

No.DA.01/992

May 27, 2014

- Subject : Invitation to Extraordinary General Meeting of Shareholders No.1 for the Year 2014
- To : Shareholders of Double A (1991) Public Company Limited
- Enclosures :
1. Copy of Minutes of Annual General Meeting of Shareholders for the Year 2014
  2. Information of the issuance and offering of short term debentures
  3. Proxy Form A and B
  4. Information in case that the Shareholders wish to appoint to Independent Director to be their Proxy
  5. Conditions and Procedures for Meeting Attendees' Registration, Appointment of Proxy, and Voting
  6. Articles of Association of the Company relating to the Shareholders' Meeting
  17. Map of Venue of the Extraordinary General Meeting of Shareholders

The Board of Directors of Double A (1991) Public Company Limited ("Company") has resolved to convene the Extraordinary General Meeting of Shareholders No.1 for the year 2014 on Thursday, June 5<sup>th</sup>, 2014 at 11.00 a.m., at Double A Book Tower, Floor 9<sup>th</sup>, 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 for the Year 2014 held on Tuesday, April 22, 2014 and Wednesday April 30, 2014**

**Objective and Reason:** The Company held the Annual General Meeting of Shareholders for the year 2014 on Tuesday, April 22, 2014 and Wednesday, April 30, 2014. 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 General Meeting of Shareholders for the year 2014 was correctly and completely recorded. Thus, the Board recommended the Meeting to adopt the said Minutes.

**Agenda 3**      **Consideration and Approval on the Issuance and Offering of Short Term Debentures in an Amount of Not Exceeding Baht 5,000 Million**

**Objective and Reason:**

- (1) To prevent liquidity risk of the Company from expansion of production capacity and sales volume which are continuously increasing as well as from the liquidity problem of both domestic and international financial institutions
- (2) To be used as one alternative financial instrument which the Company would jointly use with other current financial instruments so as to reduce the liquidity risk of the Company from their limitations
- (3) To provide the Company better bargaining power while negotiating with banks and/or financial institutions for interest rate and more efficient utilization of borrowing limit through credit line extension, revolving and swapping

Please refer to the details of the said information in Attachment 2.

**Opinion of the Board of Directors:** The Board of Directors Meeting No. 2/2014, arranged on 8 May 2014, agreed and unanimously resolved to present to the shareholders for consideration and approval on the issuance and offering of the short term debentures in an amount of not exceeding Baht 5,000 million as proposed.

**Agenda 4**      **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, Monday, May 26, 2014 at 12.00 a.m. until the Meeting is adjourned, in order to reserve the right of the shareholders who can attend the Extraordinary General Meeting of Shareholders No.1 for the year 2014.

Please be informed accordingly and be invited to attend the Meeting at the date, time and place mentioned above. If you could not attend the Meeting please appoint a person as you see fit or independent directors, Mr.Somchai Richupan and/or Mr.Seree Chintanaseri, as your proxy to attend this Meeting on your behalf:

Please kindly execute the proxy in the form as attached hereto in Attachment 3, 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 5. The Company also attached hereto the map showing the place for Meeting in Attachment 7.

Remark: The shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1 for the year 2014 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 Monday, May 26, 2014 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. 085-835-0503  
Fax. 0-2659-1322

**Attachment 1**

**Document for Consideration of Agenda 2  
The Minutes of Annual General Meeting of Shareholders for the Year 2014**

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**Minutes of the Annual General Meeting of Shareholders for the Year 2014**  
**Double A (1991) Public Company Limited**  
**Held on Tuesday, 22<sup>nd</sup> April 2014**  
**at Double A Book Tower, Floor 9<sup>th</sup>, 122 North Sathorn Road, Silom, Bangrak, Bangkok**

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The Meeting started at 11.00 A.M.

This meeting was the Annual General Shareholders' Meeting for the Year 2014. There were the Directors and the Management attended the meeting as follows:

- |    |                 |                  |   |
|----|-----------------|------------------|---|
| 1. | Mr. Narong      | Sri Sa-an        | Chairman of the Board of Directors<br>Executive Director      |
| 2. | Mr. Sirin       | Nimmanahaeminda  | Vice Chairman of the Board of Directors                       |
| 3. | Dr. Virabhongsa | Ramangura        | Chairman of Executive Director                                |
| 4. | Dr. Somchai     | Richupan         | Independent Director<br>Chairman of the Audit Committee       |
| 5. | Mr. Seri        | Chintanaseri     | Independent Director<br>Member of the Audit Committee         |
| 6. | Mr. Yothin      | Dumnernchanvanit | Executive Director<br>Managing Director                       |
| 7. | Mr. Kumpon      | Chayasunthorn    | Chief Operating Officer<br>Secretary of the Board of Director |

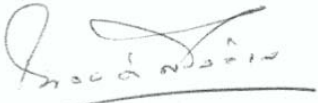
Mr. Narong Sri Sa-an, the Chairman of the meeting, welcomed all shareholders and proxies and informed the meeting that, on Wednesday 3<sup>rd</sup> April 2014, the closing date of the Company's shares register book, the Company had total registered capital of Baht 5,029,864,510 divided into 502,986,451 shares at par value of Baht 10 with the total paid-up amount of Baht 4,053,695,590. The total number of the shareholders was 258 shareholders.

The Chairman further informed in the meeting that, even the meeting time went by for one hour, the number of shareholders and the number of shares of shareholders still did not constitute a quorum in accordance with the Articles of Association of the Company. The total number of shareholders who attended the meeting in person and by proxies was only 23 persons, representing the number of 55,711,713 shares or 13.7434% of the total number of sold shares. According to Article 32 of the Articles of Association of the Company, the shareholder meeting must have the shareholders and/or proxies (if any) attending at the meeting not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is less, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum. As a result, the Annual General Meeting for the Year 2014 had to be postponed as the quorum was not adequate to convene the meeting and vote for each agenda.

The Chairman additionally stated, "According to Article 32 of the Articles of Association of the Company, at any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders 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." He then informed the new meeting schedule to the shareholders attending the meeting that the new Annual General Meeting for the Year 2014 would be arranged on Wednesday, 30<sup>th</sup> April 2014, at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok, at 11.00 A.M.. The Company would deliver the invitation letter of the new meeting to all shareholders again later.

The Chairman then thanked all shareholders for attending the meeting. As there was no any further comment or query from shareholders and/or proxies attending the meeting, the Chairman finally declared to adjourn the meeting.

**The Meeting was adjourned at 12.15 P.M.**



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Mr. Narong Srisa-arn  
**Chairman of the Board of Directors**



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Mr. Kumpon Chayasunthorn  
Secretary of the Board of Directors

**Minutes of the Annual General Meeting of Shareholders for the Year 2014**  
**Double A (1991) Public Company Limited (“Company”)**  
**Held on Wednesday, 30<sup>th</sup> April 2014**  
**at Double A Book Tower, Floor 9th, 122 North Sathorn Road, Silom, Bangrak, Bangkok**

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The Meeting started at 11.30 A.M.

This meeting was the Annual General Shareholders’ Meeting for the Year 2014 which was postponed from the earlier meeting on 22<sup>nd</sup> April 2014. There were the directors, the management, and the advisors of the Company attending the meeting as follows:

- |    |               |                  |   |
|----|---------------|------------------|---|
| 1. | Dr. Somchai   | Richupan         | Independent Director<br>Chairman of the Audit Committee             |
| 2. | Mr. Sirichai  | Sakornrattanakul | Independent Director<br>Member of the Audit Committee               |
| 3. | Mr. Kumpon    | Chayasunthorn    | Chief Operating Officer<br>Secretary of the Board of Director       |
| 4. | Ms. Supanee   | Triyanantakul    | The Auditor from EY Office Limited                                  |
| 5. | Ms. Yaowarote | Klinboon         | The Legal Advisor from Weerawong, Chinnavat<br>& Peangpanor Limited |

Ms. Yaowarote Klinboon presided over the meeting.

Ms. Yaowarote Klinboon informed in the meeting that, Mr. Narong Sri Sa-an, the Chairman of the Board of Directors, and Mr. Sirin Nimmanahaeminda, Vice Chairman of the Board of Directors, were not available to join the meeting. She further notified that, according to Section 104 of the Public limited Company Act B.E. 2535 (1992) and Article 35 of the Articles of Association of the Company, the chairman of the board would normally preside over the meetings of shareholders. In the case where the chairman of the board was not present at a meeting or was unable to perform his or her duty, if there was a vice-chairman, but such vice-chairman was unable to perform his or her duty, the shareholders present would elect one among themselves to preside over the meeting.

The shareholders attending the meeting then proposed Mr. Parawee Sriviriyaporn, a shareholder of the Company, to act as the chairman in the meeting. As there was no objection or any other candidate presented, Ms. Yaowarote Klinboon therefore welcomed Mr. Parawee Sriviriyaporn to be the chairman of the meeting and asked him to conduct the meeting accordingly.

Mr. Parawee Sriviriyaporn, the chairman of the meeting, welcomed all shareholders and proxies who attended the meeting. He declared in the meeting that the number of shareholders and proxies attending the earlier meeting on 22<sup>nd</sup> April 2014 were not less than 25 persons, representing less than one-third of the total number of shares sold. The last meeting did not constitute adequate quorum; therefore, the Company had to re-arrange the Annual General Shareholders’ Meeting to be today.

As of Thursday, 3<sup>rd</sup> April 2014, the closing date of the Company’s shares register book, the Company had total registered capital of Baht 5,029,864,510 divided into

502,986,451 shares at par value of Baht 10 with the total paid-up amount of Baht 4,053,695,590. The total number of the shareholders was 258 shareholders.

The chairman of the meeting notified in the meeting that there were total of 34 shareholders presented in person and by proxy, representing the number of 53,430,524 shares or 13.18 % of the total number of shares sold. Regardless of the quorum presenting, the meeting was able to be proceed as the applicable law and the Articles of Association of the Company specified that a quorum was not required in a subsequent meeting.

Before processing the meeting, the chairman of the meeting clarified on the rules of practice and procedure for voting by shareholders on each agenda as following:

1. Each shareholder would have a voting right in equal to shares held by him or her, by counting 1 share per 1 vote;
2. Each agenda would be presented along with their supporting information. A shareholder would be given an opportunity to raise comment or question after receiving permission from the chairman of the meeting;
3. Before casting votes for each agenda, the shareholders and the proxies would be given an opportunity to raise questions for topics related to such relevant agenda. Before raising questions or opinions, the shareholders who wish to raise question must inform the Meeting his/her name and surname. No more than 5 minutes would be given for raising such questions or opinions;
4. The shareholders may cast the vote of; approve, disapprove or abstain on each agenda. After marking a vote in a scorecard, please send such scorecard to the Company's staff for counting; and
5. During the process of counting votes by the Company's staff, the meeting would be proceeded without awaiting for a result of such vote count. After completion of vote count, the chairman of the meeting shall subsequently inform the meeting of a result of vote count for each agenda.

The meeting then proceeded in accordance with the following agenda:

**Agenda 1**      **Matter Declared by the Chairman**

The chairman of the meeting invited a shareholder or a proxy to be a volunteer to count the vote together with the Company's staff.

Mr. Narayut Sunmuang, a proxy, was only one person who volunteered.

**Agenda 2**      **Approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013, held on 24<sup>th</sup> December 2013**

The chairman of the meeting informed the meeting that the minutes of the Extraordinary General Meeting of Shareholders No.1/2013 on 24<sup>th</sup> December 2013 had been distributed to the shareholders together with the invitation



letter. The Board has considered and opined that the Minutes were correctly and completely recorded. The Board of Directors opined that such minutes was correct and in accordance with resolutions passed; therefore, the minutes was proper to be presented to the shareholders for consideration and approval. The details of which were attached in Attachment 1.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                    **The Meeting unanimously approved the minutes of the Extraordinary General Meeting of Shareholders No.1/2013 arranged on Tuesday, 24<sup>th</sup> December 2013 with a vote of:**

<b>Approved</b>	<b>48,763,019</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>4,664,505</b>	<b>Shares</b>

**Agenda 3**                    **Report on Company Performance for the Year 2013**

The chairman of the meeting informed the meeting that the Company performance for the year 2013 had been published in the Annual Report and distributed to the shareholders together with the invitation letter. The details of which were attached in Attached 2.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                    **The Meeting unanimously resolved to acknowledge the report on the Company performance for the year 2013 with a vote of:**

<b>Approved</b>	<b>48,763,019</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>4,664,505</b>	<b>Shares</b>

**Agenda 4**                    **Consideration and Approval of the Balance Sheet and the Statement of Profit & Loss for the Year 2013**

The chairman of the meeting informed that the Company and subsidiaries' Balance Sheet and the Statement of Profit & Loss for the year ending 31<sup>st</sup> December 2013 based on the auditor's opinion and the consolidated financial

statements of the Company and its subsidiaries were audited fairly in all material aspects and in accordance with generally accepted auditing standards. It had been approved by the Audit Committee and the Company's Board of Directors. The details of which were attached in the Company's Annual Report under the "Financial Statements" section which had been distributed to the shareholders together with the invitation letter.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                    **The Meeting unanimously approved the Balance Sheet and the Statement of Profit & Loss for the Year 2013 as of 31<sup>st</sup> December 2013 as approved by the auditors with a vote of:**

<b>Approved</b>	<b>48,763,019</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>4,664,505</b>	<b>Shares</b>

**Agenda 5**                    **Consideration of the Profit Appropriation and the Distribution of Dividend.**

The chairman of the meeting requested Ms. Yaowarote Klinboon to clarify conditions of profit appropriation and the distribution of dividend to the meeting.

Ms. Yaowarote Klinboon clarified that, according to Article 42 of the Articles of Association of the Company, no dividend would be paid otherwise than out of profits and the rest profits after distributing dividend would be reserved in accordance with the justification of the directors. In addition, according to Articles 44 of the Articles of Association of the Company, the Company must appropriate profits to a reserve fund not less than 5% of the annual net profit deducted by deficit amount (if any), until the reserve fund would reach 10% of the registered capital of the Company.

The Balance Sheet for the year 2013 as of 31<sup>ST</sup> December 2010 which had been audited and approved by the auditor showed the net profit of Baht 791 million. Therefore, the Board of Directors considered and resolved that it was necessary for the Company to reserve cash flow into a reserve fund stipulated by the applicable law and not distribute the dividend as the Company needed some cash for operations and investments in the Company's projects.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                    **The Meeting unanimously resolved to appropriate the profit but not to distribute the dividend as proposed by the Board of Director with a vote of:**

<b>Approved</b>	<b>48,763,019</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>4,664,505</b>	<b>Shares</b>

**Agenda 6**                    **Consideration of the Appointment of the Company's Auditor(s)**

The chairman of the meeting requested Mr. Sumchai Richupan, the Chairman of the Audit Committee to clarify conditions of the appointment of the Company's auditor(s) to the meeting.

The Chairman of the Audit Committed informed that, according to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, the Annual General Meeting of Shareholders would appoint the auditor(s) and fix the audit fee of the Company annually after reviewing by the Audit Committee. The Audit Committee and the Board of Directors of the Company considered and resolved for the Auditor Committee to propose in the Annual General Meeting of Shareholders for consideration and approval of the auditor(s) and the audit fee for the year 2014.

The Chairman of the Audit Committee additionally informed that the meeting of the Audit Committee on 13 February 2014 and the meeting of the Board of Directors had considered the audit fee proposal for the year 2014 covering the Company and its subsidiaries in an amount of Baht 8,420,000 from EY Office Limited (formerly known as Ernst & Young Company Limited). After considering the scope of services, the responsibilities, and the previous performance, the resolutions were that the proposed audit fee was appropriate as the auditors of EY Office Limited were professional, independent, and always provided good handling over of every assignment to the Company.

The Audit Committee finally proposed to the meeting to appoint the auditor(s) of EY Office Limited namely, Mr. Narong Pantawong, CPA license no. 3315, or Ms. Siraporn Ouuanunkun, CPA license No. 3844, or Mr. Supachai Phanyawattano, CPA license No. 3930 as the auditor(s) of the Company and its subsidiaries for the year 2014 and to appoint Ms. Supanee Triyanantakul, CPA license No. 4498, to be the auditor of the subsidiaries of the Company with the total audit fee of not more than Baht 8,420,000 (excluding DA Packaging Company Limited and Double A Specialty Mineral Company Limited). Either one of them would have the authority to verify and give opinion the financial statements of the Company and its subsidiaries.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                    **The Meeting unanimously resolved to appoint the auditor(s) of EY Office Limited namely, Mr. Narong Pantawong, CPA license no. 3315, or Ms. Siraporn Ouaanunkun, CPA license No. 3844, or Mr. Supachai Phanyawattano, CPA license No. 3930 as the auditor(s) of the Company and its subsidiaries for the year 2014 and to appoint Ms. Supanee Triyanantakul, CPA license No. 4498, to be the auditor of the subsidiaries of the Company with the total audit fee of not more than Baht 8,420,000 (excluding DA Packaging Company Limited and Double A Specialty Mineral Company Limited) with a vote of:**

<b>Approved</b>	<b>53,427,522</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>2</b>	<b>Shares</b>

**Agenda 7**                    **Consideration of the Election of Directors in Replacement of Those Retired by rotation.**

The chairman of the meeting requested Ms. Yaowarote Klinboon to clarify the details of this agenda to the meeting.

Ms. Yaowarote Klinboon clarified to the meeting that, according to Article 16 of the Articles of Association of the Company, “at every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. If the number of Directors is not a multiple of three, the number of Directors closest to one third shall be retired. The Directors who retired by rotation may be re-elect”. The Company currently had totaling 12 directors, thus for this year, there were 6 directors who would be retired by rotation as following:

- (1) Dr. Virabhongsa Ramangura
- (2) Gen. Chettha Thanajaro
- (3) Mr. Kitti Dumnernchanvanit
- (4) Mr. Trirat Dumnernchanvanit

The details of consideration of the election of directors in replacement of those retired by rotation were attached in the Attachment 4 which was delivered together with the invitation letter.

The Board of Directors, excluding the directors who had conflict of interest, resolved to propose to the Annual General Meeting of Shareholders to consider the re-appointment of the said 4 retiring directors in accordance with the procedure specified by the Securities and Exchange Commission.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

There were proxies from Wisdom Tree Ventures Limited and Averline Investments Limited proposing to appoint Mr. Charnvit Jarusombat to be a candidate as a director in replacement of those retiring directors. They mentioned that the qualification and experience of Mr. Charnvit Jarusombat would be useful for the business of the Company. In addition, Mr. Charnvit Jarusombat did not have any constraint to prohibit him to be a director of a limited public company under the Public Limited Company Act B.E.2535 (1992). The background and profile of Mr. Charnvit Jarusombat had already been sent to the Secretary of the Board of Directors.

Ms. Yaowarote Klinboon confirmed to the meeting that, under applicable laws, a shareholder could propose a candidate to a shareholders' meeting for considering and appointing as a director of a company. She therefore presented the background and profile of Mr. Charnvit Jarusombat to the meeting and requested the meeting to consider the appointment of 4 directors out of the following 5 candidates:

- |     |      |             |                  |
|-----|------|-------------|------------------|
| (1) | Dr.  | Virabhongsa | Ramangura        |
| (2) | Gen. | Chettha     | Thanajaro        |
| (3) | Mr.  | Kitti       | Dumnernchanvanit |
| (4) | Mr.  | Trirat      | Dumnernchanvanit |
| (5) | Mr.  | Charnvit    | Jarusombat       |

Ms. Yaowarote Klinboon further notified that a shareholder or a proxy had to consider and approve the appointment of 4 new directors individually. In casting vote, each shareholder or proxy shall have 1 vote per 1 share held, and had to exercise all the votes to elect all 4 out of 5 candidates to be directors of the Company. The shareholders or proxies were not able to allot their votes to some candidate especially more or less than others, unless they were a custodian.

After the vote, the candidates would be ranked in order descending from the highest number of votes received to the lowest, and would be appointed as directors in replacement of the retiring directors in that order.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda. The resolution shall be made individually for each candidate in the following order:

- |     |      |             |                  |
|-----|------|-------------|------------------|
| (1) | Dr.  | Virabhongsa | Ramangura        |
| (2) | Gen. | Chettha     | Thanajaro        |
| (3) | Mr.  | Kitti       | Dumnernchanvanit |

- (4) Mr. Trirat Dumnernchanvanit  
 (5) Mr. Charnvit Jarusombat

**Resolution**

The Meeting unanimously resolved to appoint the following persons to be directors for the previous directors whose term were expired by rotation with a vote of:

**(1) Dr. Virabhongsa Ramangura**

<b>Total Votes:</b>		
<b>Approved</b>	<b>53,430,469</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>0</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>55</b>	<b>Shares</b>

**(2) Gen. Chettha Thanajaro**

<b>Total Votes:</b>		
<b>Approved</b>	<b>53,430,517</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>0</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>7</b>	<b>Shares</b>

**(3) Mr. Kitti Dumnernchanvanit**

<b>Total Votes:</b>		
<b>Approved</b>	<b>53,430,519</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>0</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>5</b>	<b>Shares</b>

**(4) Mr. Trirat Dumnernchanvanit**

<b>Total Votes:</b>		
<b>Approved</b>	<b>3,002</b>	<b>Shares</b>
<b>Disapproved</b>	<b>53,430,517</b>	<b>Shares</b>
<b>Abstained</b>	<b>0</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>5</b>	<b>Shares</b>

**(5) Mr. Charnvit Jarusombat**

<b>Total Votes:</b>		
<b>Approved</b>	<b>53,427,519</b>	<b>Shares</b>
<b>Disapproved</b>	<b>3,000</b>	<b>Shares</b>
<b>Abstained</b>	<b>0</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>5</b>	<b>Shares</b>

From the vote counting, 4 candidates whom received the highest number of votes who would be appointed as the new directors of the Company in replacement of the retiring directors were:

1. **Mr. Kitti Dumnernchanvanit**
2. **Gen. Chettha Thanajaro**
3. **Dr. Virabhongsa Ramangura**
4. **Mr. Charnvit Jarusombat**

**Agenda 8 Consideration of the Remuneration for the Company's Directors.**

The chairman of the meeting requested Ms. Yaowarote Klinboon to clarify the details of this agenda to the meeting.

Ms. Yaowarote Klinboon clarified to the meeting that, according to according to Section 90 of the Public Limited Companies Act B.E. 2535, the payment of remuneration of directors would be in accordance with the resolution of the meeting of shareholders based on a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

The Annual General Meeting of Shareholders for the Year 2013, arranged on 18<sup>th</sup> April 2013, unanimously resolved to approve the remuneration and attendance fees for the Board of Directors and other sub-committee in the amount of not exceeding Baht 40 Million and authorized the Board of Directors to prescribe the detail of such remuneration and attendance fees.

The actual remuneration and attendance fees incurred in the year 2013 were presented in the Attachment 5 which was delivered to the shareholders together with the invitation letter.

The chairman of the meeting asked if there was any shareholder or proxy wishing to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion for amendment. Thus, the chairman of the meeting proposed to the meeting to make a resolution for this agenda.

**Resolution**                      **The Meeting unanimously resolved to approve the remuneration and attendance fee for the Board of Directors and sub-committee at the same rate previously approved by the Annual General Shareholders' Meeting for the Year 2013, in the amount of not exceeding Baht 40 Million and authorize the Board of Directors to prescribe the detail of such remuneration and attendance fees with a vote of:**

<b>Approved</b>	<b>53,424,795</b>	<b>Shares</b>
<b>Disapproved</b>	<b>0</b>	<b>Shares</b>
<b>Abstained</b>	<b>3,000</b>	<b>Shares</b>
<b>Not sending a scorecard</b>	<b>2,729</b>	<b>Shares</b>

**Agenda 9 Others (if any)**

The chairman of the meeting asked whether there would be any shareholders or proxies who wished to raise any question or opinion.

It appeared that there was no shareholder or proxy raising any question or opinion. Thus, the chairman of the meeting declared to adjourn the meeting.

**The Meeting was adjourned at 12.30 P.M.**



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**Mr. Parawee Sriviriyaporn**  
**Shareholder**  
**Acting as Chairman of the Meeting**



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**Mr. Kumpon Chayasunthorn**  
**Secretary of the Board of Directors,**  
**Acting as the Secretary of the Meeting**



**Attachment 2****Documents for Consideration of Agenda 3****Information of the Issuance and Offering of Short Term Debentures in an Amount of Not Exceeding Baht 5,000 Million**

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**1. Objectives of the Issuance and Offering of Short Term Debentures**

- 1) To prevent liquidity risk of the Company from expansion of production capacity and sales volume which are continuously increasing as well as from the liquidity problem of both domestic and international financial institutions
- 2) To be used as one alternative financial instrument which the Company would jointly use with other current financial instruments so as to reduce the liquidity risk of the Company from their limitations
- 3) To provide the Company better bargaining power while negotiating with banks and/or financial institutions for interest rate and more efficient utilization of borrowing limit through credit line extension, revolving and swapping

**2. Initial Information of Short Term Debentures**

<b>Type</b>	All types of debentures (named or unnamed, secured or unsecured, and subordinated or unsubordinated debentures having or not having bondholder representative), depending on the suitability of market conditions at the time of offering, with the maturity of not exceeding 270 days from the issuance date for each tranche
<b>Total Value</b>	The total value of debentures, by issuing either single or multiple offerings, at any time shall not exceed Baht 5,000 million.
<b>Currency</b>	In Baht and/or the equivalent in other currencies
<b>Interest rate</b>	Depends on market conditions at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time.
<b>Redemptions Prior to Maturity</b>	The Company and/or debenture holders may or may not have the right to redeem debentures prior to maturity, depending on the terms and conditions of each debenture issuance.
<b>Offering</b>	The debentures shall be offered to sell to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors in Thailand and overseas according to notifications of Capital Market Supervisory Board (CMSB), the Securities and Exchange Commission (SEC) and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered. Debentures

may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature.

**Authorization** Chairman of the Executive Board or the Executive Board or other persons authorized by the Executive Board are authorized to determine details and other terms and conditions necessary for issuing and offering for sale of the debentures such as the determination of the name, type, face value, offer price per unit, interest rate, appointment of debentureholders' representative, offer amount at each issuance, total value, maturity period, principal repayment method, allocation method and details of the offering, early redemption conditions, arrangement of the registration of such debentures with any other secondary market, etc., as well as to submit applications to relevant authorities, to appoint relevant advisors or any persons who are relevant to the issuance and offer for sale of debentures, to enter into, agree upon, sign any documents and other relevant agreements, and to take any action necessary for and relating to the issuance and offering of debentures.

**Other Conditions** Depends on market conditions at such time the debentures are issued and offered and other relevant factors.

**Permit Renewal Condition** To submit application to the Securities and Exchange Commission (SEC) authorizing the Company to issue and offer to sell the short term debentures, having a maturity period not exceeding 270 days, in an amount, at any time, not over than Baht 5,000 million by public offering or private placements to institutional and high net worth investors in accordance with SEC regulations, and to proceed other actions in relation to the issuance of debentures including to renew a permit with SEC annually until there is a new resolution of the Board of Directors resolved otherwise

### **Opinion of Board of Directors**

The Board of Directors Meeting No. 2/2014, arranged on 8 May 2014, agreed and unanimously resolved to present to the shareholders for consideration and approval on the issuance and offering of the short term debentures in an amount of not exceeding Baht 5,000 million as proposed.

**Attachment 3****PROXY FORM A  
(GENERAL FORM)**

Issue at.....

Dated.....

(1) I / We , the undersigned,.....Nationality.....,  
residing...at.....  
.....  
.....Postcode.....

(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

Mr. Somchai Richupan Independent Director Age 76 year  
Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok, Huay-kwang,  
Bangkok

Mr. Seri Chintanaseri Independent Director Age 72 year  
Residing at 145/1 Soi Aree-Sampan 2, Phahonyothin Road, Samsane-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 Extraordinary General Meeting of Shareholders No.1 for the year 2014, which be held at Double A Book Tower, Floor 9<sup>th</sup>, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Thursday, June 5, 2014 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.....  
.....  
.....Postcode.....

(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

Mr. Somchai Richupan Independent Director Age 76 year  
Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok,Huay-kwang ,  
Bangkok

Mr. Seri Chintanaseri Independent Director Age 72 year  
Residing at 145/1 Soi Aree-Sampan 2, Phahonyothin Road, Samsane-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 Extraordinary General Meeting of Shareholders No.1 for the year 2014, which be held at Double A Book Tower, Floor 9<sup>th</sup>, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Thursday, June 5, 2014 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.



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 Extraordinary General Meeting of Shareholders No.1 for the year 2014, which be held at Double A Book Tower, Floor 9<sup>th</sup>, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Thursday, June 5, 2014 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

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

Name	➤ Mr. Somchai Richupan	
Age	➤ 76 years	
Nationality	➤ Thai	
Resident	➤ 67 Soi Ladpraw 48 (Phiboon-Upatham) Ladpraw Road, Samsane-nok , Huay-kwang , Bangkok	
Education	➤ <ul style="list-style-type: none"> <li>☞ Bachelor's degree, Economics (Thammasat University)</li> <li>☞ Master's degree, Economics (University of Florida, USA.)</li> <li>☞ Doctoral degree, Economics (University of Florida ,USA)</li> </ul>	
Position in the company	➤ <ul style="list-style-type: none"> <li>☞ Chairman of Audit Committee of Double A (1991) Public Company Limited</li> <li>☞ Independent Director of Double A (1991) Public Company Limited</li> </ul>	
Year with the company	➤ 13 Years	
Position in other companies	➤ <ul style="list-style-type: none"> <li>☞ Chairman of Siam Development Institute</li> <li>☞ Chairman of Samitivej Public Company Limited</li> <li>☞ Qualified director of Office of The Decentralization to the Local</li> <li>☞ Director of Office of The Decentralization to local Government Organization Committee</li> <li>☞ The Committee of the Council of State of Thailand</li> <li>☞ Director of Standard Charter (Thailand) Limited Company</li> </ul>	
Work Experience	<ul style="list-style-type: none"> <li>☞ Chairman of Audit Committee of Ministry of Finance of Thailand</li> <li>☞ Member of the Constitution Society</li> <li>☞ Chairman of Tris Rating Company Limited</li> <li>☞ Commissioner of the Securities and Exchange Commission of Thailand</li> <li>☞ Chairman of the Electricity Generating Authority of Thailand</li> <li>☞ Chairman of Export-Import Bank of Thailand</li> <li>☞ The Economist of International Monetary Fund (IMF)</li> <li>☞ Chairman of Thai Bond Debt Association</li> <li>☞ Disbursement Committee of the Bank of Thailand</li> <li>☞ Director of Bank of Thailand</li> <li>☞ Chairman of Government Housing Bank</li> <li>☞ Director of the Securities and Exchange Commission, Thailand</li> <li>☞ Director of Excise Department</li> <li>☞ Director of Fiscal Policy Office</li> <li>☞ Vice-President of the financial reformation for the Higher Education</li> </ul>	
Attend the Meeting	➤ <ul style="list-style-type: none"> <li>☞ The Board of the Directors Meeting 2 times, Attended 2 times</li> <li>☞ The Audit Committee Meeting 3 times, Attended 3 times</li> </ul>	

## Audit Committee    Independent director

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Name	➤ Mr.Seri Chintanaseri	
Age	➤ 71 years	
Nationality	➤ Thai	
Resident	➤ 145/1 Soi Aree-Sampan 2, Phahonyothin Road,Samsane-nai, Phayathai, Bangkok	
Education	<ul style="list-style-type: none"> <li>➤ ⇄ Bachelor's degree, Law Thammasat University</li> <li>⇄ ⇄ Barrister- at-Law Thai Bar Association</li> <li>⇄ ⇄ Barrister-at- Law The Honourable Society of Lincoln's Inn England</li> <li>⇄ ⇄ Directors Certification Program (DCP) Class 65/2005 by Thai Institute of Directors Association (IOD)</li> </ul>	
Position in the company	<ul style="list-style-type: none"> <li>➤ ⇄ Director of Double A(1991) Public Company Limited</li> <li>⇄ ⇄ Audit Committee of Double A(1991) Public Company Limited</li> </ul>	
Year with the company	➤ 10 years	
Position in other company	<ul style="list-style-type: none"> <li>➤ ⇄ Chairman of Seri Manop &amp; Doyle Company Limited</li> <li>⇄ ⇄ Chairman of Pylon Public Company Limited</li> <li>⇄ ⇄ Member of Subcommittee of the Stock Exchange of Thailand</li> <li>⇄ ⇄ Advisor of the Government Savings Bank</li> <li>⇄ ⇄ Advisor Strategic Committee for Reconstruction and Future Development (SCRF)</li> <li>⇄ ⇄ Advisor to the Board of Directors of MFC Asset Management Public Company Limited</li> </ul>	
Attend the Meeting	<ul style="list-style-type: none"> <li>➤ ⇄ The Board of the Directors Meeting 2 times, Attended 2 times</li> <li>⇄ ⇄ The Audit Committee Meeting 3 times, Attended 3 times</li> </ul>	

**Attachment 5****Registration of attendees, Proxy appointment and voting**

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**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 or 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.**

- Ms. Sasithorn Jaimoon                      Tel. +668 5835 2605
- Ms.Worawan Anuya                        Tel. +668 5835 2603
- Ms.Kanokrawee Maneechai              Tel. +668 5835 3074
- Mr.Singh Neammunee                      Tel. +668 5835 0503
- Fax +662 659 1322

**Attachment 6****(Translation)****Articles of Association  
of  
Double A (1991) Public Company Limited  
Chapter 5  
Shareholder Meeting**

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- 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.

