

**Lohakit Metal Public Company Limited**

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Tel : (662) 673-9559 Fax : (662) 673-9577-8 [www.lohakit.co.th](http://www.lohakit.co.th)  
Public Company Registration No. 0107548000315

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June 22, 2012

- Subject** Notice of the Annual General Meeting of Shareholders No. 1/2012
- To** All Shareholders
- Enclosures:**
- (1) Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2011
  - (2) Annual report of the year 2011, including the Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, Cash Flow Statement, which ended on March 31, 2012, and the auditor's report.
  - (3) Preliminary information on retired director by rotation, and who proposed to be re-elected (Supporting document for Agenda 5)
  - (4) Proxy form and list of documents or other evidences required to confirm eligibility to attend the meeting.
  - (5) Details about the Independent Director
  - (6) Articles of Association on the Shareholders Meeting
  - (7) A location map of the Shareholder Meeting's venue

The Board of Directors of Lohakit Metal Public Company Limited (the "Company") has resolved that the Annual General Meeting of Shareholders No. 1/2012 will be called and held at 14.00 hrs. on July 26, 2012 at Grand Ballroom, No.889 Thai CC Tower, 12<sup>th</sup> Floor (Parking Building), South Sathorn Road, Yannawa, Sathorn, Bangkok. The meeting agenda is as follows:

**Agenda Item 1 Consideration to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2011.**

Board's Opinion: The Board confirms that the Minutes of the Annual General Meeting of Shareholders No. 1/2011, as appeared in Enclosure (1), is accurate and will be proposed for further certification by the Shareholders Meeting.

**Agenda Item 2 Consideration to acknowledge the Company's operating report, which ended on March 31, 2012.**

Board's Opinion: The Board recommends the Company's operating report, which ended on March 31, 2012, to be further acknowledged by the Shareholders Meeting. Details of the report as appeared in the Company's Annual Report of the year 2011, Enclosure (2).

**Agenda Item 3      Consideration to approve the Company's Financial Statement, consisting of Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity and Cash Flow Statement, which ended on March 31, 2012 and the auditor's report.**

Board's Opinion: The Board recommends that the Financial Statement, consisting of Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity and Cash Flow Statement which ended on March 31, 2012 and the auditor's report, as appeared in Enclosure (2), be propose for further approval by the Shareholders Meeting.

**Agenda Item 4      Consideration on dividend**

Board's Opinion: According to the Statement of Comprehensive Income ended on March 31, 2012, the Company has a net profit of Baht 56,194,613. The Board recommends to propose the Shareholders Meeting to approve the dividend payment at Baht 0.14 per share, in total of Baht 44,800,000. The record date on which the recorded shareholders have the right to the dividend will be on June 12, 2012. The collection of shareholders' name in accordance with section 225 of The Securities and Exchange Act by closing the share registration will be on June 13, 2012. The dividend payment shall be on August 10, 2012

Note: A natural person shareholder shall be entitled to receive a tax credit since the net profit was already deducted at the rate 30% for corporate tax. Therefore, the tax credit for this dividend shall be the product of dividend amount multiplies by 3/7.

**Agenda Item 5      Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors**

Board's Opinion:

5.1 The process to elect directors of the Company did not run by the Nomination Committee, due to currently the Company does not have the Nomination Committee. However, the non-interested Board of Directors had considered the nominee qualification from knowledge, experiences and capability form various occupations, including the performance as a director in the past. It is of the opinion that the Shareholders Meeting should re-elect Mr. Anan Manatchinapisit; who retire by rotation due to remaining in the office for the longest period to be director of the Company for another term.

Details of age, educational background, work experience, is as appeared in Enclosure (3).

The election of Company's directors is to be determined by a majority of votes in accordance with the Articles of Association of the Company.

5.2 The Authority of directors for signing on behalf of the Company should be retained as follows:

“Mr. Prasarn Akarapongpisak jointly signs with Mr. Somnuik Thanasarn or Mr. Anan Manatchinapisit and affix the Company’s seal.”

**Agenda Item 6 Consideration for payment of directors’ remuneration for the year 2012.**

Board’s Opinion: The process to consider the remuneration of directors did not run by the Remuneration Committee, due to the Company does not have the Remuneration Committee. However, the remuneration of directors was carefully considered by the Board of Directors’ Meeting by taking into account the following matters: former performance, experience, duties, and responsibilities, including the business expansion and the Company profit. It is of the opinion that the Shareholders Meeting should approve the designation of directors’ remuneration in the same amount as of the year 2011 as follows:

- (1) Remuneration of the Meeting for the Board of directors
  - Baht 20,000 per Meeting for Chairman of the Board.
  - Baht 10,000 per person / Meeting for Director.In 2011 Mr. Prasarn Akarapongpisak, Mr. Anan Manatchinapisith, Mr. Somnuik Thanasarn, directors who are also the Company Executives are previously not receive this remuneration have been considered by Board of Directors to be entitled to receive remuneration due to the devotion to their duty.
- (2) Remuneration of the Meeting for the Audit Committee
  - Baht 20,000 per Meeting for Chairman of Audit Committee
  - Baht 10,000 per person / Meeting for Audit Committee
- (3) Bonus shall not exceed Baht 4,000,000 and assigned the Board of Directors to allocate.

**Agenda Item 7 Consideration for appointment of Company’s auditor and approval of auditors’ fee for the year 2012.**

Board’s Opinion: According to the opinion of the Audit Committee, the Board recommends that the following auditors from Ernst & Young Office Ltd. shall be proposed for appointment by the Shareholders Meeting:

1. Ms. Sumalee Reevarabandith  
C.P.A. License No. 3970
2. Mr. Sophon Permsirivallop  
C.P.A. License No. 3182
3. Mrs. Gingkarn Asawarangsarit  
C.P.A. License No. 4496

Anyone of the above may carry out the work for the company. The auditor's fee for annual audit would be 1,110,000 which is the same amount as of the year 2011.

**Agenda Item 8      Other matters, (if any)**

The record date on which the recorded shareholders have the right to attend the Annual General Shareholders' Meeting No. 1/2012 will be on June 12, 2012. The collection of shareholders' name in accordance with Section 225 of The Securities and Exchange Act by closing the share registration will be on June 13, 2012.

Kindly attend the meeting on the date, time and place as specified above. If you are unable to attend the meeting, you may appoint Mr. Wanchai Umpungart, Chairman of the Audit Committee or Mr. Lert Nittheranont, Member of the Audit Committee or other person to attend and vote at the meeting on your behalf.

The Proxy Form is enclosed herewith; please complete, sign the Form B Proxy as appeared in Enclosure (4) and affix 20 Baht stamp duty and return to the Company at least one day before the meeting date, or hand in the completed and signed proxy to the Chairman of the Board or the designated person at the meeting on the meeting date. The meeting registration will start at 13.00 hrs.

Yours sincerely,



Mr. Wanchai Umpungart  
Chairman  
Lohakit Metal Public Company Limited



**Minutes of Annual General Meeting of Shareholders for the Year 2011  
of  
Lohakit Metal Public Company Limited**

The Meeting was held on July 26, 2011 at 10 a.m. at the Arnoma Room 3, Arnoma Hotel, 99 Rajdamri Road, Patumwan, Bangkok.

**Attending Directors**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Wanchai Umpungart      | Chairman of the Board / Chairman of the Audit Committee           |
| 2. | Mr. Prasarn Akarapongpisak | Director / Chairman of the Executive Director / Managing Director |
| 3. | Mr. Anan Manatchinapisit   | Director / Executive Director / Board Secretary                   |
| 4. | Mr. Somnuik Thanasarn      | Director/ Executive Director                                      |
| 5. | Mr. Lert Nitheranont       | Director / Audit Committee  |
| 6. | Mr. Anurut Vongvanij       | Director  |

**Absent Director**

- |    |                        |                            |
|----|------------------------|----------------------------|
| 1. | Mr. Teera Na Wangkanai | Director / Audit Committee |
|----|------------------------|----------------------------|

**Auditor**

- |    |                              |                           |
|----|------------------------------|---------------------------|
| 1. | Mrs. Gingkarn Asawarangsarit | Ernst & Young Office Ltd. |
| 2. | Ms. Pussadee Charoenwijet    | Ernst & Young Office Ltd. |

**Legal Consultant**

- |    |                          |                         |
|----|--------------------------|-------------------------|
| 1. | Mrs. Nittaya Kiatserikul | Seri Manop & Doyle Ltd. |
|----|--------------------------|-------------------------|

The Chairman informed the meeting that there were 124 shareholders attended the meeting, both in person and by proxy, together represented 197,311,205 shares with equivalent to 61.65% of the total issued shares, thus forming a quorum according to Article 39 of the Articles of Association. The Chairman then appointed Ms. Sukonta Kasemsuk to inform the meeting of the voting procedures on each agenda as follows:

Each shareholder shall have the vote equal to the amount of shares held in person or by proxy and may place the vote to adopt the resolution, objecting to, or abstaining on each agenda in equal to the amount of shares held in person or by proxy as stated on the voting card received upon registration.

On counting the votes, the Company's officials would count only the shareholder's votes objecting to, or abstaining on each agenda. The shareholders may raise their hands for the official to collect voting cards for objecting vote, or abstaining vote. Those objecting votes or abstaining votes would be subtracted from the total votes that attend the meeting. Non-vote should be deemed approval of the agenda. If the majority of vote adopts the resolution and the voting is conformed to the Company's regulation regarding the vote, it would be deemed that the meeting has adopted or approved such agenda. This is with an exception to the agenda No. 5 regarding the appointment of new director to replace the retired director, which must collect the objecting and abstaining votes

before collecting the adopting votes. Non-vote shall be considered approval of the agenda. For any shareholder who wish to leave the meeting early or absent from the meeting in any agenda, such shareholder may place the vote by submit the voting card to the Company's official in advance.

In addition, it is permissible for the shareholder to reasonably inquire regarding the issue concerning the agenda before voting time of such agenda. The shareholder who wishes to place the inquiry must inform the meeting of his full name or present his received number each time before placing inquiry or giving opinion.

The Company reserves the right to collect the voting cards from all shareholders at the end of the meeting as evidences. The Chairman then proceeded as according to the following agendas:

**Agenda 1. Consideration to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2010**

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No. 1/2010, held on July 22, 2010, for approval by the Meeting.

The Meeting unanimously resolved to approve the minutes of the Annual General Meeting of Shareholders No. 1/2010 with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 2. Consideration to acknowledge the Company's operating report, which ended on March 31, 2011**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, to propose the Meeting to consider the Company's operating report, which ended on March 31, 2011 as appeared in the enclosure (2), which had already been sent to the Shareholders with the Notice to call the meeting. Details are as follow:

**Total income:** the Company has a net income of 2,454.35 million Baht which is 22.7% more than the previous year.

**Gross profit:** the Company has a gross profit of 277.84 million Baht or 11.5% of sales volume, which is 1.96% more than the previous year.

**Net profit:** the Company has a net profit of 139.11 million Baht or 5.67% of the sales volume.

**Profit per share:** due to such profit, the Company has profit per share equal to 0.43 Baht/share.

Return on Asset (ROA) = 9.66%

Return on Equity (ROE) = 16.71%

Current Liquidity = 1.98 times

Debt to Equity Ratio (D/E RATIO) = 0.64 times

Mr. Sakchai Sakulsrimontri, shareholder, has inquired the meeting as followed;

1) How much is the price of stainless this current moment and last year? Whether the hike up price would have any of risk on the company?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that; The stainless steel price for last year was at Baht 100 and now is at Baht 113 – 114. The price increasing has less impact on the Company because our customer cannot find anything to

substitute for the stainless steel. As a result, the customer cannot stop buy the stainless steel, they can only change their quantity demanding.

2) Whether the change of shareholder of Thainox Stainless Public Company Limited would have much impact to The Company?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that the changing of shareholder in Thainox Stainless Public Company Limited has no impact on the Company because the Company has been trading with Thainox Stainless Public Company Limited for a period of time.

3) What is the company strategy of the ratio of company revenue from D-Stainless/ HDD which tend to be decreased?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that the trending of the magnetic stainless has increased because its contain more niggles which reduce cost, thus, the profit of this product is approximately 2%. Therefore, the Company has no intention to compete in this market.

The Meeting unanimously acknowledged the operating report which ended on March 31, 2011 with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 3. Consideration to approve the Company's Financial Statement, consisting of Balance Sheet, Income Statement, and Cash Flow Statement, which ended on March 31, 2011 and the auditor's report**

The Chairman proposed the Meeting to consider and approve the Company's Financial Statement, consisting of Balance Sheet, Income Statement and Cash Flow Statement, which ended on 31 March 2011 as appeared in the enclosure (3), which had already been sent to the Shareholders with the Notice to call the meeting.

Mr. Hungchai Akkawasakul, shareholder, has inquired the meeting that what is the net profit share to the minority shareholders of subsidiaries and what is the reason why there is no this case in the previous year?

Mr. Anan Manatchinapisit, Executive Director informed the meeting that in September 2010, the Company sold Auto Metal Company Limited's shares to Mory Industries Inc. equivalent to 40% of total shares thus, the Company has to share the net profit to Mory Industries Inc.

The Meeting has unanimously resolved to approve the financial statement, which ended on 31 March 2011 as proposed, with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 4. Consideration on dividend**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, to report to the Meeting. Mr. Prasarn report the Meeting that according to the Company's Profit and Loss Statement ended on 31 March 2011, the Company has a net profit of Baht 90,062,542, hence proposed the meeting's approval of allocation of dividend.

After due consideration, the Meeting has unanimously approved the allocation of dividend and the dividend payment of Baht 0.22 per share, totaling Baht 70,400,000. The dividend will be paid on 15 August 2011 to the shareholders registered in the Company Share Register on 15 August 2011, with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 5. Consideration for appointment of the directors in replacement of those retired by rotation and determination of the authorization**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, declared to the Meeting that at the first Annual General Meeting of each year, one-third of the directors must be retired by rotation. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. As Mr. Wanchai Umpungart (Chairman of the Board, Chairman of the Audit Committee and Independence Director), Mr. Anurut Vongvanij and Mr. Lert Nitheranont (Audit Committee and Independence Director) has been in office for the longest term, they will be retired by rotation. The Chairman then proposed the Meeting to appoint new directors in replacement of the retired directors.

After due consideration, the Meeting had resolved with the majority votes to re-appoint Mr. Wanchai Umpungart (Chairman of the Board, Chairman of the Audit Committee and Independence Director), Mr. Anurut Vongvanij and Mr. Lert Nitheranont (Audit Committee and Independence Director) as directors of the Company and retained the authority of directors, with the following results:

(1) Mr. Wanchai Umpungart

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

(2) Mr. Anurut Vongvanij

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

(3) Mr. Lert Nitheranont

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.



The Authority of directors should be retained as follows:

“Mr. Prasarn Akarapongpisak jointly signs with Mr. Somnuik Thanasarn or Mr. Anan Manatchinapisit and affix the Company’s seal.” with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 6. Consideration for payment of directors’ remuneration for the year 2011**

The Chairman has assigned Mr. Anan Manatchinapisit, the Executive Director proposed the Meeting to consider the payment of directors’ remuneration for the year 2011, in the same rate as of the year 2010 as follows:

- (1) Remuneration of the Meeting for the Board of directors
  - Baht 20,000 per Meeting for Chairman of the Board.
  - Baht 10,000 per person / Meeting for DirectorDirectors who are the Company executives, Mr. Prasarn Akarapongpisak, Mr. Anan Manatchinapisit, Mr. Somnuik Thanasarn shall not receive this remuneration.
- (2) Remuneration of the Meeting for the Audit Committee
  - Baht 20,000 per Meeting for Chairman of Audit Committee
  - Baht 10,000 per person / Meeting for Audit Committee
- (3) Bonus shall not exceed Baht 4,000,000 and assigned the Board of Directors to allocate.

After due consideration, the Meeting unanimously resolved with the majority votes to approve the remuneration payment as proposed by the Chairman as follows:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 7. Consideration for appointment of Company’s auditor and approval of auditors’ fee for the year 2011**

The Chairman has assigned Mr. Anan Manatchinapisit, the Executive Director proposed the Meeting to approve the appointment of auditor and the auditors’ fee.

After due consideration, the Meeting unanimously resolved to appoint Ms. Sumalee Reevarabandith, CPA License No. 3970 or Mr. Sophon Permsirivallop, CPA License No. 3198 or Mrs. Ginkarn Asawarangsarit, CPA License No. 4496 of Ernst & Young Office Ltd. to be the Company’s auditor. The audit fee for annual audit would be Baht 1,110,000 with the following voting results:

- Approved, representing 197,310,963 votes, equivalent to 99.9999% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 242 votes, equivalent to 0.0001% of the total votes of shareholders attending the meeting and having the rights to vote;

- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

## **Agenda 8      Other matters**

Mr. Wanchai Umpungart, Chairman of the Board, inquired whether any shareholder having any question or suggestion.

The shareholders inquired the meeting and the Company has informed the meeting as follows;

1)            Whether the Company would have any effect on the Pheu-Thai Party Policy that will regulate the national minimum wage to 300 baht?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that we have to wait for the new government enacts any measurement to support this policy first.

2)            What is the main reason of increasing in the allowance for doubtful?

Mr. Anan Manatchinapisit, Executive Director, informed the meeting that the allowance for doubtful had incurred for a long time and in the legal process at this moment. The Company had already reserved this debt 100 percents.

3)            What kind of payments which the Company made to Mory Industries Inc. and how was the process of those payments?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the relationship between the Company and Mory Industries Inc. are as follows;

- Mory Industries Inc. is the technical advisor to the Company and its subsidiaries and charged the service fee approximately Baht 300,000 per month.
- Owing to some Japanese customers rely on Mory Industries Inc.'s reputation through the Mory Lohakij (Thailand) Company Limited and the commission rate is 1.5% of the domestic turnovers,
- There is a joint-venture in Auto Metal Company Limited by Mory Industries Inc. hold 40% of shares and Auto Metal Company Limited does not pay the technical service fee to Mory Industries Inc.

4)            What is the strategy for investment in India?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the Company affirm the intention to invest in India but it is still in the process of negotiation with the suppliers about the proportion of the main shareholders which the suppliers are still buying the Company's product properly.

5)            Suggest that the Company should be aware of any fraud by staff and the auditor of the company must perform the duty in according with due care and diligence.

6)            Company Visit

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that it is inconvenient to visit the Company because of many restrictions; both space and machine. Lately, the Company has allowed security analyst to visit and reported such information to the shareholders.


7)            Request for Company's news administrator.

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that if the shareholders have any questions, please feel free to contact Ms. Sukonta Kasemsuk, Investor Relations.

8) Request for specification of revenue in details; namely, brand and name of customer.

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the Company cannot give such information to the shareholders because the Company produces just a partial of the product. The Company does not sell to any brand directly but sell to the main manufacturer and the manufacturer compounds the product and sell to the brand. Thus, the Company cannot give such information to the shareholder because it is confidential information.

The Chairman declared the Meeting closed at 3.30 p.m.

  
Signed \_\_\_\_\_ Chairman  
(Mr. Wanchai Umpungart)

**Information on retired directors by rotation, and who proposed to be re-elected**

<b>Name/Surname</b>	:	<b>Mr. Anan Manatchinapisit</b>
<b>Age</b>	:	49 Years
<b>Proposed Position</b>	:	Director, Member of Executive Committee, Deputy Managing Director
<b>Educational Background</b>	:	MAcc, Chulalongkorn University BA Accounting, Chulalongkorn University
<b>Director Training</b>	:	Thai Institute of Directors Association (IOD) Director Accreditation Program DAP 92/2007
<b>Work Experience (within 5 years)</b>	:	2005-Present, Director, Member of Executive Committee, Deputy Managing Director/ Lohakit Metal Public Company Limited 2008-Present, Director/ Auto Metal Co., Ltd. 2008-Present, Director/ Alternative Stainless Co., Ltd.
<b>Position in Director of the Board of the Company</b> (Years in director position with the Company)	:	Director, Member of Executive Committee, Deputy Managing Director (3 years : July 2009 – Present)
<b>Meetings Attended Record</b>	:	Board of Directors 4/4 (or 100%)
<b>Shareholding in the Company</b>	:	None (or 0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Organizations (Non-listed Companies)		Position in other Organization that Compete with/related to The Company
	Number	Position	Number	Position	
Mr. Anan Manatchinapisit	-	-	-	-	- None -

**Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years.**

Type of relationship	Qualification
1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor	None
3. Having business relation that is material and could be barrier to independent judgement.	None

**Proxy (Form B)****(Duty Stamp of Baht 20 is required)**

Share registrar no. \_\_\_\_\_

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ residing at \_\_\_\_\_  
 Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of Lohakit Metal Public Company Limited (“the Company”) holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes.

Preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) Hereby appoint

1.  Name \_\_\_\_\_ age \_\_\_\_\_ years,  
 Residing at \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ **or**

2.  Name \_\_\_\_\_ age \_\_\_\_\_ years,  
 Residing at \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ **or**

3.  Mr. Wanchai Umpungart Age 64 years Independent Director,  
 Chairman of the Board of Directors, Chairman of the Audit Committee

**Address :** Lohakit Metal Public Company Limited 66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of **the Annual General Meeting of Shareholders for the year 2012 at 14.00 hrs. on July 26, 2012 at Grand Ballroom, No.889 Thai CC Tower, 12<sup>th</sup> Floor (Parking Building), South Sathorn Road, Yannawa, Sathorn, Bangkok.** or such other date, time and place as the meeting may be adjourned.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1            Consideration to certify the Minutes of Annual General Meeting of Shareholders No. 1/2011.**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain

**Agenda 2            Consideration to acknowledge the Company's operating report, which ended on March 31, 2012.**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain

**Agenda 3            Consideration to approve the Company's Financial Statement, consisting of Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity and Cash Flow Statement, which ended on 31 March 2012.**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain

**Agenda 4            Consideration on dividend**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain

**Agenda 5            Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors**

**5.1            To consider and approve the election of director to replace those retired by rotation**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain

**5.2            To consider and determine the authorized directors of the Company**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve                       Disapprove                       Abstain



### Supplemental Proxy Form

The Proxy is granted by a shareholder of Lohakit Metal Public Company Limited.

For the Annual General Meeting of Shareholders No. 1/2012 shall be held at 14.00 hrs. on 26 July 2012 at Grand Ballroom, No.889 Thai CC Tower, 12<sup>th</sup> Floor (Parking Building), South Sathorn Road, Yannawa, Sathorn, Bangkok. or such other date, time and place as the meeting may be adjourned.

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Re : \_\_\_\_\_

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve       Disapprove       Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed \_\_\_\_\_ Grantor  
( )

Date \_\_\_\_\_

Signed \_\_\_\_\_ Proxy  
( )

Date \_\_\_\_\_

Signed \_\_\_\_\_ Proxy  
( )

Date \_\_\_\_\_

Signed \_\_\_\_\_ Proxy  
( )

Date \_\_\_\_\_

Signed \_\_\_\_\_ Proxy  
( )

Date \_\_\_\_\_



## **Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to Attend the Meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

### **1. Natural person**

#### ***1.1 Thai nationality***

- (A) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (B) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

#### ***1.2 Non-Thai nationality***

- (A) passport of the shareholder; or
- (B) in case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

### **2. Juristic person**

#### ***2.1 Juristic person registered in Thailand***

- (A) corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce; and
- (B) identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

#### ***2.2 Juristic person registered outside of Thailand***

- (A) corporate affidavit; and
- (B) identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1.00 p.m. on 26 July 2012.

## **Name List and Details of Independent Director**

### **1. Mr. Wanchai Umpungart**

Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee

Age : 64 years

Address : Lohakit Metal Public Company Limited  
66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

#### **Interest in any agenda :**

**Agenda 6** - Consideration for payment of directors' remuneration for the year 2012

### **2. Mr. Lert Nitheranont**

Independent Director, Member of the Audit Committee

Age : 49 years

Address : Lohakit Metal Public Company Limited  
66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

#### **Interest in any agenda :**

**Agenda 6** - Consideration for payment of directors' remuneration for the year 2012

### **3. Mr. Teera Na Wangkanai**

Independent Director, Member of the Audit Committee

Age : 54 years

Address : Lohakit Metal Public Company Limited  
66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

#### **Interest in any agenda :**

**Agenda 6** - Consideration for payment of directors' remuneration for the year 2012

## **The Company's article of association with regard to the shareholder's meeting**

### **Chapter 5 : The board of directors**

**Article 21** At every annual general meeting, one-third of the number of directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

### **Chapter 6 : Shareholder Meeting**

**Article 37** The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the accounting period of the Company.

Meetings other than those specified above shall be called the extraordinary meetings. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate.

Shareholders holding shares in aggregate not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares in aggregate not less than one-tenth of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they must clearly give the reasons for such request in the letter. In this case, the Board of Directors shall arrange the shareholders' meeting within 1 month from the date of receipt of such a letter from the shareholders.

**Article 38** In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly which issues will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholder and the company registrar for information not less than 7 days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

The shareholders' meeting may be held at the head office of the company or locality in which the Company's head office is situated or other place where the Board of Directors deems appropriate.

**Article 39** 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 (25) 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 (1/3) of the total number of shares sold of the Company.

At any shareholder meeting, if one hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, the 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 (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**Article 40**

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, 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 is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 41**

The shareholders may appoint any other person to attend the meeting and cast their votes. The proxy form shall be dated and signed by the shareholders where the form shall be in compliance with the form specified by the Registrar.

The eligible proxy form shall be submitted to the chairman of the meeting or to any person assigned and at the place specified by the chairman before attending the meeting.

**Article 42**

The resolution of the shareholders' meeting shall comprise the following votes:

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:
  - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with purpose of profit and loss sharing;
  - (d) any amendments or addition of the Memorandum of Association or the Articles of Association of the Company;
  - (e) any increase or decrease of registered capital or any issuance of debentures;
  - (f) the issuance of preferred share, debenture, collateral debenture, convertible debenture, warrant to buy share or debenture or other securities which legalize to issue.
  - (g) the amalgamation or dissolution of the Company

