



## 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 004/2015

April 28<sup>th</sup>, 2015

Re Report on the Resolution of the Annual General Meeting of Shareholders for the year 2015  
To The President  
The Stock Exchange of Thailand (SET)

With the reference to the Annual General Meeting of Shareholders for the year 2015 of Chu Kai Public Company Limited (“the Company”) held on April 28<sup>th</sup>, 2015 at 14.30 hours 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 (“the Meeting”). There were 29 shareholders attending in persons and 22 shareholders by proxy totally 51 shareholders representing 418,963,733 shares equivalent to 66.8435 percent of the total 626,783,520 shares. It was unanimously resolved the following agendas;

1) Certified the minutes of the Annual General Meeting of shareholders for the year 2014 held on April 29<sup>th</sup>, 2014. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,961,733 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,963,733 Votes	100.00 %

2) Acknowledged the performance of the Company for the year 2014 and certified Annual Report 2014. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,961,733 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,963,733 Votes	100.00 %



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3) Approved the audited statement of financial position and statement of comprehensive income of the Company for the year ended 31 December 2014. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,961,733 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,963,733 Votes	100.00 %

4) Acknowledged and approved the legal reserve of Baht 5,995,621.71 from net profit of Baht 119,912,434.19 or 5 percent of the net profit. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,961,733 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,963,733 Votes	100.00 %

5) Approved the annual dividend payment for the operating result of year 2014 and approved the stock dividend and cash dividend payment. There was additional one shareholder attending the meeting during this agenda representing 3,590 shares, so the total number of shares presented in the meeting was 418,967,323 shares.

The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,965,323 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,967,323 Votes	100.00 %

The detail of the dividend payment is as following;

5.1 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.



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5.2 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, 2015. 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 13, 2015 and the dividend payment shall be made within May 27, 2015.

6) Approved 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 899 shares (at the par value of Baht 1, which have been reserved for the stock dividend payment last year, and approved an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital reduction. The Meeting unanimously approved the said minutes. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,965,323 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,967,323 Votes	100.00 %

The amended Clause 4 of the Company's Memorandum of Association is as follow;

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	(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)



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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.

7) Approved 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 to be reserved for stock dividend payment, and approved an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital increase. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,965,323 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,967,323 Votes	100.00 %

The amended Clause 4 of the Company's Memorandum of Association is as follow;

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	(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	



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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.

8) Approved the allotment of 69,642,613 newly issued shares from the capital increase, at par value Baht 1, to be reserved for the stock dividend payment. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	418,965,323 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	418,967,323 Votes	100.00 %

9) Approved the re-election of four directors whose terms were expired by rotation to be the directors of the company for another year. The meeting has passed the resolution, with the voting results as set forth in the table below:

9.1 Mr. Jessada Promjart, Director and Chief Executive Officer. There were additional two shareholders attending the meeting during this agenda representing 179,284 shares, so the total numbers of shares presented in the meeting was 419,146,607 shares.

Approval	418,357,407 Votes	99.8117 %
Disapproval	787,200 Votes	0.1878 %
Abstention	2,000 Votes	0.0005 %
Total	419,146,607 Votes	100.00 %

9.2 Mr. Surin Premamornkij, Director, Audit Committee and Independent Director

Approval	418,357,407 Votes	99.8117 %
Disapproval	787,200 Votes	0.1878 %
Abstention	2,000 Votes	0.0005 %
Total	419,146,607 Votes	100.00 %

9.3 Ms. Wanida Darachai, Director and Executive Vice President



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Approval	418,357,407 Votes	99.8117 %
Disapproval	787,200 Votes	0.1878 %
Abstention	2,000 Votes	0.0005 %
Total	419,146,607 Votes	100.00 %

#### 9.4 Ms. Unchisa Praerangsi, Director and Executive Vice President

Approval	418,357,407 Votes	99.8117 %
Disapproval	787,200 Votes	0.1878 %
Abstention	2,000 Votes	0.0005 %
Total	419,146,607 Votes	100.00 %

10) Approved the payment of Directors' remuneration for the year 2015 with the following details;

##### 10.1 Monthly Remuneration

- Chairman of the Board of Directors at Baht 40,000.00
- Vice Chairman and the Chairman of the Audit Committee at Baht 30,000.00 each.
- Audit Committee and other Directors at Baht 20,000.00 each.

##### 10.2 Meeting Allowance per attendance

- Chairman of the Board of Directors at Baht 12,000.00.
- Vice Chairman, Chairman of the Audit Committee, Audit Committee and other Directors at Baht 10,000.00 each.

##### 10.3 Directors' Bonus

- Upon dividend payment is made to the shareholders, the Board of Directors will consider to pay bonus to each director at the rate deemed appropriate, but the directors' remuneration will not exceed a total of Baht 5.0 Million per year.

The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	122,188,476 Votes	99.9984 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0016 %
Total	122,190,476 Votes	100.00 %

11) Approved the appointment of Mr. Prawit Viwanthananut, Certified Public Accountant No. 4917 and/or Mr. Bunjong Pichayaprasat, Certified Public Accountant No. 7147 and/or Mr. Terdphong Thepmangkorn, Certified Public Accountant No.



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3787 and/or Mr. Kraisit Silapamongkonkul, Certified Public Accountant No. 9429 of PV Audit Co., Ltd. to be the auditors of the Company and its subsidiaries for the year 2015 or other auditors to audit and express comment toward financial statement of the company and minor companies in lieu of those above mentioned auditors, and approved the auditors' remuneration for the year 2015 at not over Baht 2,420,000 per year for the Company and its subsidiaries. The meeting has passed the resolution, with the voting results as set forth in the table below:

Approval	419,144,607 Votes	99.9995 %
Disapproval	Votes	%
Abstention	2,000 Votes	0.0005 %
Total	419,146,607 Votes	100.00 %

There was additional one shareholder attending the meeting during this agenda representing 2,500 shares, so the total numbers of shares presented in the meeting was 419,149,107 shares.

Please be informed accordingly.

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

(Ms. Wanida Darachai)  
Director