



**Invitation for Annual Shareholders' Meeting**

**For year 2016**

**T. Krungthai Industries Public Co., Ltd.**

**Wednesday, April 20, 2016**

**At 14:00 hrs**

Four Rivers 1 Rm., 1st Floor (River View),  
Ramada Plaza Bangkok Menam Riverside Hotel  
2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120, Thailand

Please bring the proxy form with you on the day of the meeting for  
convenience and quick registration



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### **For more information, please contact**

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#### **Investor Relation of T. Krungthai Industries Public Co., Ltd.**

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March 7, 2016

**Subject** Invitation to Attend the Annual General Shareholders' Meeting 2016

**Attention** Shareholders of T. Krungthai Industries Public Co., Ltd.

On Wednesday 24, 2016, during the Board of Directors Meeting of T. Krungthai Industries Public Co., Ltd., it was resolved to hold the Annual General Shareholders' Meeting for year 2016 on April 20, 2016, Thursday at 14.00 to be held at Four Rivers 1 Rm., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120, Thailand in order to consider various items on the agenda as follows :

**Agenda 1. To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2015**

**Objective & Reason** : The company held Annual General Shareholder's Meeting 2015 on April 23, 2015 and the company shall send details of the said meeting to Stock Exchange Market and to the Ministry of Industry which is shown on the company's website and the attachment no. 1.

**Opinion of Board** : The Annual General meeting should approve the minutes which was correctly and truly recorded.

**Agenda 2. To acknowledge the Company's Performance for fiscal year 2015**

**Objective & Reason** : Company's performance for fiscal year 2015 as per the company's Article of Association point no 40. For details please refer to the company's annual report as per document attached no. 2.

**Opinion of the Board** : The company's performance for the fiscal year 2015 has been acknowledged by the Directors.

**Agenda 3. To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended Dec 31 2015**

**Objective & Reason** : As per the regulation of public companies matra 112 in the year 1992 and pursuant to article 53 of company's articles of association, requesting the directors to consider and approve the Statement of Financial Position and Statement of Comprehensive Income at the end of each year and this report must be ready before the shareholder meeting. Details are shown in the annual report 2015.

**Opinion of the Board** : The Annual General Shareholder Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income ended Dec 31 2015 along with the auditor's report which has been already audited and approved by the auditors.

**Agenda 4. To consider the approval of the payment of dividends for fiscal year 2015**

**Objective & Reason** : The company has to pay the dividends to the shareholders not less than 40% of net profit of each year except if company have plans to invest on some investments. The dividends has to be approved during the shareholders' meeting.

Company's performance granted us a net total profit of Baht 12.39 million for fiscal year 2015 which bestows Baht 0.06 per share totaling Baht 12.84 million from NON BOI both of net profit and retained earning that according to the regulations of the company's dividends payment to the shareholders whose names appear on the register book as at March 9, 2016 and collect shareholders' names under Section 225 of the Securities and Exchange Act year 1992 The closing of share register book for the right to receive the dividend on March 10, 2016. The payment will be made on May 13, 2016. Comparison on the dividend payment for the previous year

Details of Dividends payment	2015	2014	2013
1. Net profit (million Baht)	12.39	19.45	38.96
2. Total Shares (million share)	214	214	214
3. Profit / share	0.06	0.09	0.18
4. Dividends/share (Baht / share )	0.06	0.10	0.15
5. Total paid shares (million Baht)	12.84	21.40	32.10

**Remark :** 1. Corporate tax rate at 20 % of net profit

2. Dividend from NON BOI both of net profit and retained earning

**Opinion of the Board :** The Annual General Meeting should approve the appropriation of the 2015 dividends payment at Baht 0.06/share totaling about Baht 12.84 million and the payment will be made on May 13, 2016.

**Agenda 5. To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

**Objective & Reason :** In accordance with the rules and regulations of public companies Matra 71 and pursuant to company's article of association no. 18 "In every Annual General Meeting one third of the total no. of directors shall resign and the following directors who are going to resign are: Mr. Kowate Limtrakul, Mr. Phreecha Techakraisri, Mr. Apichart Kasemkulsiri, Mr. Chumpol Techakraisri

The company had informed through the website inviting shareholders to propose names of qualified candidates for the directorship candidacy on 1<sup>st</sup> of October 2015 till 31<sup>st</sup> Dec. 2015 and also to propose agendas but there were no proposals received from the shareholders. The Nomination Committee and Directors who do not get any benefit nor loss commented that the 4 Directors have proven their best knowledge and abilities, experience and skill, therefore, the 4 resigning Directors shall be re-elected for another term. Should the 5 resigning directors been proposed to continue his/her duty to the company the said proposed directors are not allowed to vote for themselves. Resume of each Director are shown on the attachment no. 3

**Opinion of the Board :** The nomination committee considered that the 4 directors who are resigning by rotation and has been re-elected to continue their services for another term and as the board of directors is of opinion that these persons are qualified and have proven their good and best knowledge, competency and experience in managing the company in accordance to the regulations of public companies and that there is no law not to allow the re-election of the concerned directors.

**Agenda 6. To consider the approval of directors' remuneration for fiscal year 2016**

**Objective & Reason :** Pursuant to the Article 16 of company's Article of Association, the remuneration has been considered by the committee in order to suit the responsibility and volume of work and for this fiscal year 2015, the remuneration committee and the directors who do not get any benefit nor loss suggested that the remuneration for fiscal year 2016 shall be amounting Baht 2,919,000 and the pension amount is Baht 124,000. Details are shown on attachment no. 4

**Opinion of the Board** The Remuneration Committee and the Board of Directors has approved the remuneration of the directors for fiscal year 2016 amounting Baht 2,919,000 and the pension amount is Baht 124,000.-

**Agenda 7. To consider and approve the appointment of Auditors and their remuneration for fiscal year 2016**

**Objective & Reason :** Pursuant to the Article 56, 57 of the Company's Article of Association, the Board of Directors shall appoint auditor and fix the remuneration and pursuant to Section 120 according to the Public Limited Companies Act, the General meeting shall appoint auditors and fix their remuneration for auditing every year. The Audit Committee proposed 2 Auditors for fiscal year

2016 for the shareholders' consideration. Mrs. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited being the auditors for fiscal year 2016 and has been 2<sup>nd</sup> years continually auditor of the company and also no relationship, and no conflict of interest with the company either directly or indirectly with the be it on management / major shareholders or person (s) relating to those. It has been approved during the General meeting that their remuneration will amount to Baht 900,000 (increase from 2015) and for other services that is BOI charge is Baht 10,000 / card totaling Baht 30,000 as per attachment no. 5.

**Opinion of the Board :** The General meeting elected Mrs. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Audit Limited to be the company's auditor for fiscal year 2016 with a remuneration remuneration will amount to Baht 900,000 and services that is BOI charges of Baht 30,000.

**Agenda 8. Others, if any**

All shareholders are cordially invited to attend the said meeting as per the date, time and place mentioned and should you have any questions regarding the agendas, please feel free to contact before the meeting date by sending facsimile at no. 02-212-4864 informing of your address and contact no. for the company to get in touch with you.

The company will be opened for registration from 13:00 hrs. onwards and should the shareholder is not able to attend the meeting, please fill in the proxy form appointing your proxy or the Independent Directors of the company who are entitled to vote on the shareholders behalf. For convenience in the registration may we request the shareholders/proxy to bring the proxy form (attached) to show to the registration officers along with the required documents in attending the meeting which are attached herewith. The company had set the record date on March 9, 2016 for determination for the right to attend the meeting and receiving the dividend payment. The collection of names and the of closing register book under Section 225 of the Security and Exchange Act shall be on March 10, 2016. The company shall prepare Revenue Stamps as our service for the shareholders who appointed their proxies.

Respectfully yours,



.....  
**(Mr. Sumate Techakraisri)**

**CEO / Chairman**

- Remarks
1. However, if any shareholders would like to have a copy of the annual report in hard copy, please contact Tel. no. 02-211-3732 ext. 104.
  2. Shareholders can access our company's website ([www.tkrungthai.com](http://www.tkrungthai.com)) from March 7, 2016 for more details.

**For the approval of Agenda 1: To acknowledge the Minutes of Meeting for fiscal year 2015**
**Minutes of Annual Shareholders' Meeting 2015**
**T.Krungthai Industries Public Co., Ltd.**
**Wednesday, 20<sup>th</sup> of April 2015 at 14:00 hrs**
**Vimanthip Rm., 5th Floor, Montien Riverside Hotel**
**372 Rama 3 Rd., Bangklo, Bangkok 10120, Thailand**
**Meeting commenced at 14:00 hrs.**

General Terdsak Marrome, Chairman of the Board of Directors, acted as Chairman of the General Meeting opened the forum by greeting and welcoming the shareholders who attended the meeting and introduced all the Board of Directors and Executives of the Company as listed below:

- |                    |               |                                                                                                                                                                               |
|--------------------|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. General Terdsak | Marrome       | Chairman of the Board/ Independent Director                                                                                                                                   |
| 2. Mr. Prasong     | Techakraisri  | Director                                                                                                                                                                      |
| 3. Mr. Apichart    | Kasemkulsiri  | Director                                                                                                                                                                      |
| 4. Mrs. Yupa       | Techakraisri  | Director                                                                                                                                                                      |
| 5. Mr. Kumpee      | Chongthurakit | Director/ Director of Remuneration and Nomination Committee<br>Director of Corporate Governance Committee                                                                     |
| 6. Mr. Phreecha    | Tachakraisri  | Director/ Executive Director/ Deputy Managing Director                                                                                                                        |
| 7. Mr. Kowate      | Limtrakul     | Chairman of Risk Management Committee / Director / Executive Director                                                                                                         |
| 8. Mr. Virasak     | Suthantavibul | Audit Committee/ Independent Director/ Director                                                                                                                               |
| 9. Dr. Kosol       | Surakomol     | Independent Director/ Director / Director of Remuneration and<br>Nomination Committee / Director of Corporate Governance Committee / Director of<br>Risk Management Committee |
| 10. Mr. Paotep     | Chotinuchit   | Chairman of Remuneration and Nomination Committee<br>Chairman of Corporate Governance Committee<br>Independent Director/ Audit Committee/ Director                            |
| 11. Mr. Chumpol    | Techakraisri  | Director / Executive Director / Director of Risk Management<br>Committee / Company Board Secretary /Asst. Managing Director                                                   |
| 12. Dr. Naruepont  | Pongcharoen   | Director / Executive Director / Managing Director / Director of Risk Management                                                                                               |
| 13. Mr. Sumate     | Techakraisri  | CEO / Director / Director of Remuneration and Nomination<br>Committee / Director of Corporate Governance Committee                                                            |
| 14. Mr. Pairuch    | Sahamethapat  | Chairman of the Audit Committee/ Independent Director /<br>Director                                                                                                           |

**Auditor attended the meeting**

Ms. Wimolsri	Jongudomsombat	Auditor, CPA No. 3899 Karin Audit Company Limited
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**Top Management**

Mr. Pongsakron	Phetpayullpun	Deputy Managing Director Accounting & Financial
Mr. Prinya	Kaeoluan	Senior Accounting & Financial Manager

Representative from Thai Investors Association

Mrs. Maneechai Changarun

General Terdsak Marrome, Chairman of the Board thanked the shareholder for attending the meeting and informed As per the company's articles of association no. 35, paragraph 1, In order to constitute a quorum, there shall be shareholders and proxies (if any) attending the Shareholders meeting not less than 25 Shareholders or not less than one half of the total members of the shareholders and in either case such shareholders shall hold shareholding to not less than one third of the total number of shares sold.

That there were 57 shareholders present 68,911,969 shares and appointed a proxy 103 persons 91,946,560 shares totaling 160 people with a total share of 160,858,529 shares which is equal to 75.17%. This total is more than minimum requirement indicated in the Articles of Association. Meeting was then declared open:

Before the meeting started the Chairman informed regarding the casting of vote procedure and the counting of votes for those who attended by themselves and the proxy as follows :

1. The voting shall be 1 share / 1 vote and the resolution of the General Shareholders Meeting votes are as follows:

1.1. By the majority vote of the shareholders attending the meeting who have the rights to cast their votes, should the result of votes is equally the same then the Chairman of the Board can cast his vote which will be counted as final result.

1.2. The Chairman will ask the voting result for each agenda and for the shareholders who disapprove and abstained in voting has to fill in the voting form distributed by the officers and after the shareholders cast their votes, shareholders are requested to raise their hands and send them back to vote counter. Officers will then count the votes for those who disapprove and abstained and such vote shall be deducted from the total votes at the meeting. The rest of votes shall be counted for the approval of the said agenda. In the case of Agenda 5 the company shall keep the ballot of each shareholder.

2. Shareholders who have conflict of interest on any agendas are not allowed to cast their votes except in voting directors of the company

3. In the case that Shareholders who won't be present or has to go out of the room for any reason on any of the agendas, their voting ballots can be given or hand over to the officers before they leave the room and this has to be given to the vote counting officer for that agenda.

For the shareholder who appointed a proxy and requested the proxy to cast the vote as for each agenda, the company already recorded the vote in the computer.

For the casting of votes for each agenda, there is a possibility that result is not the same as there were more shareholders and proxies who came late during the meeting

In order to create clarity and transparency in the casting of votes for each topic of the agenda as in compliance with the company's Corporate Governance Policy Statement, the Chairman invited an outsider legal consultant,

Mr. Theerapan Petchsuwan from Far East Law Office (Thailand) Co., Ltd. to be an inspector for the voting procedure.

Chairman informs that if any shareholder has question or wish to share any opinion, please show your interest by raising your hand. Then chairman will allow you to do so by starting with informing your name then continue with your question or opinion.

As per Corporate Governance Policy on the rights of shareholders and the participation on the meeting was published through SET and the company website to propose agendas for the annual shareholders' meeting for year 2015 along with a candidate nomination for the election of the company's director on September 10, 2014 to December 31, 2014 but nobody proposed any agenda for the Annual General Meeting of Shareholders for year 2015

The Chairman proceeded with the following agendas:

**Agenda 1 To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2014**

The Chairman of the Board requested the Board to confirm the General Shareholders minutes of meeting held on April 10, 2014 which has been to shareholders and placed a notice on the company's website on April 23, 2014, within 14 days after the date of the Annual General Shareholders' meeting. The Board of Directors confirmed that the contents of the minute are true and recorded correctly. Details are shown on the document attachment no. 1 for the meeting to consider and approve.

During the meeting there were additional shareholders giving a total shareholder attendees of 62 people and proxy of 110 people totaling 172 persons with a total no. of shares of 162,381,129 which is equal to 75.88%.

None of the shareholders in the meeting room had any objection to the minutes or wished to amend it otherwise.

The Chairman then proposed the meeting to cast their votes. The results are as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	162,381,129	100
2. Disagreed	0	0
3. Abstained	0	0

**Resolution:** The Chairman concluded that meeting resolution approved the Minutes of Annual General Meeting for fiscal year 2014.

**Agenda 2 To acknowledge the company's Performance for fiscal year 2014.**

The Chairman of the Board requested Dr. Naruepont Pongcharoen, Managing Director to make the report.

Dr. Naruepont Pongcharoen, Managing Director reported on this agenda the details of the company's performance for year 2014 and informed that detail was included in the annual report CD which was sent to all shareholders along with the invitation letter.

Following are brief of company's performance:

● **Overall economic situation :**

Overall economic situation for year 2014, Thailand GDP growth was 0.7%, which is somewhat less than estimated earlier this year which was 3-4 %. Reasons are as follows :

- 1 The contraction of GDP in the 1st quarter
- 2 The slumping of automobile industry
- 3 There was a clear signs of growth in the 4<sup>th</sup> quarter

● **Automobile Industry :**

**Automotive Industry Situation for year 2014**

The global automotive production grew by 2.6% (89.7 million), of which Thailand was on the 9<sup>th</sup> now down to 12<sup>th</sup>.

In the year 2014 Thailand car production totaled to 1.88 million units (a decrease of 23.4%) with an export of 1.11 million units ( an increase of 1.8%), domestic sale totaled to 0.88 million units ( a decrease of 33.7%). The major factors that made the automotive industry declined was due to political unrest/conflict since 2013 coupled with a sluggish economy. Another impact over the years is the decline on the purchasing power of the consumers, which caused by "First car policy ". However, Thailand automotive industry benefited from the increase of exports. As a result, overall car production in the country dropped for about 23.4% compare to year 2013.



FTI targeted 2.15 million units production in year 2015. Increase 14.36% from year 2014. About 1.20 million vehicles expected to be exported and totaled to 0.95 million vehicles are for domestic sales. However our company forecasted growth by 5-8 % compared to last year. During the months of January - February car production stood to 3.44 units which is up about 2.56 %.

Thailand exports in 2014 for motor vehicles and parts totaled to 790 billion Baht, an industry that generates most export value and still continues to grow.

Thailand automotive was exported mainly to ASEAN country, Australia and the Middle East for year 2015.

- **Company performance :**

In year 2014, company has total revenue at 1,624 million baht. (15.6% decrease) classified into 4 sectors as follow

1. Automotive Industry Sales 1,213 million baht accounting to 75% of the total revenue.
2. Electrical Appliances Sales 144 million baht accounting to 9 % of the total revenue.
3. Other Sales 46 million baht accounting to 3 % of the total revenue.
4. Mold industry Sales 220 million baht accounting to 13 % of the total revenue.

For the year 2014, the Company had net income of 19.45 million baht a decrease of 50% in year 2013, Following reason

1. Revenue decreased due to the decrease in car production
2. Production waste at the factory Suwinthawong.

- **The trend of operating results in 2015.**

We are managing risk by reduce its reliance on major customers which is approximately 50 % of the total sales. At the moment, we have more order from Ford to compensate to the reduction of order from current major customer. However, there are 3-6 months before we will realize order from Ford. Therefore, we expect revenue in 2015 will be approximately reduce from 2014.

The company has accelerated improvements to reduce its loss and return to normal level at the end of last year and it's not expected to affect this year. Since company expect that sales will decline, the company has conducted ongoing cost reduction activities. We are confident that company performance will improve significantly in 4<sup>th</sup> quarter after we realize revenue from Ford.

Good corporate governance is particularly important to the company and has been improved to insure that the company has good corporate governance such as participation on Opportunity Day on a quarterly basis to communicates with shareholders, investors and other interested parties for better understanding between the shareholders and the company (Two- way communication)

There is a policy for each director to become a director at another listed company for a maximum of three listed companies in order to give them sufficient time to work efficiently.

In the category of "Equitable Treatment of Shareholder" directors and senior management team must inform the board of director about their stock trading at least one day in advance.

For the "Role of Stakeholders", the company is focus on the anti-corruption. Signed declaration of intention to combat corruption in the company by preparing a policy, clear guidelines and must be strictly followed and has to be announced to the whole organization.

The company shall set up a committee to check on the company if policies are being seriously and strictly followed against corruption and is aligns with their objectives. We are implementing according to check-list and will obtain a certificate from Private Sector Collective Action Coalition Council by year 2015.

Should there'll be a clue on some corruption in the company this can be reported anytime at e-mail : [auditor@tkrunglethai.com](mailto:auditor@tkrunglethai.com)

- **Significant Contribution in 2014.**

1. 2014 GM Supplier Quality Excellence Award from General Motors (Thailand) Co.,Ltd
2. Toyota Production System (TPS) 1<sup>st</sup> Runner up from (TOYOTA CO-OPERATION CLUB)

3. Investors' Choice Award 2014. The company has got an award from Investors Association Thailand for its 100 % performance during the Annual General Shareholders' Meeting for 4 consecutive years

The company had organized events to raise social and community activities every year as follows :

Activity Outside

1. Off-Season Offering of robes offered to employees hometown
2. Giving presents on childrens' day
3. Giving donations at Kok – Kret house And Giving funds to the disabled at the community

Activity In-house

1. New Year Party
2. Education support for employee's children
3. Mother's And Father's Day
4. Sport Day
5. Blood Donation

Training

1. Training Safety, occupational health and environment
2. Training Fire Protection
3. Training TCC-Safety : Machine Safety

Shareholders are invited to visit the plant every year to allow them to understand the company's nature of business.

After the report from Dr. Naruepont Pongcharoen, Chairman allow shareholder to ask questions

**MR. Thanakorn Sriwichai Question from proxies**

- Question :
1. What are the trends of Automotive Industry for year 2015
  2. How is the export condition in year 2015

Chairman Thanked the shareholders and ask Dr. Naruepont Pongcharoen, Managing Director to reply as follows.

- Answer:
1. According to the Federation of Thai Industries , it is estimated that Thailand car manufactures is about 2.15 million units. But our company estimates as per our research made is not as same as that of FTI, We expect an increase of 4-8 %. For the month of Jan. to Feb 2015, total production volume is about 344 thousand units ( 2-3% increase).
  2. We expect a growth in export in year 2015.

Chairman Thanked the shareholders and proposed to acknowledge the results of operations for the year 2014. No more inquiries and comments from the shareholders.

**Resolution** The Meeting acknowledged the results for fiscal year 2014.

**Agenda 3 To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended Dec 31, 2014.**

The Chairman of the Board requested Mr. Chumpol Techakraisri, Assistant Managing Director to do the report on the Balance Sheet.

Mr. Chumpol Techakraisri informed during the meeting regarding the Statement of Financial Position and Statement of Comprehensive Income as per the auditor's report for year ended Dec 31, 2014. Details of these are in the Annual report in the form of CD which were sent to the shareholders together with the invitation letter and already had uploaded on company website. Details of financial statement are as follows:

**Statement of financial position (Million-Baht)**

	<b>2014</b>	<b>2013</b>
Total current assets	509.58	515.59
Total non-current assets	706.79	696.66
<b>Total assets</b>	<u>1,216.37</u>	<u>1,212.25</u>
Total current liabilities	631.84	582.32
Total non-current liabilities	114.72	150.45
Total liabilities	746.56	732.77
Total equity	469.81	479.48
<b>Total liabilities and equity</b>	<u>1,216.37</u>	<u>1,212.25</u>

**Statements of comprehensive income (Million – Baht )**

	<b>2014</b>	<b>2013</b>
Total Revenue	1,629.46	1,936.30
Cost of sales and services	1,418.09	1,669.02
Profit before expenses	211.37	267.28
Total expenses	168.72	199.55
Profit before finance costs and income tax expenses	42.65	67.74
Finance costs	19.91	18.72
Income tax expenses	3.29	10.05
Total comprehensive income for the years	19.44	38.96
<b>Net Profit (loss) (Baht per share)</b>	<u>0.09</u>	<u>0.18</u>

After the report from Dr. Naruepont Pongcharoen, Chairman allow shareholder to ask questions

**MR. Thienchai Chu-utsaha Question from Proxies**

- Question :
1. Regarding Swinhawong revenue , how many percent compared to the total revenue of the whole company.
  2. Where did the company get the fund on the investment on land and property and for which plant
  3. It is expected that the 4<sup>th</sup> quarter report will be better and will 2015 give a better profit than 2014?

Chairman Thanked the shareholders and ask Dr. Naruepont Pongcharoen, Managing Director to reply as follows.

Answer: 1. Suwinhawongse plant revenue totaled to about 16-17 % of the whole company's Revenue

Dr. Naruepont Pongcharoen requested Mr. Pongsakon , Deputy Finance and Accounting to reply to this question.

Answer 2. Investments on land and property at Suwinhawong plant is to prepare for the expansion in 3-5 years.

Dr. Naruepont Pongcharoen

Answer 3. It is estimated in advance that overall sales will decline by about 10 % due to the company's change of Sales structure. However, revenue will get better after Ford came in during the 3<sup>rd</sup> and 4<sup>th</sup> quarter. It is expected that profit will be close to year 2014.

During the meeting there were additional shareholders and giving the total shareholder attendees of 68 people and proxy of 112 people totaling 180 people with a total no. of shares of 165,081,129 which is equal to 77.14%.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes.

The voting results are as follows :

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	165,081,129	100
2. Disagreed	0	0
3. Abstained	0	0

**Resolution:** The Chairman concluded that Statement of Financial Position and Statement of Comprehensive Income are unanimously approved by majority votes.

**Agenda 4 To consider the approval of the payment of dividends for fiscal year 2014**

The Chairman of the Board requested Mr. Sumate Techakraisri, CEO to do report

Mr. Sumate Techakraisri reported that the company's performance for fiscal year 2014 granted us a net total profit of Baht 19.45 million totaling 214 million shares which equal to baht 0.09 per share. It is then proposed to pay dividends to shareholders at Baht 0.10 per share totaling 214 million shares equal to million Baht 21.40 The company's dividends payment to the shareholders whose names appear on the register book as at March 11, 2015 and collect shareholders' names under Section 225 of the Securities and Exchange Act year 1992 The closing of share register book for the right to receive the dividend on March 12, 2015. The payment will be made on May 8, 2015. which please consider and approve.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes.

The voting results are as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	165,081,129	100
2. Disagreed	0	0
3. Abstained	0	0

**Resolution:** The Chairman announced that payment of dividends to shareholders will be Baht 0.10/share totaling 214 million shares amounting Baht 21.40 Million to the shareholders whose names appear on the register book as at March 11, 2015 and collect shareholders' names under Section 225 of the Securities and Exchange Act year 1992 The closing of share register book for the right to receive the dividend on March 12, 2015. The payment will be made on May 8, 2015 are unanimously approved by majority votes.

**Agenda 5 To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

The Chairman of the Board informed the Rules and Regulations of Listed Public Companies Matra 71 and Article of Association No. 18 "In every Annual General Meeting, one third of the total no. of Directors shall resign, in case the no. of Directors could not be divided into 3 parts, thus the number nearest to one third shall resign".

Directors that resign on the first and second year after the company's registration were drawn by lot. For the following years, Director who is in the position for a longest time must resign.

Directors who resigned are eligible for re-election and retain their position.

At present the company has 14 Directors. 5 Directors who will resign by rotation are :

1. Mr. Pairuch Sahamethapat
2. Dr. Kosol Surakomol
3. Mr. Virasak Sutanthavibul
4. Mr. Sumate Techakraisri
5. Dr. Naruepont Pongcharoen

To ensure transparency in the agenda regarding the retiring five directors, the retiring directors went out of the meeting room.

The company put a notice on the company's website to propose names of person who have the qualify to be elected as director of the company along with propose agendas during 10 September 2014 – 31 December 2014. No one proposed any names and agendas.

The Remuneration and Nomination Committee and Board of Directors, excluding the resigning five directors, commented that the five Directors who are resigning by rotation have proven their best of knowledge, experience, abilities and capabilities in managing the company. Therefore, the resigning directors were proposed to be re-elected. All five directors are three independent director, as follow; Mr. Pairuch Sahamethapat, Dr. Kosol Surakomol and Mr. Virasak Sutanthavibul.

Chairman requested the shareholders to cast their votes be it agreement, disagreement and abstained for each resigning director subject to the rules of Securities and Exchange Commission in order to have clean and clear vote counting.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their votes.

The voting result are as follows :

Name of Directors	Agree, %	Disagree, %	Abstained, %
1. Mr. Pairuch Sahamethapat	165,081,129 100 %	0 0	0 0
2. Dr. Kosol Surakomol	165,081,129 100 %	0 0	0 0
3. Mr. Virasak Sutanthavibul	165,081,129 100 %	0 0	0 0
4. Mr. Sumate Techakraisri	165,081,129 100 %	0 0	0 0
5. Dr. Naruepont Pongcharoen	165,081,129 100 %	0 0	0 0

**Resolution:** The Chairman informed that re-elect the 5 directors who resigned by rotation are unanimously approved by majority votes.

Chairman thanked the shareholders and requested all shareholders to hand in the ballots to the voting officers and meeting continued.

#### **Agenda 6 To consider and approval of director's remuneration for fiscal year 2015.**

The Chairman requested Mr. Sumate Techakraisri who doesn't has conflict of interest to run this agenda. Mr. Sumate Techakraisri report that rule no. 16 of the company determined that the budget expenses or any remuneration and compensation paid to directors of the Company must be approved by the general shareholders meeting every year.

Remuneration Committee in 2015 considered the cost to the budget of the directors which was presented to the Board of Directors and approved the amount of 2,780,400 Baht, and the pension of 140,000 baht as detailed in attachments 4 which was sent to all shareholders along with the invitation letter. which we request the chairman to continue the chairmanship.

After the report from Mr. Sumate Techakraisri, Chairman allow shareholder to ask questions

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their vote.

The voting results are as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	137,452,523	83.2636
2. Disagreed	0	0
3. Abstained	27,628,606	16.7364

**Resolution:** It was resolved that total director remuneration of Baht 2,780,400 and pension of Baht 140,000 baht for year 2015 are unanimously approved by majority votes. The Directors who have conflict of interest from this matter refrained from voting.

**Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2015.**

The Chairman of the Board informed during the meeting that subject to the rules and regulations of Listed public companies matra: 120 and the Articles of Association no. 56, 57 to appoint during the shareholder meeting a company's auditor and their yearly remuneration. The Audit Committee and Board of Directors approved the appointment of Ms. Kannika Wipanut CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Nonglak Pattanabandith CPA No. 4713 of Karin Audit Co., Ltd. as our company's auditors for year 2015. Their appointment is due to their independence and has no conflict of interest with our company's finance and management. At the same time propose remuneration amounts to Baht 878,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 3 cards totaling Baht 30,000.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their vote.

The result of voting as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	165,081,129	100
2. Disagreed	0	0
3. Abstained	0	0

**Resolution:** Chairman confirmed the appointment of Ms. Kannika Wipanut CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Nonglak Pattanabandith CPA No. 4713 of Karin Audit Co., Ltd. as the company's auditors for the fiscal year 2015 and remuneration amounts to Baht 878,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 3 cards totaling Baht 30,000 are unanimously approved by majority votes.

**Agenda 8 Others**

The Chairman invited the shareholders to express their opinions, propose or raise questions.

As there were no more questions from the shareholders, Chairman informed during the meeting that whoever wishes to visit our factories, please register at the registration desk, the company will inform the shareholders at a later date.



On behalf of T.Krungthai Industries Public Co., Ltd. the Chairman of the Board expressed his thanks to the shareholders and proxies for sparing their time to attend the general meeting today and thank you to every employee who has worked and shown their dedication and accountability at all time.

The Meeting adjourned at 15:30 hrs.

- Signed -

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**General Terdsak Marrome**  
**(General Terdsak Marrome)**  
**Chairman of the Board**

- Signed -

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**Pornthip Puangsab**  
**(Miss Pornthip Puangsab)**  
**Meeting Recorder**

**Attachment for Agenda 5 : To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

As per the company's Article of Association no. 18 " In every Annual General Meeting one third of the total no. of Directors shall resign, in case of the no. of directors could not be divided into 3 parts, thus the number nearest to one third shall resign

Directors that resigned on the first and second year after the company's registration were drawn by lot. For the following years, Director who is in the position for a long time must resign. Directors who resigned are eligible for re-election and retain their position"

**Selection of Directors**

The Nomination Committee shall consider the individuals qualifications to serve as company's directors. Candidates for directorship must / should possess qualification according to the standard set by the Securities and Exchange Commission for Public Limited Companies. They must be knowledgeable, experienced that will be beneficial to the business, must possess ethical business practice, absolute discretion, straightforward, independent , devote his/her time to the business, adequately empathetic and perform its duties and responsibilities for the benefit of the organization

In the year 2016, directors who has to resign for rotation are as follows : Mr. Kowate Limtrakul, Mr. Phreecha Techakraisri, Mr. Apichart Kasemkulsiri, Mr. Chumpol Techakraisri

The Executive Directors have the authority and responsibility to consider, select and screen persons but the company hasn't appointed any director for this purpose. Nevertheless, the company's Directors shall be appointed by the Board of Directors basing on their background, skills, qualifications, experience and professionalism along with the advantages done for the company. After having all the foregoing examined and approved by the Directors, they shall be then proposed for consideration during the shareholder meeting. In order to be appointed, a director must be approved by more than half of all the votes from the shareholders who attended the meeting. For fiscal year 2016, the company had proposed independent directors. Board of Directors have considered the meeting attendance, skills, qualification, experience along with the advantages done for the company of the 4 resigning directors which shall be then proposed for consideration on their re-election. Details of the said Directors are attached for this Agenda 5

**Qualifications of Independent Directors**

The Board of Directors had set the qualifications of an independent director which is in conformity with the requirement of SEC and at least there must be 3 independent directors with the following qualifications :

1. Hold no more than 0.5% of total voting stocks of TKT, its parent company, its subsidiaries and its associated companies, related juristic entity with conflicts including stocks held by related persons.

\* The company has established stricter criteria than the announcement made by The Capital Market Commission in which they can hold a share of not more than 1 percent

2. Not a Board member or in the management team of the company / employee / wages / consultant who gets regular salary/has the authority to manage and direct the company , parent company , its subsidiaries, and its associated companies or related juristic entity with conflicts ( present and for the past 2 years before the appointment )

3. Not related by blood or legal registration such as parents, spouse, brothers, sisters and children including the directors' children spouses, main shareholders, power to control and juristic entity who is appointed to manage the company or its subsidiaries.




4. No business relationship with TKT , parent company, its subsidiaries and its associated companies, or related juristic entity in order to have freedom in exercising the rights to express their ideas and opinions on the company performance

5. Is not appointed as a representative of the company's director, major shareholders or shareholders who are related to the major shareholders of the company.


6. No other impediments or impairments to express independent opinions concerning the operations of the company.


7. If qualified for the item 1-6, the independent director may be assigned by the Board of Directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary an associate a subsidiary of the same tier or any juristic person with a conflict of interests, on the basis of collective decision.

#### Details of the Directors

<b>Name / Surname</b>	Mr. Pairuch Sahamethapat	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Chairman of Risk Management Committee Director /Executive Director	
<b>Age</b>	64 years	
<b>Education</b>	Master of Business Administration, Chulalongkorn University	
<b>Seminar Attended</b>	DCP 105/2008	
<b>Working Experience</b>	- Audit Committee, Multibax Public Company Limited - Director, T.Krungthai Industries Public Company Limited	
<b>Proficiency</b>	Mold / Injection Molding / Financial Accounting	
<b>Position in Other Listed Public Companies</b>	- Audit Committee, Multibax Public Company Limited	
<b>Position in Other Companies</b>	- None -	
<b>Position in other competitor companies</b>	- None -	
<b>Date of appointment as director</b>	January 6, 2004 (13 Years)	
<b>Meeting Attendance</b>	8 times from 8 meetings	
<b>Shareholding in the company</b>	275,000 or 0.13%	
<b>Criminal records for the past 5 years</b>	- None -	

<b>Name / Surname</b>	Mr. Phreecha Techakraisri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director /Executive Director/Managing Director Director of Risk Management Committee	
<b>Age</b>	54 years	
<b>Education</b>	Master of marketing Youngstown State University ,USA	
<b>Seminar Attended</b>	DAP 10/2004	
<b>Working Experience</b>	<ul style="list-style-type: none"> <li>- Managing Director , T.Krungthai Industries Public Company Limited</li> <li>- Director, Sri Sam-Ank Supplier Co., Ltd.</li> <li>- Director, T. Thai Snack Food Co., Ltd</li> </ul>	
<b>Proficiency</b>	Mold / Injection Molding	
<b>Position in Other Listed Public Companies</b>	- None -	
<b>Position in Other Companies</b>	<ul style="list-style-type: none"> <li>- Director, Sri Sam-Ank Supplier Co., Ltd.</li> <li>- Director, T. Thai Snack Food Co., Ltd</li> </ul>	
<b>Position in other competitor companies</b>	- None -	
<b>Date of appointment as director</b>	January 6, 2004 (13 Years)	
<b>Meeting Attendance</b>	8 times from 8 meetings	
<b>Shareholding in the company</b>	6,138,400 or 2.87%	
<b>Criminal records for the past 5 years</b>	- None -	

<b>Name / Surname</b>	Mr. Apichart Kasemkulsiri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director	
<b>Age</b>	50 years	
<b>Education</b>	MBA National of business administration of Sasin Chulalongkorn university	
<b>Seminar Attended</b>	DCP 73/2006	
<b>Working Experience</b>	<ul style="list-style-type: none"> <li>- Director, T.Krungthai Industries Public Company Limited.</li> <li>- Senior Executive Vice President, ICBC PLC.</li> <li>- Director ICBD Leasing Co., Ltd.</li> <li>- Executive Director Sri Sam Ank Supplier Co., Ltd.</li> </ul>	
<b>Proficiency</b>	Financial Accounting	
<b>Position in Other Listed Public Companies</b>	Senior Executive Vice President, ICBC PLC.	
<b>Position in Other Companies</b>	<ul style="list-style-type: none"> <li>- Director ICBD Leasing Co., Ltd.</li> <li>- Executive Director Sri Sam Ank Supplier Co., Ltd.</li> </ul>	
<b>Position in other competitor companies</b>	- None -	
<b>Date of appointment as director</b>	January 6, 2004 (13 Years)	
<b>Meeting Attendance</b>	7 times from 8 meetings	
<b>Shareholding in the company</b>	- None -	
<b>Criminal records for the past 5 years</b>	- None -	

<b>Name / Surname</b>	Mr. Chumpol Techakraisri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director / Executive Director Director of Risk Management Committee Company Secretary / Asst. Managing Director	
<b>Age</b>	36 years	
<b>Education</b>	Bachelor of Finance and Banking, Chulalongkorn, University Fundamentals Practice for Corporate Secretary (FPCS) 21/2009	
<b>Seminar Attended</b>	DCP 102/2008	
<b>Working Experience</b>	- Director / Executive Director /Asst. Managing Director/ Company Secretary, T.Krungthai Industries Public Company Limited. - Director of Pace Development Corporation PLC.	
<b>Proficiency</b>	Injection Molding / Financial Accounting	
<b>Position in Other Listed Public Companies</b>	- Director of Pace Development Corporation PLC.	
<b>Position in Other Companies</b>	- None -	
<b>Position in other competitor companies</b>	- None -	
<b>Date of appointment as director</b>	January 6, 2004 (13 Years)	
<b>Meeting Attendance</b>	8 times from 8 meetings	
<b>Shareholding in the company</b>	956,940 or 0.45%	
<b>Criminal records for the past 5 years</b>	- None -	

**Agenda 6 To consider the approval of director's remuneration for fiscal year 2016**

**Standard Method of allocating remuneration of the Board of Directors**

The Remuneration Committee and Directors who do not has conflict of interest had considered the Directors compensation with fairness based on the standard of the industry along with the market rate and the performance and responsibility of the Director and would like to propose the year 2016 remuneration at 2,919,000 Baht, which is more than year 2015. Also propose Bonus at 124,000 Baht Details are as follows :

**Details of Directors Remuneration**

1. Meeting Allowance	Year 2016		Year 2015		Year 2014	
	Remuneration (Baht/month)	Total (Baht)	Remuneration (Baht/month)	Total (Baht)	Remuneration (Baht/month)	Total (Baht)
Chairman	53,550	642,600	51,000	612,000	48,600	583,200
Chairman of Audit Committee	44,750	537,000	42,600	511,200	40,600	487,200
Audit Committee; Chairman of the Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee	31,500	378,000	30,000	360,000	28,600	343,200
Audit Committee	27,100	325,200	25,800	309,600	24,600	295,200
The Remuneration Committee and Nomination Committee; Corporate Governance Committee Risk Management Committee	19,100*2	458,400	18,200*2	436,800	17,300*2	415,200
Company Directors	16,050*3	577,800	15,300*3	550,800	14,600*3	525,600
<b>Total</b>		<b>2,919,000</b>		<b>2,780,400</b>		<b>2,649,600</b>

**2. Bonus**

Position	Bonus (Baht)	Total (Baht)
Chairman	20,000	20,000
Chairman of Audit Committee	13,000	13,000
Audit Committee; Chairman of the Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee	13,000	13,000
Audit Committee	13,000	13,000
The Remuneration Committee and Nomination Committee; Corporate Governance Committee Risk Management Committee	13,000*2	26,000
Company Director	13,000*3	39,000
<b>Total</b>		<b>124,000</b>

**Remark: No other benefits**

**Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2016**

Pursuant to the policy listed public companies matra 120 and the Article 56 and 57 of Company's Article of Association it was resolved during the Annual Shareholders Meeting to appoint and set their yearly remuneration. The Audit Committee had considered appointing 2 auditors and their remuneration for the year 2016 and proposed to the company's Directors for their consideration. Mrs. Kannika Wipanut CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited has been proposed during the meeting to be the auditor for the year 2016 as their 2<sup>nd</sup> years with the company, this is due to their independence and besides they have no benefit in any way in our company's finance / management / main shareholders or have any relationship whatsoever. The company has no other affiliate companies / partners.

On top of this, during the meeting it was proposed to offer them Baht 900,000 which more than last year. The compensation for the year 2016 with:

<b>The compensation</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Audit charge for each quarter (3 quarter)	330,000	306,000	255,000
Audit of Balance Sheet for fiscal year	570,000	522,000	435,000
Total	900,000	828,000	690,000

Remark : other charges for BOI certificate charges will be Baht 10,000 / certificate totaling Baht 30,000.-

**Documents for the right to join the meeting**

**The following documents must be presented prior to attend the Annual General Meeting (as the case may be)**

**1. In the event that the shareholder is an Ordinary person :**

1.1 Attendance in person: a valid official ID card wherein a photograph is shown, e.g. personal I.D. cards, Driver license and or passport

1.2 Attendance by Proxy:

- a) A completed proxy Form signed by the shareholder and the proxy.
- b) A copy of the shareholder's ID card as referred to in 1.1 certified correct by the shareholder; and
- c) An original of the proxy's ID card as referred to in 1.1

**2. In the event that the shareholder is a juristic person**

**Representative of the juristic person**

- a) An original of such authorized representative's ID card as referred to in 1.1.; and
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having the authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with the affixing its Common Seal ( if any)

**Attendance by proxy**

- a) A completed proxy form signed by the shareholder and the proxy
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the shareholder is an authorized representative of the shareholder having the authority on the shareholder's behalf and such copy of the affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its common seal ( if any)
- c) An original of the proxy's ID card as referred to in 1.1.

**3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law :**

Paragraph no. 1 and 2 above shall be applied mutatis and mutadis to a non-Thai shareholder or shareholder which is a juristic person incorporated under a foreign law as the case may be under the following conditions.

- a) Affidavit or certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate in incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name (s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person (s) ; and
- b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its common seal (if any).

Shareholders or proxies can register and submit the required documents for the attending the meeting before or from 13.00 hrs. onwards to the end of the meeting on April 20, 2016.

In addition, proxies documents given to the shareholders are in attached no. 9 are the proxy forms with details of agenda (Form B). Form A and for the foreign investors who appoints a custodian in Thailand use (Form C). Shareholders can download the forms from the company's website <http://www.tkrungthai.com>.

For the shareholders who wish to appoint proxy who are independent directors of the company are as follows:

- |                               |                                                             |
|-------------------------------|-------------------------------------------------------------|
| 1. General Terdsak Marrome    | Chairman                                                    |
| 2. Mr. Pairuch Sahamethapat   | Chairman of Audit Committee                                 |
| 3. Mr. Paotap Chotinuchit     | Audit Committee                                             |
|                               | Chairman of Remuneration Committee and Nomination Committee |
|                               | Chairman of Corporate Governance Committee                  |
| 4. Mr. Virasak Sutanthaviboon | Audit Committee                                             |
| 5. Dr. Kosol Surakomol        | Independent Director                                        |
|                               | Remuneration Committee and Nomination Committee             |
|                               | Corporate Governance Committee                              |
|                               | Risk Management Committee                                   |

**Independent Directors Resume and has no benefit in any way in our company's finance and management**

Name - Surname	<b>General Terdsak Marrome</b>
Age	80 years
Address	2/268 Muangthong vill, Mu 1, Soi Changwattana 14, Tungsonghong, Laksi, Bangkok 10210
Educational Attainment / Seminar Attended	<ul style="list-style-type: none"> <li>- Bachelor of Science, Chulachomkiao Royal Military Academy.</li> <li>- Command and General Staff College</li> <li>- Royal Thai army war college</li> <li>- Law Program of Commander, Ministry of defence</li> <li>- National Defence College of Thailand</li> <li>- Doctor of Science in Innovation and Technology Education (honorary), Rajamangala University of Technology Phra Nakhon</li> <li>- Director Accreditation Program (DAP10/2004)</li> </ul>
Present Position	Chairman ( Independent Director )
Working Experience	<ul style="list-style-type: none"> <li>- Chairman Lions Club Thailand</li> <li>- Chairman East Coast Furnitech Public Company Limited</li> <li>- President, Sahapant Santiphap International (Thailand)</li> <li>- Global Vice Presidents Sun Moon University, Chungnam Republic of Korea.</li> <li>- President, Vietnam War Veteran Association under Royal Patronage</li> <li>- Royal Guard</li> <li>- President Tai Kaew Foundation, Tamwati School</li> <li>- Chairman of the Advisory and Director, Eastern Technological college (E-Tech)</li> <li>- Special force in 21 Royal Guard Regiment. Of Majesty Queen Sirikit The Queen</li> </ul>
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 6
Attendance of meeting for fiscal year 2015	Director of the company : attended 7 times from 8 meetings
Company Shareholding	220,000 or 0.10%
Family Relationship among the directors	- None-
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional ( as an Auditor )	- None -
3. Business relationship	- None -

Name - Surname	<b>Mr. Pairuch Sahamethapat</b>
Age	72 years
Address	12/98 Soi Sangkom 4, Changwattana Rd., Tungsonghong, Laksi Bangkok 10210
Educational Attainment / Seminar Attended	- Chulalongkorn University, Accounting - Director Certification Program (DCP102/2008)
Present Position	Chairman of Audit Committee ( Independent Director )
Working Experience	- Audit Committee, Siam Sport Syndicate PLC. - Audit Committee, Bangkok Ranch PLC. - Director of Region Revenue 1, The Revenue Department.
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 6
Attendance of meeting for fiscal year 2015	Director of the company : attended 8 times from 8 meetings Audit Committee : attended 4 times from 4 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None-
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago 1. director who is in the management level, employee, service or advisor who receives a salary 2. Professional ( as an Auditor ) 3. Business relationship	- None - - None - - None -

Name – Surname	<b>Mr. Paotep Chotinuchit</b>
Age	83 years
Address	104 Setsiri Rd. Samsen Nai , Phayathai, Bangkok
Educational Attainment / Seminar Attended	- M. Sc Metallurgical Engineer University of Arizona, USA. - Director Accreditation Program (DAP11/2004)
Present Position	Audit Committee (Independent Director) Chairman of Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee
Working Experience	- Audit Committee, Suranaree Technology University - President, Qualine Management Co., Ltd.
Advantage on the meeting agendas	No advantage on the agendas except on Agenda 6
Meeting attendance for fiscal year 2015	Director of the company : attended 8 times from 8 meetings Audit Committee : attended 4 times from 4 meetings Remuneration Committee and Nomination Committee : attended 2 times from 2 meetings Corporate Governance Committee : attended 2 times from 2 meetings



Company Shareholding	5,000 or 0.02%
Family relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional ( as an Auditor )	- None -
3. Business relationship	- None -

Name – Surname	<b>Mr. Virasak Suthantavibhul</b>
Age	59 years
Address	35/90 Soi Lat Prao 23, Lat Yao, Chatujak, Bangkok
Educational Attainment / Seminar Attended	- Master's Degree in Industrial Engineering, Texas A&M University, USA. - Director Accreditation Program (DAP21/2004)
Present Position	Audit Committee ( Independent Director )
Working Experience	- Director, Bangpakong Terminal Public Company Limited. - Director, Bangkok Insurance Public Company Limited. - Director, The Grand-UB Co.,Ltd. - Director, Toyota Leasing (Thailand) Co., Ltd. - Director, Asia Lamp Industry Co., Ltd. - Director, Thai Indo Kordsa Co., Ltd. - Senior Executive Vice President in charge of Commercial Bangkok Bank Public Company Limited.
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 6
Attendance of meeting for fiscal year 2015	Director of the company : attended 8 times from 8 meetings Audit Committee : attended 4 times from 4 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional ( as an Auditor )	- None -
3. Business relationship	- None -

Name - Surname	<b>Dr. Korsol Surakomol</b>
Age	76 years
Address	73/9 Mooban Panya, Pattanakarn, Suangluang, 10250
Educational Attainment / Seminar Attended	- Phd. in Mechanical Engineering Wayne State University, Detroit, Michigan, U.S.A. - Director Certification Program (DCP137/2010)
Present Position	Independent Director Remuneration Committee and Nomination Committee Corporate Governance Committee Risk Management Committee
Working Experience	- Advisors office of The President, Loxley Public Company Limited. - Chief Executive Officer, Fuji Asia Co., Ltd. - Operations Director, Summit Auto Seats Industry Co.,Ltd. - Executive Director, Thonburi Automotive Assembly Plant Co.,Ltd. - Managing Director, Bangchan General Assembly Co.,Ltd. - Engine & Powertrain Department, Design Engineer Ford Motor Company, Michigan, U.S.A - Chemical Engineer, Thailand Smelting and Refining Co.,Ltd.
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 6
Attendance of meeting for fiscal year 2015	Director of the company : attended 8 times from 8 meetings Remuneration Committee and Nomination Committee : attended 2 times from 2 meetings Corporate Governance Committee : attended 2 times from 2 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional ( as an Auditor )	- None -
3. Business relationship	- None -

**Proxy for General Shareholders' Meeting year 2016**

As per the company's articles of association no. 35, paragraph 1, In order to constitute a quorum, there shall be shareholders and proxies (if any) attending the Shareholders meeting not less than 25 Shareholders or not less than one half of the total members of the shareholders and in either case such shareholders shall hold shareholding to not less than One third of the total number of shares sold, unless otherwise stipulated by law governing public limited companies.

Should the shareholder is not able to join the Annual General Meeting; we would like to request the shareholders to appoint a proxy as per attached proxy form.

**Casting of Votes**

1. Casting of votes is open to all and one share is eligible to one vote and the resolution can be passed by the following integral votes

- In normal case, the majority of shareholders attending the meeting and exercising the vote. If the votes are equal, the Chairman of the meeting can cast additional one vote to obtain the ultimate resolution

- The Chairman of the meeting shall inform the shareholders of the resolution of each agenda and any shareholders who is are not in favor shall fill in the ballot distributed by the officers and submit to the person who counts the votes

2. Casting of votes by the proxy, the proxy is directed to cast his/her votes pursuant to the shareholders purpose as specified in the proxy form.

3. Shareholders who has any special advantage in any case, they must not be allowed to cast their votes on that agenda and the Chairman of the meeting may request the shareholder concerned to temporarily leave the meeting room

**Article of Association Relating the Annual General Shareholders Meeting**

"Point 32. The Shareholders Meeting shall be held at the company's headquarters, and or to the vicinity or other places indicated by the Board of Directors

Point 33. Shareholders meeting must be called at least once a year and the said meeting will be called "Annual Ordinary General Meeting" within four months of the last day of the fiscal year of the company. Shareholder meetings other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting"

The Board of Directors may call an extraordinary general meeting of the shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less that one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting and state the reasons clearly in calling the meeting. The Board of Directors shall proceed to call a shareholder meeting within one month of the date receipt of such request from the said shareholders.

Point 34. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the

opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least (seven days) prior to the date of the meeting

The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 35. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 persons, or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In subsequent meeting a quorum is not required

Point 36. A shareholder may appoint a proxy to attend the meeting and may cast their votes on his behalf.

The instrument appointing a proxy shall specify the dated and be signed by the shareholder appointing the proxy in accordance with the form prescribed by the share registrar and list must contain the following:

- A. Total shareholding of the shareholder
- B. Name of the Proxy
- C. Number of times in appointing proxy to attend the meeting and cast his/her votes and the proxy must be given to the Chairman prior to commencement of the meeting

Point 37. In the case that all agendas are not all taken into consideration, or to consider regarding the shareholder who has shareholding totaling not less than one third of the total shares sold, propose to the meeting to consider the unfinished agenda so it is necessary to arrange another meeting informing the shareholders the date, place and time of the next meeting. The Board of Directors shall then send letters informing the date, time and place and the agendas to the shareholders 7 prior to the meeting. The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 38. Should the Chairman of the Board is not present or cannot perform his duty and if there is Vice-Chairman, the Vice-Chairman present at the meeting shall act as the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to act as the Chairman of the meeting.

Point 39. In casting votes, one share is eligible for one vote.

If the shareholder has an special advantage in any case, shareholder must abstain from voting except on the election of the Director.

Casting of votes on any resolution or approval of any activity at the shareholder meeting, they must have majority votes of the shareholders who attended the meeting and has the right to exercise his right except on the following case, a minimum of three-fourth of all votes from the shareholders attending the meeting and exercising the votes

- a) Selling or transferring all businesses or some significant parts to other individuals
- b) Acquiring or receiving the businesses transferred from other listed public company or a private companies to the company.

- c) The execution, amendment or cancellation of contracts relating to the leasing out of the whole or certain important parts of the businesses of the company, the assignment to any other persons to manage the businesses of the company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
- d) Decrease of company's capital by decreasing the number of shares or decrease in the amount of the shares.

Point 40. Businesses to be transacted at ordinary meeting shall be as follows :

- (1) To consider the report of the Board of Directors relating to the results of operation of the company carried by the Board of Directors in the previous year.
- (2) To consider the approval of the Balance sheet
- (3) To consider the appropriation of profit.
- (4) To consider the election of the new Directors who resigned by rotation
- (5) To consider the appointment of the company auditor
- (6) Others, if any

**PROXY FORM A (General Form, which is easy and not complicated)**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_ with address at \_\_\_\_\_ Road  
 \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED  
 holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;  
 ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
 preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District  
 \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District  
 \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District  
 \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at the Share Subscription Meeting / the Ordinary /  
 Extraordinary/Meeting of Shareholders for year 2016 on April 20, 2016 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River  
 View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120 or at any  
 adjournment thereof.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
 ( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
 ( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
 ( \_\_\_\_\_ )

**Remarks:**

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the  
 number of shares to several proxies to vote separately.





PROXY FORM B

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ Public Company Limited  
holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;  
ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) hereby appoint

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
\_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) Name \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
\_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) Name \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
\_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for year 2016 on April 20, 2016 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120 or at any adjournment thereof.

(4) I / We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

**Agenda No. 1 : To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2015**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:  
 Approve                       Disapprove                       Abstain

**Agenda No. 2 : To acknowledge the Company's Performance for fiscal year 2015**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:  
 Approve                       Disapprove                       Abstain

**Agenda No. 3 : To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended December 31 2015**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:  
 Approve                       Disapprove                       Abstain

**Agenda No. 4 : To consider the approval of the payment of dividends for fiscal year 2015**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:  
 Approve                       Disapprove                       Abstain

**Agenda No. 5 : To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:

- To elect directors as a whole
- Approve                       Disapprove                       Abstain
- To elect each director individually
- Mr. Kowate Limtrakul
- Approve                       Disapprove                       Abstain
- Mr. Phreecha Techakraisri
- Approve                       Disapprove                       Abstain
- Mr. Apichart Kasemkulsiri
- Approve                       Disapprove                       Abstain
- Mr. Chumpol Techakraisri
- Approve                       Disapprove                       Abstain

**Agenda No. 6 : To consider the approval of directors' remuneration for fiscal year 2016**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:
- Approve                       Disapprove                       Abstain

**Agenda No. 7 : To consider and approve the appointment of Auditors and their remuneration for fiscal year 2016**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:
- Approve                       Disapprove                       Abstain

**Agenda No. 8 : Others (if any) \_\_\_\_\_**

(5) A Proxy's vote in any agenda which does not follow those specified in proxy form, it shall consider that vote is incorrect as well as it does not vote on my/our behalf as a shareholder.

(6) If I/we do not specify my/our purpose to vote for any agenda or specify unclearly or in case the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I/we had specified in the proxy form, it shall be deemed as such acts had been done by me/us in all respects.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remarks:**

1. The Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In the agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in meeting, the proxy holder may use the Attachment to Proxy Form B.





REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED. For the Annual General Meeting of Shareholders for year 2016 on April 20, 2016 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120 or at any adjournment thereof..

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_
(a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_
(a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_
(a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_
(a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. \_\_\_\_ : Election of Directors (continued)
Name of Director \_\_\_\_\_
Approve Disapprove Abstain
Name of Director \_\_\_\_\_
Approve Disapprove Abstain
Name of Director \_\_\_\_\_
Approve Disapprove Abstain
Name of Director \_\_\_\_\_
Approve Disapprove Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_
(a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain





PROXY FORM C (Form in case the shareholders are foreign investors  
and appoint the custodian in Thailand to keep and safeguard the shares)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
acting as a custodian for \_\_\_\_\_

being a shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for year 2016 on April 20, 2016 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120 or at any adjournment thereof.

(3) I/We authorize my /our Proxy to attend and cast the votes as follows:

(a) The Proxy is entitled for all shares held and vote.

(b) The Proxy is entitled for certain shares as follows:

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Total entitled vote \_\_\_\_\_ votes.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

(1)  Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes



Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**(2) Agenda No. : Subject Election of Directors**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

To elect each director individually

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

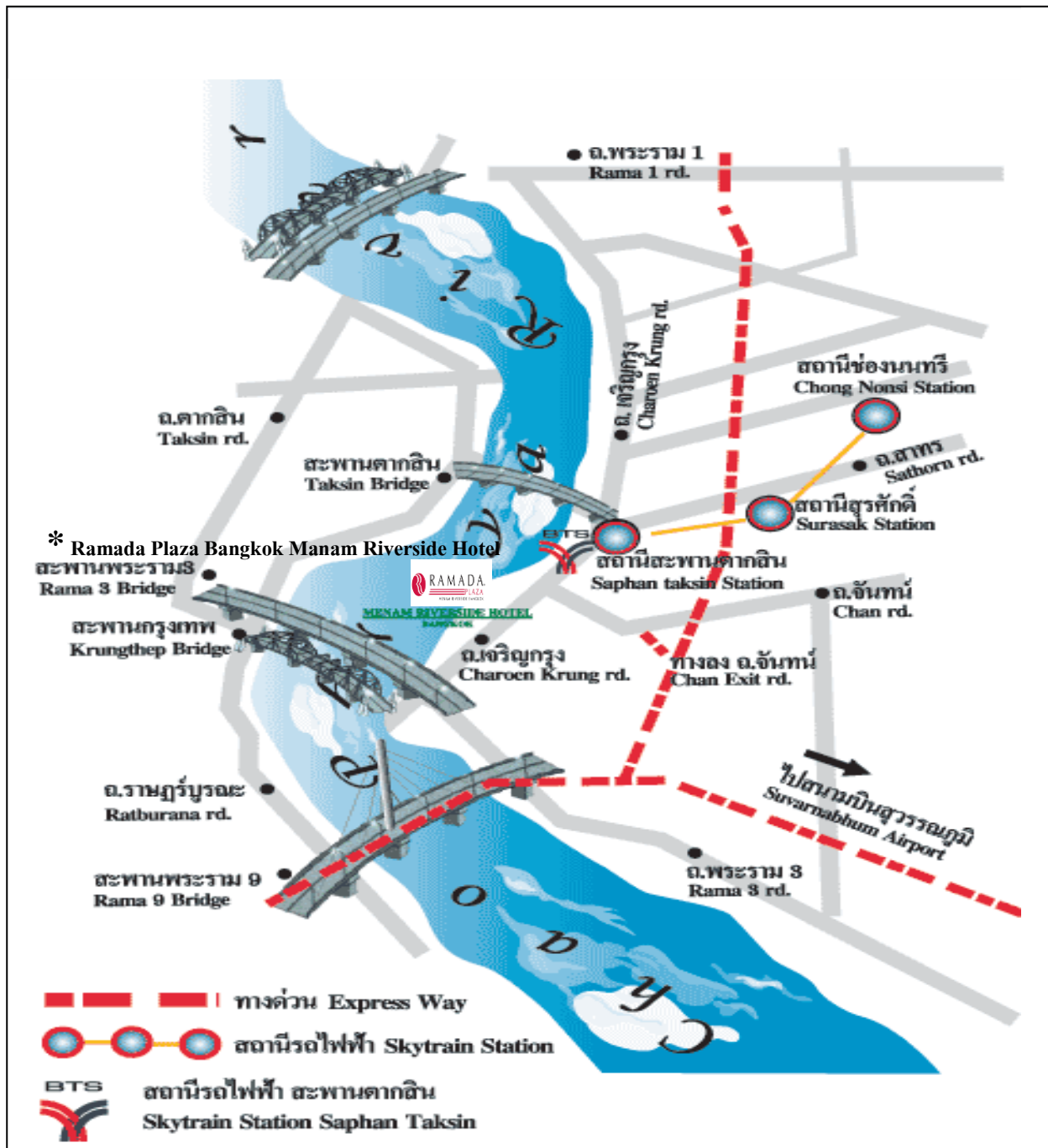
Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks:

1. Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.
2. The evidences attached with the Proxy are as follows:
  - (1) The power of attorney from shareholders assigned to custodian to sign the Proxy Form.
  - (2) The Confirm Letter to confirm that the person who sign in the Proxy Form get the consent to do the custodian business.
3. The Shareholders appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of share to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C as enclosed



MAP



ห้องโฟร์ริเวอร์ส 1 ชั้น 1 (ริมแม่น้ำ) โรงแรมแม่น้ำ รามาดาพลาซ่า, กรุงเทพฯ  
 Four Rivers 1 Rm., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Manam Riverside Hotel  
 2074 ถนนเจริญกรุง บางคอแหลม กรุงเทพฯ 10120  
 2074 Charoenkrung Road, Bangkorlaem, Bangkok 10120  
 TEL. 66 (0) 2688-1000  
 Fax 66 (0) 2291-9400