

- Translation -

February 23, 2015

Subj: The resolution of the Board of Directors Meeting No. 1/2015 and the agenda of AGM

To: The President
The Stock Exchange of Thailand

Minor International Public Company Limited ('the Company') held the Board of Directors Meeting No. 1/2015 on February 23, 2015. The significant resolutions are as follows:

1. Approved to propose the Company's Financial Statements for the financial year ended 31 December 2014 and the auditor's report to the Shareholders' Annual General Meeting for approval.
2. Approved to propose that the Shareholders' Annual General Meeting to consider and approve the allocation of net profit as statutory reserve and dividend payment for the year 2014 performance as follows:

- Allocation for additional statutory legal reserve for 57.87 Million Baht or equal to 10% of registered capital of the Company, in compliance with the requirement of the law and the Articles of Association of the Company. Thus, the additional statutory legal reserve is calculated from registered capital which included the increase of its registered capital to be paid out as stock dividend.
- Annual dividend payment year 2014

Cash dividend in the amount of 0.25 Baht per share for existing shareholders and shareholders who convert the convertible securities to ordinary shares (Warrant to buy ordinary share of the Company (MINT-W5)) for no more than 4,201,620,610 ordinary shares, thus totaling the cash dividend to be paid in the amount of not exceeding 1,050,405,152.50 Baht; and

Stock dividend at the ratio of 10 existing shares to 1 stock dividend at the price of 1 Baht per share. The stock dividend will be paid to existing shareholders and shareholders who convert the convertible securities to ordinary shares (Warrant to buy ordinary share of the Company (MINT-W5)) for no more than 420,162,061 ordinary shares. In case of any fraction of shares from the allocation of stock dividend, it shall be rounded off and paid in cash instead of fraction of stock dividend with calculation based on the stock dividend payment ratio at amount of 0.10 Baht per share.

Both cash and stock dividend are calculated to be Baht 0.35 per share. The Company will deduct withholding tax at the rate of 10% or 0.035 Baht per share from cash that shareholders will receive, and distribute the dividends in the form of cash and stock dividend which will be equivalent to the amount of 0.315 Baht per share. Total dividend payment does not exceed 1,470,567,213.50 Baht.

The date for determining the rights of shareholders to receive dividend payments (Record Date) will be on April 21, 2015. The list of shareholders will be determined on April 22, 2015 pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the shareholder register book. The dividend payment date is set to be April 27, 2015.

3. Approved to propose that the Shareholders' Annual General Meeting to consider and approve the reduction of the registered capital of the Company from 4,201,634,495 Baht to 4,201,620,610 Baht by cancelling 13,885 authorized but unissued shares at the par value of 1 Baht per share and the amendment of the Clause 4 of the Memorandum of Association pursuant to the reduction of the registered capital of the Company.
4. Approved to propose that the Shareholders' Annual General Meeting to consider and approve the increase of the registered capital of the Company from 4,201,620,610 Baht to 4,641,789,065 Baht by

issuing 440,168,455 new ordinary shares at the par value of 1 Baht per share, as stock dividend and the adjustment of exercise ratio resulting from the issuance of stock dividend, and the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital of the Company.

5. Approved to propose that the Shareholders' Annual General Meeting to consider and approve the allocation of the newly issued shares (1) as stock dividend; and (2) as a reserve for the adjustment of exercise ratio resulting from the issuance of stock dividend and approved to authorize the Board of Directors or any person designated by the Board of Directors or by the authorized directors to undertake any acts necessary for the capital increase, the issuance of newly issued shares and the allocation of the newly issued shares of the Company.
6. Approved to propose that the Shareholders' Annual General Meeting re-elect 1) Mr. William E. Heinecke 2) Mr. Anil Thadani and 3) Mr. Patee Sarasin who will retire by rotation to serve as the Company's directors for another term, and that Mr. Patee Sarasin be appointed as a member of the Audit Committee for another term.
7. Approved to propose the following directors' remunerations for the year 2015 to the Shareholders' Annual General Meeting for approval:

Directors	<i>(Baht)</i>
<i>For Executive Directors (per annum per director)</i>	200,000
<i>For Non-executive Directors</i>	
Quarter Meeting (per quarter meeting per director)	300,000
Other Meeting (per meeting per director)	25,000
Audit Committee	
<i>For Chairman of Audit Committee</i>	
Annual Fee (per annum)	200,000
Meeting Fee (per quarter meeting)	60,000
<i>For Member of Audit Committee</i>	
Annual Fee (per annum per person)	100,000
Meeting Fee (per person per quarter meeting)	40,000
Nominating and Corporate Governance Committee	
Chairman of Nominating and Corporate Governance Committee (per annum)	150,000
Member of Nominating and Corporate Governance Committee (per annum per director)	100,000
Other than an Annual Meeting (per meeting per director)	25,000
Compensation Committee	
Chairman of Compensation Committee (per annum)	150,000
Member of Compensation Committee (per annum per director)	100,000
Other than an Annual Meeting (per meeting per director)	25,000

In addition to the remuneration, directors also received director privileges, whose value is equivalent to Baht 25,000 per property per year for the director and his or her immediate family.

8. Approved to propose that the Shareholders' Annual General Meeting to consider and appoint:
 - 1) Mrs. Anothai Leekitwattana Certified Public Accountant (Thailand) No. 3442 and/or
 - 2) Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and/or
 - 3) Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760

of PricewaterhouseCoopers ABAS Limited ('PwC') as the Company's auditors, any one of them being appointed to have the power to audit and express opinion on consolidated financial statement and separate financial statements of the Company; and approve the auditing fee for the Company for the year 2015 of not more than 1,980,000 Baht which is an increase of 90,000 Baht from the audit fees of the year 2014 which was 1,890,000 Baht. The increase of auditing fees is considered on the basis that the Company has continuous investment expansions both domestically and internationally. The Auditor's scope of work and responsibility are, thus, increased in accordance with the said expansion.

9. Approved to hold the Annual General Meeting of shareholders No. 22/2015 on April 3, 2015 at 2.00 p.m. at Astor Ball Room, The St. Regis, Bangkok with the following agenda:

- Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on October 13, 2014
- Agenda 2 To consider and acknowledge the annual report and the Board of Directors report on the Company's performance for the year 2014
- Agenda 3 To consider and approve the financial statements for the year ended December 31, 2014 including the auditor's report
- Agenda 4 To consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2014
- Agenda 5 To consider and approve the reduction of the registered capital of the Company from 4,201,634,495 Baht to 4,201,620,610 Baht by cancelling 13,885 authorized but unissued shares each at the par value of 1 Baht and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital
- Agenda 6 To consider and approve the increase of the registered capital of the Company from 4,201,620,610 Baht to 4,641,789,065 Baht by issuing 440,168,455 new ordinary shares each at the par value of 1 Baht and the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital
- Agenda 7 To consider and approve the allocation of the newly issued shares (1) as stock dividend; and (2) as a reserve for the adjustment of exercise ratio resulting from the issue of stock dividend
- Agenda 8 To consider and elect the directors to succeed the directors completing their term for the year 2015
- Agenda 9 To consider and fix the directors' remunerations for the year 2015
- Agenda 10 To consider and appoint the auditors for the year 2015 and fix the auditing fee

10. Approved to determine the Record Date and book closure date pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (as amended) as follows:

The Record Date to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholders No. 22/2015, which will be held on April 3, 2015, shall be March 9, 2015. The list of shareholders shall be collected by book closure pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on March 10, 2015.

Please be informed accordingly.

Best regards

-Signed-

Ms. Trithip Sivakriskul
Corporate Chief Financial Officer