

No. DA. 01/846

April 2, 2012

Subject : Invitation to the 19th Annual General Meeting of Shareholders for the Year 2012

To : Shareholders of Double A (1991) Public Company Limited

Enclosures :

1. Copy of Minutes of Annual General Meeting of Shareholders No. 18 for the Year 2011
2. Annual Report 2011 and Financial Statements for the Year Ended December 31, 2011
3. Document for Consideration of Agenda 6
4. Document for Consideration of Agenda 7
5. Document for Consideration of Agenda 8
- 6 Proxy Form A, B, and C.
7. Information of Appointment of Independent Directors by Shareholders to be their Proxy
8. Conditions and Procedures for Meeting Attendees' Registration, Appointment of Proxy, and Voting
9. Articles of Association of the Company relating to the Shareholders' Meeting
10. Map of Venue of the Annual General Meeting of Shareholders

The Board of Directors of Double A (1991) Public Company Limited ("Company") has resolved to convene the Annual General Meeting of Shareholders No.19 for the year 2012 on Wednesday, April 18, 2012 at 11.00 a.m., at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok for propose of considering the following agendas:

Agenda 1 Message from the Chairman to the shareholders

Objective and Reason: To inform the Meeting about the Company's all relevant information of which the Shareholders should be aware

Opinion of the Board of Directors: For acknowledgement

Agenda 2 Adoption of the Minutes of Annual General Meeting of Shareholders No. 18 for the Year 2011 held on Tuesday, April 19, 2011

Objective and Reason: The Company held the Annual General Meeting of Shareholders No.18 for the year 2011 on Tuesday, April 19, 2011. The Minutes of such Meeting

was required to be mutually approved by the Shareholders.

Please refer to the details of the said Minutes in Attachment 1.

Opinion of the Board of Directors: The Board has considered and opined that the Minutes of Annual Meeting of Shareholders No.18 for the year 2011 was correctly and completely recorded. Thus, the Board recommended the Meeting to adopt the said Minutes.

Agenda 3 Report on Company Performance for the Year 2011

Objective and Reason: To report the Company performance for the year 2011 as appeared in the Annual Report furnished to the shareholders along with this meeting invitation, the details of which are as set out in Attachment 2.

Opinion of the Board of Directors: The Board resolved to report the Company performance for the year 2011 to the Shareholders' Meeting for acknowledgement.

Agenda 4 Consideration for Approval of the Balance Sheet and Profit and Loss Statements for the Year 2011

Objective and Reason: The Balance Sheet and Profit and Loss Statements for the year 2011, ended December 31, 2011, of the Company and the subsidiaries were reviewed by the Audit Committee and audited by the auditor of the Company. The Auditor opines that the Financial Statements of the Company and the subsidiaries are correct in material respects and in accordance with the Generally Accepted Accounting Principles (GAAP) as detailed in Chapter "Financial Statements" in the Annual Report furnished to the shareholders along with this meeting invitation. The details of which are shown in Attachment 2.

Opinion of the Board of Directors: The Board of Directors of the Company considered and resolved to propose the Annual General Meeting of Shareholders to approve the Financial Statements comprising the Balance Sheet and Profit and Loss Statements of the Company and the subsidiaries for the year 2011, ended December 31, 2011 audited by the auditor of the Company.

Agenda 5 Consideration for Appropriation of Profit and Distribution of Dividend

Objective and Reason:

Article 42 of the Articles of Association of the Company stipulates that *“No dividend shall be paid otherwise than out of profits. The remaining profit, after distribution of dividend, shall be allocated to reserves as the Board of Directors deems suitable”*; and Article 44 of the Articles of Association of the Company stipulates that *“The Company shall appropriate to a legal reserve fund at least 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the legal reserve funds reaches at least 10 percent of the registered capital”*

The Income Statement for the year 2011, ended December 31, 2011, audited by the auditor of the Company shows the net loss of Baht 417,264,468. The Company does not have to appropriate of net profit and the non-distribution of dividend in accordance with the requirement of the applicable laws and the Articles of Association of the Company because of a deficit.

Opinion of the Board of Directors: The Board considered and resolved to propose the Annual General Meeting of Shareholders to approve not to appropriate of net profit and the non-distribution of dividend in accordance with the requirement of the applicable laws and the Articles of Association of the Company because of a deficit.

Agenda 6 Consideration for Appointment of the Auditor(s)

Objective and Reason:

According to Section 120 of the Public Limited Companies Act, B.E. 2535 and Article 49 of the Articles of Association of the Company, “the Annual General Meeting of Shareholders shall annually appoint the Company’s auditor(s) and determine the audit fee. For the purpose of such appointment, the existing auditor(s) of the Company may be reappointed”.

The information of the auditors is furnished to the shareholders along with this meeting invitation, of which details are as shown in Attachment 3.

Opinion of the Board of Directors: The Board of Directors considered the resolution of the Audit Committee and resolved to propose the

Shareholders' Meeting to appoint the auditors of Ernst and Young Office Company Limited namely, Ms. Waraporn Prapasirikul, CPA No.4579, or Ms. Siraporn Ouaanunkun, CPA No.3844, or Mr. Supachai Phanyawattano, CPA No.3930, or Ms. Supanee Triyanantakul, CPA No.4498 as the auditor(s) of the Company and its subsidiaries for the year 2012 with the total audit fee of not more than Baht 8,130,000 and the audit fee of not more than USD 13,500 for 2 other subsidiary companies registered in Bangladesh .

Agenda 7 Consideration for Election of Directors in Replacement of Those who Retired by Rotation

Objective and Reason:

Article 16 of the Articles of Association of the Company stipulates that *“At every Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation.”* This year, 5 directors shall retire by rotation.

Initial information on the retiring directors who have been nominated for re-election as the directors of the Company for another term is furnished to the shareholders along with this meeting invitation, of which details are as shown in Attachment 4.

Opinion of the Board of Directors: The Board of Directors (excluding the interested directors) considered and resolved to propose the Annual General Meeting of Shareholders to re-elect the following 5 retiring directors as the directors of the Company for another term:

1. Mr. Yothin Dumnernchanvanit
2. Mr. Narong Srisa-an
3. Mr. Sirin Nimmanahaeminda
4. Dr. Somchai Richupan
5. Mrs. Phisamai Supanuntareuk

Agenda 8 Consideration of Directors' Remuneration

Objective and Reason:

According to Section 90 of the Public Limited Companies Act, *“the remuneration of directors shall be in accordance with the Resolution of the Shareholders' Meeting with the votes of not less than*

two-third of the total voting rights of the shareholders attending the Meeting”.

The Resolution of the Annual General Meeting of Shareholders No.18 for the year 2011 held on 19 April 2011 unanimously approved the directors' remuneration and the meeting attendance fee for the Board of Directors and Sub-Committees in the amount not exceeding Baht 40 Million (same amount as previously approved by the Annual General Meeting of Shareholders No. 17 for the year 2010) and also authorized the Board of Directors to use their discretion in determining the payment of such remuneration.

The detail of the remuneration of Directors is furnished to the Shareholders along with this meeting invitation, of which details are as shown in Attachment 5.

Opinion of the Board of Directors:

The Board of Directors considered that The Board of Directors are interested person therefore The Board of Directors agree to propose this matter to the Shareholders' Meeting for approval of the directors' remuneration, meeting attendance fee, and bonus for the Board of Directors and Sub-Committees in the amount not exceeding Baht 40 Million or in other amount considered by the resolution of the Shareholders' Meeting and authorize the Board of Directors to approve the payment of such remuneration, fee, and bonus for individual not exceeding the approved amount.

Agenda 9 Others (if any)

Objective and Reason:

Other than the matters to be considered in the above agenda, this agenda is aimed to welcome the shareholders' inquiries, discussions and/or suggestions to the Board of Directors and/or the Management with respect to the conduct of the Company's business.

The Company shall close the Company's shares transfer book, from Friday, March 30, 2012 at 12.00 a.m. until the Meeting is adjourned, in order to reserve the right of the shareholders who can attend the Annual General Meeting of Shareholders No.19 for the year 2012.

Please be informed accordingly and be invited to attend the Meeting at the date, time and place mentioned above. If you would like to appoint any other person or the following independent directors as your proxy to attend this Meeting on your behalf:

1. Mr. Somchai Richupan Chairman of Audit Committee and Independent director or
2. Mr.Seri Chintanaseri Audit Director and Independent director

Please kindly execute the proxy in the form as attached hereto in Attachment 6, which is required to be presented on the meeting date for registration. The Company will prepare the duty stamp required to be affixed on the proxy at the registration desk for your convenience.

The Company would like to request you to acknowledge and comply with the conditions and procedures with respect to the registration for attending the Meeting, proxy and voting, as specified in Attachment 8. The Company also attached hereto the map showing the place for Meeting in Attachment 10.

Remark: The shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2012 must be the shareholders whose names appear in the Company's share registration book as of the closing date of share transfer book, which is Friday, March 30, 2012 at 12.00 a.m.

Sincerely yours,
Double A (1991) Public Company Limited



(Mr.Kumpon Chayasunthorn)
Corporate Secretary to the Board of Directors

Office of Secretary to the Board of Directors
Singh Neammunee (Assistance to Secretary to the Board of Directors)
Tel. 0-3720-8800-39 Ext.6249, 085-835-0503
Fax. 0-2659-1414

Attachment 1

Document for Consideration of Agenda 2
The Minutes of Annual General Meeting of Shareholders No.18 for the Year 2011

Attachment 2

**Documents for Consideration of Agenda 3 and 4
As shown in the Annual Report for the Year 2011 distributed to all Shareholders
together with the Invitation Letter to Attend the Meeting**

Attachment 3**Documents for Consideration of Agenda 6**

As Auditor of Ernst and Young Office Company Limited appointed as the auditor of the Company and its subsidiaries has completed its 1 years term (year 2011), the Company need to select and appoint the new auditor(s) by the audit offices company to give prior quotations to ensure transparency and fairness quote the price

After consideration and negotiation the committee agrees to appoint auditor(s) of Ernst and Young Office Company Limited as the auditor(s) of the company and subsidiaries by the following reason

1. Ernst and Young Office Company Limited is one of Big four International Firm, which is internationally reputable and recognizable.
2. The Company has to submit the Consolidation Financial Statement and Quarter Financial Statement within the period specified in terms and conditions of THB Bonds No. 1 and No. 2 for the Year 2010.
3. The Company may have a plan to be listed in the Stock Exchange of Hong Kong in the next couples of years and Ernst and Young Office Company Limited shall be in the position to give good advice from Financial and Accounting's perspective.

The Board of Directors' Meeting held on February 22, 2012 has considered the resolution of the Audit Committee Meeting held on February 15, 2012 and has unanimously resolved to propose the Annual General Shareholders' Meeting to appoint Ms. Siraporn Ouuanunkun Auditor's License No. 3844 or Mr. Supachai Phanyawattano Auditor's License No. 3930 or Ms. Supanee Triyanantakul Auditor's License No. 4498 or Ms. Waraporn Prapasirikul, CPA No.4579, representatives of Ernst and Young Office Company Limited as the Auditor(s) of the Company and its subsidiaries for the year 2012 with the total auditing fee of not more than THB 8,130,000 and the audit fee of not more than USD 13,500 for 2 other subsidiary companies registered in Bangladesh. The details of the auditing fee are as follows:

1. Double A (1991) Public Company Limited

Annual account auditing fee and	Baht	3,300,000
Auditing fee for consolidate financial statement		
Quarter audit fee for financial statement (3 quarters)	Baht	2,100,000
Observation of annual physical stocktaking at overseas warehouses	Baht	<u>250,000</u>
The total amount	Baht	<u>5,650,000</u>

2. Ten subsidiaries

Annual account auditing fee	Baht	2,480,000
The total amount	Baht	<u>2,480,000</u>
The amount for the company and its subsidiaries	Baht	<u>8,130,000</u>

And the audit fee of not more than USD 13,500 for 2 other subsidiaries registered in Bangladesh.

The Board of Directors Meeting has considered that the auditing fee is reasonable. Moreover, auditors of Ernst and Young Office Limited as proposed in the list are specialized in the Company's business, prudent, and always contribute good opinion and comment which is very useful for the Company.

Document for Consideration
Profile of Auditors

1. Name : Miss Waraporn Prapasirikul
 License No. : 4579
 Respectively of : Ernst and Young Office Limited
 Relationship with company : None
 Years with company : -



2. Name : Miss Siraporn Ouuanunkun
 License No. : 3844
 Respectively of : Ernst and Young Office Limited
 Years with company : None
 Years with company : -



3. Name : Mr. Supachai Phanyawattano
 License No. : 3930
 Respectively of : Ernst and Young Office Limited
 Years with company : None
 Years with company : -



4. Name : Miss Supanee Triyanantakul
 License No. : 4498
 Respectively of : Ernst and Young Office Limited
 Years with company : None
 Years with company : -




The Company will allow one of the authorities to review and sign on report of the Financial Statement of Double A (1991) Public Company Limited and its subsidiaries.

Attachment 4


Document for Consideration under of Agenda 7

Profile of directors who are due to be retired by rotation

1)

Name	➤ Mr. Yothin Dumnernchanvanit	
Age	➤ 51 years	
Nationality	➤ Thai	
Education	➤ ↵ Bachelor Degree of Industrial Engineering (IE) Chulalongkorn University ↵ Thai Institute of Directors, class 1 ↵ The National Defense College of Thailand, class 50 ↵ Capital Market Academy, the Stock Exchange of Thailand, class 9	
Position in the Company	➤ ↵ Managing Director of Double A (1991) Public Company Limited ↵ Member of the Executive Board of Double A (1991) Public Company Limited ↵ Chairman of Risk Management Committee of Double A (1991) Public Company Limited	
Year with the Company	➤ 23 years	
Position in other companies	➤ ↵ Member of the Internal Audit Committee of Thai-Lao Association ↵ Advisor to the subcommittee of The Federation of Thai Industries	
Attend the Meeting	➤ ↵ The Executive Board Meeting 25 times Attending 23 times ↵ The Board of the Directors Meeting 5 times Attending 5 times	

2)

Name	➤	Mr. Narong Srisa-an	
Age	➤	84 years	
Nationality	➤	Thai	
Education	➤	↵ Master of Arts (Economics) Honorary Degree Thammasat University ↵ Thai Institute of Directors (IOD) : Director Accreditation Program (DAP)	
Position in the Company	➤	↵ Chairman of the Board of Director of Double A (1991) Public Company Limited ↵ Member of the Executive Board of Double A (1991) Public Company Limited	
Year with the Company	➤	23 years	
Position in other companies		↵ Chairman of Oishi (Group) Public Company Limited ↵ Chairman of Sura Banyeeekhan Company Limited ↵ Chairman of Thanakorn Vegetable Oil Products Company Limited ↵ Chairman of Cosmos Brewery (Thailand) Company Limited ↵ Vice Chairman and Vice Executive Chairman Thai Beverage Public Company Limited ↵ Vice Chairman and Executive Chairman Thai Beverage Can Company Limited ↵ Vice Chairman and Executive Chairman Beer Thai (1991) Public Company Limited	
Attend the Meeting <input type="checkbox"/>	➤	↵ The Executive Board Meeting 25 times ↵ The Board of the Directors Meeting 5 times	Attending 25 times Attending 5 times

3)

Name	➤ Mr. Sirin Nimmanahaeminda	
Age	➤ 65 years	
Nationality	➤ Thai	
Education	➤ ↵ B.A. (Economic), University of Michigan, Ann Arbor, Michigan, U.S.A. ↵ M.B.A., Stanford University, Palo Alto, California, U.S.A.	
Position in the Company	➤ ↵ Vice Chairman of Double A (1991) Public Company Limited ↵ Member of Risk Management Committee of Double A (1991) Public Company Limited ↵ Director of Double A (1991) Public Company Limited	
Year with the Company	➤ 19 years	
Position in other companies	↵ Chairman of the Executive Board, Niyom Panich Group of Companies ↵ Chairman, Independent Director and Chairman of the Audit Committee, Trinity Wattana Public Company Limited ↵ Independent Director and Member of the Audit Committee, Loxley Public Company Limited	
Attend the Meeting	➤ ↵ The Board of the Directors Meeting 5 times Attending 3 times ↵ Risk Management Committee 2 times Attending 2 times	



- 4)
- Name ➤ Mr. Somchai Richupan
- Age ➤ 73 years
- Nationality ➤ Thai
- Education ➤
 - ↵ Bachelor's degree, Economics (Thammasat University)
 - ↵ Master's degree, Economics (University of Florida, USA.)
 - ↵ Doctoral degree, Economics (University of Florida, USA)
- Position in the Company ➤
 - ↵ Chairman of Audit Committee of Double A (1991) Public Company Limited
 - ↵ Independent Director of Double A (1991) Public Company Limited
- Year with the company ➤ 12 years
- Position in other companies
 - ↵ Chairman of Siam Development Institute
 - ↵ Chairman of Samitivej Public Company Limited
 - ↵ Chairman of Tris Rating Company Limited
 - ↵ Chairman of the Electricity Generating Authority of Thailand
 - ↵ Chairman of Export-Import Bank of Thailand
 - ↵ Chairman of Government Housing Bank
 - ↵ Chairman of Audit Committee of Ministry of Finance of Thailand
 - ↵ Director of office Decentralization to local Government Organization Committee
 - ↵ Disbursement Committee of the Bank of Thailand
 - ↵ The Committee of the Council of State of Thailand
 - ↵ Commissioner of the Securities and Exchange Commission of Thailand
 - ↵ Commissioner of Agricultural Futures Trading Commission
 - ↵ Director of Standard Charter (Thailand) Public Limited Company
 - ↵ Director of Fiscal Policy Office
 - ↵ Director-General of Excise Department
 - ↵ The Economist of International Monetary Fund (IMF)
 - ↵ Member of the Constitution Society
- Attend the Meeting ➤
 - ↵ The Board of the Directors Meeting 5 times Attended 4 times
 - ↵ The Audit Committee Meeting 6 times Attended 6 times

5)

- Name ➤ Mrs. Phisamai Supanuntaroek
- Age ➤ 55 years
- Nationality ➤ Thai
- Education ➤ ↵ Bachelor's degree of Business Administration (Accounting)
Ramkhamhaeng University
↵ Bachelor's degree of Law
Ramkhamhaeng University
↵ Master's degree of Business Administration (Foreign Marketing)
National Institute of Development Administration
- Position in the Company ➤ Director of Double A (1991) Public Company Limited
- Year with the Company ➤ 9 years
- Position in other companies ↵ Director of Rayong Star Company Limited
↵ Chairman of Associate Judge of Juvenile and Family Court
↵ Support Director
- Attend the Meeting ➤ ↵ The Board of the Directors Meeting 5 times Attending 5 times



Attachment 5**Document for Consideration of Agenda 8
Detail of Remuneration for Directors**

According to Annual General Meeting of Shareholders No.18 for the year 2011, the Meeting unanimously approved the directors' remuneration in the amount of not exceeding THB 40 Million. The detail of actual remuneration for the year 2011 is as follows:

The Remuneration for Directors	Number of Directors	Amount (THB)
1.The total amount of remuneration for Directors	16	30,400,000
2.The attending Fee		
2.1 The Board of Directors of the company	16	1,300,000
2.2 The Executive Board	5	2,400,000
2.3 The Audit Committee	3	360,000
2.4 The Risk management Committee	3	120,000
Total Amount		34,580,000

Attachment 6**PROXY FORM A
(GENERAL FORM)**

Issue at.....

Dated.....

(1) I / We , the undersigned,.....Nationality.....
 residing at.....Road.....
 Sub-districtDistrict
 ProvincePostcode.....

(2) being a shareholder of DOUBLE A (1991) PUBLIC COMPANY LIMITED, holding
 the total amount of.....Share(s) with the vote right
 of.....votes as follows

Ordinary Share.....Share with the vote right
 of.....votes.

Preference Share.....Share with the vote right
 of.....votes.

(3) hereby appoint

1.Mr./Mrs./Miss.....age.....
 Residing at.....
 or

2.Mr./Mrs./Miss.....age.....
 Residing at.....
 or

3.Mr./Mrs./Miss.....age.....
 Residing at.....

Or appoint the audit committee

1. Mr. Somchai Richupan Independent Director Age 73 year
 Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok, Huay-kwang,
 Bangkok or

2. Mr. Seri Chintanaseri Independent Director Age 69 year
 Residing at 145/1 soi Aree-Sampan 2, Phahonyothin Road, Samsene-nai,
 Phayathai, Bangkok

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.19 for the year 2012, which be held at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Wednesday, April 18, 2012 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

For any act performed by the proxy and the meeting , it shall be deemed as such acts had been done by me/us in all respect except for vote on the proxy which is not in accordance with the vote on specified in this proxy form .

Signed Proxy Grantor
(.....)

Signed Proxy Holder
(.....)

Remarks

The shareholder can appoint only one person to be a proxy holder to attend and vote at the Meeting. The amount of shares held cannot be allocated to several proxies for separate voting.

PROXY FORM B
(SPECIFIC DETAIL FORM B)

Issue at.....

Dated.....

(1) I / We , the undersigned,.....Nationality.....,
residing at.....Road.....
Sub-districtDistrict
ProvincePostcode.....

(2) being a shareholder of DOUBLE A (1991) PUBLIC COMPANY LIMITED, holding
the total amount of.....Share(s) with the vote right
of.....votes as follows:

Ordinary Share.....Share with the vote right
of.....votes.

Preference Share.....Share with the vote right
of.....votes.

(3) hereby appoint

1.Mr./Mrs./Miss.....age.....
Residing at.....
or

2.Mr./Mrs./Miss.....age.....
Residing at.....
or

3.Mr./Mrs./Miss.....age.....
Residing at.....

Or appoint the audit committee

1. Mr. Somchai Richupan Independent Director Age 73 year
Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok,Huay-kwang ,
Bangkok or

2. Mr. Seri Chintanaseri Independent Director Age 69 year
Residing at 145/1 soi Aree-Sampan 2 , Phahonyothin Road, Samsene-nai,
Phayathai,Bangkok

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.19 for the year 2012, which be held at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Wednesday, April 18, 2012 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

(4) I/We empower the proxy holder to consider and vote on my/our behalf at the Meeting to the following extents:

Agenda 1 Message from the Chairman to the shareholders

Agenda 2 Adoption of the Minutes of Annual General Meeting of Shareholders No. 18 for the Year 2011 held on Tuesday, April 19, 2011 at 11.00 A.M.

Agenda 3 Report on Company Performance for the Year 2011

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 4 Consideration for Approval of the Balance Sheet and Profit and Loss Statements for the Year 2011

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 5 Consideration for Appropriation of Profit and Distribution of Dividend

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 6 Consideration for Appointment of the Auditor(s) for year 2012

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 7 Consideration for Election of Directors in Replacement of Those who Retired by Rotation

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve the election and appointment of the whole set of Directors
 - Approve Disapprove Abstain

Or

- Approve the election and appointment of some Directors as follows :
 - (1) Mr. Yothin Dumnernchanvanit
 - Approve Disapprove Abstain
 - (2) Mr. Narong Srisa-an
 - Approve Disapprove Abstain

(3) Mr. Sirin Nimmanahaeminda

- Approve Disapprove Abstain

(4) Dr. Somchai Richupan

- Approve Disapprove Abstain

(5) Mrs. Phisamai Supanuntareuk

- Approve Disapprove Abstain

Agenda 8 Consideration of Directors' Remuneration

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 9 Others (if any)

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

(5) Declaration or documents of the proxy (if any)

.....

(6) The proxy holder has the voting right as far as he/her was appointed. In the case of abuse the voting right, there is not commit the shareholder.

(7) In case of shareholder given consent not covering any considering agendas or vague specification, or consideration on the agenda apart from the above-mentioned; including amendment, change or modification to any matter under consideration; the proxy can duly consider and vote on my/our behalf as the proxy deems appropriate.

Any transaction undertaken by the proxy in the meeting shall be deemed to be undertaken by myself/ourselves.

Signed Proxy Grantor
(.....)

Signed Proxy Holder
(.....)

Remarks

1. A Shareholder appointing a proxy must appoint only one proxy to attend the Meeting and vote and shall not allocate the number of share to several proxies to vote separately.
2. In the agenda for election of Directors, Directors may be elected as a whole or individually.
3. If there is any other agenda to be considered in the Meeting other than those specified above. The attachment Supplement to Proxy Form B. shall be used.

Attachment to the Form B

Authorization on behalf of the Shareholder of Double A (1991) Public Company Limited

In the Annual General Meeting of Shareholders No.19 for the year 2012, which be held at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Wednesday, April 18, 2012 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed

Agenda Item :Subject

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda Item :Subject

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

I/We certified that the details in this regular continued proxy form are completely correct and totally true

Signature..... Proxy Grantor
(.....)

Signature..... Proxy Holder
(.....)

PROXY FORM C

(FOR FOREIGN SHARE HOLDES WHO HAVE CUSTODIANS IN THAILAND ONLY)

Issue at.....

Dated.....

(1) I / We , the undersigned,.....Nationality.....,
 residing at.....Road.....
 Sub-districtDistrict
 ProvincePostcode.....

Holding the Depository Receipt of Common Share and the custodian of DOUBLE A
 (1991) PUBLIC COMPANY LIMITED, in the total amount of.....Share(s)
 with the vote right of.....votes as follows :

Ordinary Share.....Share with the vote right
 of.....votes.

Preference Share.....Share with the vote right
 of.....votes.

(2) hereby appoint

1.Mr./Mrs./Miss.....age.....
 Residing at.....
 or

2.Mr./Mrs./Miss.....age.....
 Residing at.....
 or

3.Mr./Mrs./Miss.....age.....
 Residing at.....

appoint the audit committee

1. Mr. Somchai Richupan Independent Director Age 73 year
 Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok,Huay-kwang ,
 Bangkok or

2. Mr. Seri Chintanaseri Independent Director Age 69 year
 Residing at 145/1 soi Aree-Sampan 2 , Phahonyothin Road, Samsene-nai,
 Phayathai,Bangkok

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.19 for the year 2012, which be held at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Wednesday, April 18, 2012 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

(3) I/We hereby authorize the proxy holder to vote on my/our behalf in this Meeting as follow :

- To grant to the proxy holder the total number of shares held by me/us and have the right to vote.
- To grant to the proxy holder a past of
- Ordinary shares.....shares, and having the right to vote equal to.....vote.
- Preference share.....shares, and having the right to vote equal to.....vote.

Total number of right to vote.....votes.

(4) I/We empower the proxy holder to consider and vote on my/our behalf at the Meeting to the following extents:

Agenda 1 Message from the Chairman to the shareholders

Agenda 2 Adoption of the Minutes of Annual General Meeting of Shareholders No. 18 for the Year 2011 held on Tuesday, April 19, 2011 at 11.00 a.m.

Agenda 3 Report on Company Performance for the Year 2011

- (A) The proxy holder shall vote independently as to his/her consideration.
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 - Approve Disapprove Abstain

Agenda 4 Consideration for Approval of the Balance Sheet and Profit and Loss Statements for the Year 2011

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 5 Consideration for Appropriation of Profit and Distribution of Dividend

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 6 Consideration for Appointment of the Auditor(s) for year 2012

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 7 Consideration for Election of Directors in Replacement of Those who Retired by Rotation

- (A) The proxy holder shall vote independently as to his/her consideration.

- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve the election and appointment of the whole set of Directors
 - Approve Disapprove Abstain

Or

- Approve the election and appointment of some Directors as follows :
 - (1) Mr. Yothin Dumnernchanvanit
 - Approve Disapprove Abstain
 - (2) Mr. Narong Srisa-an
 - Approve Disapprove Abstain
 - (3) Mr. Sirin Nimmanahaeminda
 - Approve Disapprove Abstain
 - (4) Dr. Somchai Richupan
 - Approve Disapprove Abstain
 - (5) Mrs. Phisamai Supanuntareuk
 - Approve Disapprove Abstain

Agenda 8 Consideration of Directors' Remuneration

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda 9 Others (if any)

- (A) The proxy holder shall vote independently as to his/her consideration.
 - (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain
- (5) The proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as the Shareholder's vote.

- (6) In case that I/we have not specified my/our voting intention in any agenda or not cleanly specified or in cast the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

All acts undertaken by the proxy holder at the Meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor
(.....)

Signed.....Proxy Holder
(.....)

Remarks

- 1. Proxy Form C. shall be used only in cast of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand.
- 2. Evidence required to be attached to the Proxy includes:
 - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy on his/her behalf.
 - (2) Confirmation letter indicating that the person signing the Proxy on his/her behalf is permitted to operate the business of custodian.
- 3. The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the Meeting and may not split the number of shares to several proxy holders for splitting votes.
- 4. In the agenda for election of Directors, Directors may be elected as a whole or individually.
- 5. If there is any other agendas to be considered in the Meeting other than those specified above. The attachment Supplement to Proxy Form C. shall be used.

**Attachment to the Form C
Authorization on behalf of the Shareholder of Double A (1991) Public Company Limited**

In the Annual General Meeting of Shareholders for the year 2012, which be held at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Wednesday, April 18, 2012 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

Agenda Item :Subject

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain

Agenda Item :Subject

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
 - Approve Disapprove Abstain


I/We certified that the details in this regular continued proxy form are completely correct and totally true

Signature..... Proxy Grantor
(.....)

Signature..... Proxy Holder
(.....)

Attachment 7


Profile of Independent Director in case of appointment Chairman of Audit Committee & Independent director

Name	➤ Mr. Somchai Richupan	
Age	➤ 73 years	
Nationality	➤ Thai	
Resident	➤ 67 Soi Ladpraw 48 (Phiboon-Upatham) Ladpraw Road, Samsane-nok , Huay-kwang , Bangkok	
Education	➤ ✎ Bachelor's degree, Economics (Thammasat University) ✎ Master's degree, Economics (University of Florida, USA.) ✎ Doctoral degree, Economics (University of Florida ,USA)	
Position in the company	➤ ✎ Chairman of Audit Committee of Double A (1991) Public Company Limited ✎ Independent Director of Double A (1991) Public Company Limited	
Year with the company	➤ 11 Years	
Position in other companies	➤ ✎ Chairman of Siam Development Institute ✎ Chairman of Samitivej Public Company Limited ✎ Chairman of Tris Rating Company Limited ✎ Chairman of Audit Committee of Ministry of Finance of Thailand ✎ Chairman of the Electricity Generating Authority of Thailand ✎ Chairman of Export-Import Bank of Thailand ✎ The Committee of the Council of State of Thailand ✎ Commissioner of the Securities and Exchange Commission of Thailand ✎ Commissioner of Agricultural Futures Trading Commission ✎ Director of Standard Charter (Thailand) Limited Company ✎ The Economist of International Monetary Fund (IMF) ✎ Member of the Constitution Society	
Work Experience	✎ Member of the Constitution Society ✎ Chairman of Thai Bond Debt Association ✎ Director of office Decentralization to local Government Organization Committee ✎ Disbursement Committee of the Bank of Thailand ✎ Chairman of Government Housing Bank ✎ Director of the Securities and Exchange commission, Thailand	

- ↗ Director of Excise Department
- ↗ Director of Customs Department
- ↗ Director of Fiscal Policy Office
- ↗ Vice-President of the financial reformation for the Higher Education

- Attend the Meeting ➤
- ↗ The Board of the Directors Meeting 5 times, Attended 4 times
 - ↗ The Audit Committee Meeting 6 times, Attended 6 times

Audit Director & Independent director

Name	➤ Mr. Seri Chintanaseri	
Age	➤ 69 years	
Nationality	➤ Thai	
Resident	➤ 145/1 Soi Aree-Sampan 2, Phahonyothin Road Samsane-nai, Bangkok	
Education	<ul style="list-style-type: none"> ➤ ⇄ Bachelor's degree , Law (Thammasat University) ⇄ Thai Barrister of Thai Bar Association ⇄ English Barrister of English Bar Association (Lincoln Inn.) ⇄ Directors Certification Program 65/2005 from the Companies Association 	
Position in the company	<ul style="list-style-type: none"> ➤ ⇄ Director of Double A (1991) Public Company Limited ⇄ Audit Committee of Double A (1991) Public Company Limited 	
Year with the company	➤ 7 years	
Position in other companies	<ul style="list-style-type: none"> ➤ ⇄ Chairman of Seri Manop & Doyle Company Limited ⇄ Chairman of Pylon Public Company Limited ⇄ Member of Subcommittee of The Stock Exchange of Thailand 	
Attend the Meeting	<ul style="list-style-type: none"> ➤ ⇄ The Board of the Directors Meeting 5 times, Attended 5 times ⇄ The Audit Committee Meeting 6 times, Attended 6 times 	

Attachment 8**Registration of attendees, Proxy appointment and voting**

1. Registration of Attendees.

1.1 The persons intending to join the Meeting of Shareholders shall appear in person to identify themselves for the registration at the place of the Meeting as specified in the Meeting invitation. The company shall accept the registration from the time of commencing registration until the time of the Meeting.

1.2 The shareholders, be in a Thai or a foreigner, who attends the Meeting by himself or through his proxy, shall, for identification and inspection procedure, show his ID card, passport, or other form of identity affixed with his photo, issued by proper government authority.

1.3 The person authorized by a Thai or a foreign shareholder juristic entity to attend the Meeting shall show, for inspection, the Certificate or other proof of Corporate Registration or the copy thereof certified by the Registrar (the time of issuance shall not be longer than 3 months), proof of his authority to act for and on behalf of such juristic entity and a form of identification as described under 1.2.

2. Proxy Appointment

2.1 In the event that the Proxy Grantor is a natural person residing in Thailand, his Proxy Holder shall submit the following documents:

2.1.1 Proxy Appointment made out on the form provided herein;

2.1.2 A certified photocopy of ID card, as specified under 1.2, of the Proxy Grantor;

2.2 In the event that the Proxy Grantor is a natural person living overseas, his Proxy Holder shall submit the following documents:

2.2.1 Proxy Appointment made out on the form provided herein;

2.2.2 A certified photocopy of ID card, as specified under 1.2, of the Proxy Grantor.

2.2.3 The signatures on the documents under 2.2.1 and 2.2.2 shall be certified as genuine by the Royal Thai Consulate, Notary Public or the persons authorized to notarize signatures under the law of the country of origin.

2.3 In case where the Proxy Grantor is a juristic entity, registered in Thailand, its Proxy Holder shall submit the following documents:

2.3.1 Proxy Appointment made out on the form provided herein;

2.3.2 A Certificated of Corporate Registration issued by the Registrar of Ministry of Commerce of Thailand (valid up to 3 months);

2.3.3 A certified photocopy of ID card, as specified under 1.2, of the person who is authorized to sign the Proxy;

2.4 In the event that the Proxy Grantor is a juristic entity, registered overseas, its Proxy Holder shall submit the following documents:

2.4.1 Proxy Appointment made out on the form provided herein;

- 2.4.2 The original or the photocopy of Corporate Registration, or proof of corporate status and identification of the person authorized to sign the Proxy Appointment Form;
- 2.4.3 A certified photocopy of ID card, as specified under 1.2, of the person who is authorized to sign the Proxy Appointment Form ;
- 2.4.4 The signatures on the documents under 2.4.1-2.4.3 shall be certified as genuine by the Royal Thai Consulate, Notary Public or the persons authorized to notarize signatures under the law of the country of origin.
- 2.5 The Proxy shall be made out on any of the Proxy Forms, and the appointment of Proxy shall be made according to the terms and conditions specified in the Proxy Appointment Form used respectively.
- 2.6 Appointment of Sub-Proxy can be made only when the shareholder expressly states on the Proxy Appointment Form that appointment of Sub-Proxy is allowed.
- 2.7 The Proxy Holder of the foreign shareholder shall identify himself for registration at the time of commencing registration to allow sufficient time for document inspection.
- 2.8 Inspection of document for registration shall be from 08.30 hr. to 10.30 hr. After such period, no registration shall be accepted. Extension of time shall rest solely upon the Company Chairman's discretion.

3. Voting

At the time of voting or at each Meeting, each and every shareholder shall have the number of votes as equal as the number of shares that he holds, , each share shall have the right to one vote.

In addition, the shareholder can vote by proxy less than shares he holds and can separate such shares for different voting.

The shareholder should verify your rights for the correctness. If you have any question, please do not hesitate to contact us at the Head Office, No.1 Moo 2 Thatoom, Sri-Mahaphote, Prachinburi 25140.

- **Head Office Tel. 037-208-800 Ext.6249**
- **Khun Singh Neammunee Tel. 085-835-0503**
- **Khun Suvimol Warittiwong Tel. 085-835-2599**
- **Khun Parkphum Jaiwongpan Tel.085-835-3145**
- **Fax 02-659-1414**

Attachment 9

(Translation)

**Articles of Association
of
Double A (1991) Public Company Limited
Chapter 5
Shareholder Meeting**

- Article 29. The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. Other shareholder meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.
- Article 30. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.
- Article 31. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matter, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in newspaper at least three days prior to the date of the meeting.
- The place of the meeting referred to in the first paragraph shall be in the province in which the head office or branch office of the Company is located or in a province nearby the head office or branch office of the Company or as per the resolution of the meeting of the Board of Directors stipulating the place of the meeting as it deems suitable.

- Article 32. Unless otherwise stipulated by the laws in order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.
- At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a specified quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.
- Article 33. Unless otherwise stipulated by the Articles of Association or the laws the decision or resolution of the shareholder meeting shall require the majority vote of the shareholders who attend the meeting and cast their votes.
- In voting, one shares equals to one vote. Any shareholder who has special interest in any matter to be resolved by the meeting shall not be entitled to vote for such matter except for the vote to elect the director.
- In case of a tie vote, the chairman of the meeting shall have a casting vote.
- Article 34. The business to be conducted in an annual ordinary general meeting of shareholders are as follows:
- (1) To consider an annual report of the Board of Directors with respect to the performance made during the past one year and comments or further actions.
 - (2) To consider approval of the balance sheet and the statement of profit and loss.
 - (3) To consider approval on appropriation of profit.
 - (4) To consider appointment of a director who shall replace the director retiring by rotation.
 - (5) To consider selection and determination of remuneration of an auditor.
 - (6) To discuss and consider other businesses.
- Article 35. The chairman of the Board shall be the chairman of shareholder meetings. If the chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
- Article 36. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholders present at the meeting.
- Article 37. A shareholder may appoint any other person to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be submitted to the chairman of the Board or a person assigned by the chairman of the Board at the place of the meeting before such proxy attend the meeting. The instrument appointing the proxy shall be made in a form prescribed by the Registrar.

Attachment 10

Map of the Annual General Meeting of Shareholders No.19 for the year 2012
Double A Book Tower

