



## CHU KAI PUBLIC COMPANY LIMITED

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27<sup>th</sup> March 2014

Subject: Invitation to attend the Annual General Meeting of Shareholders year 2014  
Attention: All shareholders of Chu Kai Public Company Limited

Attachments:

1. Copy of Minutes of Annual General Meeting of Shareholders year 2013
2. Capital Increase Report Form (F53-4)
3. Annual Report for 2013 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. 3/2014 held on March 27, 2014 resolved to convene the Annual General Meeting of Shareholders year 2014 (hereinafter referred to as "the Shareholders' Meeting"), on Tuesday 29 April 2014, 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, to consider the matters according to the following agendas:-

**Agenda 1:** To approve the Minutes of Annual General Meeting of Shareholders year 2013 held on April 29<sup>th</sup>, 2013.

**The Board of Directors' comment:** The Board of Directors considers and opines that the minutes of the Annual General Meeting of Shareholders year 2013, held on 29 April 2013 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 2013 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 2013 details of which are appeared on annual report 2013 and approves annual report 2013 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 31<sup>st</sup>, 2013.

Statement of Financial Position and Statement of Comprehensive Income for the year ended as at 31 December 2013 of the company and minor companies were audited and signed by the auditor from PV Audit

Company Limited. It was considered by the Board of Directors and approved by Audit Committee according to the details as appeared in Annual Report for 2013 whereby its important contents are summarized as follows (Unit: Million Baht).

<b>Description</b>	<b>2012</b>	<b>2013</b>
Total asset	2,803.91	3,094.97
Total liability	1,686.47	1,912.89
Shareholders' equity	1,117.44	1,181.99
Total income	1,276.48	1,414.01
Net profit	164.32	72.59
Net profit per share (Baht)	0.28	0.13

**Agenda 4:** To consider and approve the legal reserve for the operating result of year 2013.

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 31<sup>st</sup> December 2013, the company had reserved at Baht 25,528,529.66 or 4.41 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 60,346,244.81 as legal reserves Baht 3,017,312.24 or 5 percent of net profit. Total retained reserves 25,528,529.66 or 4.41 percent of the registered capital.

**Agenda 5:** To consider and approve the dividend payment for the operating result of year 2013 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 2013 to 31 December 2013 of Company's financial statement Baht 60,346,244.81.

**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 12 existing shares per 1 stock dividend share, with the total number shares not exceeding 48,214,186 shares at the par value of Baht 1 per share or equal to totaling of not exceeding Baht 48,214,186. The stock dividend payment is equivalent to Baht 0.08333333 per 1 existing share. In case where there is fraction of shares less than 12 shares, the Company will pay such stock dividend in cash at Baht 0.08333333 per share instead.

5.2 Payment of cash dividend of Baht 0.00925926 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 0.09259259 per 1 existing share amounting to not exceed Baht 53,571,320. The company will deduct the withholding tax at the rate of 10 percent of total dividend amount from the cash dividend portion.

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.

### Details of Dividend Payment

2013	2012
<p>Consider and approve the stock dividend and cash dividend payment as follows;</p> <ol style="list-style-type: none"> <li>1) Payment of stock dividend at not over 48,214,186 shares in the ratio of 12 existing shares per 1 stock dividend or equivalent to Baht 0.08333333 per shares.</li> <li>2) Payment of cash dividend of Baht 0.00925926 per share.</li> </ol> <p>The amount of dividend payment to shareholders in form of stock and cash dividend will be Baht 0.09259259 per share or 88.77 percent of net profit in accordance with the Company's dividend policy.</p>	<p>Consider and approve the stock dividend and cash dividend payment as follows;</p> <ol style="list-style-type: none"> <li>1) Payment of stock dividend at not over 72,321,422 shares in the ratio of 7 existing shares per 1 stock dividend or equivalent to Baht 0.14285714 per shares.</li> <li>2) Payment of cash dividend of Baht 0.015873016 per share.</li> </ol> <p>The amount of dividend payment to shareholders in form of stock and cash dividend will be Baht 0.15873016 per share or 55.02 percent of net profit 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 9, 2014. 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 12, 2014 and the dividend payment shall be made within May 28, 2014.

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 approved the reduction of the Company's registered capital from Baht 578,571,375 to Baht 578,570,233 by written off the un-issued shares of 1,142 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 2014 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.

**The Board of Directors' comment:** The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from Baht 578,571,375 to Baht 578,570,233 by written off the un-issued shares of 1,412 shares (at the par value of Baht 1), which have been reserved for the stock dividend payment last year, and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in accordance with the registered capital reduction.

Clause 4	Registered Capital	:	Baht 578,570,233	(five hundred seventy eight million five hundred seventy thousand and two hundred thirty three Baht)
	Divided into	:	578,570,233 shares	(five hundred seventy eight million five hundred seventy thousand and two hundred thirty three shares)
	Par Value per Share	:	Baht 1	(one Baht)
	Divided into			
	Common Shares	:	578,570,233 shares	(five hundred seventy eight million five hundred seventy thousand and two hundred thirty three shares)

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.

**Agenda 7:** To consider and approve the increase of the Company's registered capital from Baht 578,570,233 to Baht 626,784,419 by issuing new ordinary shares of 48,214,186 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 2014 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.

**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 578,570,233 to Baht 626,784,419 by issuing new ordinary shares of 48,214,186 shares at the par value of Baht 1 per share, 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 increase of registered capital of the company..

Clause 4	Registered Capital	:	Baht 626,784,419	(six hundred twenty six million seven hundred eighty four thousand and four hundred nineteen Baht)
	Divided into	:	626,784,419 shares	(six hundred twenty six million seven hundred eighty four thousand and four hundred nineteen shares)
	Par Value per Share	:	Baht 1	(one Baht)
	Divided into			
	Common Shares	:	626,784,419 shares	(six hundred twenty six million seven hundred eighty four thousand and four hundred nineteen 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.

**Agenda 8:** To consider and approve the allotment of 48,214,186 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 48,214,186 increased shares capital at par value of Baht 1 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) | Assist.Prof.Dr. Piboon Limprapat | Director and Chairman of the Board of Directors |
| 2) | Mr. Chamnan Ngampojanavong       | Director  |
| 3) | Ms. Weerawan Boonkwan            | Director and Independent Director               |
| 4) | Ms. Junjira Praerangsi           | Director  |

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), 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 2014.

**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 2014 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 2014 which is equal to year 2013, approved by the Annual General Meeting of Shareholders year 2013, 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 equal to year 2013, 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 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.

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.

Principles and Process to acknowledge directors' remuneration

The company still does not have Remuneration sub-committee but there are processes to appropriately consider basic remuneration based on suitability and responsibility of the director, management, environment, economic situation and in comparison with other companies in the same industrial business group including also comparison with other company who earned similar or nearly income and net profit. Remuneration of the Board of Directors, sub-committee was already approved by Audit Committee and Independent directors.

**Agenda 11:** To consider and approve the appointment of the auditors and their remuneration for the year 2014.

**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 2013, the Board of Directors has duly considered and deemed appropriate the Annual General Meeting of Shareholders to approve the appointment of auditor from PV Audit Co., Ltd. who will perform the duties as company's auditor for the first time this year to be the auditor of the company and minor companies for the accounting period as ended at 31 December 2014 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. Kraisit Silapamongkonkul | Certified Public Accountant No. 9429        |

Details of Auditing Fee from ANS Audit Co., Ltd. year 2013 and PV Audit Co., Ltd. year 2014

Year	Audit Fee per quarter	Audit Fee per year	Total Remuneration	Other Expenses
2013	720,000.00	1,280,000.00	2,000,000.00	At actual cost
2014	810,000.00	1,390,000.00	2,200,000.00	At actual cost

In this regard, in case of those above mentioned auditors are unable to perform their duties, PV 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 2014 of Chu Kai Public Company Limited, and minor companies for not exceeding Baht 2,200,000.00 per year, increased by Baht 200,000 of last year which is similar to the rate of other business at the similar size and type of business.

**Agenda 12:** Consideration of other issues (if any)

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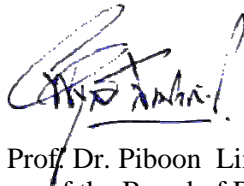
The company determines to close the Register Book to suspend transfer of shares for right to attend the Meeting since 11 April 2014 onwards until the Meeting shall be finished. This is to cordially invite all shareholders to jointly attend the Meeting according to the day, time and place as mentioned 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](mailto: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

(F 53-4)

**Capital Increase Report Form  
Chu Kai Public Company Limited**

**March 27<sup>th</sup>, 2014**

We, Chu Kai Public Company Limited, hereby report on the resolution of board of directors meeting no. 3/2014, held on Thursday, March 27<sup>th</sup>, 2014 from 13.30 p.m. to 16.10 p.m., relating to a capital increase/share allotment as follows:

**1. Capital increase:**

The board meeting passed a resolution approving the increase of the Company's registered capital from Baht 578,570,233 to Baht 626,784,419 by issuing new 48,214,186 ordinary shares with a par value of Baht 1 each, totaling Baht 48,214,186. Details of the each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	48,214,186 -	Baht 1 per share -	48,214,186 -
<input type="checkbox"/> General mandate	Ordinary Preferred	- -	- -	- -

- If specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No. 2.2.
- If under a general mandate, only items No.2.2, No.3 and No.4 need to be filled out.

**2. Allotment of new shares:**

**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	48,214,186	12 : 1	-	To be reserved for the stock dividend payment	Stock Dividend
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To support the conversion/ exercising rights of a given instrument (specify)	-	-	-	-	-

- When shares are allotted to existing shareholders, specify the date on which the shareholders register is to be closed or recorded for the subscription for new shares.
- When the shares are allotted to any specific person, specify particulars of that person, his relationship with the company and basis for determining of share price. If such person is a juristic entity, state the type of its business, the manner of its business operation, and the juristic person's major shareholders, directors and management.



- When the shares are allotted to support the conversion or exercise of subscription rights of a given instrument, such as convertible debentures, share-purchase warrants, transferable subscription right, etc., specify particulars of such instrument, including its characteristics, amount or value, and conditions and material contents (if any).

### 2.1.1 The Company's plan in case there is a fraction of shares remaining

In case where there is fraction of shares less than 12 shares, the Company will pay such dividend in cash at Baht 0.08333333 per share instead.

## 2.2 If under a general mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital <sup>1/</sup>	Note
Existing shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To supporting the exercise of transferable subscription rights				
General public	Ordinary	-	-	-
	Preferred	-	-	-
Specific persons	Ordinary	-	-	-
	Preferred	-	-	-

<sup>1/</sup> Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

## 3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Meeting of Shareholders for year 2014 is scheduled to be held on April 29<sup>th</sup>, 2014 at 14.30 p.m. 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 share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_\_ until the meeting has been duly convened.

Or

- The share register will be recorded for share transfer in order to determine the right to attend this meeting on April 10<sup>th</sup>, 2014. Also, April 11<sup>th</sup>, 2014 (one business day after the recording date) will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

## 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The company will register the increase of capital to the Ministry of Commerce and apply to the Stock Exchange of Thailand for listing the newly issued shares (Stock Dividend) on the mai.

## 5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- 5.1 To reserve as working capital and enhance internal cash flow for the company.
- 5.2 To provide investment return to shareholders in form of stock dividend instead of cash dividend.

**6. Benefits which the Company will receive from the capital increase/share allotment:**

- 6.1 To increase the Company's stock liquidity.
- 6.2 To retain the working capital for the Company's operation.

**7. Benefits which shareholders will receive from the capital increase/share allotment:**

- 7.1 Dividend policy  
Not less than 50% of net profit CRANE's financial statement of each fiscal year after tax and reserving as required by laws (with additional conditions).
- 7.2 Shareholders' Right  
The shareholders whose names appear on the registration book at the closing of registration book date for dividend payment will have the right to receive dividend of the operating year.


**8. Other details necessary for shareholders to approve the capital increase/share allotment:**

- None -

**9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:**

No.	Procedures of the capital increase	Date
1	Board of Directors' Meeting	March 27 <sup>th</sup> , 2014
2	The record date for the right to attend the meeting (the Record Date)	April 10 <sup>th</sup> , 2014
3	The book-closing date for collecting shareholders name entitled to attend the meeting as specified in Section 225 of the Securities and Exchange Act.	April 11 <sup>th</sup> , 2014
4	Annual General Meeting of Shareholders for year 2013	April 29 <sup>th</sup> , 2014
5	The record date for the right to receive stock and cash dividend (the Record Date)	May 9 <sup>th</sup> , 2014
6	The book-closing date for collecting shareholders name entitled to receive dividend as specified in Section 225 of the Securities and Exchange Act.	May 12 <sup>th</sup> , 2014
7	Stock dividend and Cash dividend payment	Within May 28 <sup>th</sup> , 2014

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed  Authorized director  
(Wanida Darachai)  
Position Director

*(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.

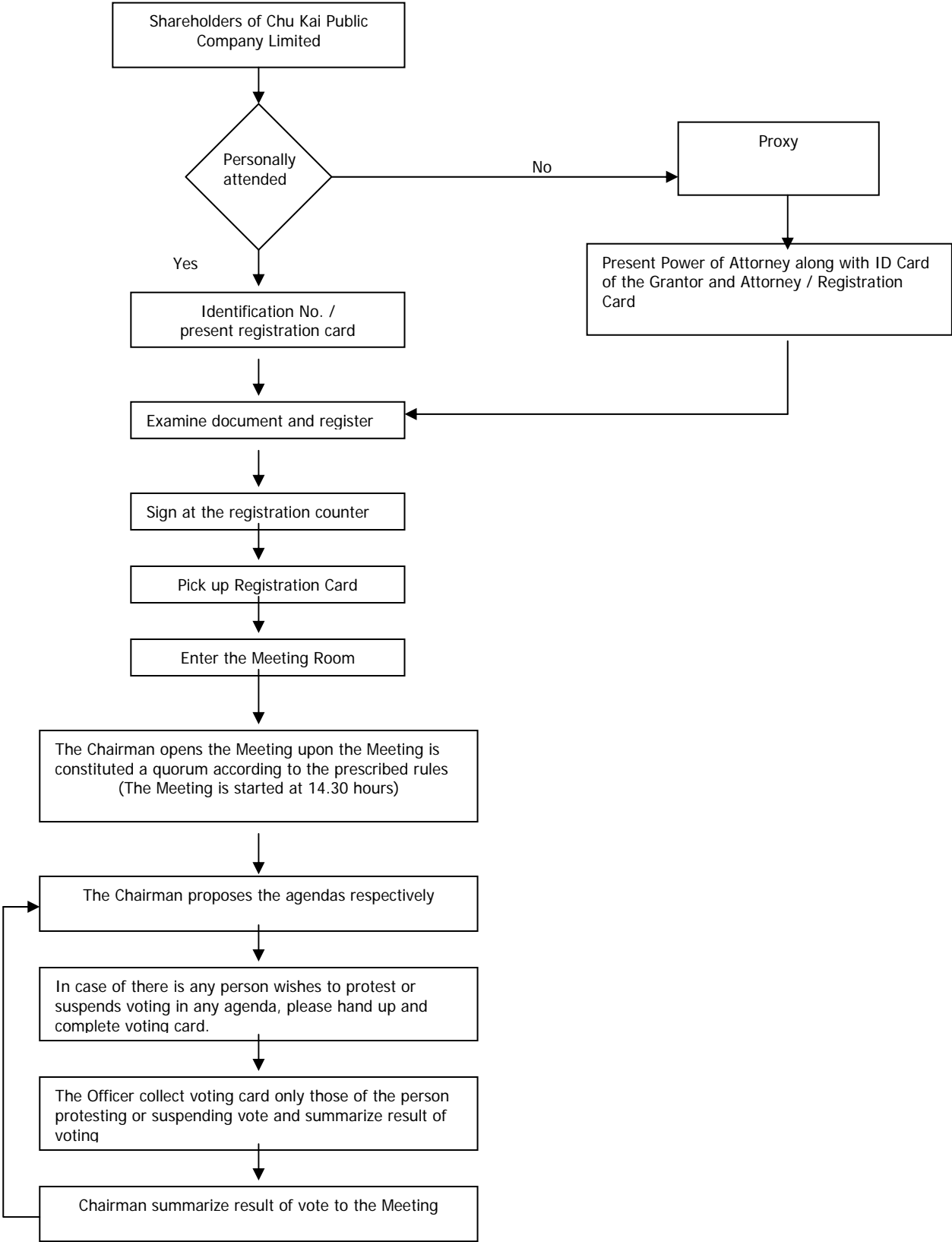
**Registration**

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 2014  
Chu Kai Public Company Limited**

at 14.30 hours on April 29<sup>th</sup>, 2014 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.



(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 2014 on Tuesday, April 29<sup>th</sup>, 2014 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.

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

Agenda 1: To approve the Minutes of Annual General Meeting of Shareholders year 2013 held on April 29<sup>th</sup>, 2013.

(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 2013 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 31<sup>st</sup>, 2013.



- (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 2013.
- (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 2013 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 reduction of the Company's registered capital from Baht 578,571,375 to Baht 578,570,233 by written off the un-issued shares of 1,142 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 2014 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.
- (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 the increase of the Company's registered capital from Baht 578,570,233 to Baht 626,784,419 by issuing new ordinary shares of 48,214,186 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 2014 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.
- (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 48,214,186 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. Assist.Prof.Dr. Piboon Limprapat
    - Agree                       Disagree                       Suspend vote
  - 2. Mr. Chamnan Ngampojanavong
    - Agree                       Disagree                       Suspend vote
  - 3. Ms. Werawan Boonkwan
    - Agree                       Disagree                       Suspend vote
  - 3. Ms. Junjira Praerangsi
    - Agree                       Disagree                       Suspend vote

Agenda 10: To consider and approve the directors' remuneration for the year 2014.

- (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 2014.

- (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 2014, held on April 29<sup>th</sup>, 2014 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

.....

- 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
  
- 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, 54 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 2014, as my proxy to attend and vote in the Meeting on my behalf in Annual General Meeting of Shareholders for 2014 held at 14.30 hours on April 29<sup>th</sup>, 2014 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.

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 : 54 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 :  
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.  
1995 – 2004 Debt management company (AMC) for financial institutes  
1982 – 1995 Thanachart and Ekachart Financing Institute

Number of Shares holding : None

Positions in Listed Companies :  
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.  
1995 – 2004 Debt management company (AMC) for financial institutes  
1982 – 1995 Thanachart and Ekachart Financing Institute

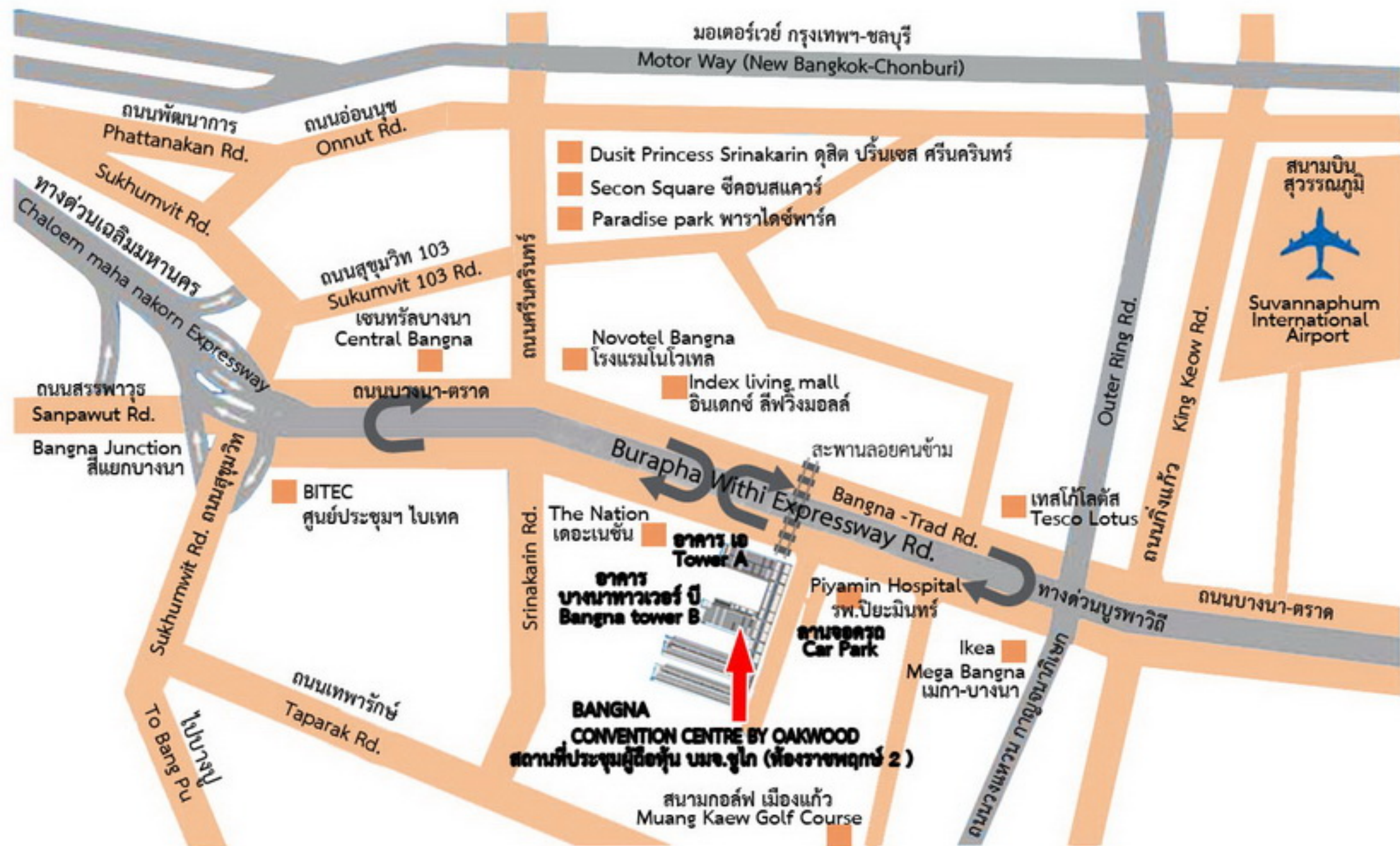
The attendance in year 2013 : 1) The Board of Director’s Meeting 8/8 times  
2) The Audit Committee 7/8 times

Criminal offense record during the part 5 years: None

Conflict/No conflict of interest in all agendas of the Shareholder’s Meeting 2014 : None

**Map to the venue of Annual General Meeting of Shareholders 2014 Chu Kai Public Company Limited  
at Ratchaphreuk Ballroom 2, 2nd floor, Bangna Tower B**

**2/4-5 Moo 14 Bangna-Trad Road Km. 6.5, Bangkaew, Bangplee, Samutprakarn 10540**



# Map of Ratchaphreuk Ballroom 2, 2nd floor, Bangna Tower B

The venue of Annual General Meeting of Shareholders 2014 Chu Kai Public Company Limited

