



## 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](mailto:boardoffice@chukai.co.th)

Ref. bd/set 002/2015

March 26<sup>th</sup>, 2015

Re Notification of the Resolution of the Board of Directors' Meeting No 2/2015  
and schedule of Annual General Meeting of Shareholders year 2015  
To The President  
The Stock Exchange of Thailand (SET)

With reference to the Board of Directors' Meeting Number 2/2015 of Chu Kai Public Company Limited ("the Company") held on March 26<sup>th</sup>, 2015 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. 1/2015 held on February 26<sup>th</sup>, 2015
2. Acknowledged and approved Annual Registration Statement year 2014 (Form 56-1) and Annual Report year 2014 (Form 56-2).
3. Acknowledged and approved the legal reserve of Baht 5,995,621.71 from the 2014 net profit of Baht 119,912,434.19 or equal to 5 percent of the net profit; thus, the total legal reserve is Baht 31,524,151.37 or equal to 5.03 percent of the current registered capital. The proposal will be submitted to the Annual General Meeting of Shareholders year 2015 for further approval.
4. Approved the annual dividend payment for the operating result from January 1<sup>st</sup>, 2014 to December 31<sup>st</sup>, 2014 and approve the stock dividend and cash dividend payment as follows;
  - 4.1 Payment of stock dividend in the ratio of 9 existing shares per 1 stock dividend share, with the total number shares not exceeding 69,642,613 shares at the par value of Baht 1 per share or equal to totaling of not exceeding Baht 69,642,613. The stock dividend payment is equivalent to Baht 0.11111111 per 1 existing share. In case where there is fraction of shares less than 9 shares, the Company will pay such stock dividend in cash at Baht 0.11111111 per share instead.
  - 4.2 Payment of cash dividend of Baht 0.01234568 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 0.12345679 per 1 existing share amounting to not exceed Baht 77,380,682. 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 12<sup>th</sup>, 2015. 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 13<sup>th</sup>, 2015 and the dividend payment shall be made within May 27<sup>th</sup>, 2015.

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 2015 to consider and approve the reduction of the Company's registered capital from Baht 626,784,419 to Baht 626,783,520 by written off the un-issued shares of 889 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 2015 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 626,783,520	(Six hundred twenty six million seven hundred eighty three thousand and five hundred twenty Baht)
	Divided into	: 626,783,520 shares	(Six hundred twenty six million seven hundred eighty three thousand and five hundred twenty shares)
	Par Value per Share	: Baht 1.00	(One Baht)
	Divided into		
	Common Shares	: 626,783,520 shares	(Six hundred twenty six million seven hundred eighty three thousand and five hundred twenty 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 2015 to consider and approve the increase of the Company's registered capital from Baht 626,783,520 to Baht 696,426,133 by issuing new ordinary shares of 69,642,613 shares at the par value of Baht 1.00 to be reserved for stock dividend payment, and approved to propose to the Annual General Meeting of Shareholders year 2015 to consider and approve an amendment to Clause 4 of the Company's Memorandum of



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Association to be in accordance with the registered capital increase as follows;

Clause 4	Registered Capital	: Baht 696,426,133	(Six hundred ninety six million four hundred twenty six thousand and one hundred thirty three Baht)
	Divided into	: 696,426,133 shares	(Six hundred ninety six million four hundred twenty six thousand and one hundred thirty three shares)
	Par Value per Share	: Baht 1.00	(One Baht)
	Divided into		
	Common Shares	: 696,426,133 shares	(Six hundred ninety six million four hundred twenty six thousand and one hundred thirty 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.

7. Approved to propose to the Annual General Meeting of Shareholders year 2015 to consider and approved the allotment of 69,642,613 newly issued shares from the capital increase to be reserved for the stock dividend payment.

8. Approved the re-election of Mr. Jessada Promjart, Mr. Surin Premamornkit, Ms. Unchisa Praerangsi, Ms. Wanida Darachai, 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 2015 for further approval.

9. Approved the payment of the Directors' remuneration for the year 2015 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



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Chairman of the Audit Committee, Audit Committee and other Directors at Baht 10,000.00 each per attendance.

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 2015 for further approval.

10. Approved the appointment of Mr. Prawit Viwanthananut, Certified Public Accountant No. 4917 and/or Mr. Terdthong Thepmangkorn, Certified Public Accountant No. 3787 and/or Mr. Bunjong Pichayaprasart, Certified Public Accountant No. 7147 and/or Mr. Kraisit Silapamongkonkul, Certified Public Accountant No. 9429 and/or other auditors with Certified Public Accountant of PV Audit Co., Ltd. to be the auditors of the company and affiliated companies for the year 2015, and approved the auditors' remuneration for the year 2015 at not over Baht 2,420,000 per year for the Company and its affiliated companies. The proposal will be submitted to the Annual General Meeting of Shareholders year 2015 for further approval.

11. Approved that the Annual General Meeting of Shareholders 2015 will be held at 14.30 hours on April 28<sup>th</sup>, 2015 at Ratchaphreuk Ballroom 2, 2<sup>nd</sup> floor, Bangna Tower B address no. 2/4-5 Moo 14 Bangna-Trad Road Km. 6.5, Bangkaew, Bangplee, Samutprakarn 10540 to consider the following agendas;

11.1 To approve the Minutes of Annual General Meeting of Shareholders year 2014 held on April 29<sup>th</sup>, 2014.

11.2 To acknowledge the report of the Board of Directors on the Company's operating results for the year 2014 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 31<sup>st</sup>, 2014.

11.4 To consider and approve the legal reserve for the operating result of year 2014.

11.5 To consider and approve the dividend payment for the operating result of year 2014 and approve the stock dividend and cash dividend payment.

11.6 To consider and approve the reduction of the Company's registered capital from Baht 626,784,419 to Baht 626,783,520 by written off the un-issued shares of 889 shares (at the par value of Baht 1 per share), which have been reserved for stock dividend payment last year, and to approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital reduction

11.7 To consider and approve the increase of the Company's registered capital from Baht 626,783,520 to Baht 696,426,133 by issuing new ordinary shares of 69,642,613 shares at the par value of Baht 1.00 to be reserved for stock dividend payment, and approved to propose to the Annual General Meeting of Shareholders year 2015 to consider and approve an amendment to



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Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital increase.

11.8 To consider and approve the allotment of 69,642,613 newly issued shares at the par value of Baht 1 to be reserved for the stock dividend payment.

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 2015.

11.11 To consider and approve the appointment of the auditors and their remuneration for the year 2015.

11.12 To consider other issues (if any).

The Board of Directors' Meeting has resolved that the record date for determining the right of shareholders to participate in the Annual General Meeting of Shareholders year 2015 is scheduled to be on April 9<sup>th</sup>, 2015. The share register book closing date for the collecting shareholders' name under Section 225 of the Securities and Exchange Act is scheduled to be on April 10<sup>th</sup>, 2015.

Please be informed accordingly.

Yours faithfully,  
**CHU KAI PUBLIC COMPANY LIMITED**

(Wanida Darachai)  
Director