

Minutes of the 2016 Annual General Meeting of Shareholders
of
Padaeng Industry Public Company Limited

The Meeting was held on Monday, 25 April 2016 at 14.00 hr, Ballroom, Queen Sirikit National Convention Center, No.60 Ratchadapisek Road, Khlong Toei District, Bangkok 10110, Thailand.

Company Secretary, Dr. Surin Tantichareonkiat, convened the Meeting, by welcoming the shareholders and introducing Mr. Arsa Sarasin, Chairman of the Board and Chairman of the Meeting, the Directors and Management to the Shareholders as follows:

The directors attended the meeting;

- | | |
|---------------------------|---|
| 1. Mr. Arsa Sarasin | Chairman of the Board- Chairman of the Meeting |
| 2. Mr. Francis Vanbellen | Managing Director and Executive Committee Member |
| 3. Mr. Sadawut Taechaubol | Director and Executive Committee Chairman |
| 4. Mr. Tommy Taechaubol | Director and Executive Committee Member and
Nomination and Remuneration Committee Member |
| 5. Ms. Wimol Chatameena | Director |
| 6. Mr. Vinai Vamvanij | Independent Director, Executive Committee Member
and Audit Committee Chairman |
| 7. Mr. Aswin Kongsiri | Independent Director, Audit Committee Member,
Executive Committee Member and Nomination and
Remuneration Committee Chairman |
| 8. Mr. Pinit Vongmasa | Independent Director and Nomination and Remuneration
Committee Member |

The director excused from the meeting;

- | | |
|--------------------------|---|
| 1. Ms. Prapa Puranachote | Director and Executive Committee Member |
| 2. Mr. Karel Vinck | Independent Director and Audit Committee Member |

Others attended the meeting;

- | | |
|-------------------------------|------------------------------------|
| 1. Mrs. Woratip Rerkpiboon | Cooperate Vice President - Finance |
| 2. Dr. Surin Tantichareonkiat | Company Secretary |

In addition, there were also executive officers of the Company in the front row seat of the stage who were prepared to provide further clarification and information in the event that any relevant queries were asked.

Dr. Surin Tantichareonkiat, the Company Secretary, reported that 541 of the Company's 6,449 shareholders were present either in person or by proxy, representing 106,596,721 of the 226,000,000 issued and paid-up shares or 47.17%. As over one third of the issued and paid-up shares were represented, the quorum was met as stipulated by the Article 32 of the Company's Articles of Association.

After introducing the two auditor representatives from PricewaterhouseCoopers ABAS Limited, Mrs. Nattaporn Phan-Udom and Ms. Prim Menasook, to the Shareholders he introduced Ms. Thipaporn Unsiri, representative from Thai Investor Institute and Ms. Suthawan SakKosol, representative from Ministry of Finance, who would witness the vote counting. He then explained the voting procedures to the shareholders as follows:

Vote and vote counting procedure.

“According to AOA no. 34 of the Company each shareholder and proxy holder shall have one vote for each share”

In counting the votes, only the votes of disapproval and abstention in each agenda item will be counted by way of raising their hand to signify the Meeting staff to collect their ballots. Such disapproved or abstained votes will then be deducted from the total number of votes of shareholders present at the Meeting and the remaining number will be treated as approval for that agenda. Also all the voting in advance by proxy will be treated as such. A resolution shall be passed by a majority vote of shareholders as per the Company AOA.

Results of vote counting will be announced to the meeting after the following agenda.

The total number of shareholders or proxies in each agenda item may vary since some shareholders or proxies may attend the meeting late or leave early.

With the shareholders’ acknowledgement and approval of the voting procedures, the Chairman proceeded to the Meeting’s agenda.

I. Chairman’s announcement (if any).

Chairman asked Company Secretary to report the shareholding position of the Company. Dr. Surin reported that as of 22 March 2016, date the share register book was closed for this meeting, the Company had a total of 6,449 shareholders, consisting of 6,424 Thai nationals holding 224,340,490 shares or 99.27%, and 25 foreign nationals holding 1,659,510 shares or 0.73 %.

The Audience took note of the information.

II. To consider and approve the minutes of the 2015 Annual General Meeting held on 27 April 2015.

The Chairman called upon the shareholders to consider and approve the minutes of the 2015 Annual General Meeting of Shareholders, which took place on 27 April 2015.

The shareholders adopted the minutes by the votes as follows:

Approved, representing	105,561,803	votes, equivalent to	99.9880%
Disapproved, representing	0	vote, equivalent to	- %
Abstained, representing	12,600	votes, equivalent to	0.0119%
Voided Ballot	0	vote, equivalent to	- %

III. To consider and acknowledge the Annual Report of the Board of Directors for the year 2015.

The Chairman reported that Article 35(1) of the Company’s Articles of Association stated that the Annual General Meeting “consider and acknowledge the report showing the Company’s performance in the previous year.”

Upon invitation by the Chairman, Mr. Francis Vanbellen, the Managing Director, started the presentation by as follows:

Company's vision

PDI operates its business by fostering balanced concerns for the communities and the environment aiming to effectively safeguard our eco systems. Driven by innovation and sustainable growth, we maximize added value for our clients, with respect to our people and the environment. We support the communities in which we operate and give the best possible return to our shareholders.

2015 Financial Results.

- From the 2015 consolidated financial statement PDI remain positive at 151MB, despite pressure from extreme low zinc prices but are supported by the THB/USD depreciation and low energy prices

- PDI's Board of Directors decided to cease conventional zinc operations by the end of 2017. Provisions for personnel and assets impairments have been recognized in 2015. Also depreciations have been accelerated.

In the meeting MD presented additional slides to further explain important financial figures, financial ratio and the past 5 year's production figures to the shareholders.

Ceasing of conventional Zinc Operations.

The Mae Sod mine deposit has been PDI's source of profitability for over 30 years. It will be fully depleted and cease operations by 2016. The ceasing of other conventional zinc operations is thus unavoidable.

The Rayong roaster will cease its operations by the end of 2016. The Tak smelter will cease operations at the same time, to continue only Zinc metal production from cathode and PLP (Padaeng Leached Product) production in 2017.

PDI has set up legal and severance payment & separation premium with total cash impact of 417MB. Also in the plan is the accelerate depreciation according to the cease zinc operation plan. At the same time PDI has planned its new organization structure to align with new sustainable green business.

New Business Strategies:

New strategies will be based on development of sustainable business and will venture into the following sectors:

PDI Materials: (processing of high value added metal product from recycled waste) PDI Materials has entered into a joint venture agreement with Carbon Reduction Technology AS (CRT), PDI-CRT has gained exclusive rights in Thailand to employ ScanArc Plasma Technologies AB of Sweden to produce high value added metal product from recycled waste. If confirmed, commercial operations can start within 2018 at PDI's Rayong plant.

PDI Energy: (investment in renewable energy business) has signed and investment agreement of 5,949 MY (approximately 1,910 MB) to build 15 MW solar farms in Japan which expect to be finished by quarter 2 of 2016.

PDI Eco (investment in industrial waste management): PDI's aim to use our plant at Tak to be the center of industrial waste management by joint ventured with leading foreign company. PDI has also signed the memorandum of understanding with Department of Industrial Works to support the feasibility study of the project on 19 April 2016.

Last but not least, Mr. Francis showed the future revenue structure of PDI, the major revenue for 2017 is still coming from zinc business. From 2018 onwards, revenue will come from energy sector, industrial waste management and value added metal product from recycled waste.

The Shareholders acknowledged the Company's performance results, the Board of Directors report for the year 2015, the ceasing of conventional zinc business and the new business strategy of the company.

Chairman invited the shareholders for any comments or questions which are acknowledged and answered by Chairman and MD. Questions and answered are summarized below:

1. How difficult is it for the Company to venture into the new businesses?
2. PDI's has its new major investors, is there difficulty of working with the new investor and how confidence is the company on this issue?

Mr. Sadawut: As the representative of CGH, the new major shareholder, we would like to support MD's explanation that as the Maesod mine is running out and that there will be a ceasing of the mine by year end. We feel that PDI has its opportunities to invest into new business after its zinc closure. We highly believe in PDI's potential to invest in its new business structure into energy, waste management and environmental business.

Chairman: PDI will invest in waste management business in Tak and will sign an agreement this coming Friday and will take two years for environment impact study. In Rayong PDI will sign a joint venture agreement with an European country for waste recycle business. PDI's has also invested in solar farm in Japan.

Thai Investors Association Representative:

3. How confidence of the Company in ventures into the new business?
4. What will the impact be to the shareholders of investing into the new business?
5. Has the risk in earth quake been taken into account in the investment in solar farm in Japan?
6. Does the company feel confidence that it will be certified by year end 2016 after submitting the declaration of intent to CAC according to what has been published in the annual report?

MD: PDI has personnel with experience and technical expertise and is confidence that it can be applied to our new businesses especially in industrial waste management.

Our new businesses strategies will have positive impact to our shareholders since it will be steady stream of income and will not be fluctuated as in the current conventional zinc business which it results based mainly on LME zinc price.

Construction in Japan must conform to their standard for earth quake prevention; as such earth quake risk has been taken into consideration for building its solar farm.

Company Secretary: PDI's certification process roadmap in Private Sector Collective Action Coalition against Corruption or CAC is as follows:

- Submitted the declaration of intent to CAC on 21 Sep 2015 (No.521)
- Q1-2016: Conducted corruption risk assessment
- Q2 and Q3-2016: Post the policy on the intranet and website, Communicate to public and Set up the annual training plan
- Q4-2016: Propose in the board meeting and Audit Committee meeting to review and sign in Nov 2016
- Submit the documents to CAC by Dec 2016.

Presently, PDI has carried out as CAC's Self-Evaluation Tool at 63 from 71 indicators. The 8 remaining indicators are in the plan and we expect to get the certification from CAC early next year.

7. Why do PDI stop the PDI Surat Biomass project and is there any provision for the project? Will this happens to other projects?

MD: PDI Surat Biomass Co., Ltd. has problems in both community acceptance and raw materials supply, as such the project is on holds until there is an definite answer. PDI has also set the provision for this. As for other projects it will be considered on a case by case basis.

8. Why is PDI's investment in Japan solar farm which is around 126 MB/MW higher than that of other companies which is around 100 MB/MW?

MD: Investment in solar farm in Japan is higher than solar farm in Thailand. Actually PDI's investment in Japan is at the similar level to other companies' investment in Japan when it is taken into consideration of the level of risk in the project.

IV. To consider and approve the Balance Sheet and Profit and Loss Statements for the fiscal year ended at 31 December 2015.

The Company Secretary reported that Article 35(2) of the Company's Articles of Association states that the Annual General Meeting "Considering and approving the balance sheet and profit and loss statements as of the end of the fiscal year of the Company" and Section 112 of the Public Limited Companies Act B.E. 2535 (1992) provides that "the Board of Directors shall prepare the Balance Sheet and Profit and Loss Statements at the end of the Company's fiscal year to be proposed to the Annual General Meeting for approval". Details of the Balance Sheet for the fiscal year ended at 31 December 2015 appeared in Attachment No. 2 in the Financial Statements and Profit and Loss section for the fiscal year ended 31 December 2015 which have been audited by the Company's Certified Public Auditor.

Summary of the significant figures are as follows:

Brief important figures	Year 2015	Year 2014
Total Assets (Million Baht)	5,104.74	5,550.08
Total Liabilities (Million Baht)	1,523.80	2,224.87
Total Shareholders' Equity (Million Baht)	3,580.95	3,325.21
Total Revenues (Million Baht)	4,868.14	5,593.07
Net loss for the year attributable to owners of the parent (Million Baht)	150.76	461.13
Earnings (loss) per share (Baht/Share)	0.67	2.04

From Consolidated Financial Statements

The Chairman invited the shareholders to ask the questions. There was no question, The Chairman then asked the shareholders to consider and approve the Balance Sheet and Profit and Loss Statements for the fiscal year ended at 31 December 2015.

The shareholders approved the Balance Sheet and Profit and Loss Statements for the fiscal year ended at 31 December 2015 by the votes as follows:

Approved, representing	106,426,773	votes,	equivalent to	99.8628%
Disapproved, representing	0	vote,	equivalent to	- %
Abstained, representing	146,200	votes,	equivalent to	0.1371%
Voided Ballot	0	vote,	equivalent to	- %

V. To approve the change of the principal business of the Company;

The Company Secretary reported that the Company assessed how to assure the continuation of its conventional zinc business after the depletion of the Mae Sod zinc mine in the course of 2016. PDI's Zinc business would entirely depend on imported ores, mainly from South-America and Australia, which will invoke a sharp increase of logistic and production costs. Hence operational expenses would largely exceed revenues from the zinc business and PDI might generate continuous losses. Consequently the PDI Board of Directors adopted a resolution in February 2016 to cease its conventional zinc business operations by the end of 2017.

The Company has set its business strategy to create sustainable revenues from green businesses being, PDI Materials, PDI Eco, and PDI Energy; with the intention of targeting added value materials, waste management and renewable energy projects.

Article 34 (2) of the Company's Articles of Association stated that the company may change the principal business of the Company when a resolution shall be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Chairman invited the shareholders for any comments or questions which are acknowledged and answered by Chairman and MD. Question and answered are summarized below:

1. Will the revenue of PDI for this year decrease and if so by how much? Also what will be the main revenue for this year?

MD: Main revenue for this year will be come from conventional zinc operation similar to last year. The amount will of course depend of LME zinc price. As from next year onwards, part of the revenue will still come from zinc operation but PDI will start to have revenue from its solar farm investment.

Chairman: At present, PDI of zinc stock around 15,000 tons. If sold it will be in cash in the amount of billion Baht for the Company but the zinc price is low at this moment. PDI will have enough cash for its new businesses such as investment in Tak, joint venture with European company to invest in recycle business. The future of the Company is getting better and better.

The Chairman then asked the shareholders to consider and approve the Company's new business strategy to create sustainable revenues from green businesses.

The shareholders approved the Company's new business strategy to create sustainable revenues from green businesses as proposed by the votes as follows:

Approved, representing	106,581,920	votes, equivalent to	99.9861%
Disapproved, representing	0	vote, equivalent to	- %
Abstained, representing	14,801	votes, equivalent to	0.0138%
Voided Ballot	0	vote, equivalent to	- %

VI. To consider and approve the distribution of dividends for 2015.

The Company Secretary reported that Article 35(3) of the Company's Articles of Association stated that the distribution of dividends must be approved by the shareholders. Section 116 of the Public Limited Companies Act B.E. 2535 (1992) provides that the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until the fund attains an amount not less than 10% of the registered capital or as higher as stipulated in the Articles of

Association or other laws. Article 41 of the Company's Articles of Association stipulates that no dividends may be declared from any money except from the profits. In the case where the Company has an accumulated loss, the declaration of dividends shall be prohibited. However, the Company's legal reserve has reached the amount required by law.

The Company will normally pay dividends up to 50% of the net profits after deduction of the corporate income taxes, unless it is necessary for the Company to use the money for future expansion.

From the Company's Financial Statements, the Company has a net loss for the year 2015 in the amount of 64.18 million Baht which has decreased from the year 2014, the net profit of which was 463.88 million Baht. As such the Board of Directors is of the opinion that the dividend payment for 2015 at 0.20 Baht per share be paid from the retained earnings of the Company. The dividends will be declared to the Shareholders totaling 226 million shares amounting to 45.20 million Baht. The dividend decreases from last year and is not in line with the normal dividend policy because it is to be paid from the retained earnings of the Company.

Such dividend payment at 0.20 Baht was derived from the retained earnings of the Company which was subject to corporate income tax of 20%. Therefore, the natural person shareholders shall be entitled to a tax credit according to Section 47 bis of the Revenue Code.

The record date will be set on Monday 9 May 2016 to determine the list of shareholders entitled to receive dividends and the shareholders register book-closing date and suspending share transfer on Tuesday 10 May 2016 to compile the list of the shareholders pursuant to Section 225 of the Securities and Exchange Act. The shareholders shall be entitled to receive such dividends within 10 years. And the dividend payment date shall be on Thursday 19 May 2016.

The Chairman invited the shareholders to ask the questions. There was no question, the Chairman then asked the shareholders to consider and approve the dividend payment for year 2015 at 0.20 THB/share.

The shareholders approved the distribution of dividends for 2015 as proposed by the votes as follows:

Approved, representing	105,526,121	votes,	equivalent to	98.9956%
Disapproved, representing	1,058,000	votes,	equivalent to	0.9925%
Abstained, representing	12,600	votes,	equivalent to	0.0118%
Voided Ballot	0	vote,	equivalent to	- %

VII. To consider and approve the appointment of new director and directors to replace those who are due to retire by rotation;

The Company Secretary announced In compliance with Article 22 and Article 35(4) of the Company's Articles of Association, among a total of 10 directors, 4 persons who are due to retire by rotation in this Annual General Meeting are Mr. Arsa Sarasin, Mr. Aswin Kongsiri, Ms. Wimol Chatameena and Mr. Francis Vanbellen.

During October-December 2015, the Company gave the minority shareholders an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the director of the Company. There were also nominated persons mentioned in the Nomination and Remuneration Committee (NRC) meeting for consideration. The NRC had considered the qualification of all the nominees and recommended to the Board of Directors to submit the names of the 4 retiring directors to the Annual General Meeting for reelection for another term.

In this occasion the Chairman was due to retire by rotation in this Annual General Meeting. He then invited Mr. Vinai Vamvanij, Audit Committee Chairman, to be the Chairman of the meeting for this agenda.

The Audit Committee Chairman reported that the Board of Directors at its meeting No. 01-2016 on 18 February 2016 has considered qualifications of each nominated director and agreed with the NRC's recommendation that the 4 persons are knowledgeable and have experiences in the Company's line of business which would be beneficial to the Company. The Board proposed that the four retiring directors, namely, Mr. Arsa Sarasin, Mr. Aswin Kongsiri, Ms. Wimol Chatameena and Mr. Francis Vanbellen be re-elected to hold the position for another term.

The Company Secretary reported that also the Board of Directors would like to inform the meeting that since the Company has set its business strategy to create sustainable revenues towards green businesses namely, PDI Materials, PDI Eco, and PDI Energy; with the intention of targeting added value materials, waste management and renewable energy projects after the ceasing of zinc business, having a director on Board with the experience in these fields will be beneficial to the Company.

The Board agreed with the Nomination and Remuneration Committee to nominate Mr. Kurujit Nakornthap, Former Permanent Secretary of Ministry of Energy and currently, member of the National Reform Steering Assembly, Thailand, who had knowledge and experiences in the Company's new business line which would be beneficial to the Company, to be the Independent Director of the Company. The total number of directors would then be 11 members.

In addition, The Board of Directors would like to inform the meeting that in year 2015-2016 the Board agreed with the Nomination and Remuneration Committee has appointed the directors as company's directors to fill the seat left vacant by the resignation of the directors for the remaining term in accordance with Article 25 of the Company's Articles of Association as follows:

1. Mr. Tommy Taechaubol, Director
2. Ms. Prapa Puranachote, Director
3. Mr. Sadawut Tachaubol, Director
4. Ms. Wimol Chatameena, Director

The curriculum vitae of the nominated persons, number of ordinary shares held in the Company, position as Director of managerial level in the listed company and other businesses including relationship of the nominated persons.

The Audit Committee Chairman asked the shareholders to consider and approve to re-elect the 4 directors who were due to retire by rotation as directors for another term and appointed Mr. Kurujit Nakornthap as the new director of the Company as proposed. The total number of directors would then be 11 members. The Company Secretary asked the shareholders to vote 5 directors in the same time.

The Shareholders approved to re-elect the 4 directors who were due to retire by rotation as directors for another term and appointed Mr. Kurujit Nakornthap as the new director of the Company as proposed. The total number of directors would then be 11 members with the votes as follows:

1. <u>Mr. Arsa Sarasin</u> , Chairman			
Approved, representing	106,071,521	votes, equivalent to	99.5073 %
Disapproved, representing	512,600	votes, equivalent to	0.4808 %
Abstained, representing	12,600	votes, equivalent to	0.0118 %
Voided Ballot	0	vote, equivalent to	- %

2. <u>Mr. Aswin Kongsiri</u> , Independent Director			
Approved, representing	104,511,821	votes, equivalent to	98.0441 %
Disapproved, representing	2,072,300	votes, equivalent t	1.9440 %
Abstained, representing	12,600	votes, equivalent to	0.0118 %
Voided Ballot	0	vote, equivalent to	- %
3. <u>Ms. Wimol Chatameena</u> , Director			
Approved, representing	106,071,521	votes, equivalent to	99.5073 %
Disapproved, representing	512,600	votes, equivalent to	0.4808 %
Abstained, representing	12,600	votes, equivalent to	0.0118 %
Voided Ballot	0	vote, equivalent to	- %
4. <u>Mr. Francis Vanbellen</u> , Managing Director			
Approved, representing	106,260,021	votes, equivalent to	99.6841 %
Disapproved, representing	317,900	votes, equivalent to	0.2982 %
Abstained, representing	18,800	votes, equivalent to	0.0176 %
Voided Ballot	0	vote, equivalent to	- %
5. <u>Mr. Kurujit Nakornthap</u> , Independent Director			
Approved, representing	106,577,921	votes, equivalent to	99.9823 %
Disapproved, representing	0	vote, equivalent to	- %
Abstained, representing	18,800	votes, equivalent to	0.0176 %
Voided Ballot	0	vote, equivalent to	- %

VIII. To consider and approve the directors' remuneration and consider no bonus payment to directors for the year 2015;

The Company Secretary announced that Article 27 of the Company's Articles of Association stipulated that "Directors shall be entitled to the remuneration in the form of reward, fees for attending a meeting, gratuity, bonus or other benefit as the Shareholders' Meeting considers. The remuneration may be fixed at a definite amount or prescribe by rule and fixed at a definite amount from time to time or taken effect until changes have occurred." and Section 90 of the Public Limited Companies Act B.E. 2535 (1992) provides that "the Company shall not pay any money or asset to the directors unless it is a payment of remuneration as stipulated in the Company's Articles of Association. In the event that the Articles of Association is not stipulated, the payment of remuneration shall be in accordance with the shareholders' resolution with a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting".

The Board recommends the shareholders to approve the Directors' remuneration and sub committees' remuneration for the year 2016 at the same rate which had been previously approved in the 2015 Annual General Meetings, except the Executive Committee which has been established on 10 November 2015 and no bonus payment to the Directors for the year 2015 by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting. Details are as follow:

1. The Remuneration for the Board of Directors and sub committees:

1.1 The Board of Directors' Remuneration;

Remuneration	Executive Director	Non-Executive Director
1. Retaining Fee	-	200,000Baht/year/director
2. Meeting Fee	-	Chairman: 20,000 Baht/meeting Board member: 15,000 Baht/meeting
3. Bonus	-	1% of the dividends distributed to the shareholders, to be divided among the Non Executive Directors.

1.2 The Sub Committees' Remuneration;

The Sub-Committees *	Meeting Fee	Annual Fee
1. Audit Committee	-	200,000 Baht/year/director
2. Executive Committee	Chairman: 25,000 Baht/meeting Member: 20,000 Baht/meeting	-
3. Nomination & Remuneration Committee	20,000 Baht/meeting	-

Note: * For Non Executive Directors only.

2. Directors' Bonus;

The Company normally pays bonus to the Non-Executive Directors not exceeding 1 percent of the dividends distributed to the shareholders.

In 2015, from Company's Financial Statement, the Company has a net loss of 64.18 million Baht, the Nomination and Remuneration Committee had proposed that no bonus payment for the non- executive directors for the year 2015.

Total Directors' Bonus (Baht)	<u>Year 2015</u> No payment	<u>Year 2014</u> 904,000
-------------------------------	---------------------------------------	-----------------------------

3. Other Benefits;

None

Chairman invited the shareholders for any comments or questions which were acknowledged and answered by the Company Secretary. Question and answered were summarized below:

1. The newly appointed director (Dr. Kurujit Nakornthap) will receive only annual director fee and meeting fee, is this correct?

Company secretary: Yes, Non executive director will only receive annual director fee and meeting fee.

The Chairman then asked the shareholders to consider and approve the directors' remuneration for the year 2016 and consider no bonus payment to Directors for the year 2015.

The shareholders approved the directors' remuneration for the year 2016 and consider no bonus payment to Directors for the year 2015 as proposed by the votes as follows:

Approved, representing	106,584,121 votes, equivalent to	99.9881 %
Disapproved, representing	0 vote, equivalent to	- %
Abstained, representing	12,600 votes, equivalent to	0.0118 %
Voided Ballot	0 vote, equivalent to	- %

IX. Approve the appointment of the Company's auditors for the year 2016-2018 and approve the audit fees;

The Company Secretary announced that Article 35(5) of the Company's Articles of Association stipulated that the Annual General Meeting shall "consider and approve the appointment of an auditor and fix the auditing fee" and Section 120 of the Public Limited Companies Act B.E. 2535 (1992) provides that "the Annual General Meeting shall appoint an auditor and fix the auditing fee for the company every year. In appointing an auditor, the former auditor can be re-appointed."

The Audit Committee has elected PricewaterhouseCoopers ABAS Limited to be the auditor of the Company for 15 years during the years 2001-2015 because of its high standard, expertise and good working record with reasonable fee.

For 2016 the Audit Committee proposes that Ms.Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430, who has audited, gave suggestion and signed the Financial Statement of the Company, as the auditor, for 1 year (year 2015), or Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 (who has never signed the Financial Statements of the Company) or Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No.4095 (who has never signed the Financial Statements of the Company), of PricewaterhouseCoopers ABAS Ltd. be appointed as the Company's auditors for the year 2016-2018 subject to yearly approval from the shareholders' meeting, any one of them being authorised to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorised to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.

The 2016 audit fee is lower than the last year audit fee (actual expenses). As such the proposed fees comprise the following:

	<u>Unit: Baht</u>				
Details	<u>Year 2018</u>	<u>Year 2017</u>	<u>Year 2016</u>	<u>Year 2015*</u>	<u>Year 2014*</u>
<u>Audit fee</u>					
- Padaeng Industry Plc.	3,032,000	2,966,000	2,900,000	2,900,000	2,900,000
- Subsidiaries & Consolidation	460,000	458,000	456,000	591,000	446,000
<u>Non-Audit fee</u>					
- Auditing of financial statement prepared under other guidelines	None	None	None	None	None
- Professional work	None	None	None	None	None
- Consultant	None	None	None	None	None
Total	<u>3,492,000</u>	<u>3,424,000</u>	<u>3,356,000</u>	<u>3,491,000</u>	<u>3,346,000</u>

* Actual expenses

PricewaterhouseCoopers ABAS Ltd. and the proposed auditing firm has no relationship or conflict of interest with the Company, the Managerial Persons of the Company, Majority Shareholders or Related Persons of the said persons.

Chairman invited the shareholders for any comments or questions which were acknowledged and answered by the Audit Committee Chairman and Company Secretary. Question and answered were summarized below:

1. Representative of MOF noted that the amount of audit fee for 2015 as approved by the shareholders meeting is 3,346,000 THB. The actual amount for year 2015 is 3,491,000 THB which is higher than the approved amount and would ask the Company to rectify the situation to be in accordance with any laws that applied to the case.

Chairman of Audit Committee: The actual amount is higher than the approved amount due to the fact that PDI has set up two new subsidiaries during the year namely PDI Surat Biomass Co., Ltd. with audit fee of 100,000 THB and PDI-CRT Co., Ltd. with the audit fee of 45,000 THB, as such the audit fee increased by 145,000 THB.

Company Secretary will consult with legal team to rectify the situation as required.

The Chairman then asked the shareholders to consider and approve for PricewaterhouseCoopers ABAS Ltd. to be appointed as the Company's Certified Public Auditors for the year 2016-2018 subject to yearly approval from the Annual General Meeting and approve the annual auditing fees for the year 2016 of 3,356,000 Baht.

The Shareholders approved for PricewaterhouseCoopers ABAS Ltd. to be appointed as the Company's Certified Public Auditors for the year 2016-2018 subject to yearly approval from the Annual General Meeting and approved the annual auditing fees for the year 2016 of 3,356,000 Baht as proposed with the votes as follows:

Approved, representing	106,577,921 votes,	equivalent to	99.9823 %
Disapproved, representing	0 vote,	equivalent to	- %
Abstained, representing	18,800 votes,	equivalent to	0.0176 %
Voided Ballot	0 vote,	equivalent to	- %

X. Approve the amendment to the Company's Articles of Association;

From the year 2016 the Strategic Committee will be replaced by the setup of Executive Committee, therefore the management proposed to the Board of Directors to amend Chapter 4 Board of Directors; Article 16 and to delete Article 17 of the Company's Articles of Association to read as follow:

Chapter 4 Board of Directors

Article 16. The Board of Directors of the Company shall have the following authority and duties:

- (1) to manage the Company in accordance with laws, the Articles of Association, the Objectives of the Company and resolutions of the Meeting of shareholders;
- (2) to determine interim dividends for shareholders;
- (3) to determine payment of gratuity and award to officers or employees of the Company or of any persons who work for the Company on a permanent or non-permanent basis except for gratuity, pension or any other remuneration of the Directors;
- (4) to consider any strategic report. ~~and assessment submitted by the Strategic Committee.~~

In performing its powers and duties, the Board of Directors of the Company may assign the Managing Director, any or several directors or other person(s) to perform any act on behalf of the Board of Directors pursuant to these Articles of Association.

~~**Article 17.** There shall be a Strategic Committee established by the resolution of the Board of Directors meeting. The members of the Strategic Committee shall be comprised at least three (3) directors as follows: the Managing Director who shall be a member of the Strategic Committee by his post, and the other members of the Strategic Committee who shall be appointed by the Board of Directors' meeting. The Strategic Committee shall prepare and provide strategic reports and assessments of the Company and make recommendations to the Board of Directors in such relation. Any and all matters relating~~

~~to the strategy of the Company must be referred to the Strategic Committee who shall submit and/or recommend the matters for consideration of the Board of Directors. The Strategic Committee will act as advisors to the Board of Directors but will not have any decision making authority.~~

Section 31 of the Public Limited Companies Act B.E. 2535 (1992) stipulated that the company may amend its memorandum of association or articles of association only when a resolution therefore has been passed at the shareholders meeting by not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

The Chairman invited the shareholders to ask the questions. There was no question, the Chairman then asked the shareholders to consider and approve the amendment to Chapter 4 Board of Directors; Article 16 and the deletion Article 17 of the Company's Articles of Association as proposed.

The Shareholders approved the amendment to Chapter 4 Board of Directors; Article 16 and the deletion Article 17 of the Company's Articles of Association as proposed with the voted as follows:

Approved, representing	106,575,720	votes,	equivalent to	99.9802 %
Disapproved, representing	0	vote,	equivalent to	- %
Abstained, representing	21,001	votes,	equivalent to	0.0197 %
Voided Ballot	0	vote,	equivalent to	- %

IX. Other matter

The Chairman informed the meeting that this agenda provided an opportunity for the shareholders holding aggregate number of no less than one-third of the total number of the issued shares to propose other businesses for consideration at the meeting in addition to those proposed by the Board.

There was no other matter presented to the meeting.

Company Secretary then informed the meeting that the company will post the minutes of 2016 Annual General Meeting of Shareholders, both in Thai and English, on the Company's website within 14 days and 30 days respectively following the meeting.

Shareholders with any queries or suggestions on the minutes could notify the Company Secretary within one month from the meeting date. From the year 2017 onward, the consideration and adoption of Minutes of Meeting will be removed from the agenda, as practiced by several listed companies, since the meeting resolutions shall be effective immediately upon completion of the meeting and there is no legal requirement to propose such agenda.

Company Secretary also asked the shareholders to submit their approved voting cards in the drop box at the exit for future reference.

The Chairman then closed the meeting and invited the shareholders to comment and ask questions. The questions and answers by Chairman and MD are summarized as follows:

1. For year 2016, what is the breakeven LME zinc price for the Company?

MD: It depends on a few factors, namely exchange rate, premium, amount of Mae Sod zinc share in the production, approximately it will be around 2,000 USD/ton. At current zinc price and exchange rate, PDI expects to be breakeven or have a little profit, please wait for the Q1's result which will be announced shortly after the financial statement has been reviewed by the auditor.

2. At Tak province there is project of power plant from municipal waste, is PDI interested in investing in such project?

MD: PDI is interested in such project and is performing the feasibility study on the project. The main factors are whether or not there is enough municipal waste and if the tipping fee is high enough for the project to be feasible.

3. Solar farm project in Thailand has the uncertainty of obtaining the PPA, if there is no PPA granted, does PDI have any backup plan?

Chairman: It is the fact that there is still uncertainty in these type of project by the government, PDI has thus invested in solar project in Japan and also joint venture with foreign companies to invest in Tak and Rayong for recycle of industrial waste.

4. What about the project of wind farm?

MD: For wind farm PDI has information and plan ready on hands, however due to the uncertainty of obtaining the PPA the project is at the moment on holds.

5. News indicates that there are a few biomass power plants with have liquidity problem, is PDI interested in takeover of such projects and if so please proceed with caution.

MD: PDI has investigated into approximately 10 projects but no decision has been made to take over any of such plant. Besides liquidity problem, most plants also have problem with raw materials supply.

6. What is the revenue structure of the Company?

MD: The revenue structure of PDI has been explained in agenda item no. 3 which is as follows: revenue for 2017 will be from our conventional zinc business. From 2018 onwards, revenue will be from energy business, waste management business and value added metal product from recycle of industrial waste.

7. Last year the Ministry of Finance has reduced its shareholding in company that is not in the strategic interest of the country, will there be any reduction of its shareholding in PDI?

Chairman: Ministry of Finance still holds the same shares in PDI which is 13.81%.

As there were no further comments, the Chairman called the Meeting adjourned at 16.18 hours.

Chairman of the Meeting

(Arsa Sarasin)
Chairman of the Board

(Surin Tanticharoenkiat)
Company Secretary