



CHU KAI PUBLIC COMPANY LIMITED

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12th April 2012

Subject: Invitation to attend the Annual General Meeting of Shareholders year 2012
Attention: All shareholders of Chu Kai Public Company Limited

Attachments:

1. Copy of Minutes of Annual General Meeting of Shareholders year 2011
2. Capital Increase Report Form (F53-4)
3. Annual Report for 2011 in CD-ROM
4. History of person duly nominated to assume the position in replacement of the director resigned by rotation.
5. Articles of Association relating to the General Meeting of Shareholders.
6. Rules and procedures in participating the Shareholders' Meeting and authorization.
7. 3 Forms of Power of Attorney.
8. Information of Independent Director nominated by the Company for the Shareholders to appoint as Proxy.
9. A map of the Annual General Meeting of Shareholders venue.

Whereas, the Board of Director of Chu Kai Public Company Limited, (hereinafter referred to as "the Company") no. 3/2012 held on March 28, 2012 resolved to convene the Annual General Meeting of Shareholders year 2012 (hereinafter referred to as "the Shareholders' Meeting"), on Thursday 26 April 2011, at 14.30 hours, at the Bangkok International Trade & Exhibition Centre (BITEC), 2nd Floor, Conference Room No. 218-219, situated at No. 88, Bangna-Trad Road, KM. 1, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the matters according to the following agendas:-

Agenda 1: To approve the Minutes of Annual General Meeting of Shareholders year 2011 held on April 27th, 2011.

The Board of Directors' comment: The Board of Directors considers and opines that the minutes of the Annual General Meeting of Shareholders year 2011, held on 27 April 2011 were correctly and completely recorded and deems appropriate to propose to the meeting of shareholders to certify such minutes. A copy of the said minutes is attached as Attachment no. 1.

Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2011 and approved Annual Report.

The Board of Directors' comment: The Board deems it is appropriate to inform the Shareholders' Meeting about the declaration of operating result for 2011 details of which are appeared on annual report 2011 page 54-55 regarding "Financial Status and Operating Results Analysis" and approves annual report of the company whereby details are as appeared in the Annual Report for 2011 delivered to the shareholders in advance along with this Invitation Letter, according to Attachment no. 3.

Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the year ended December 31st, 2011.

Statement of Financial Position and Statement of Comprehensive Income for the year ended as at 31 December 2011 of the company and minor companies were audited and signed to certify by Prawit

Viwanthananut, the auditor of ANS Audit Company Limited, as the company's auditor, was considered by the Board of Directors and approved by Audit Committee according to the details as appeared in Annual Report for 2011 of the company page 56 to page 111 whereby its important contents are summarized as follows (Unit: Million Baht).

Description	2010	2011
Total asset	1,748.01	2,015.80
Total liability	862.60	1,066.67
Shareholders' equity	885.42	949.13
Total income	601.53	956.40
Net profit	57.84	98.72
Net profit per share (Baht)	0.13	0.22

Agenda 4: To consider and approve the legal reserve for the operating result of year 2011.

The objectives and reason pursuant to Articles of Association clause 56, the company is required to allocate partial annual net profit as reserves not less than 5 percent of annual net profit less retained loss brought forward (if any) until this reserves shall reach not less than 10 percent of registered capital. As at 31st December 2011, the company had reserved at Baht 15,208,893.30 or 3.38 percent of the registered capital.

The Board of Directors' Comment: The Board deems appropriate to allocate net profit from specific cash flow statement amount Baht 87,588,813.51 as legal reserves Baht 4,379,440.68 or 5 percent of net profit. Total retained reserves Baht 15,208,893.30 or 3.38 percent of the registered capital.

Agenda 5: To consider and approve the dividend payment for the operating result of year 2011 and approve the stock dividend and cash dividend payment.

The company has policy to pay dividend to the shareholders not less than 50 percent of net earnings according to the specific financial statements in each accounting period after deduction of withholding tax and all types of reserves as prescribed by law whereby such dividend payment shall not object against the Public Company Law. Such dividend payment is however depending on cash flow, investment plan in several projects of the company including also the necessity and other suitability in the future, the Company is thus requested to approved dividend payment from net earnings after deduction of legal reserves of operating result from 1 January 2011 to 31 December 2011 of Company's financial statement Baht 87,588,813.51.

The Board of Directors' comment: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the stock dividend and cash dividend payment as follows;

5.1 Payment of stock dividend in the ratio of 8 existing shares per 1 stock dividend share, in the number of not exceed 56,250,000 shares (fifty-six million two hundred and fifty thousand shares) or not more than Baht 56,250,000 (fifty-six million two hundred and fifty thousand Baht), equivalent to Baht 0.125 per share. In case where there is fraction of shares less than 8 shares, the Company will pay such stock dividend in cash at Baht 0.125 per share instead.

5.2 Payment of cash dividend of Baht 0.01388889 per share calculated from a par value of Baht 1 per share, to cover payment of withholding income tax of stock dividend payment.

The amount of dividend payment to shareholders in form of stock and cash dividend will be Baht 0.13888889 per share amounting to not exceed Baht 62,500,001 (sixty-two million five hundred thousand and one Baht).

The company will deduct the withholding tax at the rate of 10 percent of total dividend from the cash dividend payment, and in accordance with the Company's dividend policy.

Details of Dividend Payment

2011	2010
<p>Consider and approve the stock dividend and cash dividend payment as follows;</p> <ol style="list-style-type: none"> 1) Payment of stock dividend at not over 56,250,000 shares in the ratio of 8 existing shares per 1 stock dividend or equivalent to Baht 0.125 per shares. 2) Payment of cash dividend of Baht 0.01388889 per share. <p>The amount of dividend payment to shareholders in form of stock and cash dividend will be Baht 0.13888889 per share in accordance with the Company's dividend policy.</p>	<p>Approved dividend payment from net profit of the Company's financial statement after tax and legal reserve at Baht 27,000,000 or 0.06 Baht per share in accordance with the Company's dividend policy.</p>

The Record Date for the right of shareholders to receive the dividend is scheduled to be on May 8, 2012. The share register book closing date for the collecting shareholders' names under the Section 225 of the Securities and Exchange Act is scheduled to be May 9, 2012 and the dividend payment shall be made within May 25, 2012.

The dividend payment will be made after the shareholder approved the dividend payment and the company registered with the Ministry of Commerce the increase of the registered capital to be reserved for stock dividend payment.

Agenda 6: To consider and approve the increase of the Company's registered capital from Baht 450,000,000 to Baht 506,250,000 by issuing new ordinary shares of 56,250,000 shares at the par value of Baht 1 to be reserved for stock dividend payment.

The Board of Directors' comment: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital from Baht 450,000,000 (four hundred and fifty million Baht) to Baht 506,250,000 (five hundred six million two hundred and fifty thousand Baht) by issuing new ordinary shares of 56,250,000 shares (fifty-six million two hundred and fifty thousand shares) at the par value of Baht 1 (one Baht) per share, to be reserved for stock dividend payment.

Agenda 7: To consider and approve an amendment to clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital of the company.

The Board of Directors' comment: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the increase of registered capital of the Company as follows;

Clause 4	Registered Capital	:	Baht 506,250,000 (five hundred six million two hundred and fifty thousand Baht)
	Divided into	:	506,250,000 shares (five hundred six million two hundred and fifty thousand shares)
	Par Value per Share	:	Baht 1 (one Baht)
	Divided into Common Shares	:	506,250,000 shares (five hundred six million two hundred and fifty thousand shares)

Preferred Shares : - shares

Provided that the person designated by the Board of Directors to proceed the registration of the amendment to the Memorandum of the Association with the Ministry of Commerce shall be authorized to amend and revise wording or taking action as may be necessary in order to be complied with the instruction of the registrar.

Agenda 8: To consider and approve the allotment of 56,250,000 newly issued shares from the capital increase to be reserved for the stock dividend payment.

The Board of Directors' comment: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the allotment of 56,250,000 (fifty-six million two hundred and fifty thousand shares) increased shares capital at par value of Baht 1 (one Baht) per share to be reserved for the stock dividend payment.

Agenda 9: To consider and approve the re-election of the directors whose terms are expired by rotation.

The Board of Directors' comment: In order to comply with the Public Company Limited Act, B.E. 2535 and Articles of Association of the Company clause 22, which stipulates that one-third of directors must be resigned and in case of it is not possible, nearly one-third must be resigned. For this year, there are directors to be resigned by rotation as follows:-

- 1) Mr. Surin Premamornkit
- 2) Mr. Jessada Promjart
- 3) Ms. Nateeporn Doungsawasdi
- 4) Ms. Wanida Darachai

The Board of Directors duly considers and opines that those resigned directors are all capable and knowledgeable which are benefits to the company, it is thus deemed appropriate to propose the Annual General Meeting of Shareholders to approve the reappointment of those 4 directors to reassume the same position onwards as the company has rules and method to recruit as shown in Annual Registration Statement (56-1), Section 1, page 36 under the clause of 8.2 regarding Recruitment of Director and Executive. In this regard, the company herewith attaches personal history of those nominated persons as Attachment no. 4.

Agenda 10: To consider and approve the directors' remuneration for the year 2012.

The Board of Directors' comment: Pursuant to Article of Association Clause 41 which stipulated the director to receive remuneration in reward his performance, which are incentive, meeting allowance, bonus or other types of remuneration. It is thus deemed appropriate to determine remuneration for directors in 2012 to be corresponding with the remuneration of directors in other companies in the same industry, and, after comparison with other company who earned similar income and net profit whose remuneration is equal to such of the preceding year. The Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to approve monthly remuneration, meeting allowance and director's bonus for the year 2012 which is equal to year 2011, approved by the Annual General Meeting of Shareholders year 2011, detailed as follows:-

1. Monthly remuneration
 - 1.1 Chairman of the Board of Directors at 40,000.00 Baht
 - 1.2 Vice Chairman of the Board of Directors and Chairman of the Audit Committee at 30,000.00 Baht each

- 1.3 Director and member of the Audit committee at 20,000 Baht each.
2. Meeting allowance per each attendance
 - 2.1 Chairman of the Board of Directors at 12,000.00 Baht
 - 2.2 Vice Chairman of the Board of Directors, Chairman of the Audit Committee, Audit Committee and Director at 10,000.00 Baht each.
3. Director's bonus
 - 3.1 Upon dividend payment is paid to the shareholders, bonus will also be paid to all directors at one time of meeting allowance paid to each director in each year.

For the director who performs his/her duty more than one position, shall be paid monthly remuneration or meeting allowance only for the highest position. Should any director is paid remuneration for the position of executive, such director is not paid for the position of director and any director who is unable to attend the Meeting shall not be paid for meeting allowance.

The Meeting has duly considered and resolved to determine the remuneration for director as proposed by the chairman of the Meeting for not exceeding Baht 5,000,000.00 per year, which was increased from Baht 4,000,000.00 per year in 2011. The reason is to cover additional activities in 2012 since there are additional committees appointed in 2012.

Agenda 11: To consider and approve the appointment of the auditors and their remuneration for the year 2012.

The Board of Directors' comment: To comply with Public Company Limited Act, B.E. 2535, which determines the Annual General Meeting of Shareholders to appoint the auditor and determine the auditing fee of the company for every years and by suggestion of the Audit Committee, which, details of comment of the Audit Committee are appeared in "Report of the Audit Committee" of annual report for 2011, the Board of Directors has duly considered and deemed appropriate the Annual General Meeting of Shareholders to approve the appointment of auditor from ANS Audit Co., Ltd. who has well performed the duties as company's auditor thoroughly since 2004 to be the auditor of the company and minor companies for the accounting period as ended at 31 December 2012 whereby the name list of the persons who shall sign for audition are as follows:-

- | | | |
|----|----------------------------|---|
| 1) | Mr. Prawit Viwanthananut | Certified Public Accountant No. 4917 and/or |
| 2) | Mr. Bunjong Pichayaprasart | Certified Public Accountant No. 7147 and/or |
| 3) | Mr. Terdthong Thepmangkorn | Certified Public Accountant No. 3787 and/or |
| 4) | Mr. Udom Thanuratpong | Certified Public Accountant No. 8501 |

Details of Auditing Fee from ANS Audit Co., Ltd. year 2011 and 2012

Year	Audit Fee per quarter	Audit Fee per year	Total Remuneration	Other Expenses
2011	660,000.00	1,190,000.00	1,850,000.00	At actual cost
2012	720,000.00	1,280,000.00	2,000,000.00	At actual cost
Percent Increased	9.09	7.56	8.11	

In this regard, in case of those above mentioned auditors are unable to perform their duties, ANS Audit Co., Ltd. shall procure other auditors to audit and express comment toward financial statement of the company and minor companies in lieu of those above mentioned auditors. Moreover, the signing auditor is not related nor have any benefit in the company, minor companies, executive, major shareholder or other related person whatsoever.

The Board of Directors and Audit Committee consider and deem appropriate that the Annual General Meeting of Shareholder should approve auditing fee for 2012 of Chu Kai Public Company Limited, for not exceeding Baht 1,200,000.00 per year which is increased Baht 100,000 compared to such in the preceding year which is similar to the rate of other business at the similar size and type of business. In addition, this is to advise all shareholders that the total auditing fee of the company and subsidiary companies is not exceeding Baht 2,000,000.00.

Agenda 12: Consideration of other issues (if any)

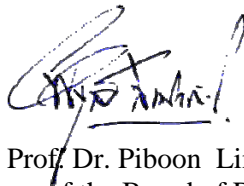
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The company determines to close the Register Book to suspend transfer of shares for right to attend the Meeting since 12 April 2012 onwards until the Meeting shall be finished. This is to cordially invite all shareholders to jointly attend the Meeting according to the day, time and place as mentioned above as the company shall open for registration to attend the Shareholders' Meeting since 12.25 hours onwards.

Should any shareholder wishes to appoint other person to attend and vote on your behalf in this Meeting, please complete all details and sign on the Power of Attorney as attached herewith, which are provided in 3 forms for your selection (please select only 1 form) (as Attachment No. 7) with 20 Baht duty stamp affixed and submit to the Chairman of the Board of Directors or its authorized representative at the Meeting place before the meeting time. In this Meeting, the company also invites the independent auditors to reply any inquiries about the financial statements of the company.

In this regard, for optimal benefit from the Meeting including to maintain your right and benefit, should you have any inquiries requiring the company to clarify thereof or should you want to obtain other important information of the company, you can deliver your inquiries before the Meeting day, to boardoffice@chukai.co.th or at telephone number 0-2316-2873-7, 0-2715-0000 Ext. 71, Fax Number.; 0-2316-6574, 0-2316-6637 so that the Board of Directors or Management of the company shall prepare to clarify your inquiries in the Annual General Meeting of Shareholders day.

Yours Sincerely,
As per resolution by The Board of Directors
CHU KAI PUBLIC COMPANY LIMITED



(Assist Prof. Dr. Piboon Limprapat)
Chairman of the Board of Directors

(Translation)

Articles of Association relating to the Shareholders' Meeting: Attachment 5 page 1/2

SECTION 6 SHAREHOLDERS' MEETING

Article 43: The Board of Directors is required to hold the Shareholders' Meeting as an Annual Ordinary Meeting within 4 months commencing from the year-ended of company's accounting period while other Shareholders' Meeting shall be called Extraordinary Meeting. The Board of Directors may summon Extraordinary Meeting at any time as deemed appropriate, or, in case of the shareholders whose total shares holding is not less than one-fifth of total shares sold or not less than 25 shareholders whose shares holding is not less than one-tenth of total shares sold can subscribe their names to produce a letter requesting to summon an Extraordinary Shareholders' Meeting at any time but must clearly specify reason of the Meeting in such summons. In this case, the Board of Directors must hold the Shareholders' Meeting within 1 month commencing from the date receiving such written request from the shareholders.

Article 44: In summoning the Shareholders' Meeting, the Board of Directors is required to produce Notice of Meeting to indicate place, date, time and agendas of the Meeting and matter to be proposed to the Meeting along with related details as deemed appropriate by clearly specify whether it is the matter proposed for acknowledgment, approval or consideration, as the case may be including comment of the Board of Directors in those matters, and then deliver to all shareholders and the registrar for not less than 7 days before the Meeting day and also publicize such notice on newspaper for not less than 3 consecutive days before the Meeting date.

Article 45: In the Shareholders' Meeting, the Shareholder may authorize his/her proxy to attend and vote in the Meeting on his/her behalf. The Power of Attorney must be made in written duly signed by the Grantor and made up according to the form prescribed by the registrar of public company limited and further deliver to the Chairman of the Meeting or other person duly nominated by the registrar, at the Meeting place before the proxy shall attend the Meeting, of which, at least must contain the following details:-

- a. Number of shares held by the Grantor
- b. Name of the proxy
- c. Number of the Meeting which the proxy is authorized to attend and vote.

Article 46: In Shareholders' Meeting, there must have shareholders and proxies (if any) to attend the Meeting not less than 25 persons or not less than one-half of total shareholders subject to whichever is lesser and total shares must not be less than one-third of total shares sold to constitute a quorum.

In case of in any Meeting, should the Meeting time is lapsed for one hour but number of shareholders attending the Meeting is not constituted a quorum and if such Meeting is summoned due to request of the shareholders, such Meeting shall be canceled. In other hand, should such Meeting is not summoned by request of the shareholders, such Meeting shall be re-appointed and Notice summoning the Meeting shall be delivered to the shareholders not less than 7 days before the meeting date and a quorum present is not commanded for the later meeting.

Article 47: The Chairman of the Board of Directors shall preside as Chairman of the Meeting, in case of the Chairman is absent or unable to perform his/her duty, should there is Vice Chairman, such Vice Chairman shall preside as Chairman of the Meeting, and in case of no Vice Chairman or he/she is unable to perform his/her duty, then the shareholders shall select one among them as the Chairman of the Meeting.

Article 48: Resolution of the Shareholders' Meeting shall be consisted with the following votes:-

- 48.1 Final decision or resolution of the Shareholders' Meeting is subjected to voting regardless by whatsoever mean, it shall be regularly counted as one share one vote.
- 48.2 In normal case, resolution is based on majority vote of the shareholders attending and voting in the Meeting. In case of equal vote, the Chairman of the Meeting shall cast one additional final vote.
- 48.3 In the following case, not less than 3/4 of total votes of shareholders attending and voting is required:-
 - (a) Sale or transfer of entire or partial important business of the company to other person.
 - (b) Purchase or accept transfer of other company or private company to be the company's business.
 - (c) Execute, amend or cancel contract for lease of entire or partial important part of company's business, authorization other person to manage the company's business or amalgamation of business with other person with objective for profit-loss sharing.
 - (d) Amendment of Memorandum of Association and Articles of Association.
 - (e) Amalgamation or wind up the company.
 - (f) Issuing debenture

In case of the any shareholder who has special benefit in any matter, such shareholder is not entitled to vote in such matter except voting to elect the director.

Article 49: Business which must be discussed in the Annual Ordinary Meeting are at least as follows:-

- (1) To acknowledge report of the Board of Directors about business of the company in the preceding year.
- (2) To approve Balance Sheets and Statement of Income.
- (3) To approve profit allocation.
- (4) To elect the directors in replacement of those who resigned by rotation.
- (5) To appoint the auditor and determine auditing fee of the company.
- (6) Other businesses

Article 50: The company is required to submit name list of shareholders existing on the Annual General Meeting date by specifying name, nationality, address and number of share subscribed by each shareholder and number of share certificate to the registrar of public company limited within 1 month commencing from the date finishing the Meeting.

Rules and Procedures to Attend the Shareholders' Meeting and Authorization

Evidences proving right to attend the Meeting:

1. In case of personally attend the Meeting

- 1.1 The shareholder is Thai ordinary person, please present Identification Card or Official Identification Card;
- 1.2 The shareholder is a foreign ordinary person, please present Alien Certificate or passport;
- 1.3 The shareholder is a juristic person duly registered in Thailand:-
 - a. Copy of current juristic person registration certificate issued by Department of Business Development certified true copy by the director who is authorized to attend the Meeting.
 - b. Copy of Identification Card (or copy of passport in case of the director is an alien) of the authorized director as mentioned in a). duly certified true copy by such director.
- 1.4 The shareholder is juristic person registered in abroad
 - a. Copy of juristic person registration certificate indicating name of the authorized director and the director's power issued by related authorities and certified by Notary Public.
 - b. Copy of passport of the director entering to attend the Meeting duly certified true copy by such director.

2. In case of authorization

- 2.1 The shareholder is Thai ordinary person
 - a. Fully completed Power of Attorney
 - b. Certified true copy of Identification Card of the Grantor
 - c. Certified true copy of Identification Card of the Proxy.
- 2.2 The shareholder is a foreign ordinary person
 - a. Fully completed Power of Attorney
 - b. Certified copy of the Alien Certificate or certified copy of passport of the Grantor
 - c. Certified true copy of Identification Card of the Proxy (or copy or certified copy of passport in case of the proxy is an alien)
- 2.3 The shareholder is juristic person registered in Thailand
 - a. Fully completed Power of Attorney
 - b. Copy of current juristic person registration certificate of the Grantor issued by Department of Business Development certified true copy by the authorized director who signed on such Power of Attorney.
 - c. Copy of Identification Card (or copy of passport in case of the proxy is an alien) of director who is authorized to sign on Power of Attorney certified true copy by such director.
 - d. Copy of Identification Card of the Proxy (or copy of certified copy of passport in case of the proxy is an alien) certified true copy by the proxy

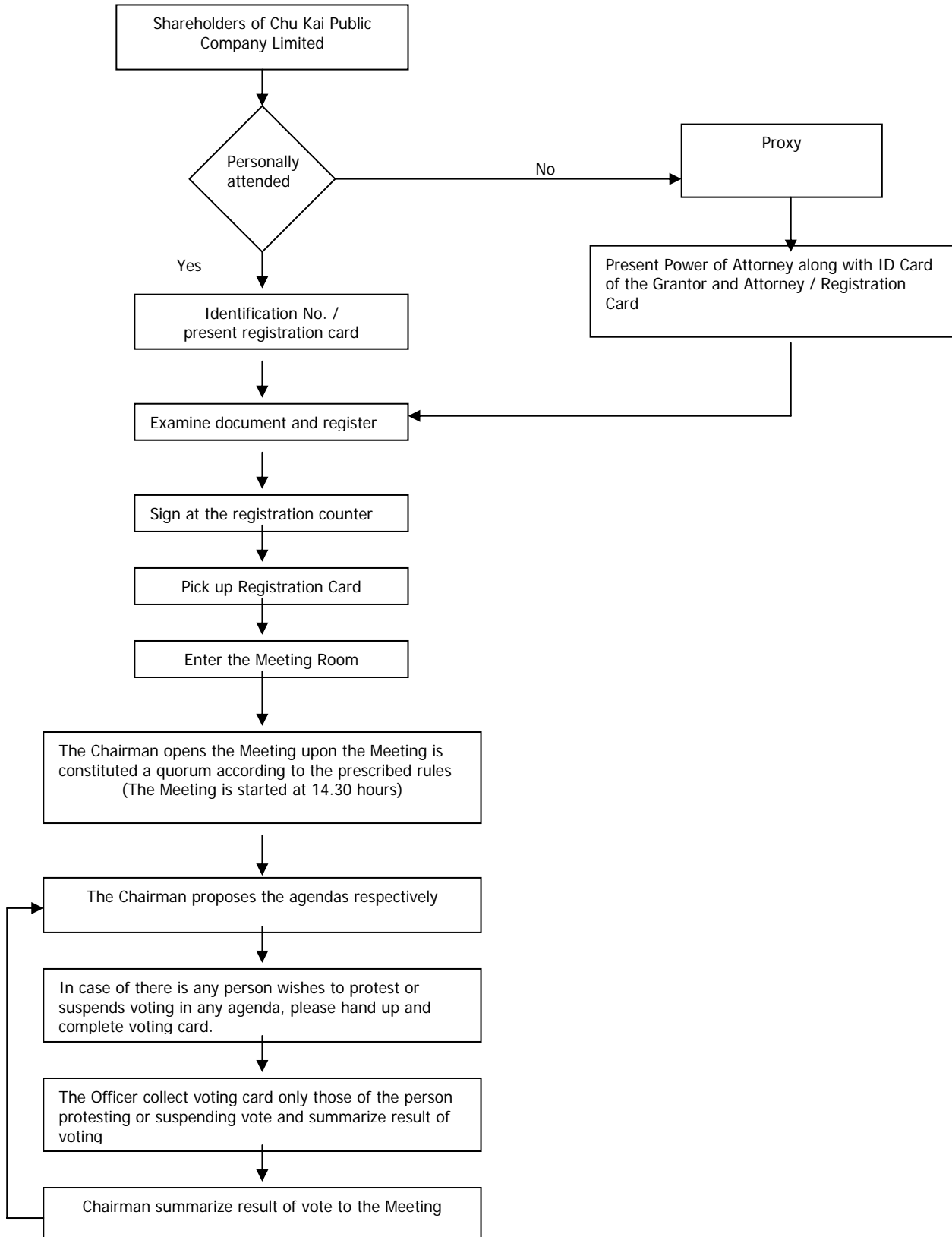
- 2.4 The shareholder is juristic person registered in abroad
- a. Fully completed Power of Attorney
 - b. Juristic person registration certificate of the Grantor indicating name of authorized directors and power of directors, issued by related authorities duly certified by Notary Public.
 - c. Copy of passport of the director who is authorized to sign on Power of Attorney certified true copy by such authorized director.
 - d. Copy of Identification Card of the Proxy (or copy of passport in case of the proxy is an alien) certified true copy by such proxy.

Registration

The company's officer shall open to accept registration before the commencement of the Meeting not less than 2 hours or from 12.25 to 14.25 hours onwards.

(Translation)

Procedures to Attend the Annual General Meeting of Shareholders Year 2012
Chu Kai Public Company Limited
At Bangkok International Trade & Exhibition Centre (BITEC)
On 26th April 2012 at 14.30 hours, 2nd Floor, Room no. 218-219



(Translation)

Duty stamp 20 baht

Form B

POWER OF ATTORNEY

Written at:

.....

Date:.....

(1) I,, nationality:, residing at House No....., Road: Sub-district:, District:....., Province: Postcode:

- (2) As the shareholder of Chu Kai Public Company Limited,
Total shares holding:shares, details of voting right: votes, as follows:-
Ordinary shares:shares, voting right:votes
Preferential shares:shares, voting right:votes

- (3) do hereby authorize:-

(1), age:years, residing at House No.:
Road: Sub-district: District:
Province: Post Code:, or

(2), age:years, residing at House No.:
Road: Sub-district: District:
Province: Post Code:, or

(3), age:years, residing at House No.:
Road: Sub-district: District:
Province: Post Code:
either one of them to be my proxy to attend the Meeting and vote on my behalf in the Annual General Meeting of Shareholders for 2012 on 26 April 2012, at 14.30 hours at the Bangkok International Trade & Exhibition Center (BITEC), 2nd Floor, Conference Room No. 218-219, situated at No. 88, Bangna-Trad Road, KM. 1, Bangna Sub-district, Bangna District, Bangkok 10260.

- (4) I do hereby authorize my proxy to vote on my behalf in this Meeting, as follows:-

☐ Agenda 1: To consider and certify Minutes of Shareholders' Meeting for 2011, held on 27 April 2011

- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote

☐ Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2011 and approved Annual Report.

- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote

☐ Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the year ended December 31st, 2011.

- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as

- he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 4: To consider and approve the legal reserve for the operating result of year 2011.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 5: To consider and approve the dividend payment for the operating result of year 2011 and approve the stock dividend and cash dividend payment.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 6: To consider and approve the increase of the Company's registered capital from Baht 450,000,000 to Baht 506,250,000 by issuing new ordinary shares of 56,250,000 shares at the par value of Baht 1 to be reserved for stock dividend payment.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 7: To consider and approve an amendment to clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital of the company.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 8: To consider and approve the allotment of 56,250,000 newly issued shares from the capital increase to be reserved for the stock dividend payment.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda 9: To consider and approve the re-election of the directors whose terms are expired by rotation.
- ☐ (a) The proxy is entitled to consider and vote on my behalf to appoint the director in replacement of the resigned director and new Board of Directors as deemed appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention to appoint some directors, as follows:-
1. Mr. Surin Premamornkit
☐ Agree ☐ Disagree ☐ Suspend vote
 2. Mr. Jessada Promjart
☐ Agree ☐ Disagree ☐ Suspend vote

3. Ms. Nateeporn Doungsawasdi
☐ Agree ☐ Disagree ☐ Suspend vote

4. Ms. Wanida Darachai
☐ Agree ☐ Disagree ☐ Suspend vote

- ☐ Agenda 10: To consider and approve the directors' remuneration for the year 2012.
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote

☐ Agenda 11: To consider and approve the appointment of the auditors and their remuneration for the year 2012.

- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote

☐ Agenda 12: To consider other issues (if any).

- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
☐ Agree ☐ Disagree ☐ Suspend vote

(5) Voting of the proxy in any agenda which is not corresponding to such mentioned in this Power of Attorney shall be regarded as incorrect vote and is not considered as vote in my capacity as shareholders.

(6) In case of I do not specify my intention in voting for any agenda or it is not clearly specified or in case of the Meeting shall consider or resolve in any matter other than such specified above including in case of change or amendment of any fact, my proxy is thus entitled to consider and vote on my behalf in all aspects as deemed appropriate by him/her.

Any action done in the Meeting by my proxy, unless in case of the proxy does not vote as mentioned by me in this Power of Attorney, shall be regarded as I have personally done by myself in all respects.

(Signature) Grantor
(.....)

(Signature) Proxy
(.....)

(Signature) Proxy
(.....)

(Signature) Proxy
(.....)

Remarks:

1. The shareholder must assign only one proxy to attend and vote in the Meeting and is unable to separate number of shares for several proxies to separately vote.
2. In case of the agenda of the Meeting is more than such mentioned above, the grantor is able to additionally specify authorization in Attachment to Power of Attorney Form B. as attached herewith.

(Translation)

Attachment to Power of Attorney Form B

Power of Attorney in case of being shareholder of Chu Kai Public Company Limited

In the Annual General Meeting of Shareholders for 2012, held on 26 April 2012, at 14.30 hours, at Bangkok International Trade & Exhibition Center (BITEC), 2nd Floor, Conference Room No. 218-219, situated at No. 88, Bangna-Trad Road, KM. 1, Bangna Sub-district, Bangna District, Bangkok Metropolis 10260.

.....

- ☐ Agenda.....: Subject
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
- ☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda.....: Subject
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
- ☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda.....: Subject
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
- ☐ Agree ☐ Disagree ☐ Suspend vote
- ☐ Agenda.....: Subject
- ☐ (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- ☐ (b) The proxy is entitled to vote according to my intention, as follows:-
- ☐ Agree ☐ Disagree ☐ Suspend vote

(Translation)

Duty stamp 20 baht

POWER OF ATTORNEY

Written at:

Date:.....

I ,, nationality:, residing at House
No....., Road: Sub-district:
District:....., Province: Postcode:
.....

as the shareholder of Chu Kai Public Company Limited

do hereby authorize:-

Mr. Vacharin Duangdara, who is an independent director and Chairman of the Audit Committee, 53 years of age, residing at House No. 7, Soi Nakniwat 37, Yaek 2-1, Nakniwat Road, Ladprao Sub-district, Ladprao District, Bangkok 10230, who does not have any interest in the agendas proposed in the Annual General Meeting of Shareholders for 2012, as my proxy to attend and vote in the Meeting on my behalf in Annual General Meeting of Shareholders for 2012 on 26 April 2012 at 14.30 hours, at Bangkok International Trade & Exhibition Center (BITEC), 2nd Floor, Conference Room No. 218-219, situated at No. 88, Bangna-Trad Road, KM. 1, Bangna Sub-district, Bangna District, Bangkok Metropolis 10260.

Any action done in the Meeting by my proxy shall be regarded as I have personally done by myself in all respects.

(Signature) Grantor
(.....)

(Signature) Proxy
(.....)

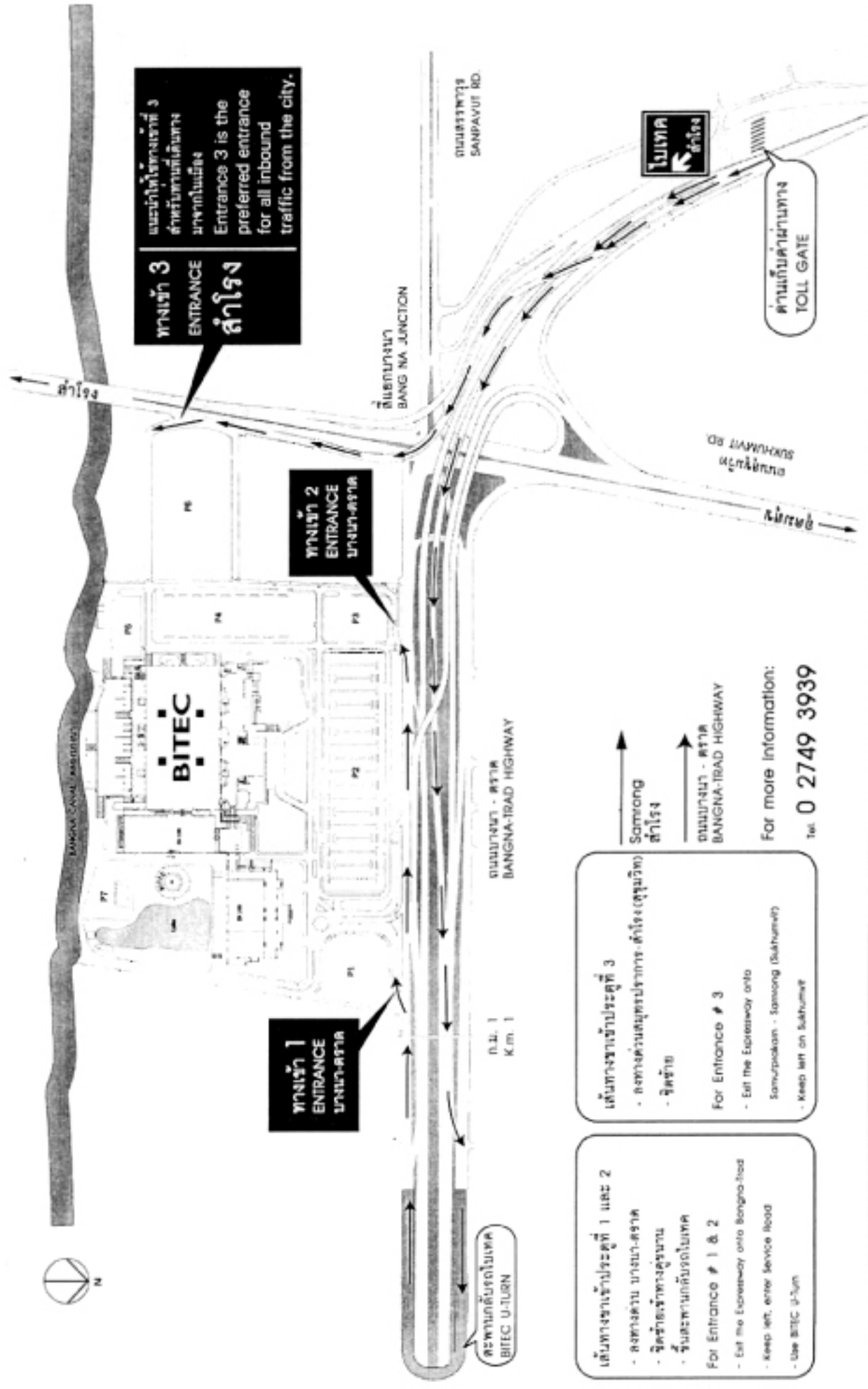
(Translation)

Information about the independent director supporting Power of Attorney: Attachment 8

**Information about the Independent Director and Chairman of the Audit Committee
supporting Power of Attorney
(in case of authorization the independent director as a proxy)**



Name – Surname	:	Mr. Vacharin Duangdara
Position in the company	:	Chairman of the Audit Committee and Independent Director
Age	:	52 years
Educational qualification	:	Bachelor of Law (LL.B.) (Thai Barrister-at-law) (Thai Bar Association) Master of Business Administration (EX-MBA, Kasetsart University)
Address	:	No. 7, Soi Nakniwat 37, Yaek 2-1, Nakniwat Road, Ladprao Sub-district, Ladprao District, Bangkok 10230
Training	:	Director Accreditation Program (DAP) year 2004 (IOD) Director Certification Program (DCP) year 2006 (IOD)
Present position	:	Chairman of Audit Committee and Independent Director
Working Experience	:	
2011 – Present		Executive Vice President (Legal Division), Krungthai Card Public Company Limited
2008 - Present		Senior Manager, Legal and Business Compliance, Bank of Ayudhya Public Company Limited.
2006 – Present		Chairman of the Audit Committee and Independent Director of Chu Kai Public Company Limited
2004 – 2007		Legal advisor, Lawyer, Independent Director and Audit Committee to many listed companies.
1999 – 2003		Debt Management Company under Kiatnakin Securities
1995 – 1998		Group of Companies M. Thai Co., Ltd., a debt management company for financial companies
1982 – 1995		Thanachart and Ekachart Financing Institute
Number of Shares holding	:	None
The attendance in year 2011	:	1) The Board of Director's Meeting 6/8 times 2) The Audit Committee 6/8 times
Criminal offense record during the part 5 years:		None
Conflict/No conflict of interest in all agendas of the Shareholder's Meeting 2012 :		None

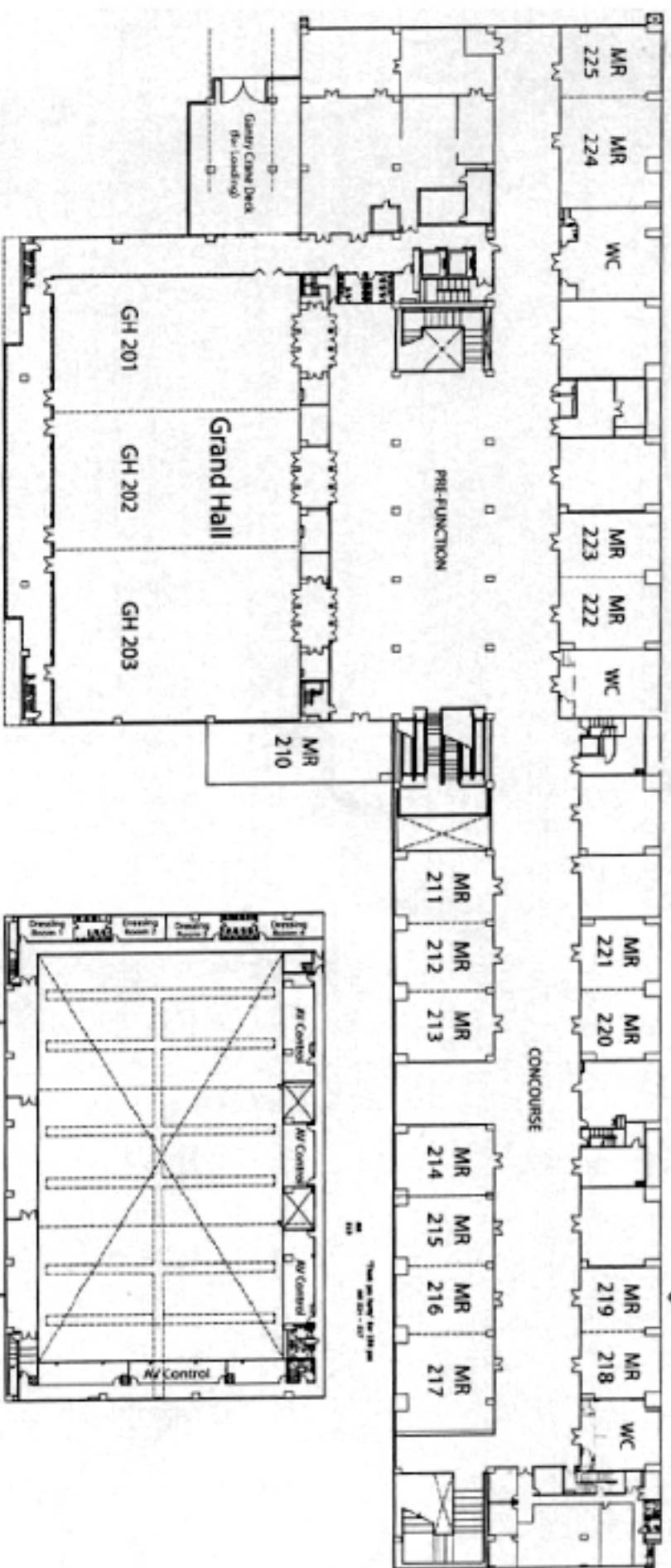


แผนที่เส้นทางเข้าสู่ศูนย์ทศวรรษและการประชุมไบเบิ้ล

8 Bangqna-Trad (Km.1), Bangqna, Bangkok 10260 Tel: +66 (0) 2749 3939 Fax: +66 (0) 2749 3949 E-mail: info@bitec.net www.bitec.net

Map to BiTEC

Shareholder's Meeting, Chu Kai Public Company Limited



Grand Hall Mezzanine Floor
Dressing Rooms and Control Rooms

SECOND FLOOR
GRAND HALL & MEETING ROOM

Scale
0 10 20 30
METERS