

Annual General Meeting of Shareholders 2015

P.C.S. Machine Group Holding Public Company Limited



Monday April 20th, 2015 at 14.00 hrs.

Suranaree B Room, Dusit Princess Hotel,
1137 Suranarai Road, Naimuang Sub-district,
Muang Nakhon Ratchasima District, Nakhon Ratchasima 30000

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20 March 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the Minutes of the 2014 Annual General Meeting of Shareholders held on 4 March 2014
2. 2014 Annual Report and the financial statements for the year ending 31 December 2014 (in CD-Rom format)
3. Profile of directors retiring by rotation and proposed for re-appointment
4. Policy, Criteria and Method for the Nomination of Directors
5. Profiles of the Company's Auditors
6. Proxy Forms
7. Details of independent directors for appointment of proxy by shareholders
8. Guideline for registration, appointment of proxy, documents and evidences to be presented on the meeting date
9. Articles of Association of the Company relating to the shareholders' meeting
10. Registration Form (please present the form on the date of the meeting)
11. Request Form for the 2014 Annual Report (in printed format)
12. Map of the meeting venue

With this letter, P.C.S. Machine Group Holding Public Company Limited ("**Company**") would like to inform you that the Board of Directors of the Company has resolved to convene the 2015 Annual General Meeting of Shareholders on Monday 20 April 2015 at 14.00 hrs., at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang Nakhon Ratchasima District, Nakhon Ratchasima 30000 with the following agenda items to be discussed at the meeting:

Agenda Item 1: To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders

Facts and Reasons: The Company prepared the Minutes of the 2014 Annual General Meeting of Shareholders which was held on 4 March 2014. The details are set out in Enclosure 1 which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose the Minutes of the 2014 Annual General Meeting of Shareholders which was held on 4 March 2014 to the shareholders' meeting for certification.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 2:

To acknowledge the operational results of the Company for the year 2014

Facts and Reasons: The Company prepared the report on the operational results of the Company for the year 2014, as shown in the 2014 Annual Report as set out in Enclosure 2 which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to report the operational results of the Company for the year 2014 to the shareholders' meeting for acknowledgement.

Remark: This agenda item is for acknowledgement, and no votes will be cast.

Agenda Item 3:

To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014

Facts and Reasons: The Company prepared the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 as shown in the 2014 Annual Report as set out in Enclosure 2 which has been distributed to all shareholders together with the invitation letter for this Meeting. The Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 have been audited by the Company's Certified Public Accountant from KPMG Phoomchai Audit Ltd. ("KPMG"), reviewed by the Audit Committee and approved by the Board of Directors.

Summary of Financial Statements for the year ending 31 December 2014

Item	31 Dec 2014	31 Dec 2013	Change in %
Total assets	5,464.6	5,566.8	-1.8
Total liabilities	346.3	3,883.6	-91.1
Total shareholders' equity	5,118.2	1,683.3	204.15
Total revenue	4,094.8	5,162.3	-20.7
Net profits	717.2	1,376.6	-47.9
Basic earnings per share	0.49	1.19	-58.8

(unit: Baht million)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 which have been audited by the Company's Certified Public Accountant from KPMG, reviewed by the Audit Committee and approved by the Board of Directors.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Facts and Reasons: The Company's business operation is as a holding company, whereas the primary income shall be obtained from the dividends derived from its subsidiaries. In 2014, the Company's net profit pursuant to the separated financial statement showed Baht 796.45 million. In this regard, Article 47 of the Company's Articles of Association provides that the Company must allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

The Company has established a policy to distribute dividends of at least 50 percent of the net profit pursuant to the separated financial statement of the Company after deductions of tax and legal reserves as required by the Company's Articles of Association and by law. However, such dividend payment shall be subject to being the Company's reserves for future investment, or repayment of debts, or working capital of the Company, as well as other necessities in the future.

Opinion of the Board of Directors:

1. The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and acknowledge the allocation of profits derived from the operation in 2014 as a legal reserve of Baht 39,822,834, and the interim dividend payments to the Company's shareholders which were made twice in 2014 at the rate of Baht 0.37 per share, totaling of Baht 571.65 million. Therefore, there was no further dividend paid in 2014. The details of the interim dividend payments made are as follows:
 - 1st Payment The 2014 Annual General Meeting of Shareholders has considered and approved the first interim dividend payment on 20 February 2014 from the operational results during 1 January 2014 to 20 February 2014, at the rate of Baht 0.15 per share or approximately Baht 231.75 million, whereby such dividend payment was completely made on 3 April 2014.
 - 2nd Payment The Board of Directors has resolved to approve the second interim dividend payment on 13 August 2014 from the operational results during 21 February 2014 to 13 August 2014 at the rate of Baht 0.22 per share, totaling approximately Baht 339.90 million, whereby such dividend payment was completely made on 11 September 2014.
2. The Board of Directors deemed it appropriate to propose the interim dividend payment for 2015 to be made from the realization of dividends derived from the Company's subsidiaries on 17 March 2015 of Baht 290.33 million, after combining with the unappropriated retained earnings of the Company as at 31 December 2014, the Company will have unappropriated retained earnings of approximately Baht 482.28 million which is sufficient to make a dividend payment.

The Board of Directors, therefore, deemed it appropriate to propose that the 2015 Annual General Meeting of Shareholders consider and approve the interim dividend payment for 2015 at the rate of Baht 0.20 per share from the total 1,545,000,000 shares of the Company, minus the shares brought back as at the date to determine the names of shareholders entitled to receive the dividends (Record Date). In this regard, the total of

such dividend payment shall not exceed Baht 307.3 which is in accordance with the dividend payment policy of the Company.

In this regard, the Company has scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on 7 May 2015, and the date to collect the names of the shareholders entitled to receive the dividends pursuant to Section 225 of the Securities and Exchange Commission B.E. 2535 (1992) by means of share register book closure on 8 May 2015, and the date for the dividend payment on 18 May 2015.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 5:

To consider and approve the appointment of directors in replacement of directors retiring by rotation

Facts and Reasons: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 17 of the Articles of Association of the Company, it is required that at every annual general meeting of shareholders, one-third of the current number of directors shall retire. If the number of directors cannot be divided exactly into three parts, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this 2015 Annual General Meeting of Shareholders, there are 3 directors who will retire by rotation as follows:

- (1) Mr. Siriphong Rungrotkitiyot
- (2) Mr. Prasong Adulratananukul
- (3) Mr. Veerachai Chaochankit

Due to the fact that all 3 persons have knowledge, ability, experience and expertise which will be to the advantage of the Company's operation, the Company proposed that the shareholders' meeting consider approving the re-election of all 3 directors for another term.

The details of the biographies, educational backgrounds, and work experience of the directors who will retire by rotation and will be nominated for re-election are shown in Enclosure 3.

Opinion of the Board of Directors: The Board of Directors (with the majority of votes excluding the directors who will retire by rotation) has considered the qualifications, knowledge, and experiences in accordance with the Policy, Rules, and Procedures on Nomination of Directors (Enclosure 4) and deemed it appropriate to propose that the shareholders' meeting consider and approve the re-election of the 3 directors who will retire by rotation as follows:

- | | | |
|-----|------------------------------|---|
| (1) | Mr. Siriphong Rungrotkitiyot | Director (Director not being the Executive/Acting Chairman of the Board of Directors/Vice Chairman of the Board of Directors/Member of the Nomination and Remuneration Committee) |
| (2) | Mr. Prasong Adulratananukul | Director (Executive Director) |

(3) Mr. Veerachai Chaochankit Director (Independent Director/Audit Committee/Chairman of the Nomination and Remuneration Committee)

In this regard, the directors who are re-elected in this agenda item shall receive remuneration at the rate as approved by the shareholders' meeting in Agenda Item 6 of this meeting.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 6: To consider and approve the fixing of directors' remuneration for the year 2015

Facts and Reasons: The Board of Directors has established the policy on directors' remuneration by delegating the Nomination and Remuneration Committee to propose the directors' remuneration from the operational results of the Company and has compared the remuneration to other listed companies in the same industry and companies with similar size while taking into consideration the appropriate factors concerning the duties and responsibilities of the Company's directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the directors' remuneration as follows:

Committee	Monthly Remuneration (Baht)		Meeting Allowance/Meeting (Baht)		Directors' Bonus/Year (Baht)	
	2014	2015	2014	2015	2014	2015
Board of Directors - Chairman - Directors	22,500 15,000	25,000 17,500	37,500 25,000	40,000 30,000	-	All members except executive directors 2,000,000
Audit Committee - Chairman - Committee Member	- -	- -	37,500 25,000	37,500 25,000	-	-
Nomination and Remuneration Committee - Chairman - Committee Member	- -	- -	- -	37,500 25,000	- -	- -

Remark: A resolution on this agenda item shall be approved by two-thirds of the votes of shareholders attending the meeting and casting their votes.

Agenda Item 7:

To consider and approve the appointment of the auditor and fixing of audit fee for the year 2015

Facts and Reasons: The Audit Committee has considered and selected the auditor for the year 2015 and proposed that the Board of Directors consider and present to the shareholders' meeting for its consideration and approval for the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the audit office of the Company, having Mrs. Munchupa Singsuksawat, Certified Public Accountant No. 6112 and/or Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 and/or Mr. Ekkasit Chuthamasatid, Certified Public Accountant No. 4195 from KPMG as the auditors of the Company with the audit fee for the year 2015 not exceeding Baht 1,170,000. The above appointment of auditors and the determination of the audit fee have been approved by the Audit Committee.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the audit office of the Company, having Mrs. Munchupa Singsuksawat, Certified Public Accountant No. 6112 and/or Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 and/or Mr. Ekkasit Chuthamasatid, Certified Public Accountant No. 4195 from KPMG as the auditors of the Company with the audit fee for the year 2015 not exceeding Baht 1,170,000. The details of the profiles and working experience of each auditor are set out in *Enclosure 5*.

In this regard, the proposing audit office and the auditors are independent, have no relationships nor interests with the Company, its executives, major shareholders, or any person relating to such persons whatsoever.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 8:

Other matters (if any)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to propose matters other than agenda items as set out by the Board of Directors in the invitation letter for this Meeting. However such matters shall be subject to the criteria and method as required by law.

The Company determined the names of shareholders who are entitled to attend the 2015 Annual General Meeting of Shareholders (Record Date) on 16 March 2015 and gathered the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book and suspending transfers of shares on 17 March 2015.

In addition, the Company has published the invitation letter for the shareholder's meeting with enclosures on the Company's website at www.pcsgh.com and therefore hereby invites all shareholders to attend the 2015 Annual General Meeting of Shareholders on Monday 20 April 2015 at 14.00 hrs. at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. The map of the meeting venue is set out in *Enclosure 12*.

In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, such shareholder shall use either Proxy Form A or Proxy Form B. In the case where any foreign shareholder would like to appoint a custodian, such foreign shareholder shall use Proxy Form C as set out in Enclosure 6. In order to protect the rights and benefits of any shareholder who is unable to attend the meeting in person and would like to appoint an independent director of the Company as their proxy to attend the meeting and cast votes on their behalf, such shareholder can appoint a proxy by using Proxy Form B, stating the name of the independent director of the Company as listed and detailed in Enclosure 7 and then submit the form with supporting documentation attached to the Department of Investor Relations, P.C.S. Machine Group Holding Public Company Limited, at No. 2/1-4 Moo 3, Kokkruat Subdistrict, Muang District, Nakhon Ratchasima Province 30280, Tel. 044-701300 Ext. 34621. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by 9 April 2015.

It is recommended that the shareholders study the guidelines for registration, appointing a proxy, documents and evidence required to be presented on the meeting date as set out in Enclosure 8. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6, the Meeting of Shareholders, as set out in Enclosure 9.

In order to facilitate the registration of attendees at the 2015 Annual General Meeting of Shareholders in a quick and efficient manner, the Company will allow the shareholders and the proxies to register their name from 11.00 hrs. on the meeting date at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. Furthermore, since the Company will implement the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in Enclosure 10 together with other documentation as set out in Enclosure 8 on the meeting date.

In this regard, the Company has prepared and distributed the 2014 Annual Report and financial statements as at 31 December 2014 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the 2014 Annual Report and financial statements as at 31 December 2014 in printed format, please submit the Request Form for the 2014 Annual Report (in printed format) as set out in Enclosure 11.

Sincerely yours,



(Mr. Prasong Adulratananukul)
Chief Executive Officer

Minutes of the 2014 Annual General Meeting of Shareholders
P.C.S. Machine Group Holding Public Company Limited

Venue 193/105 Lake Rajada Office Complex, 25th Floor, Ratchadapisek Road, Klong Toey Subdistrict,
Klong Toey District, Bangkok

Date and Time Tuesday, March 4, 2014 at 14.00 hours

The Meeting was duly convened.

Ms. Busara Buapuan, Company Secretary, acted as Secretary to the Meeting (“**the Secretary**”), informed the Meeting of the amount of registered capital and number of shares of P.C.S. Machine Group Holding Public Company Limited (“**the Company**”) as follows:

Registered capital	1,545,000,000	baht
Paid-up registered capital	1,156,000,000	baht
Issued ordinary shares	1,156,000,000	shares
Par value per share	1	baht

Mr. Siripong Rungrotkitiyot, Vice Chairman of the Board of Directors, presided as Chairman of the Meeting (“**the Chairman**”). He delivered the welcome speech to the shareholders and attendees, as well as informed the Meeting that when the Meeting was convened, there were 3 shareholders attending the Meeting either by themselves or by appointment of proxies, holding a total of 1,156,000,000 shares, or representing 100 percent of all issued and sold shares of the Company. The number of attending shareholders and proxies was more than 25 persons and the number of shares was more than one-third of all issued and sold shares of the Company; thus constituting a quorum of the Meeting as required by the Company's Articles of Association.

The Chairman conducted the Meeting according to the following agenda:

Agenda 1 To consider and endorse the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013

The Chairman informed that this agenda was to consider and endorse the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013 which was held on December 12, 2013. In this regard, the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013 was completed and submitted to the Ministry of Commerce as required by laws as per the details in the **Enclosure 1** which was delivered to the shareholders, together with the Invitation to the Meeting. Therefore, the Meeting was proposed to consider and endorse the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and endorse the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013 which was held on December 12, 2013.

Resolved that The Meeting duly considered and resolved to endorse the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2013 which was held on December 12, 2013 as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 2 To consider and endorse the operational results for the year 2013 and the 2013 Annual Report

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary presented the operational results of the Company for the year 2013 as per the details pursuant to the Annual Report in the Enclosure 2 which was delivered to the shareholders, together with the Invitation to the Meeting.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and endorse the operational results of the Company for the year 2013 and the 2013 Annual Report.

Resolved that The Meeting duly considered and resolved to endorse the operational results of the Company for the year 2013 and the 2013 Annual Report as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 3 To consider and approve the Financial Statements of the Company for the year 2013

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose details of the Financial Statements of the Company for the year 2013 to the Meeting.

The Secretary informed the Meeting that the Company prepared its Financial Statements for the year 2013 which was audited and certified by the Certified Public Accountant, as well as reviewed by the Audit Committee as per the details in the Enclosure 3 which was delivered to the shareholders, together with the Invitation to the Meeting.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the Financial Statements of the Company for the year 2013.

Resolved that The Meeting duly considered and resolved to approve the Financial Statements of the Company for the year 2013 as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 4 To consider and approve the profit appropriation for legal reserve and the omission of the dividend payment for the operational results of 2013

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary informed the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (including the amendment to the Act) and Article 46 and 47 of the Company's Articles of Association, the Company is required to appropriate at least 5 percent of its annual net profit for legal reserve, less any accumulated losses brought forward (if any), until the legal reserve reaches an amount not less than 10 percent of the registered capital, and the dividend shall not be paid from other financial resources than the net profit, as well as in the case where the Company has accumulated losses.

According to the fiscal year 2013 ended December 31, 2013, the Company earned the net profit in the amount of 7,329,979 Baht and the amount of 366,499 Baht of the net profit was appropriated for legal reserve. Nevertheless, the Board of Directors viewed that in order to maintain an adequate cash flow for business operations, the Company decided not to pay dividends to the shareholders for the operational results of the fiscal year 2013. Therefore, the Meeting was proposed to consider and approve the omission of the dividend payment for the operational results of 2013.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the profit appropriation for legal reserve in the amount of 366,499 Baht and the omission of the dividend payment for the operational results of 2013.

Resolved that The Meeting duly considered and resolved to approve the profit appropriation for legal reserve in the amount of 366,499 Baht and the omission of the dividend payment for the operational results of 2013 as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 5 To consider and approve the interim dividend payment

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary informed the Meeting that reference was made to the Board of Directors Meeting No. 1/2014 which considered and approved the interim dividend payment for the operational results from January 1, 2014 to February 20, 2014 to the shareholders in the amount of 231,750,000 Baht, or equivalent to 0.15 Baht per share, while the calculation was based on a total of 1,545,000,000 ordinary shares. The interim dividend would be paid to the shareholders whose names were appeared in the share registration book of the Company as of March 26, 2014 or within 2 weeks after the first trading day of the Company's stocks in the Stock Exchange of Thailand. In this connection, the interim dividend would be paid within the period of not exceeding 1 month after gaining approval from the Annual General Meeting of Shareholders.

In this regard, the Chairman proposed the Meeting to consider and determine the record date for the right to receive the interim dividend payment on March 26, 2014 or within 2 weeks after the first trading day of the Company's stocks in the Stock Exchange of Thailand. In this connection, the interim dividend would be paid within the period of not exceeding 1 month after gaining approval from the Annual General Meeting of Shareholders, and the book closing date for compiling the names of shareholders as specified in Section 225 of the Securities and Exchange Act B.E. 2535 (including the amendment to the Act) was determined on March 27, 2014. Therefore, the Meeting was proposed to consider and approve the said interim dividend payment.

In addition, the Secretary further informed that according to the invitation to this Annual General Meeting of Shareholders, the Company specified that the interim dividend would be paid to the shareholders whose names were appeared in the share registration book of the Company as of March 28, 2014 or within 2 weeks after the first trading day of the Company's stocks in the Stock Exchange of Thailand. In this regard, the Company Secretary would like to clarify that the aforementioned statement was made due to some documentation errors.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the interim dividend payment.

Resolved that The Meeting duly considered and resolved to approve the interim dividend payment as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 6 To consider and approve the election of the directors to replace those who retire by rotation

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary informed the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, one-third of the directors shall be retired by rotation at every Annual General Meeting of Shareholders. Since this year marked the first year that the Company was listed on the Stock Exchange of Thailand, the ballot drawing was conducted to enable one-third of the directors to be retired by rotation. Following the ballot drawing, there were 3 directors who shall be retired by rotation as follows:

1. Ms. Wanna Raomanachai
2. Mr. Ponake Rungrojkitiyos
3. Mr. Koonchorn Raomanachai

Since these 3 directors were equipped with competencies and experiences beneficial to the business operations of the Company, the Meeting was proposed to consider and approve the re-election of the 3 directors to be directors for another term.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the re-election of all directors who shall be retired by rotation to be directors for another term.

Resolved that The Meeting duly considered and resolved to approve the re-election of all directors who shall be retired by rotation to be directors for another term as proposed. The voting results were as follows:

1. **Ms. Wanna Raomanachai**

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

2. **Mr. Phon-ake Rungrojkitiyos**

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

3. **Mr. Koonchorn Raomanachai**

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 7 To consider and approve the fixing of directors' remuneration for the year 2014

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary informed the Meeting that the fixing of directors' remuneration has to gain approval from the Annual General Meeting of Shareholders. The consideration on the remuneration would be based on the business scale and the directors' responsibilities in comparison with other listed companies on the Stock Exchange of Thailand, of which the market capitalization was similar to that of the Company. Therefore, the Meeting was proposed to consider the fixing of remuneration of the Board of Directors and the Audit Committee for the year 2014

as per the following details:

1. Remuneration of the directors

1.1) Monthly remuneration payable every month

- Chairman 22,500 Baht per month
- Other directors 15,000 Baht per month

1.2) Meeting allowance payable for each meeting attendance

- Chairman 37,500 Baht per time
- Other directors 25,000 Baht per time

2. Remuneration of the Audit Committee is in the form of the meeting allowance payable for each meeting attendance as follows:

- Audit Committee Chairman 37,500 Baht per time
- Other Audit Committee members 25,000 Baht per time

In this regard, the fixing of directors' remuneration was endorsed by the Board of Directors.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2014.

Resolved that The Meeting duly considered and resolved to approve the directors' remuneration for the year 2014 as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the votes of not less than two-thirds of all shareholders who attended the Meeting.

Agenda 8 To consider and approve the appointment of the auditor, and fixing of audit fee

The Chairman invited Ms. Busara Buapuan, Company Secretary, to propose the matter to the Meeting.

The Secretary informed the Meeting that the Audit Committee considered the selection of the auditor for the year 2014, and proposed to the Board of Directors for further consideration and proposal to the Annual

General Meeting of Shareholders to consider and approve the appointment of the auditor. The Audit Committee selected KPMG Phoomchai Audit Ltd. based on its appropriate expertise, audit fee, and past performance to be the auditor of the Company for the year 2014. In this regard, Mrs. Munchupa Singsuksawat, Certified Public Accountant No. 6112, was proposed to conduct the audit and express an opinion on the Financial Statements of the Company and its subsidiaries, and the fixing of the audit fee for both annual and quarterly Financial Statements of the Company and its 3 subsidiaries was proposed to be within the amount of not exceeding 5,100,000 Baht.

The Chairman invited the shareholders to make inquiries and express opinions.

No shareholders further made any inquiries and expressed opinions in this agenda.

Therefore, the Chairman proposed the Meeting to consider and approve the appointment of the auditor, and fixing of audit fee for the year 2014.

Resolved that The Meeting duly considered and resolved to approve the appointment of KPMG Phoomchai Audit Ltd. represented by Ms. Munchupa Singsuksawat, Certified Public Accountant No. 6112, to be the auditor of the Company and its 3 subsidiaries for the year 2014, and the audit fee was fixed in the amount of not exceeding 5,100,000 Baht as proposed. The voting results were as follows:

Resolution	Number of votes cast (1 share = 1 vote)	Percentage of total shares held by shareholders who attended the Meeting and cast their votes
Approval	1,156,000,000	100
Disapproval	-	-
Abstention	-	-

Remark 1) The resolution in this agenda has to be passed by the majority vote of all shareholders who attended the Meeting and cast their votes.

Agenda 9 To consider other business

The Chairman informed the Meeting that this agenda was designated so that the shareholders were able to propose matters other than the agenda as appeared in the Invitation to the Meeting according to the rules and procedures stipulated by laws.

In this regard, according to the Public Limited Companies Act B.E. 2535 (as amended), Section 105, paragraph two, shareholders holding an aggregate shares of not less than one-third of the total number of sold shares may request the Meeting to consider matters other than those designated in the Invitation to the Meeting following the completion of the consideration on the matters according to the sequence of the agenda as appeared in the Invitation to the Meeting.

No shareholders proposed any matters or made any inquiries. The Chairman declared the Meeting adjourned and expressed his thanks to all shareholders, proxy holders, and attendees.

The Meeting adjourned at 16.00 hours.

- Signature -

(Mr. Siripong Rungrotkitiyot)
Chairman of the Meeting

- Signature -

(Ms. Busara Buapuan)
Secretary to the Meeting

Profile of directors retiring by rotation and proposed for re-appointment

Name	: Mr. Siriphong Rungrotkitoyot
Current Position	: Caretaker Chairman
Age (Years)	: 64
Nationality	: Thai
Qualification	: Master of Economics, Ramkhamhaeng University
Director Training Program	: Director Certification Program (DCP) in 2014
Shareholding in the Company	: 37.41%
Year(s) of Directorship	: 2
Relationship with other Management or major shareholders of the Company or its affiliates	: None
Position in other listed Companies	: None
Position in non-listed companies	: 30 companies
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None
Experience	: <ul style="list-style-type: none"> ● 2014 – present Caretaker Chairman and member of the Nomination and Remuneration Committee of P.C.S. Machine Group Holding Public Company Limited ● 2013 – present Vice Chairman of P.C.S. Machine Group Holding Public Company Limited
Meeting attendance in the last fiscal year (Times)	: 8

Profile of directors retiring by rotation and proposed for re-appointment



Name : Mr. Prasong Adulratananukul

Current Position : Director

Age (Years) : 48

Nationality : Thai

Qualification : Bachelor in Engineering (Metallurgical Engineering), Chulalongkorn University

Director Training Program : Director Certification Program (DCP) in 2014

Shareholding in the Company : 0.0129%

Year(s) of Directorship : 2

Relationship with other Management or major shareholders of the Company or its affiliates : None

Position in other listed Companies : None

Position in non-listed companies : 3 companies

Directorship/Management in other companies, which may be in conflict of interest of the Company : None

Experience :

- 2013 – present Director and Chief Executive Officer of P.C.S. Machine Group Holding Public Company Limited
- 2010 – 2013 Tractor Manufacturing Division Manager of Siam Kubota Corporation Co., Ltd.
- 2008 – 2010 Manufacturing Division Manager of Siam Kubota Corporation Co., Ltd.

Meeting attendance in the last fiscal year (Times) : 9

Profile of directors retiring by rotation and proposed for re-appointment



Name	: Mr. Veerachai Chaochankit
Current Position	: Independent Director
Age (Years)	: 61
Nationality	: Thai
Qualification	: Bachelor in Engineering, Chulalongkorn University
Director Training Program	: Director Certification Program (DCP) in 2014 : Advanced Audit Committee Program (AACP) in 2014
Shareholding in the Company	: None
Year(s) of Directorship	: 2
Relationship with other Management or major shareholders of the Company or its affiliates	: None
Position in other listed Companies	: None
Position in non-listed companies	: 8 companies
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None
Experience	: <ul style="list-style-type: none">● 2013 – Present Chairman of the Nomination and Remuneration Committee, Independent Director and member of the Audit Committee of P.C.S. Machine Group Holding Public Company Limited● 2012 – Present Advisor to Somboon Group● 2012 – Present Deputy Managing Director of Thonburi Automotive Assembly Plant Co., Ltd.● 2011 – Present Senior Advisor to Noritake SA (Thailand) Co., Ltd.● 2011 – Present Senior Advisor to Siam Kubota Corporation Co., Ltd.
Meeting attendance in the last fiscal year (Times)	: 9

Policy, Criteria and Method for Nomination of Directors

Policy

The Board of Directors realizes the importance and benefit of Board Diversity in terms of professional skill, specialization, age and gender, which enhances the effective determination of the policies and the decision-making of the Board of Directors. The Nomination and Remuneration Committee is therefore responsible for considering and determining the criteria and method for the nomination of the Company's directors so that the Company has appropriate elements and structure of the Board of Directors in line with the direction of its business operation, and has qualified directors in accordance with the principles of Good Corporate Governance.

Criteria and Method for Nomination of Directors

1. The Nomination and Remuneration Committee considers nominating persons from the following sources:
 - 1.1 Suggestion of the Company's Directors
 - 1.2 Shareholders who hold shares and have voting rights in aggregate of not less than 5 % of the total shares with voting rights of the Company
 - 1.3 Third-party consultants
 - 1.4 Database of directors from the Thai Institute of Directors (Thai IOD)
2. The Nomination and Remuneration Committee considers the appropriateness of the knowledge and experience of the business and industry the Company operates, the specialization beneficial to or required by the Company, diversity in various aspects such as independence, professional skill, age, gender etc. by using the Board Skill Matrix as in attachment 1.
3. The Nomination and Remuneration Committee verifies persons who are to be nominated as qualified in accordance with the laws and requirements of regulatory authorities such as the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended) as well as the relevant notifications, regulations and/or rules.
4. In case that an existing director is to be re-elected for another term, the Nomination and Remuneration Committee may consider the dedication of such director and the performance during the term of directorship as well as the number of registered companies in which such director takes the position of director, which should not be in excess of three companies.
5. In the case of nominating an independent director, the Nomination and Remuneration Committee shall consider the independence of the person to be nominated as an independent director according to the criteria specified by the Office of the Securities and Exchange Commission and the criteria of the Company. If an existing independent director is to be re-elected for another term, the term of directorship should continue from the date of being elected as an independent director the first time and should not exceed 9 years.
6. The Nomination and Remuneration Committee shall select and list the names of the best qualified persons to be proposed by the Board of Directors to the Shareholders' Meeting or for nomination by the Board of Directors in the case that the position of director becomes vacant for any reason other than retirement by rotation.
7. The Nomination and Remuneration Committee approaches persons who have qualifications in accordance with the specified criteria to ensure that such persons will be pleased to accept the position of director in the Company if appointed by the Board of Directors or shareholders.

Effective Date

From 27 February 2015 with the approval of the Board of Directors' Meeting No. 2/2015 held on 26 February 2015.

Information on Auditors' profile (KPMG Phoomchai Audit Ltd.)

1. Mrs. Munchupa Singsuksawat

Age 40 years

Academic Qualification

- Master of Business Administration, Kasetsart University
- Bachelor of Accounting, Thammasat University

CPA (Thailand) No. 6112

Date of CPA Registration 1 October 2000

Current Position Partner, Audit

Years of Experience 17 years

Year(s) of Auditing for PCS Machine Group PCL. 3 years

Conflict of interest with the Company, the management, the major shareholders or any related person
-None-

2. Mr. Charoen Phosamritlert

Age 50 years

Academic Qualification

- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- Senior Executive Program , Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master degree of Business Administration, Chulalongkorn University
- Bachelor degree of Accounting, Bangkok University

CPA (Thailand) No. 4068

Date of CPA Registration 1 April 1992

Current Position Partner, Audit (Head of Audit)

Years of Experience 27 years

Year(s) of Auditing for PCS Machine Group PCL. -

Conflict of interest with the Company, the management, the major shareholders or any related person
-None-

3. Mr. Ekkasit Chuthamsatid

Age 48 years

Academic Qualification

- Master of Accounting, Kasetsart University
- Bachelor of Accounting, Thammasat University

CPA (Thailand) No. 4195

Date of CPA Registration 5 January 1996

Current Position Partner, Audit

Years of Experience 25 years

Year(s) of Auditing for PCS Machine Group PCL. -

Conflict of interest with the Company, the management, the major shareholders or any related person
-None-

ปิดอากรแสตมป์ 20 บาท
Affix duty stamp 20 baht

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่

Address

(2) เป็นผู้ถือหุ้นของ บริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)

Being a shareholder of P.C.S. Machine Group Holding Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์หรือ

Province Postal Code or

2. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์หรือ

Province Postal Code or

3. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท พี.ซี.เอส. แมชชีน กรุป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/ Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

ปิดอากรแสตมป์ 20 บาท
Affix duty stamp 20 baht

หนังสือมอบฉันทะ (แบบ ข)

Proxy Form B

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า สัญชาติ

I / We

Nationality

อยู่บ้านเลขที่

Address

(2) เป็นผู้ถือหุ้นของ บริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)

Being a shareholder of P.C.S. Machine Group Holding Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ อายุ ปี
Name age years
อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

2. ชื่อ อายุ ปี
Name age years
อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

3. ชื่อ อายุ ปี
Name age years
อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด รหัสไปรษณีย์
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท พี.ซี.เอส. แมชชีน กรุป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2557

Agenda 1 To consider and endorse the Minutes of the 2014 Annual General Meeting of Shareholders

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2557

Agenda 2 To acknowledge the operational results for the year 2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2557
สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- ☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
Agenda 4 To consider and approve the allocation of profits and approve the dividend payment
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 5 To consider and approve the appointment of directors who were retired by rotation
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด To elect all nominated directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors
- ชื่อกรรมการ นายศิริพงษ์ รุ่งโรจน์กิตติยศ
 Name of Director: Mr. Siripong Rungrojkitiyot
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ นายประสงค์ อุดลยรัตนกุล
 Name of Director: Mr. Prasong Adulratananukul
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ นายวีระชัย เชาว์ชาญกิจ
 Name of Director: Mr. Veerachai Chaochankit
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2558
Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2015
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 7 To consider and approve the appointment of the auditor, and fixing of audit fee for the year 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

- ☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มี การแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed..... ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

หมายเหตุ /Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

Attachment of Proxy Form B

The appointment of proxy by the shareholder of P.C.S. Machine Group Holding Public Company Limited

At the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda Subject Approve of the election of directors (continued)

Name of Director.....

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director.....

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director.....

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director.....

☐ Approve

☐ Disapprove

☐ Abstain

ปิดอากรแสตมป์ 20 บาท
Affix duty stamp 20 baht

หนังสือมอบฉันทะ (แบบ ค)

Proxy Form C

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่

Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Acting as the Custodian for.....

ซึ่งเป็นผู้ถือหุ้นของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)

Being a shareholder of P.C.S. Machine Group Holding Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ..... อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

2. ชื่อ..... อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

3. ชื่อ..... อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant proxy according to the total number of shares held and having the right to vote
- ☐ มอบฉันทะบางส่วน คือ
To grant proxy in partial portions:
- ☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary share shares and having the right to vote equal to votes
- ☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Preferred share shares and having the right to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง
Total entitled vote.....votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2557
Agenda 1 To consider and endorse the Minutes of the 2014 Annual General Meeting of Shareholders
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- ☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2557
Agenda 2 To acknowledge the operational results for the year 2014
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2557
สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive
Income Statement of 2014 for the accounting period ending 31 December 2014

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems
appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล

Agenda 4 To consider and approve the allocation of profits and approve the dividend payment

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems
appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the appointment of directors who were retired by rotation

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems
appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด To elect all nominated directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors
- ชื่อกรรมการ นายศิริพงษ์ รุ่งโรจน์กิตติยศ
Name of Director: Mr. Siripong Rungrojkitiyot
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ นายประสงค์ อุดลยรัตนกุล
Name of Director: Mr. Prasong Adulratananukul
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ชื่อกรรมการ นายวีระชัย เชาว์ชาญกิจ
Name of Director: Mr. Veerachai Chaochankit
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2558

Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 7 To consider and approve the appointment of the auditor, and fixing of audit fee for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed..... ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ /Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)The following documents shall be attached to this Proxy Form:
 - Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
 - Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C attached herewith to specify the additional agenda item (s).

Attachment of Proxy Form C

The appointment of proxy by the shareholder of P.C.S. Machine Group Holding Public Company Limited

At the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstainvotes

☐ Agenda Subject Approve of the election of directors (continued)

Name of Director.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Details of Independent Director for appointment of Proxy by Shareholders**Mr.Pramote Techasupatkul**

Position	Chairman of Audit Committee and Independent Director
Age	62 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-4 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Conflict of Interest	No conflict of interest in all agenda items

**Mr.Veerachai Chaochankit**

Position	Member of Audit Committee and Independent Director
Age	62 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-4 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Conflict of Interest	No conflict of interest in all agenda items

**Mrs.Srithai Hemsoraj**

Position	Member of Audit Committee and Independent Director
Age	61 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-4 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Conflict of Interest	No conflict of interest in all agenda items

Definition of Independent Directors

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

Guideline for the registration, appointment of proxy, documents and evidences to be presented
on the meeting date

The registration

The Company will commence the registration for the meeting attendance for the shareholders and/or the proxies at 11.00 hrs. on Monday April 20, 2015, at Suranaree B Room, Dusit Princess Hotel, Suranarai Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima 30000, location map is as appeared in Enclosure 12.

The appointment of proxy

In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in Enclosure 6. As for Proxy Form A and Form C, the shareholders can download from the Company's website at www.pcsgh.com. Each proxy form has the characteristics as follows:

- Proxy Form A: is the general and simple form.
- Proxy Form B: is the form with fixed and specific details authorizing proxy
- Proxy Form C: is the form for shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The appointment of proxy can be conducted as follows:

1. The general shareholders may choose to use either Proxy Form A or Proxy Form B. in any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. The shareholders appoint the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose names and profiles are as appears in Enclosure 7 to be their proxies. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda, and deliver the proxy form with the supporting documents to P.C.S. Machine Group Holding Public Company Limited at Investor Relations Department, 2/1-4 Moo 3, Kokgroad, Muang, Nakhon Ratchasima 30000 telephone No. 044-701300 ext.34621 in which the documents shall arrive at the Company no later than 9th April, 2015.
5. The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy. And affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
6. The proxy must present the proxy form and supporting documents at registration desk for proxies on the meeting date.

Documents to be presented on the meeting date

Individual

1. In case the shareholders attend the meeting in person, it is required to present valid identification card or government officer card or driving license or passport (in case of foreign shareholders), including evidence of name or surname change.
2. In case the shareholders appoint proxy, it is required to present the following documents:
 - 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
 - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy

Juristic Persons

1. In the case the authorized representative of the shareholders attend the meeting in person, it is required to present the following documents:
 - 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 2) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
2. In the case the shareholders appoint the proxy to attend the meeting, it is required to present the following documents:
 - 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.
 - 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:
 - 3.1 Documents from custodian
 - 1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.

- 2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
- 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
- 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

3.2 Documents from shareholder

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

3.3 Documents from proxy

It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the representative.

Articles of Association

P.C.S. Machine Group Holding Public Company Limited

Chapter 6

Meeting of Shareholders

- Section 31.** The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.
- Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.
- Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholders.
- Section 32.** In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.
- The shareholders meeting may be held at the locality in which the Company's head office is situated or any other place determined by the Board of Directors.
- Section 33.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1/3) of the total number of shares sold.
- At a meeting of shareholders, if after one hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.

Section 34. The Chairman of the Board of Director shall preside over the meeting of shareholders. In the case where the Chairman is not present or unable to perform his duty, the Vice-Chairman shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting may elect one of their number to chair the meeting.

Section 35. In casting votes, one share shall be entitled to one vote. Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. The resolution of the meeting of shareholders shall consist of the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes.
In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) 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 a substantial part of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of private companies or other public companies by the company;
 - (c) The entry into, amendment or termination of contracts with respect to the leasing out of the whole or a substantial part of the business of the Company, the assignment to any other persons to manage the business of the Company or the amalgamation of the business with other persons with the objective towards profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital;
 - (f) The dissolution of the Company;
 - (g) The issuance of debentures of the Company;
 - (h) The amalgamation of the Company with another company

Section 36. Business to be transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's operating results in the preceding year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider the appropriation of profits and the payment of dividend;
- (4) To consider and approve the appointment of directors to replace those who are retiring by rotation;
- (5) To consider and approve directors' remuneration;
- (6) To consider and approve the appointment of auditors and their remuneration; and
- (7) Other business.

Request Form for the 2014 Annual Report in Hard Copy

To Shareholders

P.C.S. Machine Group Holding Public Company Limited has already prepared the 2014 Annual Report which contains the information as in compliance with the regulations of the Securities and Exchange Commission in CD-ROM format to be delivered to the shareholders together with this invitation letter to the meeting.

However, any shareholders who would like to receive the 2014 Annual Report in hard copy containing the same content as appeared in CD-ROM, please provide details in the below form and return it to PCSGH at the following address in order that PCSGH would further proceed with the delivery.

First name.....Last name.....

Address.....

Province.....Postal Code.....

Telephone.....

I would like to receive the 2014 Annual Report :

☐ Thai hard copy

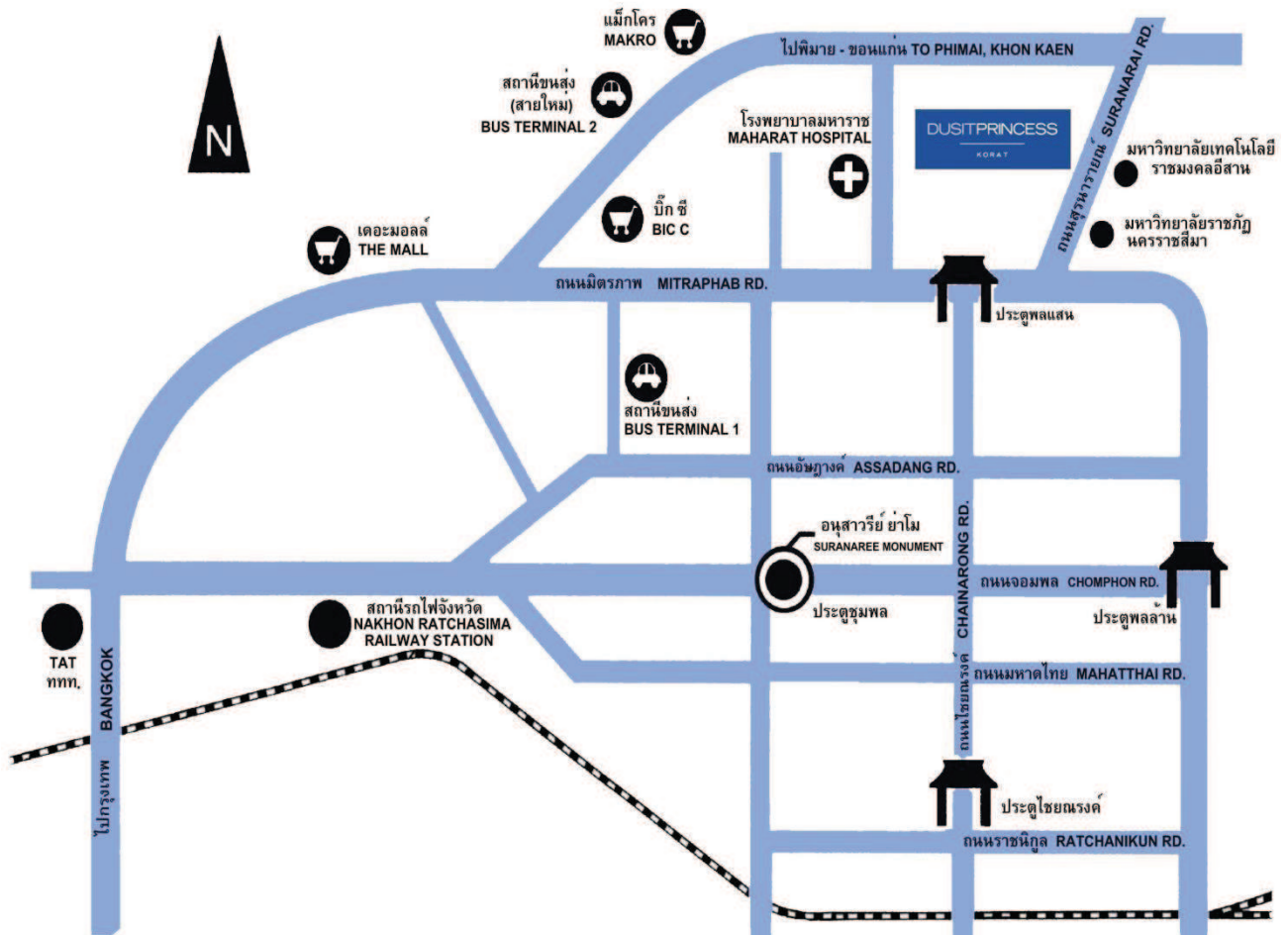
☐ English hard copy

The shareholders can directly submit the Request Form to the PCSGH at :

1. Facsimile : 044-701399
2. E-mail : ir@pcsholding.com
3. To :

Investor Relation Department
P.C.S. Machine Group Holding Public Company Limited
2/1-4 Moo 3, Kokgroad, Muang, Nakhon Ratchasima 30000

(Dusit Princess Korat Hotel Map)



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