. Methin Lersumitkul

Agree	95,161,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 95,161,100 of the shareholders who attended the Meeting and were entitled to vote, representing 100% of total votes after deduction of the votes from interested shareholders (Since Mr. Methin Lersumitkul is a shareholder of the Company holding 4,700,000 shares, he was considered an interested shareholder)

Agenda 6 To consider and approve the directors' remuneration for year 2013

The Chairman informed the Meeting that the remuneration of the Board of Directors, Audit Committee and other committees (if any) should be fixed to the amount not more than Baht 2.5 million, which was equivalent to the remuneration for 2011 and 2012.

Resolution The Meeting considered and unanimously passed the resolution to approve the matter as proposed.

Agree	99,861,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861,100 of the shareholders who attended and were entitled to vote, representing 100%

Agenda 7 To consider appointment of auditor and determine auditor's fees for year 2012

The Chairman proposed the meeting to consider appointment of the following auditors from Earn and Yong Office Limited as the Company's auditor for 2013:

- 1) Mr. Narong Puntawong C.P.A. Registration No. 3315 or
- 2) Miss Siraporn Ouaanunkun C.P.A. Registration No. 3844 or
- 3) Mr. Supachai Phanyawattano C.P.A. Registration No. 3930

One of the auditors named above would audit and express his/her opinion on the Company's financial statements. In case one or all of the above auditors could not carry out their audit assignment for the Company, Ernst & Young Office Limited would assign other auditor of Ernst & Young Office Limited to audit and express opinion on the Company's financial statements. The audit fee for the year 2013 would be fixed at Baht 700,000 which was the same amount of 2012.

The appointment of the auditors and determination of the auditor's fees were carefully considered by Audit Committee.

Resolution The Meeting considered and passed its resolution to approve the matter as proposed.

Agree	99,861,100	votes
Disagree	-	votes
Abstain	-	votes

of the total votes of 99,861,100 of the shareholders who attended and were entitled to vote, representing 100% of total votes.

Agenda 8 Other Businesses

The Chairman asked if there is any question about company's operation or any suggestion to the Board of Directors.

Mr. Boonchuy Tangwattanasirikul, the shareholder of 875,700 shares asked the following questions:

1. How has the company planned for the ASEAN Economic Community (AEC)?

Khun Suwanna Chokdee-anand, Senior Vice President explained to the Meeting that the Company has prepared to take the advantage of AEC since the previous year by focusing on distributor business with the strength of being professional trading company and expertise in marketing and distribution. We did also build the awareness of distribution service and our strengths via public relation. The AEC will enhance the interest of principal to expand the operation in Thailand market and on the other hands we are also able to export company's products to foreign markets within AEC. Apart from our current expertise of distributor in domestic market, the company continue to explore the opportunity to capture the potential of emerging markets in Indo-China by expanding operation in those markets i.e, Cambodia, Laos and other countries in Indo-China.

Chairman has further explained that the company's infrastructure has been developed to support the business expansion by investing in new ERP to enhance work efficiency and speed. The project will be launched in May 2013 and tentatively to go live by December 2013.

2. Are there any other markets the company entered into agreements to sell "Pigeon" products?

The chairman clarified about the distribution agreement that the company has been appointed as a sole distributor of "Pigeon" in Thailand only.

Another shareholder, Mr. Tanat Techalert, who holds 1,238,800 shares, inquired and had 3 suggestions as follow: -

1. Suggested about the accuracy of the information in the annual report and questioned that 56.3% sales and administration cost was quite high. The company should control administration cost, what does the company plan to do?

The chairman acknowledged and will improve the accuracy of data in the annual report and explained that before the company was listed in the Stock Exchange of Thailand, the company managed as a family business. To develop good and efficient management system in growing the company may need qualified, knowledgeable, and experienced human resources, therefore, the company has recruited employees in management level who have has experiences from multi-national company. Moreover, the focus in good governance, transparency, and reliability has led to higher cost.

In addition, to prepare the readiness to be distributor in other new products in the country will need to expand the sales team to cove with the growth expected.

2. Why the company doesn't have "diaper" products and is there any plan to expand to diaper market?

The chairman informed about "diaper" market information that global market competition is very high in term of raw material cost, production technology, newly innovated patents registration of the manufacturers are barriers to enter and compete in the markets. At present, Unicharm is the key player of diaper who has advanced production technology. It has developed its innovation continuously and registered the patent. Nevertheless, to invest for production in Thailand is not feasible because of lacking the economy of scale. Thailand has faced the decreasing of birth rate. However, Pigeon established its diaper production in China with foreseeing the birth rate increase and return of investment.

On the other hand, there are many competitors entering the breast pad market and cannot do so. With Pigeon's research and development of quality products with the production capacity 1,600 pieces per minute, there is no manufacturer to compete with Pigeon.

3. Will the separate financial statements of the Company in the next 1-2 years tend to report a loss again?

Chairman explained to the meeting that whether the separated financial statements would report loss or profit couldn't be expected. However, the Executives do not expect any continuing loss in the future. Nonetheless, Company is now in the investment period in order to serve the business growth and cover more distribution channels. The expansion of the sales team was necessary for supporting the sales volume growth as targeted.

Mr. Anant Raveesaengsoon, the shareholder of 5,600,000 shares asked and provided suggestions as follows:

1. Since the operating result of the affiliated company was good, why did the dividend payment was decreased? And what is the dividend payment policy of the affiliated company?

Chairman explained to the Meeting that the affiliated company would take the profit for the business expansion, increase numbers of machines in order to increase production capacity to serve the rising sales volume of the nipples and nursing bottle, particularly in the fourth quarter of last year, the sales volume was much higher than the previous year. The staff had to do the overtime. The export of peristaltic nipple, the new product of Pigeon's developed innovation, to Korea received much of the response from the consumers. The dividend payment policy of affiliated company, it shall pay a dividend payment to the shareholders of no less than 50 percent of its net profit, depending on the investment and necessitates in the future.

2. How would you do with the Company's warehouse after moving the warehouse to DHL?

Khun Sasithon explained that it was under the consideration of selling or leasing.

3. Suggestion for the baby wipes to produce for other groups of consumers not only for the children.

Khun Suwanna explained to the meeting that the Company continuously pursuing the market opportunity in order to introduce the new products to the market. We have been foreseen the opportunity in paper wipes category in the past year, therefore, the adult wipe has been developed to capture adults and teenagers which plan to introduce to the market soon. The information couldn't be disclosed at this stage. Mr.Nakorn Saenyasiri, the shareholder and the proxy of Miss Chantaravarn Charoontham, holding 1,045,000 shares asked and provided suggestions as follows:

1. What is the target growth in the next 3-5 years? Will the sales portion of Pigeon products be decreased?

Chairman explained to the Meeting that the target growth of the sales revenue in 2013 was at Baht 1,000 million while in the next 3 years, the revenue target would be around Baht 2,500 million, coming from the growth of existing and new products. The sales contribution of Pigeon would be decreased due to the increase of sales of other products.

2. Will the shareholders have an opportunity to visit the affiliated company (Thai Pigeon Co., Ltd.) of which the Company holds 47% of shares?

Chairman explained to the Meeting that the affiliated company was the joint-venture with a Japanese company whose knowledge are confidential information and could not be disclosed in public. Moreover it has no policy to open factory for visiting.

3. Does the Company have a policy to invest in other companies as it did with the affiliated company in order to increase revenue of the Company?

Chairman explained to the Meeting that the Company is looking for new opportunities in the form of a joint-venture or M&A and It always looks for investing in the potential business.

Mr. Boonchuy Tangwattanasirikul, the shareholder 875,700 shares asked additional questions about the BPA and the plastic nursing bottles.

Khun Suwanna explained that PC nursing bottle has been available in the market for very long period of time with the good quality and safety perception under "Pigeon" brand of Japan. The Pigeon PC nursing bottle has been evaluated by the qualified lab in Europe where the result of BPA was very much lower than the standard BPA level Therefore, Pigeon Japan considers that the product can be used with safe. However, the consumers have concerned about the plastic bottle made of polycarbonate due to the recent BPA free campaign introduced to encourage the use of BPA free nursing bottles, the Company has launched the PP nursing bottle to the market a year ago as alternatives and aim to gain the higher volumes to replace all PC nursing bottles in the market in 2013.

Mr. Thanat Techalert, the shareholder of 1,238,800 shares asked questions and provided suggestions as follows:

1. Asking about the small gross profit margin of the distribution of plastic products?

Chairman explained the Meeting that the distribution of plastic products as the Business to Business by selling the products to factory customers provided low gross profit margin.

2. Does Thai Pigeon Co., Ltd. has the risk prevention from the fluctuation of the foreign exchange rates?

Chairman explained the Meeting that Thai Pigeon Co., Ltd. has always had the Forward Contract to hedge the exchange rate risk to avoid the fluctuation of its cost".

There were no other questions, Chairman thanked the shareholders, and the directors for attending the meeting and closed the meeting at 15.10 hours.



(Mr. Sumeth Lersumitkul)

Chairman



(Ms. Raewadee Rassameesangpetch)

Secretary of Meeting