

No. DorBorAor. 01/1012

26 January 2016

- Subject : Invitation for the Extraordinary General Meeting of Shareholders No. 1/2016
- To : Shareholders of Double A (1991) Public Company Limited
- Enclosures :
1. Copy of Minutes of Extraordinary General Meeting of Shareholders No. 1/2015
  2. Documents for Consideration in Agenda 3
  3. Proxy Forms A, B, and C
  4. Information for Shareholders Wishing to Appoint Independent Directors to be Their Proxy Holders
  5. Conditions and Procedures for Meeting Attendees' Registration, Appointment of Proxy Holder, and Voting
  6. Articles of Association of the Company relating to the Shareholders' Meeting
  7. Map of Venue of the Extraordinary General Meeting of Shareholders No. 1/2016

The Board of Directors of Double A (1991) Public Company Limited (“**Company**”) has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2016 on Friday, 5<sup>th</sup> February 2016, at 11.00 a.m., at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok for considering the following agenda:

**Agenda 1 Message from the Chairman to the Shareholders**

**Objective and Reason:** To inform the shareholders about relevant information of the Company which the shareholders should be aware.

**Opinion of the Board of Directors:** For acknowledgement

**Agenda 2 Certification of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2015**

**Objective and Reason:** The Company held the Extraordinary General Meeting of Shareholders No. 1/2015 on Thursday, 24<sup>th</sup> September 2015 in order to consider and resolve matters as stipulated by applicable laws. Please refer to the details of the said minutes in Attachment 1.

**Opinion of the Board of Directors:** The Board of Directors has considered and opined that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 of the Company was correctly and completely recorded. Thus, the Board of Directors resolved to propose the shareholders of the Company to certify the said minutes.

**Agenda 3      Consideration and Approval on the Issuance and Offering for Sale of Thai Baht Debentures in an Amount of Not Exceeding Baht 14,000 Million**

**Objective and Reason:** To (1) repay maturity debentures, and (2) redeem debentures prior to maturity, in the amount of not exceeding Baht 14,000 million. Please refer to the details of this agendum in Attachment 2.

**Opinion of the Board of Directors:** The Board of Directors considered and resolved to propose the shareholders of the Company to approve as follows;

1. To approve on the issuance and offering for sale of Thai Baht debentures in an amount of not exceeding Baht 14,000 million and the term thereof shall not exceed 10 years. The debentures shall be all types of unsecured debentures (except for a convertible debenture), and/or subordinated or unsubordinated debentures, which is offered for sale in Thailand to the public investors and/or institutional investors and/or specific investors at one time as a whole value or multiple times. Offering Period shall begin from the date when the Company receives approval from the shareholders in the year 2016 onward until 30<sup>th</sup> April 2017, in order to redeem the debentures prior to maturity for the most benefits of the Company.
2. To authorize the Executive Board of Directors or the Chairman of the Executive Board of Directors and the Managing Director or other persons authorized by the Chairman of the Executive Board of Directors and the Managing Director to determine details and other terms and conditions necessary for issuing and offering for sale of such debentures at each issuance such as the determination of the name, amount of the debentures at each issuance, type, face value, offer price per unit, term, maturity period, redemption prior maturity, interest rate, sale offering method, principal and interest repayment method, allocation method, and details of the offering, etc., as well as to arrange of the registration of such debentures with the Thai Bond Market Association and/or the Stock Exchange of Thailand or any other secondary market, including to ask for approval of relevant authorities, to appoint distributors and/or distribution guarantors and/or any advisors, and to appoint the debentureholders' representative (if any), the debentures registrar(s) and any persons who are relevant to the issuance and

offering for sale of the debentures, to enter into, agree remunerable rate and expenditures, and to negotiate other terms and conditions.

**Agenda 4     Others (if any)**

**Opinion of the Board of Directors:** The Board of Directors considered and resolved to specify this agendum in every shareholders' meeting of the Company in order to welcome the shareholders' inquiries, discussions and/or suggestions to the Board of Directors and/or the management of the Company.

In order to secure the right of the shareholders who can attend the Extraordinary General Meeting of Shareholders No.1/2016, the Company has closed the Company's shares registration book for suspension of share transfer registration from Monday, 25<sup>th</sup> January 2016 at 12.00 p.m. onward until such meeting is adjourned.

Please be informed accordingly and the Company is pleased to invite the shareholders to attend the meeting at the date, time and place as mentioned above. If any shareholder cannot attend the meeting, please appoint a person as you deem fit or independent directors of the Company as your proxy holder to attend this meeting on your behalf. The independent directors of the Company who can be your proxy holder are as follows:

1. Mr. Somchai Richupan                      Chairman of Board of Directors, Chairman of Audit Committee and Independent Director; or
2. Mr. Sirichai Sakornratanakul      Audit Committee Member and Independent Director.

Please kindly execute the proxy in the form as attached hereto in Attachment 3. The Company will prepare the stamp duty 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 for meeting attendees' registration, appointment of a proxy holder, and voting, as specified in Attachment 5. In this regard, the map of the meeting venue is attached in Attachment 7.

Remark: The shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2016 must be the shareholders whose names appear in the Company's share registration book as at the closing date thereof, which is Monday, 25<sup>th</sup> January 2016 from 12.00 p.m. onward.

Sincerely yours,  
Double A (1991) Public Company Limited

-Kumpon Chayasunthorn-  
(Mr. Kumpon Chayasunthorn)  
Secretary of the Company

Office of Secretary to the Board of Directors  
Mr. Singh Neammunee (Assistance to Secretary to the Board of Directors)  
Tel. 085-835-0503

Legal Department  
Mr. Boonnam Glinboonruang (Legal Section Manager)  
Tel. 085-835-4429  
Fax. 0-2659-1322



## **Attachment 1**

**Document for Consideration of Agenda 2**  
Copy Minutes of Extraordinary General Meeting of  
Shareholders No. 1/2015



## **Attachment 2**

### **Document for Consideration of Agenda 3**

The Details for Consideration and Approval on the Issuance and Offering for Sale of Debentures in an Amount of Not Exceeding Baht 14,000 Million





**The Details for Consideration and Approval on the Issuance and Offering for Sale of Debentures  
in an Amount of Not Exceeding Baht 14,000 Million**

---

**Key Details**

**1) Objective and Reason:**

To (1) repay maturity debentures, and (2) redeem debentures prior to maturity, in the amount of not exceeding Baht 14,000 million.

**2) Primary Details of Debentures:**

**Type:**

The debentures issuing and offering for sale shall be all types of unsecured debentures (except for a convertible debenture), and/or subordinated or unsubordinated debentures, depending on approval of the Securities and Exchange Commission subject to applicable laws.

**Total Value:**

The total value of principle of debentures shall not exceed Baht 14,000 Million

**Currency:**

Thai Baht.

**Interests Rate:**

Depend on the market conditions at such time the debentures are issued and offered.

**Redemptions Prior to Maturity:**

The Company and/or debentureholders may or may not have the right to redeem the debentures prior to maturity, depending on the terms and conditions of each issuance of the debentures.

**Term of the Debentures:**

Not exceed 10 years from date of issuing the debentures.

**Offering:**

The debentures shall be offered to sell, at one time and/or multiple times, in Thailand, to the public investors and/or institutional investors and/or a specific investors, at one time or multiple time, according to notification of the Securities and Exchange Commission and/or Capital Market Supervisory Board or other related rules and regulations in force at the time the debentures are issued and offered for sale.

**Other Conditions:**

Depend on market conditions at such time the debentures are issued and offered and other relevant factors.

**Opinion of the Board of Directors:**

The Board of Directors considered and resolved to propose the shareholders of the Company to approve as follows;

1. To approve on the issuance and offering for sale of Thai Baht debentures in an amount of not exceeding Baht 14,000 million and the term thereof shall not exceed 10 years. The debentures shall be all types of unsecured debentures (except for a convertible debenture), and/or subordinated or unsubordinated debentures, which is offered for sale in Thailand to the public investors and/or institutional investors and/or specific investors at one time as a whole value or multiple times. Offering Period shall begin from the date when the Company receives approval from the shareholders in the year 2016 onward until 30<sup>th</sup> April 2017, in order to redeem the debentures prior to maturity for the most benefits of the Company.
2. To authorize the Executive Board of Directors or the Chairman of the Executive Board of Directors and the Managing Director or other persons authorized by the Chairman of the Executive Board of Directors and the Managing Director to determine details and other terms and conditions necessary for issuing and offering for sale of such debentures at each issuance such as the determination of the name, amount of the debentures at each issuance, type, face value, offer price per unit, term, maturity period, redemption prior maturity, interest rate, sale offering method, principal and interest repayment method, allocation method, and details of the offering, etc., as well as to arrange of the registration of such debentures with the Thai Bond Market Association and/or the Stock Exchange of Thailand or any other secondary market, including to ask for approval of relevant authorities, to appoint distributors and/or distribution guarantors and/or any advisors, and to appoint the debentureholders' representative (if any), the debentures registrar(s) and any persons who are relevant to the issuance and offering for sale of the debentures, to enter into, agree remunerable rate and expenditures, and to negotiate other terms and conditions.

## **Attachment 3**

Proxy Forms A, B and C



**PROXY FORM A  
(GENERAL FORM)**

Issued at: .....

Date: .....

(1) I / We, the undersigned, .....,  
Nationality: ....., residing at .....  
.....,  
Postcode: ..... (the “**Proxy Grantor**”)

(2) being a shareholder of Double A (1991) Public Company Limited, holding the total amount of ..... share(s) with the voting right of ..... votes as follows:

- Ordinary Share: ..... shares with the voting right of .....votes.
- Preference Share: ..... shares with the voting right of .....votes.

(3) hereby appoint

- 1. Mr./Mrs./Miss....., Age: ..... years old, residing at....., or
- 2. Mr./Mrs./Miss....., Age: ..... years old, residing at.....; or
- 3. Mr./Mrs./Miss....., Age: ..... years old, residing at.....

or appoint the independent directors as follows:

- Mr. Somchai Richupan, Independent Director, Age: 77 years old, residing at 671 Soi Ladpraw 48 (Phiboon-Upatham), Ladpraw Road, Samsane-nok, Huay-kwang, Bangkok; or
- Mr. Sirichai Sakornratanakul, Independent Director, Age: 66 years old, residing at 99 Moo 3, Soi Kerdsook (Chaiyapruk 19), Chiyapruk Road, Taling Chan, Bangkok

(individually referred to as the “**Proxy Holder**”)

Only one of all of the Proxy Holders can be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2016 of Double A (1991) Public Company Limited, which will be held at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Friday, 5<sup>th</sup> February 2016 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

Any act performed by the Proxy Holder in the meeting shall be deemed as such acts had been done by me/us in all respect.

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

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

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

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

**Remark:**

A shareholder appointing a proxy holder must appoint only one proxy holder to attend the meeting and vote and shall not allocate the number of share to several proxy holders to vote separately.

**PROXY FORM B**  
**(SPECIFIC DETAILS FORM)**

Issued at: .....

Date: .....

(1) I / We, the undersigned, .....,  
Nationality: ....., residing at .....  
.....,  
Postcode: ..... (the “**Proxy Grantor**”)

(2) being a shareholder of Double A (1991) Public Company Limited, holding the total amount of ..... share(s) with the voting right of ..... votes as follows:

- Ordinary Share: ..... shares with the voting right of .....votes.
- Preference Share: ..... shares with the voting right of .....votes.

(3) hereby appoint

- 1. Mr./Mrs./Miss....., Age: ..... years old, residing at....., or
- 2. Mr./Mrs./Miss....., Age: ..... years old, residing at.....; or
- 3. Mr./Mrs./Miss....., Age: ..... years old, residing at.....

or appoint the independent directors as follows:

- Mr. Somchai Richupan, Independent Director, Age: 77 years old, residing at 671 Soi Ladpraw 48 (Phiboon-Upatham), Ladpraw Road, Samsane-nok, Huay-kwang, Bangkok; or
- Mr. Sirichai Sakornratanakul, Independent Director, Age: 66 years old, residing at 99 Moo 3, Soi Kerdsok (Chaiyapruk 19), Chiyapruk Road, Taling Chan, Bangkok

(individually referred to as the “**Proxy Holder**”)

Only one of all of the Proxy Holders can be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2016 of Double A (1991) Public Company Limited, which will be held at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Friday, 5<sup>th</sup> February 2016 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 Certification of the Minutes of Extraordinary General Meeting of Shareholders No.1/2015**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder’s requirement as follows:
  - Approve                                       Disapprove                                       Abstain

**Agenda 3 Consideration and Approval on the Issuance and Offering for Sale of Thai Baht Debentures in an Amount of Not Exceeding Baht 14,000 Million**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder’s requirement as follows:
  - Approve                                       Disapprove                                       Abstain

**Agenda 4 Others (if any)**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with 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 under the scope of this proxy. Any vote which is against this proxy shall be deemed incorrect and not be considered as the vote casted by the Proxy Grantor.



(7) If I/we do not herein specify the intention for voting in any specific agendum or do not mention such intention clearly or the meeting is requested to consider or vote in any other agenda apart from the abovementioned agenda; including, but not limited to, amendment, change or modification to any matter; the Proxy Holder can duly consider and vote on my/our behalf as the Proxy Holder deems appropriate.

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

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

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

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

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

**Remarks**

1. A shareholder appointing a proxy holder must appoint only one proxy holder to attend the meeting and vote and shall not allocate the number of share to several proxy holders to vote separately.
2. In the agendum 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 to 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.1/2016 of Double A (1991) Public Company Limited, which be held at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Friday, 5<sup>th</sup> February 2016, at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

---

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

I/We certified that the details in this Attachment to the Form B are completely correct and totally true.

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

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

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

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

**PROXY FORM C**  
**(FOR FOREIGN SHAREHOLDERS WHO HAVE CUSTODIANS IN THAILAND ONLY)**

Issued at: .....

Date: .....

(1) I / We, the undersigned, .....,  
having its business located at .....  
.....,  
Postcode: ..... (the “**Proxy Grantor**”)

being the custodian of ....., who is a shareholder  
of ..... share(s) in Double A (1991) Public Company Limited  
with the voting right of.....votes as follows:

- Ordinary Share: ..... shares with the voting right  
of .....votes.
- Preference Share: ..... shares with the voting right  
of .....votes.

(2) hereby appoint

- 1. Mr./Mrs./Miss.....age ..... years old  
residing at....., or
- 2. Mr./Mrs./Miss.....age ..... years old  
residing at.....; or
- 3. Mr./Mrs./Miss.....age ..... years old  
residing at .....

or appoint the independent directors as follows:

- Mr. Somchai Richupan, Independent Director, Age: 77 years old,  
residing at 671 Soi Ladpraw 48 (Phiboon-Upatham), Ladpraw Road, Samsane-nok,  
Huay-kwang, Bangkok; or
- Mr. Sirichai Sakornratanakul, Independent Director, Age: 66 years old,  
residing at 99 Moo 3, Soi Kerdsook (Chaiyapruk 19), Chiyapruk Road, Taling Chan,  
Bangkok

(individually referred to as the “**Proxy Holder**”)

Only one of all of the Proxy Holders can be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2016 of Double A (1991) Public Company Limited, which will be held at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Friday, 5<sup>th</sup> February 2016 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 the meeting as follows:

- 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 part of
  - Ordinary Share: ..... shares, and having the right to vote equal to.....votes.
  - Preference Share: ..... shares, and having the right to vote equal to.....votes.

**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 Certification of the Minutes of Extraordinary General Meeting of Shareholders No.1/2015**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 3 Consideration and Approval on the Issuance and Offering for Sale of Thai Baht Debentures in an Amount of Not Exceeding Baht 14,000 Million**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 4 Others (if any)**

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

(5) The Proxy Holder has the voting right under the scope of this proxy. Any vote which is against this proxy shall be deemed incorrect and not be considered as the vote casted by the Proxy Grantor.

(6) If I/we do not herein specify the intention for voting in any specific agenda or do not mention such intention clearly or the meeting is requested to consider or vote in any other agenda apart from the abovementioned agenda; including, but not limited to, amendment, change or modification to any matter; the Proxy Holder can duly consider and vote on my/our behalf as the Proxy Holder deems appropriate.

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.

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

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

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

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

**Remarks**

1. Proxy Form C shall be used only for shareholders whose names are shown in the share registration book as foreign investors and appoint a custodian in Thailand.
2. Evidence required to be attached to this proxy includes:
  - (1) Power of Attorney by the shareholder authorizing the custodian to sign this proxy on his/her behalf; and
  - (2) Confirmation letter indicating that the person signing this proxy on his/her behalf is permitted to operate the business of custodian.
3. A shareholder appointing a proxy holder must appoint only one proxy holder to attend the meeting and vote and shall not allocate the number of share to several proxy holders to vote separately.
4. If there is any other agenda to be considered in the meeting other than those specified above, the Attachment to the Form C shall be used.





**Attachment to the Form C**

In the Extraordinary General Meeting of Shareholders No.1/2016 of Double A (1991) Public Company Limited, which be held at Double A Book Tower Building, 9<sup>th</sup> Floor, 122 North Sathorn Road, Silom, Bangrak, Bangkok, on Thursday, Friday, 5<sup>th</sup> February 2016, at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

---

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda: .....Subject: .....

- (A) The Proxy Holder shall vote independently as to his/her consideration.
- (B) The Proxy Holder shall vote in accordance with the shareholder's requirement as follows:
  - Approve
  - Disapprove
  - Abstain

I/We certified that the details in this Attachment to the Form C are completely correct and totally true.

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

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

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


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

## **Attachment 4**

Information for Shareholders Wishing to Appoint  
Independent Directors to be Their Proxies



**Information for Shareholders Wishing to Appoint  
Independent Directors to be Their Proxy Holders**

	Chairman of Board of Directors	Chairman of Audit Committee	Independent Director
Name	➤ Mr. Somchai Richupan		
Age	➤ 77 years old		
Nationality	➤ Thai		
Resident	➤ 671 Soi Ladpraw 48 (Phiboon-Upatham), Ladprao 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 Company	➤ ✎ Chairman of Board of Directors of Double A (1991) Public Company Limited ✎ Chairman of Audit Committee of Double A (1991) Public Company Limited		
Duration	➤ 14 Years		
Position in other companies	➤ ✎ Chairman of Siam Development Institute ✎ Chairman of Samitivej Public Company Limited ✎ Qualified Director of Office of Decentralization to the Local Government Organization ✎ Director of Standard Chartered Bank (Thai) Public Limited Company ✎ Commissioner of Council of State of Thailand ✎ Member of National Reform Steering Assembly, Announcer of National Reform Steering Commission on Economy and Chairman of National Reform Steering Subcommittee on Finance, National Reform Steering Assembly ✎ Chairman of Audit Committee of King Prajadhipok's Institute ✎ Commissioner of the Public Sector Development Commission and Chairman of the Subcommittee of National Financing Development		
Work Experience	➤ ✎ Chairman and Member of Committee on Economic, Monetary and Financial Reform of National Reform Council ✎ Chairman of Audit Committee of Ministry of Finance of Thailand ✎ Member of the Constitution Society		

- ↻ Chairman of TRIS Rating Company Limited
- ↻ Appeal Commissioner of the Securities and Exchange Commission of Thailand
- ↻ Chairman of the Electricity Generating Authority of Thailand
- ↻ Chairman of Export-Import Bank of Thailand
- ↻ The Economist of International Monetary Fund (IMF)
- ↻ Commissioner of Board of Directors of the Agricultural Futures Exchange of Thailand
- ↻ Disbursement Committee of the Bank of Thailand
- ↻ Chairman of Government Housing Bank
- ↻ Director of Excise Department of Ministry of Finance of Thailand
- ↻ Director of Fiscal Policy Office, Ministry of Finance of Thailand

Meeting Attendance in 2015      ➤      Attending 5 meetings out of 6 Board of Directors Meetings  
Attending 6 meetings out of 6 Board of Audit Committee Meetings

## Audit Committee Member

## Independent Director

Audit Committee Member	Independent Director
Name	➤ Mr. Sirichai Sakornratanakul
Age	➤ 66 years old
Nationality	➤ Thai
Resident	➤ 99 Moo 3, Soi Kerdsook (Chaiyapruk 19), Chiyapruk Road, Taling Chan, Bangkok
Education	<ul style="list-style-type: none"> <li>➤ ✎ Master Degree of Economics, Saarland University, Germany</li> <li>✎ Diploma, the Joint State – Private Sector Course (Class 13), National Defence College</li> <li>✎ Non-degree study as a Hubert H.Humphrey Fellow, Boston University &amp; American University, USA</li> </ul>
Position in Company	<ul style="list-style-type: none"> <li>➤ ✎ Director of Double A (1991) Public Company Limited</li> <li>✎ Audit Committee Member of Double A (1991) Public Company Limited</li> </ul>
Duration	➤ 14 Years
Position in other companies	<ul style="list-style-type: none"> <li>➤ ✎ Director of Local Development Foundation, Thainess Promotion Fund Foundation and Fund for Monkhood Education at Praram 9 Temple.</li> <li>✎ Advisor of the Committee on Economic, Monetary and Financial Reform, National Reform Council</li> <li>✎ Chairman of the Subcommittee of Thai Public Broadcasting Service, NBTC Inspection and Evaluation Commission</li> <li>✎ Subcommittee on Financial System and Financial Institutions, National Reform Council</li> </ul>
Work Experience	<ul style="list-style-type: none"> <li>➤ ✎ Senior Executive Vice President, Export Import Bank of Thailand</li> <li>✎ Advisor on Organization Management and Development, Internal Management Section, Thai Health Promotion Foundation</li> <li>✎ Chairman and Director of Corporate Governance of Thai Public Broadcasting Service</li> <li>✎ Director and President of Association of Banks and Financial Institutions of Thailand</li> <li>✎ Chairman of Executive Subcommittee of the Investment of Social Security Fund</li> <li>✎ Vice Chairman of the Board of Finance Business and Investment of Thai Chamber of Commerce</li> <li>✎ Advisor of the Cooperative League of Thailand</li> <li>✎ Advisor of the Federation of Savings and Credit Cooperatives of Thailand Limited</li> </ul>



- ↻ Qualified Director of Committee of National Health System Reform Office
- ↻ Qualified Director of the Committee on Dumping and Subsidies
- ↻ Advisor of Corporate Social Responsibility Institute of the Stock Exchange of Thailand
- ↻ Chairman of Executive of Commission, Steering Commissioner and Executive Commissioner of Foundation for Thailand Rural Reconstruction Movement under Royal Patronage
- ↻ Vice Chairman, State Enterprises for Communities Club
- ↻ Committee Member, Subcommittee Member and Participant of Working Groups of Office of the Prime Minister, Ministry of Commerce, Ministry of Finance, Ministry of Culture and Ministry of Social Development and Human Security of Thailand
- ↻ Chairman of the Steering Committee, Community Foundation Project, Thai Health Promotion Fund

Meeting Attendance  
in 2015



Attending 6 meetings out of 6 Board of Directors Meeting  
Attending 6 meetings out of 6 Board of Audit Committee Meeting



## **Attachment 5**

Conditions and Procedures for Meeting Attendees'  
Registration, Appointment of Proxy Holders, and  
Voting



Conditions and Procedures for  
Meeting Attendees' Registration, Appointment of Proxy Holders, 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 letter. The registration can be done from the commencement time of registration until the time of the meeting.
- 1.2 A shareholder, either being a Thai or a foreign individual person, attending the meeting by himself or through his proxy holder, shall, for identification and inspection procedure, show his identity card, passport, or other form affixed with his photo, issued by a responsible government authority.
- 1.3 The person authorized by a Thai or a foreign juristic entity shareholder to attend the meeting shall show, for inspection, the certificate or other proof of corporate registration or the copy thereof certified by the registrar (which is issued not over 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 clause 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 the proxy appointment made out by the proxy form provided herein; and
  - 2.1.2 a certified photocopy of an identity card, as specified under clause 1.2, of the proxy grantor.
- 2.2 In the event that a proxy grantor is a natural person living overseas, his proxy holder shall submit the following documents:
  - 2.2.1 the proxy appointment made out by the proxy form provided herein;
  - 2.2.2 a certified photocopy of an identity card, as specified under clause 1.2, of the proxy grantor; and
  - 2.2.3 the signatures on the documents specified under clause 2.2.1 and clause 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 being registered in Thailand, its proxy holder shall submit the following documents:
  - 2.3.1 the proxy appointment made out by the form provided herein;
  - 2.3.2 a certificate of incorporation issued by the registrar of Ministry of Commerce of Thailand not over than 3 months from its issuance date; and

- 2.3.3 a certified photocopy of an identity card, as specified under clause 1.2, of the person who is authorized to sign the proxy form.
- 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 by the proxy form provided herein;
- 2.4.2 the original or the photocopy of a certificate of incorporation or proof of corporate status and identification of the person(s) authorized to sign the proxy form;
- 2.4.3 a certified photocopy of an identity card, as specified under clause 1.2, of the person who is authorized to sign the proxy form;
- 2.4.4 the signatures on the documents under clause 2.4.1 and the photocopied documents under clause 2.4.2 and clause 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 appointment, made out by any of the proxy forms provided herein, shall be made according to the terms and conditions specified in a respective proxy form.
- 2.6 The proxy holder has to present his identity card, passport, or other form affixed with his photo, issued by a responsible government authority in accordance with clause 1.2 as well.
- 2.7 Appointment of a sub-proxy can be made only when the shareholder expressly states on the executed proxy form that that appointment of the sub-proxy is allowed.
- 2.8 The proxy holder of a foreign shareholder should be presence for registration since the commencement time of registration so that a document inspector can have sufficient time for document inspection.
- 2.9 Inspection of document for registration shall be from 08.30 a.m. to 10.30 a.m. After such period, no registration shall be accepted. Extension of time shall be solely subject to the decision of the Chairman of the Company.

### **3. Voting**

In each voting, each and every shareholder shall have the number of votes as equal as the number of shares that he holds. (Each one share represents the right for one vote.)

**The shareholders 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.**

- |                                    |                            |
|------------------------------------|----------------------------|
| - <b>Mr. Boonnam Glinboonruang</b> | <b>Tel. +668 5835 4429</b> |
| - <b>Ms. Nattaporn Lapsathean</b>  | <b>Tel. +668 5835 1526</b> |
| - <b>Mr. Singh Neammunee</b>       | <b>Tel. +668 5835 0503</b> |

**Fax +662 659 1322**

## **Attachment 6**

Articles of Association of the Company relating to  
the Shareholders' Meeting



**(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 of Directors 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 share 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 of Directors shall be the chairman of shareholder meetings. If the chairman of the Board of Directors 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 of Directors or a person assigned by the chairman of the Board of Directors 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 7**

Map of Venue of the Extraordinary General Meeting  
of Shareholders No. 1/2016



Map of Venue of the Extraordinary General Meeting of Shareholders No.1/2016  
**Double A Book Tower Building**

