



CHU KAI PUBLIC COMPANY LIMITED

42/62 Moo 14 Bangna-Trad Road, Bangkaew, Bangplee, Samutprakarn 10540, Thailand
Tel. +66 (0) 2715 0000, 2316-2873-7 Fax +66 (0) 2316- 2874, 2316-6637, 2715- 0055
Email: boardoffice@chukai.co.th

Ref. bd/set 003/2013

March 28th, 2013

Re Notification of the Resolution of the Board of Directors' Meeting No 2/2013
and schedule of Annual General Meeting of Shareholders year 2013
To The President
The Stock Exchange of Thailand (SET)

With reference to the Board of Directors' Meeting Number 2/2013 of Chu Kai Public Company Limited ("the Company") held on March 28th, 2013 at 13.30 hours at the conference room of Chu Kai Public Company Limited located at 42/62 Moo 14 Bangna-Trad Road, Bangkaew, Bangplee, Samutprakarn 10540, it was unanimously resolved as of the following;

1. Acknowledged and approved the Minutes of Board of Directors' Meeting no. 1/2013 held on February 28th, 2013

2. Acknowledged and approved Annual Registration Statement year 2012 (Form 56-1) and Annual Report year 2012 (Form 56-2).

3. Acknowledged and approved the legal reserve of Baht 7,302,324.12 from the net profit of Baht 146,046,482.33 or equal to 5 percent of the net profit; thus, the total legal reserve is Baht 22,511,217.42 or equal to 4.45 percent of the current registered capital. The proposal will be submitted to the Annual General Meeting of Shareholders year 2013 for further approval.

4. Approved the annual dividend payment for the operating result from January 1st, 2012 to December 31st, 2012 and approve the stock dividend and cash dividend payment as follows;

4.1 Payment of stock dividend in the ratio of 7 existing shares per 1 stock dividend share, with the total number shares not exceeding 72,321,422 shares at the par value of Baht 1 per share or equal to totaling of not exceeding Baht 72,321,422. The stock dividend payment is equivalent to Baht 0.14285714 per 1 existing share. In case where there is fraction of shares less than 7 shares, the Company will pay such stock dividend in cash at Baht 0.14285714 per share instead.

4.2 Payment of cash dividend of Baht 0.01587302 per 1 existing share, calculated from the par value of Baht 1 per share, to cover payment of withholding income tax of the dividend payment.

The total amount of dividend payment to shareholders in form of stock and cash dividend will be Baht 0.15873016 per 1 existing share amounting to not exceed Baht 80,357,140. The company will deduct the withholding tax at the rate of 10 percent of total dividend amount from the cash dividend portion.

The record date for the right of shareholders to receive the dividend is scheduled to be on May 10th, 2013. The share register book closing date for the collecting shareholders' name under the Section 225 of the Securities and Exchange



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Act is scheduled to be May 13th, 2013 and the dividend payment shall be made within May 28th, 2013.

The dividend payment will be made after the shareholders' meeting approves the dividend payment and the company registers the capital increase with the Ministry of Commerce.

5. Approved to propose to the Annual General Meeting of Shareholders year 2013 to consider and approve the reduction of the Company's registered capital from Baht 506,250,000 to Baht 506,249,953 by written off the un-issued shares of 47 shares (at the par value of Baht 1 per share), which have been reserved for stock dividend payment last year, and approved to propose to the Annual General Meeting of Shareholders year 2013 to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital reduction as follows;

Clause 4	Registered Capital	:	Baht 506,249,953	(five hundred six million two hundred forty nine thousand and nine hundred fifty three Baht)
	Divided into	:	506,249,953 shares	(five hundred six million two hundred forty nine thousand and nine hundred fifty three shares)
	Par Value per Share	:	Baht 1	(one Baht)
	Divided into			
	Common Shares	:	506,249,953 shares	(five hundred six million two hundred forty nine thousand and nine hundred fifty three 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 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 register.

6. Approved to propose to the Annual General Meeting of Shareholders year 2013 to consider and approve the increase of the Company's registered capital from Baht 506,249,953 to Baht 578,571,375 by issuing new ordinary shares of 72,321,422 shares at the par value of Baht 1 per share to be reserved for stock dividend payment, and approved to propose to the Annual General Meeting of Shareholders year 2013 to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital increase as follows;



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Clause 4	Registered Capital	:	Baht 578,571,375	(five hundred seventy eight million five hundred seventy one thousand and three hundred seventy five Baht)
	Divided into	:	578,571,375 shares	(five hundred seventy eight million five hundred seventy one thousand and three hundred seventy five shares)
	Par Value per Share	:	Baht 1	(one Baht)
	Divided into			
	Common Shares	:	578,571,375 shares	(five hundred seventy eight million five hundred seventy one thousand and three hundred seventy five 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 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 register.

7. Approved to propose to the Annual General Meeting of Shareholders year 2013 to consider and approved the allotment of 72,321,422 newly issued shares from the capital increase to be reserved for the stock dividend payment.

8. Approved the re-election of Mr. Thongchai Praerangsi. Mr. Vacharin Doungdara and Ms. Jiraporn Praerangsi, the directors whose terms were expired by rotation to be the directors of the company for another year. The proposal will be submitted to the Annual General Meeting of Shareholders year 2013 for further approval.

9. Approved the payment of the Directors' remuneration for the year 2013 at not over Baht 5.0 Million, with the following details;

9.1 Monthly Remuneration for Chairman of the Board of Directors at Baht 40,000.00, Deputy Chairman of the Board of Directors and the Chairman of the Audit Committee at Baht 30,000.00 each, and Baht 20,000.00 each for Audit Committee and other Directors.

9.2 Meeting Allowance for Chairman of the Board of Directors at Baht 12,000.00, Deputy Chairman of the Board of Directors, the Chairman of the Audit Committee, Audit Committee and other Directors at Baht 10,000.00 each per attendance.



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9.3 When dividend payment is approved to be paid to shareholders, the Board of Directors will consider to pay bonus to each directors at the rate deemed appropriate, but the directors' remuneration will not exceed Baht 5.0 Million.

The proposal will be submitted to the Annual General Meeting of Shareholders year 2013 for further approval.

10. Approved the appointment of Mr. Prawit Viwanthananut, Certified Public Accountant No. 4917 and/or Mr. Bunjong Pichayaprasart, Certified Public Accountant No. 7147 and/or Mr. Terdthong Thepmangkorn, Certified Public Accountant No. 3787 and/or Mr. Udom Thanuratpong, Certified Public Accountant No. 8501 and/or other auditors with Certified Public Accountant of ANS Audit Co., Ltd. to be the auditors of the company and affiliated companies for the year 2013, and approved the auditors' remuneration for the year 2013 at not over Baht 2,000,000 per year for the Company and its affiliated companies. The proposal will be submitted to the Annual General Meeting of Shareholders year 2013 for further approval.

11. Approved that the Annual General Meeting of Shareholders 2013 will be held at 14.30 hours on April 29th, 2013 at the conference room no. 222-223, 2nd Floor of Bangkok International Trade and Exhibition Centre (BITEC) address no. 88 Bangna-Trad Road Km. 1, Bangna, Bangkok 10260 to consider the following agendas;

11.1 To approve the Minutes of Annual General Meeting of Shareholders year 2012 held on April 26th, 2012.

11.2 To acknowledge the report of the Board of Directors on the Company's operating results for the year 2012 and approved Annual Report.

11.3 To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the year ended December 31st, 2012.

11.4 To consider and approve the legal reserve for the operating result of year 2012.

11.5 To consider and approve the dividend payment for the operating result of year 2012 and approve the stock dividend and cash dividend payment.

11.6 To consider and approve the reduction of the Company's registered capital by written off the un-issued shares which was reserved for stock dividend paid from the operating result of year 2011 and to approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital

11.7 To consider and approve the increase of the Company's registered capital by issuing new ordinary shares of 72,321,422 shares at par value Baht 1 to be reserved for stock dividend payment and to approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital.

11.8 To consider and approve the allotment of 72,321,422 newly issued shares from the capital increase to be reserved for the stock dividend payment.



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

11.10 To consider and approve the directors' remuneration for the year 2013.

11.11 To consider and approve the appointment of the auditors and their remuneration for the year 2013.

11.12 To consider other issues (if any).

The Board of Directors' Meeting approved to close the share registration book in order to determine the right to attend the Annual General Meeting of Shareholders from April 12th, 2013 until the meeting has been duly convened.

Please be informed accordingly.

Yours faithfully,
CHU KAI PUBLIC COMPANY LIMITED

(Wanida Darachai)
Director