

Annual General Meeting of Shareholders 2017

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



Friday April 28th, 2017 at 14.00 hrs.

Suranaree B Room, Dusit Princess Hotel,

1137 Suranarai Road, Naimuang Sub District,

Muang Nakhonratchasima, Nakhonratchasima 30000

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28 March 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders held on 21 April 2016
2. 2016 Annual Report and the financial statements for the year ending 31 December 2016 (in CD-Rom format)
3. Profile of directors retiring by rotation and proposed for re-appointment
4. Profile of new directors proposed for appointment
5. Policy, Criteria and Method for the Nomination of Directors
6. Profiles of the Company's Auditors
7. Proxy Forms
8. Details of independent directors for appointment of proxy by shareholders
9. Guideline for registration, appointment of proxy, documents and evidences to be presented on the meeting date
10. Articles of Association of the Company in relation to the shareholders' meeting
11. Registration Form (please present the form on the date of the meeting)
12. Request Form for the 2016 Annual Report (in printed format)
13. Map of the meeting venue

With this letter, P.C.S. Machine Group Holding Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors of the Company has resolved to convene the 2017 Annual General Meeting of Shareholders on Friday 28 April 2017 at 14.00 hrs., at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang 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 2016 Annual General Meeting of Shareholders

Objectives and Rationale: The Company prepared the Minutes of the 2016 Annual General Meeting of Shareholders which was held on 21 April 2016. 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 2016 Annual General Meeting of Shareholders which was held on 21 April 2016 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 2016

Objectives and Rationale: The Company prepared the report on the operational results of the Company for the year 2016, as shown in the 2016 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 2016 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 2016 for the accounting period ending 31 December 2016

Objectives and Rationale: The Company prepared the Statement of Financial Positions and the Comprehensive Income Statement of 2016 for the accounting period ending 31 December 2016 as shown in the 2016 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 2016 for the accounting period ending 31 December 2016 have been audited by the Company's Certified Public Accountant from KPMG Phoomchai Audit Ltd., reviewed by the Audit Committee and approved by the Board of Directors.

Summary of Financial Statements for the year ending 31 December 2016

Item	31 Dec 2016	31 Dec 2015	Change in % + / (-)
Total assets	5,193,221,176	5,371,172,874	(3.31)
Total liabilities	309,089,583	496,237,624	(37.71)
Total shareholders' equity	4,884,131,593	4,874,935,250	0.19
Total revenue	3,742,053,679	4,145,874,618	(9.74)
Net profits	382,083,084	541,731,356	(29.47)
Basic earnings per share	0.25	0.35	(28.57)

(unit: Baht)

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 2016 for the accounting period ending 31 December 2016 which have been audited by the Company's Certified Public Accountant from KPMG Phoomchai Audit Ltd., 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.

Agenda Item 4:

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

Objectives and Rationale: 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 2016, the Company's net profit pursuant to the separated financial statement showed Baht 394.45 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 2016 as a legal reserve of Baht 19,722,474 and the interim dividend payments to the Company's shareholders which were made twice in 2016 at the rate of Baht 0.24 per share, totaling of Baht 366.00 million. Therefore, there was no further dividend paid in 2016. The details of the interim dividend payments made are as follows:

- 1st Payment The 2016 Annual General Meeting of Shareholders has considered and approved the first interim dividend payment on 21 April 2016 at the rate of Baht 0.12 per share or approximately Baht 183.00 million, whereby such dividend payment was completely made on 19 May 2016.
- 2nd Payment The Board of Directors has resolved to approve the second interim dividend payment on 8 August 2016 at the rate of Baht 0.12 per share, totaling approximately Baht 183.00 million, whereby such dividend payment was completely made on 5 September 2016.

2. The Board of Directors deemed it appropriate to propose the interim dividend payment for 2017 to be made from the realization of dividends derived from the Company's subsidiaries on 27 February 2017 of Baht 187.81 million, after combining with the unappropriated retained earnings of the Company as at 31 December 2016, the Company will have unappropriated retained earnings of approximately Baht 194.33 million which is sufficient to make a dividend payment. The Board of Directors, therefore, deemed it appropriate to propose that the 2017 Annual General Meeting of Shareholders consider and approve the interim dividend payment for 2017 at the rate of Baht 0.12 per share from the total 1,525,000,000 shares of the Company (minus the shares brought back in the amount of 20,000,000 shares) totaling Baht 183.00 million.

In this regard, the Company has scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on 11 May 2017, 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 12 May 2017, and the date for the dividend payment on 24 May 2017.

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 the matters in connection with directors

5.1) To consider and approve the appointment of directors to replace the directors who are due to retire by rotation

Objectives and Rationale: 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. The directors retiring by rotation may be re-elected.

In this 2017 Annual General Meeting of Shareholders, there are three directors who are due to retire by rotation as follows:

- | | | |
|-----|-----------------------------|--|
| (1) | Mr. Chakramon Phasukavanich | Chairman of the Board and Independent Director |
| (2) | Mrs. Wanna Raomanachai | Director |
| (3) | Mr. Thibet Rungrotkitiyot | Director |

Since the three directors are sufficiently knowledgeable and well-experienced to benefit the Company in its operations, it is appropriate that the shareholders meeting considers and approves the re-appointment of the three directors to hold office as 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 reappointment are shown in Enclosure 3.

Opinion of the Board of Directors: The Board of Directors has considered the qualifications, knowledge, and working experience in accordance with the Policy, Criteria and Method for the Nomination of Directors, as set out in Enclosure 5. The Board of Directors (by a majority vote without the directors who are due to retire by rotation) deemed it appropriate to propose that the shareholders meeting approve the appointment of the three directors who are due to retire by rotation to hold office as directors for another term, namely:

- | | | |
|-----|-----------------------------|--|
| (1) | Mr. Chakramon Phasukavanich | Chairman of the Board and Independent Director |
| (2) | Mrs. Wanna Raomanachai | Director |
| (3) | Mr. Thibet Rungrotkitiyot | Director |

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

5.2) To consider and approve the appointment of new directors

Objectives and Rationale: In order to enhance the efficiency of the management, it is appropriate to propose that the shareholders meeting consider and appoint the following new directors:

- (1) Mr. Koonchorn Roumanachai Director
 (2) Mrs. Phon-ek Rungrotkitiyot Director

Since the two directors are sufficiently knowledgeable and well-experienced to benefit the Company in its operations, it is appropriate that the shareholders meeting considers and approves the appointment of the two directors to hold office as new directors. The details of the profiles, educational backgrounds, and working experience of the new directors are set out in Enclosure 4.

Opinion of the Board of Directors: The Board of Directors has considered the qualifications, knowledge, and working experience in accordance with the Policy, Criteria and Method for the Nomination of Directors, as set out in Enclosure 5. The Board of Directors (by a majority vote) deemed it appropriate to propose that the shareholders meeting approve the appointment of the two directors, namely:

- (1) Mr. Koonchorn Roumanachai Director
 (2) Mrs. Phon-ek Rungrotkitiyot Director

In this regard, the directors appointed under this Agenda Item shall receive the remuneration at the rate which has been 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 2017

Objectives and Rationale: 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)	
	2016	2017	2016	2017	2016	2017
Board of Directors - Chairman - Directors	25,000 17,500	25,000 17,500	40,000 30,000	40,000 30,000	All members except executive directors with credit limit of Baht 2,000,000	All members except executive directors with credit limit of Baht 2,000,000

Committee	Monthly Remuneration (Baht)		Meeting Allowance/Meeting (Baht)		Directors' Bonus/Year (Baht)	
	2016	2017	2016	2017	2016	2017
Audit Committee - Chairman - Committee Member	- -	- -	37,500 25,000	37,500 25,000	-	-
Nomination and Remuneration Committee - Chairman - Committee Member	- -	- -	37,500 25,000	37,500 25,000	-	-
Executive Committee* - Chairman - Committee Member (Non Executive Director)	- -	- -	- -	37,500 25,000	-	-

*The resolution of the BOD 6/2016 on 12 October, 2016 to approve the Executive Committee to consider and determine policy, direction of the Company, strategies, business plan, 5-year plan including budget and follow business direction as to the plan that the Board of Directors approved.

Remark: A resolution on this agenda item shall be approved by no less than two-thirds of the votes of shareholders present at the meeting.

Agenda Item 7:

To consider and approve the auditors and fixing of audit fee for the year 2017

Objectives and Rationale: Clause 23 of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions, and Procedures for Disclosure regarding Financial Information and the Operational Performance of Securities Issuers provides that the securities issuer with the shares listed on the Stock Exchange of Thailand shall rotate an auditor in the occurrence that the auditor has performed his/her duties on auditing or reviewing and providing opinion on financial statements of the same company for five consecutive years. This rotation ensures that the auditor reviews and audits the financial statements of the listed company in an independent manner. Since the auditor appointed by the 2016 Annual General Meeting of Shareholders has performed his/her duties as the auditor of the Company for five consecutive years, the Audit Committee, therefore, considered the appointment of the auditor for the year 2017 and proposed to the Board of Directors in order for the Board of Directors to consider and propose that the shareholders meeting appoint the KPMG Phoomchai Audit Ltd. ("KPMG") as the audit firm of the Company and the following auditors, namely:

- | | |
|---|--------------------------------------|
| (1) Ms. Suchitra Masena
of KPMG and/or | Certified Public Accountant No. 8645 |
| (2) Mr. Veerachai Rattanacharakul
of KPMG and/or | Certified Public Accountant No. 4323 |
| (3) Ms. Sirinut Vimolsathit
of KPMG | Certified Public Accountant No. 8413 |

as the auditors of the Company. In addition, it is proposed that the shareholders meeting approves the determination of the audit fee for the year 2017 at not exceeding THB 1,200,000, which is equivalent to the audit fee for the year 2016. The appointment of the auditors and the determination of the audit fee has been approved by the Audit Committee.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders meeting approves the appointment of KPMG as the audit firm of the Company and the following auditors, namely, Miss Sujitra Masena, Certified Public Accountant No. 8645, and/or Mr. Veerachai Ratanajaratkul, Certified Public Accountant No. 4323, and/or Miss Sirinuch Vimolsathit, Certified Public Accountant No. 8413 of KPMG as the auditor. In this regard, any one amongst the three auditors shall perform an audit and provide opinions on financial statements. The Board of Directors further proposes approval of the determination of the audit fee for the year 2017 at not exceeding THB 1,200,000, which is equivalent to the audit fee for the year 2016. The details of profiles and working experience of auditors are set out in Enclosure 6.

In addition, the proposed audit firm and its auditors are independent and have no relationships or interests with the Company, its executives, shareholders, or the persons related to such persons.

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 query (if any) or for the Board of Directors to give answer or clarification.

The Company determined the names of shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date) on 15 March 2017 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 16 March 2017.

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 2017 Annual General Meeting of Shareholders on Friday 28 April 2017 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 13.

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 as set out in Enclosure 7. In the case where any foreign shareholder would like to appoint a custodian, such foreign shareholder shall use Proxy Form C as can download from the Company's website at www.pcsgh.com. 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 8 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 18 April 2017.

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 9. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6 re. the Meeting of Shareholders, as set out in Enclosure 10.

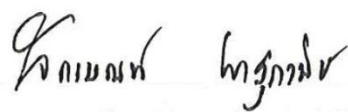
In order to facilitate the registration of attendees at the 2017 Annual General Meeting of Shareholders in a quick and efficient manner, the Company will allow the shareholders and the proxies to register their name from 11.00 hrs. on the meeting date at Suranaree B Room, Dusit Princess Korat Hotel, 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 11 together with other documentation as set out in Enclosure 9 on the meeting date.

Furthermore, in order to facilitate the transportation for shareholders, the Company will provide one bus for pick up and send shareholders who will attend the 2017 Annual General Meeting of Shareholders. The schedule and route are as follows:

8.00 am	Bus leaves the Stock Exchange of Thailand Building (New Head Office at 93 Ratchadaphisek Road, Dindaeng, Bangkok) to Dusit Princess Korat Hotel
After Meeting	Bus leaves Dusit Princess Korat Hotel to the Stock Exchange of Thailand Building (New Head Office)

In this regard, the Company has prepared and distributed the 2016 Annual Report and financial statements as at 31 December 2016 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the 2016 Annual Report and financial statements as at 31 December 2016 in printed format, please submit the Request Form for the 2016 Annual Report (in printed format) as set out in Enclosure 12.

Sincerely yours,



(Mr. Chakramon Phasukavanich)
Chairman of the Board

Minutes of the 2016 Annual General Meeting of Shareholders
P.C.S. Machine Group Holding Public Company Limited

Venue Suranaree B Room, Dusit Princess Hotel, 1137 Suranarai Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province

Date and Time Thursday, April 21, 2016 at 14.00 hours

The Meeting was duly convened.

Mr. Grantarit Ketsumpan, who served as the Moderator of the Meeting (“the Moderator”), delivered the welcome speech to the shareholders and attendees who attended the 2016 Annual General Meeting of Shareholders of P.C.S. Machine Group Holding Public Company Limited (“the Company”), and informed the Meeting of the amount of registered capital and number of shares of the Company as follows:

Registered capital	1,545,000,000	Baht
Paid-up registered capital	1,545,000,000	Baht
Issued ordinary shares	1,545,000,000	shares
Treasury shares	20,000,000	shares
Par value per share	1	Baht

The Company determined rightful shareholders who could attend the 2016 Annual General Meeting of Shareholders on March 16, 2016 (Record Date) and aggregated rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share registration book on March 17, 2016.

The Moderator informed the Meeting that at the commencement, there were a total of 269 shareholders attending the Meeting either by themselves or by appointment of proxies, holding a total of 1,360,259,448 shares, or representing 88.0427% of all issued and sold shares of the Company. The number of attending shareholders and proxies was more than 25 persons or more than half of all shareholders, 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 Article 33 of the Company's Articles of Association.

The Moderator informed the Meeting of the vote casting and counting procedures in order to comply with the good corporate governance principle as follows:

1. Regarding the vote casting in the Meeting, total number of votes is equal to the number of shares held, whereby each shareholder will be entitled to one vote per one share.
2. In case of the shareholders attending the Meeting in person and the proxies who are appointed as stipulated by laws, the votes shall be cast as follows:
 - Prior to casting votes in each agenda, shareholders are required to sign in the ballots to ensure voting transparency.
 - With regard to the vote casting in each agenda, except Agenda 5: To consider and approve the election of the directors to replace those who retire by rotation, which will be further informed to the Meeting, if no shareholders disapprove or abstain from voting, it is considered that the shareholders agree or approve the agenda as proposed according to the number of votes of the shareholders. In the case that the shareholders disapprove or abstain from voting, they are required to cast their votes as well as sign in the ballots provided by the Company, and raise hand so that the ballots shall be collected by the Company officers.
 - With regard to the vote counting, the Company shall deduct the number of “Disapprove” votes or “Abstain from voting” votes from the total number of votes, and the remaining shall be considered as “Approve” votes. The shareholders who cast “Approve” votes in each agenda are required to retain the ballots and return the ballots to the Company officers after

the Meeting. In this regard, the vote casting in this Meeting is to be made openly, not confidentially, while the ballots of all attendants shall be collected to ensure voting transparency.

- The following vote casting shall be considered void:

- 1) The ballots in which more than one mark is made.
- 2) The ballots in which the vote casting appears to have a contrary intention.
- 3) The ballots which are crossed out without a signature.
- 4) The ballots in which the number of votes cast are more than the eligible votes.

In the case where the shareholders wish to correct the vote casting, please cross out and sign the corrected part at all times.

3. In the case that the shareholders have completed the proxy form (form B) to appoint proxies to attend the Meeting or appoint independent directors to cast votes, and grant the proxies to vote in accordance with the instruction of the shareholders or the grantors, the Company shall tally the votes in accordance with the instruction of the shareholders or the grantors.

In case of foreign shareholders who have appointed a custodian in Thailand to be a share depository and keeper, they are able to split "Approve", "Disapprove", or "Abstain from voting" votes in each agenda, whereby the number of votes cast shall be equal to the number of shares held.

4. In case of the vote casting in Agenda 5: To consider and approve the election of the directors to replace those who retire by rotation, the Company shall propose to consider the election of each individual director, whereby all shareholders are required to cast "Approve", "Disapprove", or "Abstain from voting" votes. Then, the Company officers shall firstly collect the ballots of "Disapprove", or "Abstain from voting" votes, followed by the ballots of all shareholders who cast "Approve" votes.
5. Pursuant to Article 35 of the Company's Articles of Association, "In ordinary agenda, the resolution of the Meeting shall require the majority vote of all shareholders who attended the Meeting and cast their votes, and one share shall be counted as one vote. In case of a tie vote, the Chairman of the Meeting shall cast another vote to finalize the voting result."

Therefore, to consider the majority vote of shareholders whether they approve such agenda, only "Approve" and "Disapprove" votes of the shareholders who attended the Meeting and cast their votes shall be counted. Any "Abstain from voting" votes shall be extracted from the total votes of shareholders.

6. In the case that the shareholders wish to leave the Meeting early or be absent during any agenda, they may exercise their rights by handing in their ballots in advance to the Company officers before leaving the meeting room.
7. The number of shareholders' votes in each agenda may not be the same since the shareholders and proxies have gradually entered the meeting room. Therefore, the number of attendants in each agenda may be different.

Following the explanation of the vote casting and counting procedures, the Moderator informed the Meeting that a representative of Weerawong, Chinnavat & Peangpanor Ltd., Legal Advisor, namely, Ms.Patcharanon Bamrungasuk, witnesses the vote counting in this Meeting, as well as 2 shareholders who jointly witness the vote counting. Prior to casting votes in each agenda, the shareholders are allowed to ask questions relevant to such agenda as deemed appropriate, whereby the shareholders or proxies who wish to ask questions are required to state their name and surname every time before asking or giving an opinion.

If the shareholders have any other question or opinion that is irrelevant to the current agenda, such question or opinion should be asked or expressed in the Agenda: Other Business at the end of the Meeting. In addition, the shareholders are required to briefly express opinions or ask questions, and not to repetitively ask questions or express opinions in order to allow other shareholders to exercise their rights and so that the Meeting can be managed within the scheduled time.

Directors and Advisors attending the Meeting are as described below.

Attending Directors

- | | |
|--------------------------------|---|
| 1. Mr.Chakramon Phasukavanich | Chairman of the Board of Directors
and Independent Director |
| 2. Mr.Siriphong Rungrotkitiyot | Vice Chairman of the Board of Directors
and Nomination & Remuneration Committee Member |
| 3. Mr.Pramote Techasupatkul | Independent Director, Audit Committee Chairman,
and Nomination & Remuneration Committee Member |
| 4. Mrs.Srithai Hemsoraj | Independent Director and Audit Committee Member |
| 5. Mr.Prasong Adulratananukul | Director and Chief Executive Officer |
| 6. Mrs.Wanna Raomanachai | Director |
| 7. Mr.Angkrit Rungrotkitiyot | Director |
| 8. Mr.Koonchorn Raomanachai | Director |

Attending Auditors of KPMG Phoomchai Audit Ltd.

1. Mrs.Munchupa Singsuksawat

Attending Legal Advisors of Weerawong, Chinnavat & Peangpanor Ltd.

1. Mr.Chanwit Pratchayaphiphat

Mr.Chakramon Phasukavanich, Chairman of the Board of Directors and Independent Director, presided as Chairman of the Meeting (“the Chairman”). The Chairman delivered the welcome speech to the shareholders and attendees, declared the Meeting duly convened, and conducted the Meeting according to the following agenda:

Agenda 1 **To consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders**

The Chairman invited Ms.Busara Buapuan, Company Secretary, who acted as Secretary to the Meeting (“the Secretary” or “Ms.Busara”), to propose the matter to the Meeting as follows:

The Secretary informed that this agenda was to consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders which was held on 20 April 2015. In this regard, the Minutes of the 2015 Annual General Meeting of Shareholders was completed, and the Board of Directors considered that the said Minutes was recorded accurately and completely. The Company submitted the said Minutes to the Stock Exchange of Thailand within 14 days after the Meeting date, as well as publicized the Minutes via the Company's website so as to be acknowledged and reviewed by the shareholders in a timely manner. In this regard, there were no objections or revisions made by any shareholders. Therefore, the Meeting was proposed to consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders which was held on 20 April 2015 as per the details in the copy of the Minutes as appeared in the Enclosure 1.

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Somkiat Saleepattana (a shareholder) (“Mr.Somkiat”) asked to correct his last name recorded in the Minutes of the 2015 Annual General Meeting of Shareholders.

The Chairman made an apology and agreed to make corrections accordingly.

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

The Chairman proposed the Meeting to consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders.

Resolved that The Meeting duly considered and resolved to certify the Minutes of the 2015 Annual General Meeting of Shareholders as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,361,165,649	100.00
Disapproved	0	0.00
Abstained	0	-

Agenda 2 To acknowledge the operational results of the Company for the year 2015

The Chairman invited Mr.Prasong Adulratananukul, Chief Executive Officer (“**Mr.Prasong**”), to report the operational results of the Company for the year 2015 to the Meeting as follows:

Mr.Prasong informed that this agenda was to report the operational results of the Company for the year 2015 which had been disclosed on the Annual Report as appeared in the Enclosure 2 which was distributed to the shareholders, together with the Invitation to the Meeting. The highlights of the operational results of the Company for the year 2015 were summarized as follows:

The operational results of the Company for the year 2015

- The Company and its subsidiary companies reported total sales revenue of Baht 4,092.3 million, an increase of 2% from 2014, having the same direction as the changing trend of the industry. The gross profit was Baht 666.3 million, or representing 16.3%, while the net profit was Baht 541.7 million, or representing 13.1%, a decrease of 4.4% from 2014 due to a higher cost of goods sold as a result of the high competition in the market forcing the Company to be burdened with a higher ratio of cost of goods sold to sales revenue. Another reason involved the preparation for the new projects, including parts for one-ton pick-up trucks, big trucks, big bikes, and non-automotive parts, all of which required the investment in the machinery and equipment, resulting in a higher depreciation cost and employee cost. Moreover, raw materials had been utilized for the trial production of the parts during the new projects.
- The Company and its subsidiary companies reported the total assets of Baht 5,371.2 million as of 31 December 2015. The current assets increased by Baht 110.3 million, compared to those of 31 December 2014, because of the trade accounts receivable from new customers and foreign customers whose purchasing volume slightly increased from the previous year, while the non-current assets reduced by Baht 203.7 million due to the depreciation cost and total liabilities of Baht 496.2 million, an increase of Baht 149.9 million mainly due to an increase in purchase of raw material and machinery. The equity as of 31 December 2015 was Baht 4,874.9 million, a decrease of Baht 243.3 million due to the reserve for treasury stock under the share repurchase program and the interim dividend payment. The debt to equity ratio was 0.1.

Milestones in 2015

- The Company took part in Thailand's Private Sector Collective Action Coalition against Corruption, and directly communicated the anti-corruption policy to the suppliers during the supplier meeting for the year 2015.
- The Company's Board of Directors had been changed. Mr.Chakramon Phasukavanich was appointed as the Chairman of the Board of Directors and independent director.
- The Company carried out the share repurchase program for financial administration, totaling 20,000,000 shares at an average price of Baht 8.75 per share, in the total amount of Baht 175.02 million. In this regard, the Board of Directors resolved to postpone the consideration on selling the treasury stock since the consideration on this matter can be made until 20 July 2018.
- At the end of 2015, the Company commenced the project to generate electricity from solar panels, with a maximum capacity of 5 megawatts DC, which was currently known as the largest solar rooftop project for electricity generation in Thailand, with the investment budget of Baht 175 million. It was estimated to reduce the electricity cost of Baht 20-25 million per year within 25 years.

New products

- The significant projects include the crankcase manufacturing project for big bike with the total value of Baht 200 million, the duct and bracket manufacturing project for big truck with the total value of Baht 1,200 million, the bracket manufacturing project for passenger car with the total value of Baht 110 million, and the manufacturing project for various non-automotive parts with the total value of over Baht 170 million.

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Sathaporn Pagnirun (a shareholder) ("**Mr.Sathaporn**") gave advices as follows:

- The financial highlights as appeared in the 2015 Annual Report should add more types of financial ratios than at present in order to provide information to the shareholders for understanding of the Company's businesses.
- The message specified in the Invitation to the Meeting should correctly use the word "Statements of Financial Position".

The Chairman expressed thanks for the advices and agreed to improve accordingly.

Mr.Somkiat asked for a copy of detailed vehicles production as shown in the presentation.

The Chairman replied that the information shown in the presentation had been publicized via the Company's website, and agreed to give a copy of the said document as requested.

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

This agenda item is to report the operational results of the Company for the year 2015 to the Meeting for acknowledgement. Therefore, the vote casting is not required.

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015

The Chairman invited Mr.Prasong Adulratananukul, Chief Executive Officer to report related details to the Meeting as follows:

Mr.Prasong informed that the Company reported the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015 on the 2015 Annual Report as appeared in the Enclosure 2. The said Financial Statements had been audited by the Certified Public Accountant of KPMG Phoomchai Audit Ltd. ("KPMG"), and reviewed by the Audit Committee, as well as endorsed by the Board of Directors. In this regard, the Certified Public Accountant was of the opinion that the said Financial Statements were fairly presented in accordance with the generally accepted accounting principles as per the following summary:

	Year 2015	Year 2014	+ / (-)	+ / (-) %
Statement of Financial Positions				
Total Assets	5,371.2	5,464.5	(93.3)	(1.7)
Total Liabilities	496.2	346.3	149.9	43.3
Total Equities	4,874.9	5,118.2	(243.3)	(4.8)
Comprehensive Income Statement				
Revenue	4,145.9	4,094.8	51.1	1.2
Cost of Goods Sold	3,426.0	3,206.4	219.6	6.8
Selling and Administration Expense	171.4	173.3	(1.9)	(1.1)
Net Profit	541.7	717.2	(175.5)	(24.5)
Earning per Share (EPS)	0.35	0.49	(0.14)	(28.6)

(unit: THB mn)

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Sathaporn suggested that the Company amend the Company's Articles of Association to be in alignment with the Accounting Act, B.E. 2543 since the Act uses the word "Statements of Financial Position" instead of "Balance Sheet".

Mr.Prasong expressed thanks and agreed to take the suggestion into consideration.

Mr.Sathaporn inquired about the reason why there were no reserve for doubtful debt in the Financial Statements and no debt repayment schedule was specified. He requested to acquire more information in the next meeting.

Mr.Prasong replied that since the automotive parts manufacturing business which directly supplies parts to the automobile manufacturers has no bad debt or low risk of bad debt, the reserve for doubtful debt is not necessary. Also, the Company would further report more information and ratios next time.

The Chairman added that the Company's business has no bad debt since the parts have been delivered to customers according to the contract. In case of any default of the customers, the Company shall not deliver parts to them, resulting in the disruption of the customers' manufacturing process.

Mr.Somkiat inquired about the type of investment as appeared in the section of current investments in the Financial Statements due to the unavailability of notes to the Financial Statements.

Ms.Busara replied that the current investments involved over 3-month fixed deposits with the interest rate of 1.937%.

Mr.Prasong further informed that the Company had a large amount of cash in the Statement of Cash Flows without debts, coupled with the intention to expand several potential projects. Therefore, it was necessary to spare cash for the future investment.

Ms.Bussakorn Ngampasuthadol (a shareholder) ("**Ms.Bussakorn**") inquired the following:

- According to page 68 of the Statements of Income, she inquired the reason why the dividend income of the Consolidated and Separate Financial Statements and the interest income became decreased.
- As for the decrease of net profit from 17% to 13%, she inquired how long such situation would exist.
- Regarding the expansion of new projects, she inquired about the estimated ratio of additional revenue recognition as well as increased net profit per year, and in what year the revenues of the entire projects would be recognized.

Ms.Busara replied that the dividend income of the Separate Financial Statements for the year 2015 was Baht 602 million. The dividend income of the Consolidated Financial Statements for the year 2015 derived from the dividend payment by 3 subsidiary companies. Nevertheless, the interest income was not actually in decline since the interest income in 2014 was based on the latter half of 2014 amounting to Baht 6.6 million, while the interest income in 2015 was on a full year basis amounting to Baht 13 million.

Mr.Prasong informed that the net profit became decreased since the new projects required the investment in purchasing and modifying machinery, as well as training staff to gain expertise for the implementation of the new projects, and allowing customers to test some parts. Therefore, during the trial and development stage, the expenses were recognized prior to the revenues, resulting in the profit decline. However, such decline was positive as it was projected to gain benefits in the future.

Mr.Prasong added that the expansion and profit of each project had not been able to exactly report figures since the Company had several customers and each project was not initiated at the same time. Therefore, the revenue increase of each project was different. Basically, after the customers started to launch a new campaign, the popularity would become increased and achieve its maximum potential within 2 years after the implementation of the project.

Ms.Bussakorn further inquired when the net profit would be improved, and to what extent the revenue recognition in the next 2 years would affect total revenues, and whether the net profit would be positively affected.

Mr.Prasong replied that the figures could not be clarified at this moment since the automotive business circumstances were currently neutral or rather sluggish. Existing parts produced by the Company possibly reduced in number, but parts of the new projects became increased. However, the exact number could not be reported at this time.

The Chairman further explained that the automotive industry was currently neutral. Nevertheless, the Company showed better performance than other companies in the same business, while all companies this industry experienced similar downturn. The estimated profit of the Company in the following year could not be clearly specified due to the investment in the new projects.

Ms.Bussakorn further inquired about the ratio of the revenues from the new projects to total revenues.

Mr.Prasong replied that the exact figures of the new investment in the pick-up truck segment had not been available, while taking the big truck project as an example. At the early stage of the big truck project, this 6-year project could earn the revenues of Baht 500 million or approximately Baht 100 million per year. Nonetheless, after building relationships and gaining trust from customers, the project could be extended and the revenues increased to Baht 700 million over the 6 years of the project. However, the project had undergone the upturns and downturns.

In this regard, it was expected that after the termination of the first-car buyer incentive scheme of the government during 2012 - 2017, the automotive business was expected to enjoy the growth momentum. Therefore, the new projects potentially contributed to increased profitability.

The Company had also carried out the cost-saving policy and activities, such as the electricity generation from solar energy, efficient use of raw materials, and robot-assisted operations.

Mr.Nara Sripetch (a shareholder) ("**Mr.Nara**") inquired the following:

- He inquired about the profit margin percentage the Company could achieve and the frequency of the request for price discount from customers.
- He inquired which group of customers mainly generated revenues for the Company.

The Chairman replied that the price negotiations were subject to the business circumstances each year. Amid the good economic condition, the Company would gain substantial purchasing volume and revenues. On the contrary, the customers requested for the price discount amid the economic slowdown. Nevertheless, both parties needed to rely on each other in operating business.

Mr.Prasong further informed that the price negotiations in this industry were typical and even intensified amid the economic downturn. The Company's consideration would depend on the situation. Normally, the price discounts for customers could be offered through the engineering improvement.

Mr.Sathaporn inquired that according to the remarks of the auditor no.7 (page 98), what type of expense it referred to as the allowance for write-down of inventory of the Company' subsidiaries which increased from that of 2014 and how this type of expense could be reduced.

Ms.Busara replied that the said expense increased from Baht 2.4 million to Baht 4.6 million due to a lack of inventory turnover. Some type of inventory was reusable, such as aluminum, but some other types of inventory was not reusable, such as steel or metal, so it needed to proceed with the scrap sales.

Mr.Prasong further informed that the increased amount of Baht 2 million was not substantial for this industry. The remaining inventory could take place in some cases, such as the customers changed the product model, resulting in remaining manufactured parts. The Company would reuse these remaining parts if possible. If failing to do so, the allowance for write-down of inventory would be essential.

Ms.Bussakorn inquired whether the said inventory was associated with the revenues, and asked the reason why it became increased despite the Company's revenues had not been higher.

Mr.Prasong replied that the inventory was associated with the revenues. However, there were various types of over 200 parts, and the reduction of price and value of each part was different, so the overall values did not reflect the association with the revenues.

Ms.Busara further explained that if the inventory remained unchanged for over 5 years, the write-down of inventory would be carried out.

Ms.Bussakorn inquired whether it was right to understand that the net profit decrease was not due to the price negotiations of the customers, but the business expansion.

Mr.Prasong replied that the net profit decrease was partially due to the business expansion as well as the price negotiations with the customers. If the Company could not reduce cost as required by the customers, the profitability of the Company would be affected. However, this was not a frequent case.

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

The Chairman proposed the Meeting to consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015.

Resolved that The Meeting duly considered and resolved to approve the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,361,165,649	100.00
Disapproved	0	0.00
Abstained	0	-

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

The Chairman invited Mr.Prasong Adulratananukul, Chief Executive Officer, to propose the matter to the Meeting as follows:

Mr.Prasong informed that the Company had a policy to pay dividend to the shareholders at the rate of not less than 50% of net profit according to the Separate Financial Statements after taxes and legal reserve. In this regard, the said 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.

In 2015, the Company earned the net profit according to the Separate Financial Statements in the amount of Baht 624.29 million, so the Board of Directors considered it deemed appropriate to propose the shareholders to consider and acknowledge the second interim dividend payment approved by the Board of Directors on 10 August 2015 at Baht 0.20 per share, totaling approximately Baht 305 million, whereby such dividend payment was completely made on 8 September 2015.

The allocation of profits from the operational results in 2015 could be summarized as follows:

- The allocation of profits as a legal reserve of Baht 31,214,625; and
- The interim dividend payment which was made twice at a total of Baht 0.40 per share, totaling Baht 610 million.

Nevertheless, the Board of Directors deemed it appropriate to propose the interim dividend payment for 2016 to be made from the realization of dividends derived from the Company's subsidiaries on 29 February 2016, after combining with the unappropriated retained earnings of the Company as at 31 December 2015, the Company would have unappropriated retained earnings of approximately Baht 200.83 million which was sufficient to make a dividend payment. Therefore, the Company deemed it appropriate to approve the interim dividend payment for 2016 at the rate of Baht 0.12 per share from a total of 1,525,000,000 shares (minus 20,000 treasury shares), in an aggregate amount of not exceeding Baht 183,000,000, or representing 91.1% of the said earnings.

In this regard, the Company had scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on 4 May 2016, 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 9 May 2016, and the date for the dividend payment on 19 May 2016.

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Sathaporn inquired whether the dividend payment was under the BOI privileges, and whether the said dividends were eligible for the tax credit.

Ms.Busara replied that the aforementioned dividend payment was not under the BOI privileges. The said earnings derived from the dividends of the Company's subsidiaries. Although the subsidiaries obtained the BOI privileges, the parent Company was not entitled to such privileges. Moreover, the subsidiaries were not liable to pay tax from the said amount, so the dividends of the Company's shareholders were not eligible for the tax credit.

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

The Chairman proposed the Meeting to consider and approve the allocation of profits and the dividend payment.

Resolved that The Meeting duly considered and resolved to acknowledge the 2015 profit appropriation for legal reserve and the interim dividend payment which was made twice at a total of Baht 0.40 per share. Also, the interim dividend payment for 2016 was approved as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,361,165,649	100.00
Disapproved	0	0.00
Abstained	0	-

Agenda 5 To consider and approve the appointment of directors in replacement of directors retiring by rotation

The Chairman invited Mr.Prasong Adulratananukul, Chief Executive Officer, to propose the matter to the Meeting as follows:

Mr.Prasong informed the Meeting that pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 17 of the Company's Articles of Association, one-third

of the directors shall be retired by rotation at every Annual General Meeting of Shareholders. Such directors who were retired by rotation may be re-elected to be directors for another term.

In the 2016 Annual General Meeting of Shareholders, there are 3 directors who shall be retired by rotation as follows:

- | | |
|------------------------------|---|
| 1. Mr.Pramote Techasupatkul | Independent Director and Audit Committee Chairman |
| 2. Mrs.Srithai Hemsoraj | Independent Director and Audit Committee Member |
| 3. Mr.Angkrit Rungrojkitiyot | Director |

The Nomination & Remuneration Committee considered the qualifications of directors who shall be retired by rotation in the 2016 Annual General Meeting of Shareholders and viewed that these 3 directors were equipped with competencies, experiences, and expertise beneficial to the business operations of the Company. Therefore, the matter was proposed to the Board of Directors for consideration, and the Meeting was proposed to consider and approve the re-election of the 3 directors to be directors for another term.

In this regard, details of the profiles, educational background, work experience, number of shares being held in the Company, and being the directors in other companies of the directors who shall be retired by rotation and re-elected to be directors for another term were as appeared in the Enclosure 3.

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Sathaporn suggested that according to the Proxy Form (Form B) of the Ministry of Commerce, the shareholders are allowed to cast their votes for the appointment of the entire group of directors in order to ensure conciseness. Therefore, he proposed to adopt the vote casting for the appointment of all these 3 directors in order to shorten the Meeting time.

Mr.Chanvit Prachayapipat, a legal advisor, informed that even though the Meeting cast their votes for the appointment of the entire group of directors at a time, the scores of the appointment of each director should be recorded individually in order to comply with the good corporate governance principle.

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

The Chairman proposed the Meeting to consider and approve the appointment of directors in replacement of directors retiring by rotation.

Resolved that The Meeting duly considered and resolved to approve the appointment of 3 directors in replacement of directors retiring by rotation, namely, (1) Mr.Pramote Techasupatkul; (2) Mrs.Srithai Hemsoraj; and (3) Mr.Angkrit Rungrojkitiyos, to be directors for another term. The voting results were as follows:

5.1 Mr.Pramote Techasupatkul

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,360,865,649	100.00
Disapproved	0	0.00
Abstained	300,000	-

5.2 Mrs.Srithai Hemsoraj

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,361,165,649	100.00
Disapproved	0	0.00
Abstained	0	-

5.3 Mr.Angkrit Rungrotkitiyot

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,130,708,549	100.00
Disapproved	0	0.00
Abstained	230,457,100	-

Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2016

The Chairman invited Mr.Pramote Techasupatkul, Independent Director, Audit Committee Chairman, and Nomination and Remuneration Committee Member (“**Mr.Pramote**”), to propose the matter to the Meeting as follows:

Mr.Pramote informed the Meeting that the fixing of directors' remuneration has to gain approval from the Annual General Meeting of Shareholders. The Nomination & Remuneration Committee proceeded with the fixing of directors' remuneration by elaborately taking the following matters into consideration: The Company's operational results and the comparison with other listed companies in the same industry and of the similar scale, as well as ensuring its appropriateness and alignment with roles and responsibilities of the Board of Directors as per the following details:

Monthly remuneration – to propose the same rate as 2015.

1. Board of Directors

Chairman	25,000 Baht/month
Directors	17,500 Baht/month

Meeting allowances/meeting – to propose the same rate as 2015.

1. Board of Directors

Chairman	40,000 Baht/meeting
Directors	30,000 Baht/meeting

2. Audit Committee

Audit Committee Chairman	37,500 Baht/meeting
Audit Committee Members	25,000 Baht/meeting

3. Nomination & Remuneration Committee

Nomination & Remuneration Committee Chairman	37,500 Baht/meeting
Nomination & Remuneration Committee Members	25,000 Baht/meeting

Directors' Bonus – to propose the same rate as 2015.

The Directors' bonus is payable on a yearly basis to all directors except executive directors in a maximum amount of not exceeding Baht 2,000,000.

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

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

The Chairman proposed the Meeting to consider and approve the fixing of directors' remuneration for the year 2016.

Resolved that The Meeting duly considered and resolved to approve the fixing of directors' remuneration for the year 2016 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,361,165,649	100.00
Disapproved	0	0.00
Abstained	0	-

Agenda 7 To consider and approve the appointment of the auditor, and fixing of the audit fee for the year 2016

The Chairman invited Mr.Pramote Techasupatkul, Independent Director, Audit Committee Chairman, and Nomination and Remuneration Committee Member, to propose the matter to the Meeting as follows:

Mr.Pramote informed the Meeting that the Audit Committee considered the appointment of the auditor for the year 2016, and proposed to the Board of Directors for further consideration and proposal to the Annual General Meeting of Shareholders to approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the audit office of the Company, having Ms.Munchupa Singsuksawat, Certified Public Accountant No. 6112, and/or Mr.Charoen Phosamritlert, Certified Public Accountant No. 4068, and/or Mr.Ekkasit Chuthamsatid, Certified Public Accountant No. 4195 from KPMG as the auditors of the Company.

In addition, the Board of Directors considered it deemed appropriate for the Annual General Meeting of Shareholders to approve the fixing of the audit fee for the year 2016 to be within the amount of not exceeding Baht 1,200,000, an increase of Baht 30,000 from that of 2015. In this regard, the aforementioned appointment of the auditor and fixing of the audit fee was endorsed by the Audit Committee.

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

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Sathaporn proposed that he disagreed with the increase in the audit fee since the audit workload of the listed companies should be reduced in the following year after the listing in the Stock Exchange of Thailand as the audit working hours should be reduced. The Audit Committee should improve the internal control system in order to facilitate the auditor and reduce the audit fee.

In addition, he suggested that the audit fee each year be presented in the table so as to facilitate the consideration.

Mr.Pramote informed that the Company negotiated with KPMG in the previous year to maintain the same rate of the audit fee for 1 year. As for this year, KPMG proposed to increase the audit fee due to additional expenses, such as the employee cost, and transportation cost. The Board of Directors considered it deemed appropriate.

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

The Chairman proposed the Meeting to consider and approve the appointment of the auditor, and fixing of the audit fee for the year 2016.

Resolved that The Meeting duly considered and resolved to approve the appointment of the auditor, and fixing of the audit fee for the year 2016 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,360,330,649	99.94
Disapproved	835,000	0.06
Abstained	0	-

Agenda 8 To consider other business

The Chairman informed that the Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to make inquiries or for the Board of Directors to give answers or clarification.

The inquiries and opinions of the shareholders were summarized as follows:

Mr.Somkiat inquired the following:

- He inquired about the ratio of the revenues of all 3 subsidiary companies to the revenues of the Company.
- He inquired how the earthquake in Japan affected or benefited the Company.

Mr.Prasong replied that the ratio of the 3 subsidiary companies' revenues to the Company's revenues was as follows:

1. P.C.S. Precision Works Co., Ltd. 71.2%
2. P.C.S. Die Casting Co., Ltd. 28.5%
3. P.C.S. Forging Co., Ltd. 0.4%

As for the earthquake in Japan, the Company explored and found that there was no source of raw materials or customers who operate business in the areas affected by earthquake. In this regard, after talking to the customers, there was no effect on the customers which would impact the Company's businesses.

Ms.Bussakorn inquired whether there would be any circumstances potentially affecting the Company in the next 3-5 years.

Mr.Prasong informed that Thailand and international economic volatility, as well as the first-car buyer incentive scheme having long-term effects for 5 years caused the automotive industry to face the prolonged downturns. Nevertheless, the situation was expected to be improved in the following years. Moreover, the Company attempted to devise new strategies by initiating other projects than the pick-up truck segment. The results had been rather successful, so other new projects were also initiated as mentioned above.

Mr.Prasong further explained that the figures shown in the presentation suggested that both sales and production volume in Thailand were higher than those in Indonesia.

Mr.Nara inquired about the period of the contract entered into between the Company and the customers, i.e., yearly contract, or 5-10 year contract.

Mr.Prasong informed that the period of each contract aligned with the period of each project for 5-7 years. Each year the customers would inform the Company of their estimated demands for parts so that the Company could plan the production during each period. The Company was supposed to formulate the annual plan, and the customers would confirm their demands for parts on a monthly basis once again.

The Chairman further explained that to start the production of some parts as required by the customers, the Company needed to invest in the trial production. Therefore, the Company had not been able to specify exact number of the investment value or profit of each part.

Mr.Nara further inquired about the trend of the Company's backlog in 2018.

Mr.Prasong informed that the Company had the new projects of which the value was earlier presented. In this regard, the future value might be fluctuated depending upon the customers since the market was controlled by the customers, not the Company. Normally, the value might be increased or decreased by 20% from the value agreed in the contract.

Mr.Somkiat inquired about the measures to be taken by the Company in the case that the customers cancelled the order after 3 years of the 5-7 year contract due to the poor sales performance.

Mr.Prasong replied that as earlier mentioned, the customers would notify the yearly and monthly plan even though the contract period was 5-7 years. The Company would produce and deliver parts to the customers on a monthly basis, so there would not be any surplus production.

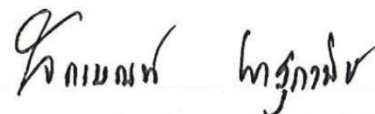
Mr.Somkiat further inquired how many months the customers needed to give notice in advance to the Company if they would like to terminate the contract.

Mr.Prasong replied that the customers mostly gave notice in advance before the termination of the contract since the customers usually notified the estimated purchase order amount 3 months in advance. If they wished to terminate the contract, they usually gave notice 6-12 months in advance.

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

The Chairman expressed his thanks to all shareholders, proxy holders, and attendees for attending the Meeting and providing their valuable opinions and suggestions which are highly beneficial to the Company. The Board of Directors and the management shall consider and apply such opinions and suggestions into practice so as to further enhance prosperity and growth of the Company. Then, the Chairman declared the Meeting adjourned.

The Meeting adjourned at 16.00 hours.



(Mr.Chakramon Phasukavanich)
Chairman of the Meeting

Profile of Directors Retiring by Rotation and Proposed for Re-Appointment

Name : Mr. Chakramon Phasukavanich
 Current Position : Chairman of the Board and Independent Director
 Age (Years) : 69
 Nationality : Thai
 Qualification : Master's Degree in Economics, California State University
 Bachelor's Degree in Economics, Chulalongkorn University
 Director Training Program : Advanced Audit Committee Program (AAP) in 2014
 Director Certification Program (DCP) in 2014
 Current Issue Seminar (CIS) in 2008
 The Role of Chairman Program (RCP) in 2008
 Director Certification Program (DCP) in 2006
 Audit Committee Program (ACP) in 2006
 Finance for Non-Finance Director (FN) in 2004
 Director Accreditation Program (DAP) in 2004

 Shareholding in the Company : None
 Date for appointment : 11 September 2015 (1 year 7 months)
 Director Position in other listed Companies : 2
 Director Position in non-listed companies : None
 Directorship/Management in other companies, which may be in conflict of interest of the Company : None
 Experience :
 ● 2015 – present Chairman of the Board and Independent Director
 P.C.S. Machine Group Holding Public Company Limited
 ● 2013 – 2014 Chairman of the Board, Independent Director and Audit Committee
 P.C.S. Machine Group Holding Public Company Limited
 ● 2010 – 2014 Chairman of the Board, CIMB Thai Bank Public Company Limited
 ● 2003 – 2012 Independent Director and Audit Committee
 Indorama Ventures Public Company Limited

 Meeting attendance in the last fiscal year (Times) : 8/8



Name	: Mrs. Wanna Raomanachai
Current Position	: Director
Age (Years)	: 66
Nationality	: Thai
Qualification	: Master's Degree of Economics, Ramkhamhaeng University Bachelor's Degree of Economics, Ramkhamhaeng University
Director Training Program	: Director Certification Program (DCP) in 2014
Shareholding in the Company	: 3,000,000 shares (0.20%)
Date for Appointment	: 27 June 2013 (3 years 10 months)
Director Position in other listed Companies	: None
Director Position in non-listed companies	: 26
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 Director, P.C.S. Machine Group Holding Public Company Limited
Meeting attendance in the last fiscal year (Times)	: 7/8



Name	: Mr. Thibet Rungrotkitoyot
Current Position	: Director
Age (Years)	: 41
Nationality	: Thai
Qualification	: Master's Degree in Electrical Engineering, Operation Research & Industrial Engineer, Computer Science, Cornell University Bachelor's Degree in Computer Engineering, University of Miami
Director Training Program	: None
Shareholding in the Company	: 230,000,000 shares (15.08%)
Date for Appointment	: 12 October 2016 (6 months)
Director Position in other listed Companies	: None
Director Position in non-listed companies	: 2
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None
Experience	: <ul style="list-style-type: none"> ● 2016 – present Director, P.C.S. Machine Group Holding Public Company Limited ● 2013 – present Managing Director, SW & Sons Company Limited ● 2001 – present Managing Director, SWS Motors Company Limited ● 1999 – 2001 Senior Engineering Management, AT&T Company USA
Meeting attendance in the last fiscal year (Times)	: 1/2

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.

Profile of New Directors Proposed for Appointment

Name : Mr. Koonchorn Roumanachai
 Current Position : Chief Operating Officer
 Age (Years) : 56
 Nationality : Thai
 Qualification : Bachelor's Degree of Engineering Program in Industrial Engineering,
 King Mongkut's Institute of Technology North Bangkok
 Director Training Program : Director Certification Program (DCP) in 2014
 Shareholding in the Company : None
 Date for Appointment : -
 Director Position in other listed Companies : None
 Director Position in non-listed companies : None
 Directorship/Management in other companies, which may be in conflict of interest of the Company : None
 Experience :
 ● 2013 – present Chief Operating Officer,
 P.C.S. Machine Group Holding Public Company Limited
 ● 2013 – 2016 Director, P.C.S. Machine Group Holding Public Company Limited
 ● 2008 – 2013 Manager, Engineering Development Division,
 P.C.S. Precision Works Company Limited and
 General Manager, Technique Division,
 SW & Sons Company Limited
 Meeting attendance in the last fiscal year (Times) : 6/6



Name : Mr. Phon-ek Rungrotkitoyot
 Current Position : -
 Age (Years) : 34
 Nationality : Thai
 Qualification : Bachelor's of Engineering Program in Mechanical Engineering,
 University of Tennessee
 Director Training Program : Director Certification Program (DCP) in 2014
 Shareholding in the Company : 230,000,010 shares (15.08%)
 Date for Appointment : -
 Director Position in other listed Companies : None
 Director Position in non-listed companies : None
 Directorship/Management in other companies, which may be in conflict of interest of the Company : None
 Experience :
 ● 2013 – 2015 Director, P.C.S. Machine Group Holding Public Company Limited
 ● 2011 – 2013 Managing Director, P.C.S. Forging Company Limited and
 Manager, Factory and Engineering Development Division,
 P.C.S. Forging Company Limited
 ● 2008 – 2010 Engineer, Auto Alliance (Thailand) Company Limited
 Meeting attendance in the last fiscal year (Times) : -

Policy, Criteria and Method for the 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. Ms. Suchittra Masena

Age : 39 years

Academic Qualification

- Bachelor Degree of Accountancy, Thammasat University

CPA (Thailand) No. : 8645

Date of CPA Registration : 1 January 2007

Current Position : Partner, Auditor

Years of Experience : 16 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

2. Mr. Veerachai Rattanacharatkul

Age : 51 years

Academic Qualification

- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- Master degree of Accountancy, Chulalongkorn University
- Bachelor degree of Accountancy, Thammasart University

CPA (Thailand) No. : 4323

Date of CPA Registration : 1 April 1994

Current Position : Partner, Auditor

Years of Experience : 30 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. Ms. Sirinut Vimolsathit

Age : 36 years

Academic Qualification

- Bachelor Degree of Accountancy, Business Administration in International Program, Thammasart University
- Master Degree of Accountancy, MBA Executive, Chulalongkorn University

CPA (Thailand) No. : 8413

Date of CPA Registration : 1 October 2006

Current Position : Partner, Auditor

Years of Experience : 15 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

หุ้นบุริมสิทธิ หุ้น 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 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ของบริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 28 เมษายน 2560 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัด นครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2017 Annual General Meeting of Shareholders on 28 April 2017 at 14.00 p.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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยก
จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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) เป็นผู้ถือหุ้นของบริษัท 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 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 2560 ของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 28 เมษายน 2560 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริณชิต 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 2017 Annual General Meeting of Shareholders on 28 April 2017 at 14.00 p.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 2559

Agenda 1 To consider and endorse the Minutes of the 2016 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 ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2559

Agenda 2 To acknowledge the operational results for the year 2016

☐ (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 ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2559 สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2016 for the accounting period ending 31 December 2016

☐ (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 ☐ จดออกเสียง

Approve Disapprove 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 5 พิจารณาเรื่องที่เกี่ยวข้องกับกรรมการ

Agenda 5 To consider the matters in connection with directors

5.1 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

5.1 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:

☐ การแต่งตั้งกรรมการทั้งหมด To elect all nominated directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors

ชื่อกรรมการ นายจักรมณต์ ผาสุกวานิช

Name of Director: Mr.Chakramon Phasukavanich

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นางวรรณภา เรามานะชัย

Name of Director: Mrs.Wanna Raomanachai

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายธิเบต รุ่งโรจน์กิตติยศ

Name of Director: Mr.Thibet Rungrotkitiyot

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

5.2 พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่เพิ่มเติม

5.2 To consider and approve the appointment of new directors

☐ (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:

☐ การแต่งตั้งกรรมการเข้าใหม่เพิ่มเติมทั้งหมด To elect all nominated new directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors

ชื่อกรรมการ นายบุญชู เรามานะชัย

Name of Director: Mr. Koonchorn Roumanachai

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายพลเอก รุ่งโรจน์กิตติยศ

Name of Director: Mr. Phon-ek Rungrotkitiyot

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560

Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2017

☐ (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 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2560

Agenda 7 To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2017

☐ (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 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove 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 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. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2017 Annual General Meeting of Shareholders on 28 April 2017 at 14.00 p.m. at Suranaree B Room, Dusit Princess Hotel, No.1137 Suranari Road, Naimuang Sub-district, Muang district, 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

Details of Independent Director for appointment of Proxy by Shareholders**Mr.Chakramon Phasukavanich**

Position	Independent Director
Age	69 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	Agenda 5

**Mr.Pramote Techasupatkul**

Position	Chairman of Audit Committee and Independent Director
Age	65 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	None

**Mr.Veerachai Chaochankit**

Position	Member of Audit Committee and Independent Director
Age	65 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	None

**Mrs.Srithai Hemsoraj**

Position	Member of Audit Committee and Independent Director
Age	64 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	None

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 Friday April 28, 2017, at Suranari B Room, Dusit Princess Hotel, Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima 30000, location map is as appeared in Enclosure 13.

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 A and B has been enclosed together with this invitation letter, as appeared in Enclosure 7. As for Proxy 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 8 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, Kokgruad, Mung Nakhonratchasima, Nakhonratchasima Province 30280, telephone No. 044-701 300 ext.34621 in which the documents shall arrive at the Company no later than 18 April, 2017.
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
(Only Regarding 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 2016 Annual Report in Hard Copy

Attention Shareholders

P.C.S. Machine Group Holding Public Company Limited has already prepared the 2016 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 2016 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 2016 Annual Report :

☐ Thai hard copy ☐ English hard copy

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

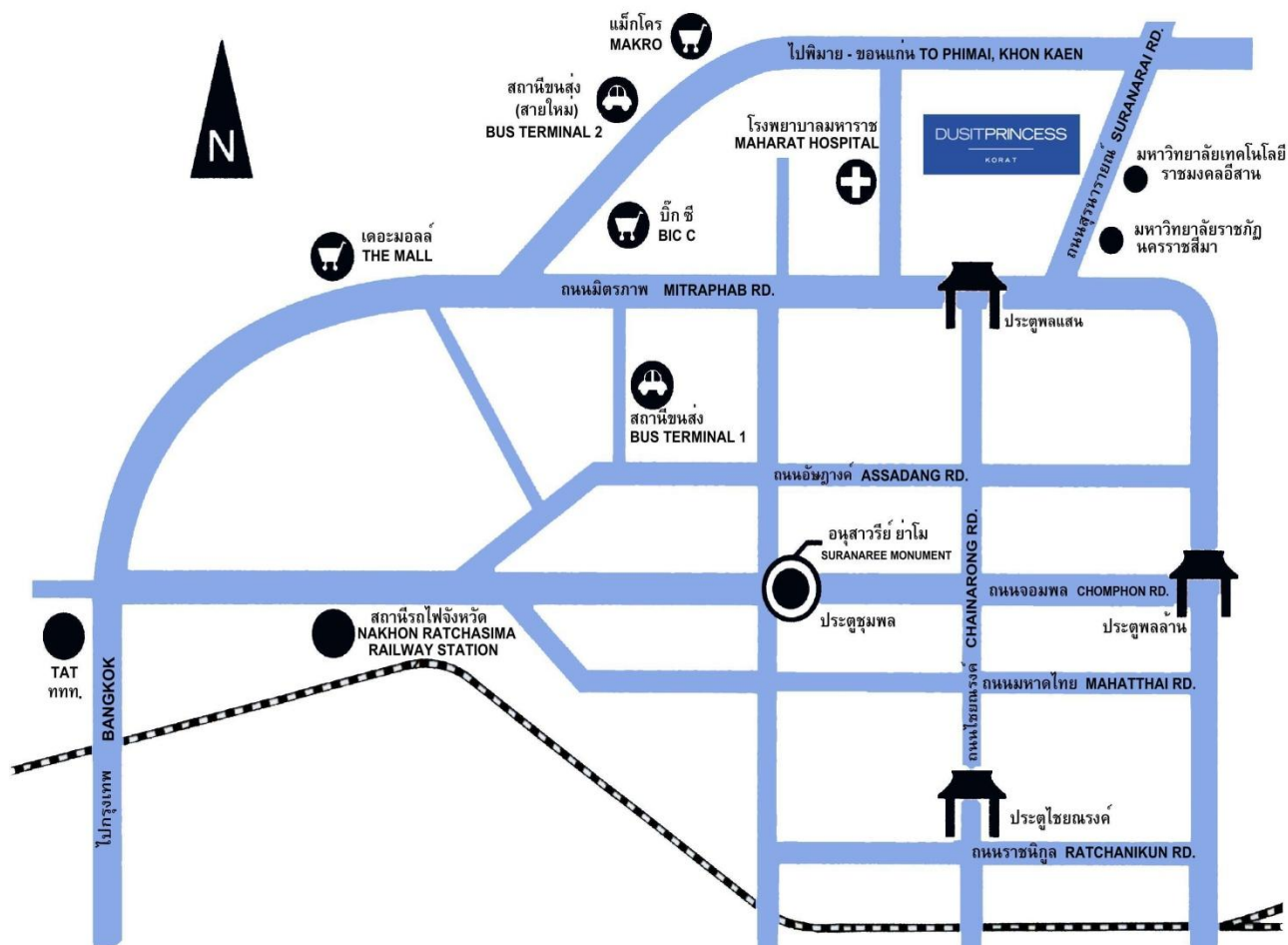
1. Facsimile : 044-701399
2. E-mail : ir@pcsholding.com
3. Post to :

Investor Relation Department

P.C.S. Machine Group Holding PCL.

2/1-4 Moo 3, Kokgruad, Muang, Nakhonratchasima 30280

Dusit Princess Korat Hotel Map



Dusit Princess Korat Hotel (Suranaree B Room)

1137 Suranarai Road, Tumbol Nai Muang, Muang District,

Nakhonratchasima Province 30000

Telephone Number: (044) 256 629 - 35