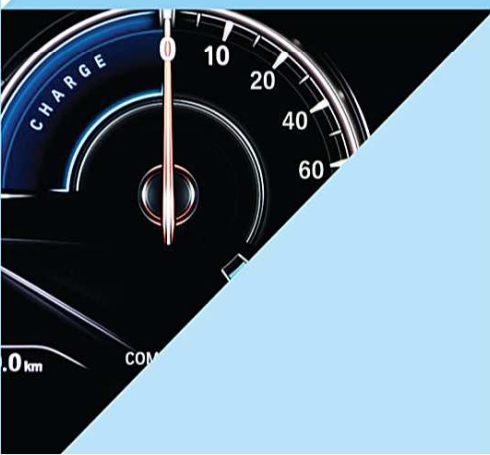
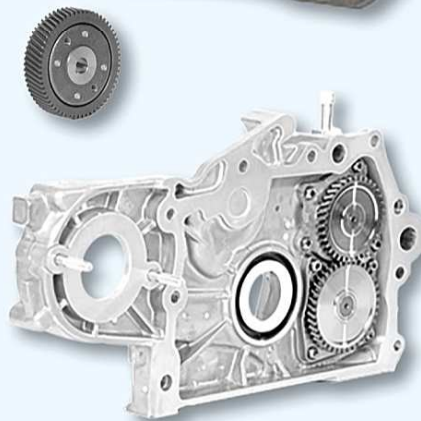


Annual General Meeting of Shareholders 2018

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



Friday April 27th, 2018 at 14.00 hrs.

Suranari A Room

The Imperial Hotel and Convention Center Korat

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2 April 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders held on 28 April 2017
2. 2017 Annual Report and the financial statements for the year ending 31 December 2017 (in CD-Rom format)
3. Profile of directors retiring by rotation and proposed for re-appointment
4. Policy, Criteria and Method for the Nomination of Directors
5. Profiles of the Company's Auditors
6. Proxy Forms
7. Details of independent directors for appointment of proxy by shareholders
8. Guideline for registration, appointment of proxy, documents and evidences to be presented on the meeting date
9. Articles of Association of the Company in relation to the shareholders' meeting
10. Registration Form (please present the form on the date of the meeting)
11. Request Form for the 2017 Annual Report (in printed format)
12. 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 2018 Annual General Meeting of Shareholders on Friday 27 April 2018 at 14.00 hrs., at Suranari A Room, The Imperial Hotel and Convention Centre Korat, No. 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 2017 Annual General Meeting of Shareholders

Objectives and Rationale: The Company prepared the Minutes of the 2017 Annual General Meeting of Shareholders which was held on 28 April 2017. 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 2017 Annual General Meeting of Shareholders which was held on 28 April 2017 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 2017

Objectives and Rationale: The Company prepared the report on the operational results of the Company for the year 2017, as shown in the 2017 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 2017 to the shareholders' meeting for acknowledgement.

Remark: This agenda item is for acknowledgement, therefore no votes will be casted.

Agenda Item 3:

To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2017 for the accounting period ending 31 December 2017

Objectives and Rationale: The Company prepared the Statement of Financial Positions and the Comprehensive Income Statement of 2017 for the accounting period ending 31 December 2017 as shown in the 2017 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 2017 for the accounting period ending 31 December 2017 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 2017

Item	As of 31 Dec 2017	As of 31 Dec 2016	Change in % + / (-)
Total assets	5,544,006,038	5,193,221,176	6.75
Total liabilities	446,441,086	309,089,583	44.44
Total shareholders' equity	5,097,564,952	4,884,131,593	4.37
Total revenue	3,984,351,093	3,742,053,679	6.47
Net profits	641,450,431	382,083,084	67.88
Basic earnings per share	0.42	0.25	68.00

(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 2017 for the accounting period ending 31 December 2017 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 as a legal reserve 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 2017, the Company's net profit pursuant to the separated financial statement showed Baht 545.94 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 being 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 2017 as a legal reserve of Baht 27,296,930.20 and the interim dividend payments to the Company's shareholders which were made twice in 2017 at the rate of Baht 0.28 per share, totaling of Baht 427.00 million, or 82.3% of the net profit pursuant to the separated financial statement of the Company after deductions of tax and legal reserves in compliance with the Company's dividend payment policy. Therefore, there was no further dividend paid in 2017. The details of the interim dividend payments made are as follows:

- 1st Payment The 2017 Annual General Meeting of Shareholders has considered and approved the first interim dividend payment on 28 April 2017 at the rate of Baht 0.12 per share or approximately Baht 183.00 million, whereby such dividend payment was completely made on 24 May 2017.
- 2nd Payment The Board of Directors has resolved to approve the second interim dividend payment on 7 August 2017 at the rate of Baht 0.16 per share, totaling approximately Baht 244.00 million, whereby such dividend payment was completely made on 4 September 2017.

Comparison of dividend distribution in the year 2017 to the preceding year is as follows:

Details of dividend payment	Year 2017	Year 2016
1. Net profit for the year pursuant to the separated financial statement of the Company after deductions of tax and legal reserves (million Baht)	518.64	374.73
2. Shares (million shares) (minus the shares brought back in the amount of 20,000,000 shares)	1,525	1,525
3. Dividend (Baht/share)	0.28	0.24
- 1 st Interim dividend payment (Baht/Share)	0.12	0.12
- 2 nd Interim dividend payment (Baht/Share)	0.16	0.12
Details of dividend payment	Year 2017	Year 2016
4. Total approximate amount of dividends paid (million Baht)	427	366
5. Proportion of dividends comparing to net profit for the year pursuant to the separated financial statement of the Company after deductions of tax and legal reserves	82.3%	97.7%

2. The Board of Directors deemed it appropriate to propose the interim dividend payment for 2018 to be made from the realization of dividends derived from the Company's subsidiaries on 26 February 2018 of Baht 326.49 million, after combining with the unappropriated retained earnings of the Company as at 31 December 2017, the Company will have unappropriated retained earnings of approximately Baht 408.13 million which is sufficient to make a dividend payment. The Board of Directors, therefore, deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the interim dividend payment for 2018 at the rate of Baht 0.17 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 259.25 million, or 79.4% of the net profit.

In this regard, the Company has scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on 7 May 2018, and the date for the dividend payment on 18 May 2018.

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

Agenda Item 5:

To consider and approve the appointment of the new directors in place of 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 2018 Annual General Meeting of Shareholders, there are four directors who are due to retire by rotation as follows:

- | | | |
|-----|------------------------------|---|
| (1) | Mr. Siriphong Rungrotkitiyot | Vice Chairman of the Board of Directors |
| (2) | Mr. Pramote Techasupatkul | Independent Director / Chairman of the Audit Committee |
| (3) | Mr. Veerachai Chaochankit | Independent Director / Audit Committee/ Chairman of Nomination and Remuneration Committee |
| (4) | Mr. Prasong Adulratananukul | Director |

The Company had announced on its website providing an opportunity to shareholders to nominate candidate(s) with qualifications required by the Public Company Limited Act B.E. 2535 (1992) (as amended), laws governing Securities and Stock Exchange, and the Company's corporate governance policy to be elected as directors from 10 November 2017 to 15 January 2018. There was no director candidate nominated.

Since the four 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 four directors to hold office as directors for another term.

The details of the biographies, educational backgrounds, and working 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 in Enclosure 4. 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 four directors who are due to retire by rotation to hold office as directors for another term, namely:

- | | | |
|-----|------------------------------|---|
| (1) | Mr. Siriphong Rungrotkitiyot | Vice Chairman of the Board of Directors |
| (2) | Mr. Pramote Techasupatkul | Independent Director / Chairman of the Audit Committee |
| (3) | Mr. Veerachai Chaochankit | Independent Director / Audit Committee/ Chairman of Nomination and Remuneration Committee |
| (4) | Mr. Prasong Adulratananukul | Director |

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 2018

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)	
	2017	2018	2017	2018	2017	2018
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
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 37,500	37,500 25,000	-	-

- Other remuneration and benefits None

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.

Objectives and Rationale: The Audit Committee considered the appointment of the auditor for the year 2018 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 2018 at not exceeding THB 1,260,000, which increased THB 60,000 from 2017. In this regard, the audit fee as mentioned is excluding the audit fee for asset acquisition transaction of the Company in Germany and Hungary that will not probably exceeding THB 500,000.

Opinion of the Audit Committee: The Audit Committee had considered the auditor by considering the competency, the experience, and the independency of the auditors and also considered the suitable remuneration commensurate to the auditor's duty and responsibility, and expressed their opinions to the Board of Directors to propose the appointment of Ms. Suchitra Masena Certified Public Accountant No. 8645 and/or Mr. Veerachai Rattanacharakul Certified Public Accountant No. 4323 and/or Ms. Sirinut Vimolsathit Certified Public Accountant No. 8413 of KPMG to be the Company's auditors provided that any one amongst the three auditors shall perform an audit and provide opinions on financial statements. Together with this, the Audit Committee also proposed the 2018 audit fee amounted to not exceeding THB 1,260,000, which has been increased from the year 2017 in the amount of THB 60,000.

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 details of profiles and working experience of auditors are set out in Enclosure 5.

The Board of Directors further proposes approval of the determination of the audit fee for the year 2018, the details as stipulated in the table herebelow:

Type of remuneration	Year 2018 (Current Proposal)	Year 2017
Audit Fee	THB 1,260,000	THB 1,200,000
Other expenses	-	-

The audit fee has increased THB 60,000 from 2017. In this regard, the audit fee as mentioned is excluding the audit fee for asset acquisition transaction of the Company in Germany and Hungary that will not probably exceeding THB 500,000. In addition, the proposed audit firm and its auditors are independent and have no relationships or interests with the Company, its subsidiaries, its executives, its major shareholders, or the persons related to the aforementioned 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 2018 Annual General Meeting of Shareholders (Record Date) on 13 March 2018.

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 2018 Annual General Meeting of Shareholders on Friday 27 April 2018 at 14.00 hrs. at Suranari A Room, The Imperial Hotel and Convention Centre Korat, No. 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. The map of the meeting venue is set out in *Enclosure 12*.

In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, such shareholder shall use either Proxy Form A or Proxy Form B as set out in *Enclosure 6*. 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 7* and then submit the form with supporting documentation attached to the Department of Investor Relations, P.C.S. Machine Group Holding Public Company Limited, at No. 2/1-4 Moo 3, Kokkruat Subdistrict, Muang District, Nakhon Ratchasima Province 30280, Tel. 044-701300 Ext.34621. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by 18 April 2018.

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

In order to facilitate the registration of attendees at the 2018 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 Suranari A Room, The Imperial Hotel and Convention Centre Korat, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. Furthermore, since the Company will implement the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in Enclosure 10 together with other documentation as set out in Enclosure 8 on the meeting date.

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 2018 Annual General Meeting of Shareholders. The schedule and route are as follows:

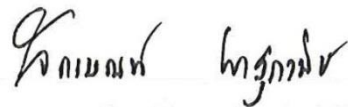
8.00 am	Bus leaves the Stock Exchange of Thailand Building (New Head Office) at 93 Ratchadaphisek Road, Dindaeng, Bangkok) to The Imperial Hotel and Convention Centre, Korat.
After Meeting	Bus leaves The Imperial Hotel and Convention Centre Korat to the Stock Exchange of Thailand Building (New Head Office)

In order to provide the bus for pick up and send shareholders throughly, if any shareholder would like to travel by the bus, please submit the request to the Company by 20 April 2018 as follows:

1. Telephone : 044-701 300 Ext.34621, please contact Ms. Patcharaporn Prongpromarat or
2. Email : ir@pcsggh.com

In this regard, the Company has prepared and distributed the 2017 Annual Report and financial statements as at 31 December 2017 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the 2017 Annual Report and financial statements as at 31 December 2017 in printed format, please submit the Request Form for the 2017 Annual Report (in printed format) as set out in Enclosure 11.

Sincerely yours,



(Mr. Chakramon Phasukavanich)
Chairman of the Board

Minutes of the 2017 Annual General Meeting of Shareholders
P.C.S. Machine Group Holding Public Company Limited

Venue: Suranaree B Room, Dusit Princess Hotel, 1137 Suranarai Road, Naimuang Subdistrict, Muang Nakhon Ratchasima District, Nakhon Ratchasima Province

Date and Time: Friday, 28 April 2017, at 1400 hrs.

Preliminary Proceedings

Mrs. Ladawan Nantasri, the Meeting Facilitator (the “**Facilitator**”) greeted the shareholders and the attendees who attended the 2017 Annual General Meeting of Shareholders of P.C.S. Machine Group Holding Public Company Limited (the “**Company**”) and provided the information regarding the registered capital and shares of the Company as follows:

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

In this regard, 15 March 2017 was scheduled as the date to determine the names of the shareholders entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date), and 16 March 2017 was scheduled as the date to list the names of the shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992).

There were 99 shareholders attending the Meeting in person and by proxy, holding 1,235,094,816 shares in aggregate, representing 79.94 percent of the total number of the issued shares of the Company. A quorum was thus constituted in accordance with Article 33 of the Articles of Association of the Company, which provides that the quorum of the Meeting shall comprise shareholders and proxies of no less than 25 persons or no less than one-half of the total number of shareholders, holding shares amounting to no less than one-third of the total of the issued shares in aggregate.

To ensure that the Meeting was conducted in compliance with good corporate governance principles with respect to the voting in the Meeting, the Facilitator informed the Meeting of the procedures for voting and the counting of votes as follows:

1. For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
2. The shareholders attending the Meeting in person, or the proxies appointed in the form prescribed by law, will cast their votes in accordance with the following procedures:
 - Before voting on each agenda item, the shareholders will sign their names on the ballots for the purposes of transparency in voting.
 - With respect to voting on all agenda items, with the exception of Agenda Item 5: “To approve the matters regarding the directors”, for which the procedure will be announced later, if no shareholder votes for disapproval or abstention, it shall be deemed that the total number of votes of approval or consent are equivalent to the total number of votes. If a shareholder votes for disapproval or abstention, he/she will mark his/her ballot and raise his or her hand to signify to the staff to collect the relevant ballot.
 - For the counting of votes, the Company will deduct the number of ballots with a vote of disapproval or abstention from the total number of votes. The remaining votes shall be considered as votes of approval. A shareholder who votes to

approve each agenda item shall keep his/her ballot and return it to the Company's staff after the Meeting. In this regard, the voting in this Meeting shall be conducted openly, not by secret ballot, but all ballots will be collected for the purpose of transparency.

- Any votes cast in the following manner shall be considered invalid:
 - 1) A ballot that is filled with more than one mark in the space provided;
 - 2) A ballot with a vote expressing a conflict of intent;
 - 3) A ballot with a vote that has been crossed out with no signature; and
 - 4) A ballot with a vote exceeding the number of votes to which the shareholder is entitled.

A shareholder who wishes to correct his/her vote on the ballot must cross out the existing vote on the ballot and affix his/her signature thereto.

3. If a shareholder has exercised his/her rights through Proxy Form B, to assign another person to attend the Meeting, or granted a proxy to a director or an independent director to vote on his/her behalf, and determined that the proxy shall vote in accordance with such shareholder's intention or the proxy's intention, the Company will count such vote in accordance with the intention of the shareholder or the proxy. In the case of a foreign shareholder who has appointed a custodian in Thailand to be a share depository, his or her vote may be separated whether in approval, disapproval or abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares he or she holds.
4. For the voting procedure for Agenda Item 5: "To approve the matters regarding the directors", the Company will propose that the Meeting considers the appointment of directors on an individual basis, provided that shareholders are requested to vote for approval, disapproval, or abstention. The staff will first collect the ballots from those who vote for disapproval or abstention for each appointment, and then afterwards collect the ballots from those who vote for approval.
5. Article 35 of the Company's Articles of Association provides that, "In an ordinary event, an agenda item shall be passed by the majority vote of the shareholders attending the Meeting and casting their votes, whereby one share is equivalent to one vote. In the case of a tied vote, the Chairman of the Meeting shall have an additional vote as a casting vote."
In order to consider whether an agenda item is approved by a majority vote, only the votes of "approval" and "disapproval" of the shareholders who attend the Meeting and cast their votes will be counted. The votes of "abstention" will not be counted.
6. A shareholder who wishes to leave the Meeting before the Meeting has been adjourned or who is not present in the meeting room during any agenda item, can exercise his/her right by submitting the voting ballot to the staff of the Company in advance before he/she leaves the meeting room.
7. The total number of votes of the shareholders cast on each agenda item might not be equivalent, as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of persons attending the Meeting for each individual agenda item may change and not be equivalent.

After the Meeting was informed of the procedures for voting and the counting of votes, the Facilitator informed the Meeting that during the vote counting, a representative from Weerawong, Chinnavat & Partners Co. Ltd., Legal Advisor, Mrs. Duangporn Wongnimmarn, will act as a witness of the vote counting. Furthermore, before casting a vote on each agenda item, the shareholders attending the Meeting will be given an opportunity to raise questions relevant to that agenda item as appropriate. The shareholders or proxies wishing to raise questions are requested to state their names and surnames before asking questions or providing opinions on each occasion.

A shareholder who has any questions or wishes to provide his or her opinion irrelevant to the agenda item under discussion is hereby requested to raise such question or provide his or her opinion in the agenda item regarding other matters at the end of the Meeting. Questions raised or opinions provided should be brief and not repetitive, in order that other shareholders will also be able to exercise their rights. The shareholders are requested to give their cooperation to ensure that the Meeting is conducted smoothly and within the specified time frame.

The directors and advisors attending the Meeting are as follows:

Directors in attendance

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Chakramon Phasukavanich | Chairman of the Board of Directors /
Independent Director |
| 2. | Mr. Siriphong Rungrokitiyot | Vice Chairman of the Board of Directors /
Nomination and Remuneration Committee
Member |
| 3. | Mr. Pramote Techasupatkul | Independent Director / Audit Committee
Chairman / Nomination and Remuneration
Committee Member |
| 4. | Mr. Veerachai Chaochankit | Independent Director / Audit Committee
Member / Nomination and Remuneration
Committee Chairman |
| 5. | Mrs. Srithai Hemsoraj | Independent Director / Audit Committee
Member |
| 6. | Mr. Prasong Adulratananukul | Director / Chief Executive Officer |
| 7. | Mrs. Wanna Raomanachai | Director |
| 8. | Mrs. Angkrit Rungrokitiyot | Director |
| 9. | Mr. Thibet Rungrokitiyot | Director |

Directors not in attendance:

None

Auditors of KPMG Phoomchai Audit Co. Ltd.

1. Mrs. Munchupa Singsuksawat

Legal Advisors of Weerawong, Chinnavat & Partners Co. Ltd.

1. Miss Thitawan Thanasombatpaisarn

Mr. Chakramon Phasukavanich, Chairman of the Board, presided as the Chairman of the Meeting (the “Chairman”). The Chairman greeted the shareholders and attendees and declared the Meeting to be duly convened and conducted the Meeting according to the following agenda items:

Agenda Item 1: To endorse the minutes of the 2016 Annual General Meeting of Shareholders 2016

The Chairman delegated Miss Busara Buapuan, the Corporate Secretary, who acted as the Secretary of the Meeting (the “Secretary” or “Miss Busara”) to inform the Meeting of the details as follows:

The Secretary informed the Meeting that the Company had prepared the minutes of the 2016 Annual General Meeting of Shareholders, convened on 21 April 2016. After due consideration, the Board of Directors deemed that the said minutes had been accurately and completely prepared. In this regard, the Company submitted a copy of the minutes to the Stock Exchange of Thailand (the “Stock Exchange”) within 14 days from the date of the Meeting in compliance with the law, and also published such document on its website in order that the shareholders were able to acknowledge and verify its accuracy in a timely manner. There were no objections or requests for revisions by the shareholders. Therefore, the Secretary proposed that the Meeting endorse the minutes of the 2016 Annual General Meeting of Shareholders, convened on 21 April 2016. Accordingly, a copy of the minutes of the 2016 Annual General Meeting of Shareholders is set out in Enclosure 1.

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

The Chairman then proposed that the Meeting endorse the minutes of the 2016 Annual General Meeting of Shareholders.

Resolution: After due consideration, the Meeting resolved to endorse the minutes of the 2016 Annual General Meeting of Shareholders, as proposed, in accordance with the following votes.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

- Remark:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) During this agenda item, additional shareholders attended the meeting, representing 146,000 shares, resulting in 1,235,240,816 votes cast by the shareholders and proxies, in aggregate.
 - 3) There are no invalid ballots cast for this agenda item.

Agenda Item 2: To acknowledge the 2016 operational results of the Company

The Chairman delegated Mr. Prasong Adulratananukul, Chief Executive Officer (“Mr. Prasong”), to inform the Meeting of the 2016 operational results of the Company as follows:

Mr. Prasong informed the Meeting that the 2016 operational results of the Company were set out in the Annual Report, Enclosure 2, which had been delivered to all shareholders with the notice calling this meeting. The 2016 operational results of the Company were summarized as follows:

Information from the Automotive Industry Club of the Federation of Thai Industries showed that, with respect to the overall automotive industry of Thailand in 2016, the sales volume of all types of automobiles was 769,000 units, a decrease of 3.9 percent from 2015, and the total export volume of automobiles was 1.189 million units, a decrease of 1.4 percent from 2015.

In 2017, the Automotive Industry Club of the Federation of Thai Industries reported that the overall automotive industry in Thailand aimed to increase the sales volume of all types of automobiles to 800,000 units and the export volume of automobiles to 1.2 million units, being an increase of 4.1 percent and 1.0 percent, respectively, from 2016.

With respect to the manufacturing sector in 2016, the production of all types of automobiles was 1.94 million units, an increase of 1.6 percent from 2015. However, the production of one-ton pickup trucks, including the double cab pickups and pick-up passenger vehicles (PPV), was 1.1 million units, a decrease of 1.2 percent from 2015.

In 2017, the Automotive Industry Club of the Federation of Thai Industries reported that the overall manufacturing sector aimed to increase the production of automobiles to 2.0 million units, an increase of 2.9 percent from 2016.

The 2016 operational results showed sales revenue of THB 3,707.2 million, a decrease of 9.4 percent from 2015, due to the deflation of the industry and the termination of the export of automotive parts to Brazil. With respect to sales revenue, 67.4 percent was from P.C.S. Precision Works Co., Ltd., and 31.9 percent from P.C.S. Die Casting Co., Ltd., the customers of which were Mitsubishi Motors (Thailand) Co., Ltd., Ford Motor Company (Thailand) Co. Ltd, Mazda Sales (Thailand) Co., Ltd., Tri Petch Isuzu Sales Co., Ltd., Toyota Motor Thailand Co., Ltd., and General Motors (Thailand) Co. Ltd.

The export revenue was THB 24.2 million or equivalent to 0.65 percent of the sales revenue, primarily due to the termination of the exports of automotive parts to Brazil. The sales revenue from the parts excluding the parts of pickup trucks was THB 81.6 million or equivalent to 2.2 percent of the sales revenue. In addition, the sales revenue from parts excluding engines was THB 197.6 million or 5.33 percent of the sales revenue.

In 2016, the gross profit of the Company was THB 516.4 million, equivalent to 13.9 percent, a decrease of 2.35 percent from 2015, resulting from the decrease in sales revenue and increase in expenses principally due to the unusual deterioration of the furnace walls and the malfunction of the aluminum die casting machines.

During the second to third quarter, the net profit was THB 382.1 million, equivalent to 10.2 percent, a decrease of 2.86 percent from 2015. The earnings before interest, taxes, depreciation and amortization, or EBITDA was THB 932.7 million, equivalent to 24.9 percent, a decrease of 2.61 percent from 2015. In addition, the total value of the parts production project, comprising parts of passenger cars, trucks, and motorcycles, which the Company gradually delivered in 2016, was over THB 300 million,

Furthermore, the 5 MW solar rooftop project, with an investment value of THB 175.0 million, has commenced electricity generation of all systems and distributed electricity to the plants of P.C.S. Precision Works Co., Ltd. in July. The electricity expense has been reduced as expected.

The key events and new product projects of the Company in 2016 are as follows:

- In August 2016, the Company and its subsidiaries, totaling four companies, received the Outstanding Practice Awards in Occupational Health, Safety, and Environment on Labour Relations Management (National Level) from the Department of Labor Protection and Welfare, Ministry of Labour.
- In October 2016, the Company was classified in the range of very good (4 logos) on the Corporate Governance Report of Thai Listed Companies 2016 by the Thai Institute of Directors Association (IOD) in collaboration with the Stock Exchange of Thailand.
- In November 2016, the Company was recognized as one out of 55 listed companies in the group of Thailand Sustainability Investment 2016 (THSI) by the Stock Exchange of Thailand.

With respect to corporate social responsibility, the Company emphasized the engagement in the development of community and society. In 2016, the Company collaborated with all agencies to promote and develop society, as per details set out in pages 162-165 of the 2016 Annual Report, for example:

- Hiring primarily local workers constitutes a means of creating job opportunities in order to improve the quality of life of people in the society and community parallel to the Company's growth;
- Collaborated with a technical college in Nakhon Ratchasima Province on a project for organizing a dual vocational training program. The one-year program was attended by 72 students, all of whom had graduated in April 2017;
- Participated in the activities for cultural promotion and environment conservation activities with the local administrative organization of Khok Kruat District, e.g., the National Children's Day activities, reforestation initiatives, and the "Beautiful Canals with Clear Water" initiative;
- Organized the "Computers for Students" (Computer Pua Nong) program for the third consecutive year, under which 30 computers were donated to four schools in Nakhon Ratchasima Province for educational use;
- Participated in an initiative with the Nakhon Ratchasima Provincial Industry Office, the Office of Labor Protection and Welfare, and the Community Enterprise of Ubon Ratchathani Province in purchasing a total of 16.5 tons of rice products. These products were then gifted to the Company's customers on various occasions, as well as employees, in order to support and promote the sustainability of farmers.

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

This agenda item was only to inform the Meeting of the 2016 operational results of the Company; therefore, no voting was required.

Agenda Item 3: To approve the Statement of Financial Position and Comprehensive Income Statement for the accounting period ending 31 December 2016

The Chairman delegated Mr. Prasong to inform the Meeting of the details as follows:

Mr. Prasong informed the Meeting that Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “PLC Act”) provides that the Company shall prepare the audited balance sheet and profit and loss statements as at the end of the accounting period, and shall propose to the shareholders meeting for approval. The Company had prepared the Statement of Financial Position and Comprehensive Income Statement for the accounting period ending 31 December 2016, as set out in the 2016 Annual Report, Enclosure 2, which had been audited by the certified public accountant(s) of KPMG Phoomchai Audit Co. Ltd., reviewed by the Audit Committee, and approved by the Board of Directors Meeting. The certified public accountant(s) opined that the financial statements correctly showed the operational results in accordance with the generally-accepted accounting standard, which are summarized as follows:

Summary of the 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)

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

The Chairman delegated the Facilitator to inform the Meeting of the voting procedures.

The Facilitator informed the Meeting of the voting procedures. Subsequently, the Chairman proposed that the Meeting approve the Statement of Financial Position and Comprehensive Income Statement for the accounting period ending 31 December 2016.

Resolution: After due consideration, the Meeting resolved to approve the Statement of Financial Position and Comprehensive Income Statement for the accounting period ending 31 December 2016, as proposed, in accordance with the following votes:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

- Remark:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) During this agenda item, additional shareholders attended the meeting, representing 712,000 shares, equivalent to 712,000 votes, resulting in 1,235,952,816 votes cast by the shareholders and proxies, in aggregate.
 - 3) There are no invalid ballots cast for this agenda item.

Agenda Item 4: To approve the allocation of profit and the dividend payment

The Chairman delegated Mr. Prasong to inform the Meeting of the details of this agenda item.

Mr. Prasong informed the Meeting that according to the nature of the Company's business operation as a holding company, the Company's primary income was derived from the dividends from its subsidiaries. In 2016, the net profit of the Company in the Separated Financial Statements was THB 394.45 million and Article 47 of the Company's Articles of Association provides that the Company shall allocate no 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 of no less than ten percent of the registered capital.

The Company's dividend payment policy is to distribute no less than 50 percent of its net profit in the Separated Financial Statements after the deduction of taxes and legal reserves. In this regard, the dividend payment shall be subject to the Company's reserve fund for future investment, debt repayment or working capital in the Company, as well as other necessities and expediencies in the future.

The Board of Directors deemed it appropriate to propose that the shareholders meeting acknowledge the allocation of THB 19,722,474 from the profit of the 2016 operational results as a legal reserve and the two interim dividend payments to the shareholders in 2016, at the rate of THB 0.24 per share, amounting to THB 366.00 million. Therefore, there shall be no further dividend payment made from the 2016 operational results. The details of the interim dividend payments are summarized as follows:

- The first interim dividend payment was made on 19 May 2016, at the rate of THB 0.12 per share, totaling THB 183.00 million, by virtue of the resolution of the 2016 Annual General Meeting of Shareholders convened on 21 April 2016.
- The second interim dividend payment was made on 5 September 2016, at the rate of THB 0.12 per share, totaling THB 183.00 million, by virtue of the resolution of the Board of Directors Meeting, convened on 8 August 2016.

In addition, as the total unappropriated retained earnings after the accumulation of the realization of dividends derived from the subsidiaries as at 27 February 2017 of THB 187.81 million and the unappropriated retained earnings as at 31 December 2016 resulted in unappropriated retained earnings of THB 194.33 million, which is sufficient for making a dividend payment, in light of this, the Board of Directors deemed it appropriate to propose that the 2017 Annual General Meeting of Shareholders approve the interim dividend payment for the year 2017 at the rate of THB 0.12 per share, from a total of 1,525,000,000 shares (deducting 20,000,000 treasury shares), totaling THB 183.00 million.

In this regard, 11 May 2017 was scheduled as the date to record the names of the shareholders who are entitled to dividend payments (Record Date); 12 May 2017 was scheduled as the date to list the names of shareholders entitled to dividend payments in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992); and 24 May 2017 was scheduled as the dividend payment date.

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

The Chairman then delegated the Facilitator to inform the Meeting of the procedures on vote casting.

The Facilitator informed the Meeting of the procedures on vote casting. Subsequently, the Chairman proposed that the Meeting approve the allocation of profit and the dividend payment

Resolution: After due consideration, the Meeting resolved to acknowledge the allocation of the annual net profit of 2016 as a legal reserve and the two interim dividend payments, at the rate of THB 0.24 per share, resulting in no further dividend payment from the 2016 operational results; and to approve the interim dividend payment for the year 2017, at the rate of THB 0.12 per share, as proposed, in accordance with the following votes:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) There are no invalid ballots cast for this agenda item.

Agenda Item 5: To consider the matters regarding the directors

Agenda Item 5.1: To consider and approve the reappointment of directors who are due to retire by rotation

The Chairman informed the Meeting that to be in compliance with the corporate governance principles and to ensure that the shareholders are able to cast their votes in an independent manner, the Chairman, Mrs. Wanna Raomanachai, and Mr. Thibet Rungrotkitoyot, being directors nominated for election to hold office as directors in place of those who are due to retire by rotation for the year 2016, were requested to leave the meeting room before the consideration of this agenda item. Mr. Siriphong Rungrotkitoyot, Vice Chairman of the Board of Directors, ("**Mr. Siriphong**") was delegated to conduct the Meeting in this agenda item.

Mr. Siriphong delegated Mr. Prasong to inform the Meeting of the details as follows:

Mr. Prasong informed the Meeting that Section 71 of the PLC Act and Article 17 of the Company's Articles of Association provide that, at every annual general meeting, one-third of the directors shall vacate office, if the number of directors is not a multiple of three, the number closest to one-third shall vacate office. A director who vacates office under this provision 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 of Directors and Independent Director |
| 2. Mrs. Wanna Raomanachai | Director |
| 3. Mr. Thibet Rungrotkitiot | Director |

After due consideration of the qualifications, knowledge, and experience in accordance with the policy, criteria, and procedures for nomination of directors as set out in Enclosure 5, the Nomination and Remuneration Committee, by a resolution passed by a majority vote and excluding the directors who are due to retire by rotation in this agenda item, deemed it appropriate to propose that the Meeting approve the reappointment of the three directors who are due to retire by rotation for another term.

In this regard, the details of the profiles, educational background, and work experience of the directors who are due to retire by rotation and nominated for reappointment for another term are set out in Enclosure 3.

Mr. Siriphong gave the Meeting an opportunity to ask questions and provide comments. There were no questions or comments from the shareholders.

The Chairman then delegated the Facilitator to inform the Meeting of the procedures on vote casting.

The Facilitator informed the Meeting of the procedures on vote casting. Subsequently, the Chairman proposed that the Meeting approve the reappointment of the directors who are due to retire by rotation.

Resolution: After due consideration, the Meeting resolved to approve the reappointment of the three directors who are due to retire by rotation i.e., (1) Mr. Chakramon Phasukavanich, (2) Mrs. Wanna Raomanachai, and (3) Mr. Thibet Rungrotkitiot in accordance with the following votes:

(1) Mr. Chakramon Phasukavanich

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

(2) Mrs. Wanna Raomanachai

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,232,952,816	100.00
Disapproved	0	0.00
Abstained	3,000,000	-

(3) Mr. Thibet Rungrotkitiyot

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,005,952,816	100.00
Disapproved	0	0.00
Abstained	230,000,000	-

- Remark:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) There are no invalid ballots cast for this agenda item.

Agenda Item 5.2: To consider and approve the appointment of new directors

Mr. Siriphong delegated Mr. Prasong to inform the Meeting of the details as follows:

Mr. Prasong informed the Meeting that, in order to ensure that the good corporate governance is more effective, it was appropriate to propose that the Meeting consider and appoint two new directors, i.e.,

1. Mr. Koonchorn Roumanachai Director, and
2. Mr. Phon-ek Rungrotkitiyot Director,

due to the fact that these two directors possess knowledge, competency, and experience which will be beneficial to the operations of the Company. Therefore, it is appropriate that the Board of Directors Meeting propose that the shareholders meeting approve the appointment of Mr. Koonchorn Roumanachai and Mr. Phon-ek Rungrotkitiyot as new directors.

After due consideration of the qualifications, knowledge, and experience in accordance with the policy, criteria, and procedures for nomination of directors as set out in Enclosure 5, the Nomination and Remuneration Committee, by a resolution passed by a majority vote, deemed it appropriate to propose that the Meeting approve the appointment of the abovementioned two new directors.

In this regard, the details of the profiles, educational background, and work experience of the new directors are set out in Enclosure 4.

Mr. Siriphong gave the Meeting an opportunity to ask questions and provide comments. There were no further questions or comments from the shareholders.

The Chairman then delegated the Facilitator to inform the Meeting of the procedures on vote casting.

The Facilitator informed the Meeting of the procedures on vote casting. Subsequently, the Chairman proposed that the Meeting approve the appointment of the two new directors.

Resolution: After due consideration, the Meeting resolved to approve the appointment of the two new directors i.e., (1) Mr. Koonchorn Roumanachai, and (2) Mr. Phon-ek Rungrotkitiyot in accordance with the following votes:

(1) Mr. Koonchorn Roumanachai

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

(2) Mr. Phon-ek Rungrotkitiyot

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,005,952,806	100.00
Disapproved	0	0.00
Abstained	230,000,010	-

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) There are no invalid ballots cast for this agenda item.

Agenda Item 6: To approve the determination of directors' remuneration for the year 2017

The Chairman delegated Mr. Prasong to inform the Meeting of the details of this agenda item.

Mr. Prasong informed that as the determination of the directors' remuneration required an approval from the shareholders meeting, the Nomination and Remuneration Committee had carefully considered based on various factors, i.e., the operational results of the Company and the comparison of the directors' remuneration with that of other listed companies in the same industry with a similar business size, and the appropriateness in accordance with the duties and responsibilities of the Board of Directors, resulting in the proposed remuneration as follows:

Board of Directors / Subcommittees	Monthly remuneration		Meeting allowance/meeting		Directors' bonus/year	
	2016	2017	2016	2017	2016	2017
Board of Directors					All	All
- Chairman	25,000	25,000	40,000	40,000	members	members
- Directors	17,500	17,500	30,000	30,000	except executive directors in an amount not exceeding THB 2,000,000.	except executive directors in an amount not exceeding THB 2,000,000.
Audit Committee						
- Chairman	-	-	37,500	37,500	-	-
- Committee Members	-	-	25,000	25,000		

Board of Directors / Subcommittees	Monthly remuneration		Meeting allowance/meeting		Directors' bonus/year	
	2016	2017	2016	2017	2016	2017
Nomination and Remuneration Committee						
- Chairman	-	-	37,500	37,500	-	-
- Committee Members	-	-	25,000	25,000		
Executive Committee						
- Chairman	-	-	-	37,500	-	-
- Committee Members (Non-Executive Director)	-	-	-	25,000	-	-

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

The Chairman then delegated the Facilitator to inform the Meeting of the procedures on vote casting.

The Facilitator informed the Meeting of the procedures on vote casting. Subsequently, the Chairman proposed that the Meeting approve the determination of directors' remuneration for the year 2017.

Resolution: After due consideration, the Meeting resolved to approve the directors' remuneration for the year 2017, as proposed, in accordance with the following votes:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	0.00

- Remarks:
- 1) The resolution on this agenda item shall be passed by votes no less than two-thirds cast by the shareholders attending the Meeting.
 - 2) There are no invalid ballots cast for this agenda item.

Agenda Item 7: To approve the appointment of auditors and fixing of the audit fee for the year 2017

The Chairman delegated Mr. Pramote to inform the Meeting of the details of this agenda item.

Mr. Pramote informed that Clause 23 of the Notification of the Capital Market Supervisory Board No. TorChor. 44/2556 Re: Rules, Conditions, and Procedures for Disclosure regarding Financial Information and Operational Results of Securities Issuers provides that securities issuers with shares listed on the Stock Exchange shall rotate an auditor in the event that the auditor has performed his/her duties on auditing or reviewing and rendering opinions on financial statements of the same listed company for five consecutive years to ensure that the auditor performs his/her duties on reviewing and rendering opinions on 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 Board of Directors, as proposed by the Audit Committee, proposed that the shareholders meeting appoint KPMG Phoomchai Audit Co. Ltd. ("KPMG") as the audit firm of the Company and the following auditors as auditors of the Company, namely:

1. Miss Sujitra Masena, Certified Public Accountant No. 8645 of KPMG; and/or
2. Mr. Veerachai Ratanajaratkul, Certified Public Accountant No. 4323 of KPMG; and/or
3. Miss Sirinuch Vimolsathit, Certified Public Accountant No. 8413 of KPMG;

The audit fee for the year 2017 is determined at the amount of not exceeding THB 1,200,000, which was equivalent to that in 2016. In this regard, the appointment of auditors and the fixing of the audit fee for the year 2017 has been approved by the Audit Committee.

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

There were no questions or comments from the shareholders.

The Chairman then delegated the Facilitator to inform the Meeting of the procedures on vote casting.

The Facilitator informed the Meeting of the procedures on vote casting. Subsequently, the Chairman proposed that the Meeting approve the appointment of the auditors and the fixing of the audit fee for the year 2017.

Resolution: After due consideration, the Meeting resolved to approve the appointment of the auditors and the fixing of the audit fee for the year 2017, as proposed, in accordance with the following votes:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting votes
Approved	1,235,952,816	100.00
Disapproved	0	0.00
Abstained	0	-

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting votes.
 - 2) There are no invalid ballots cast for this agenda item.

Agenda Item 8: Other matters (if any)

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to give an opportunity to the shareholders who wished to propose any matter other than those that had been indicated in the notice calling the meeting. In proposing other matters in this agenda item, the shareholders may do so in compliance with the criteria and procedures required by the law. Subsequently, the Chairman asked whether any shareholder intended to propose any additional matter for consideration other than the agenda items that had been indicated in the notice calling the meeting.

There were no shareholders proposing any matter for consideration other than the agenda items that had been indicated in the notice calling the meeting.

The Chairman gave the Meeting an opportunity to ask questions and provide comments.

The questions and comments of the shareholders are summarized as follows:

Miss Busakorn Ngam-pasuthadol, a shareholder attending the Meeting in person, asked the Company to explain the following: (1) the outlook for the automobile industry; and (2) the outlook for the operational results of the Company for the year 2017; and (3) whether the Company will launch new projects in 2017 and what measures for addressing the issue of electric vehicles are in place.

Mr. Prasong explained that, in 2016, Thailand's total automobile production volume, the commercial vehicle production volume, and the private transport vehicle production volume was ranked the 12th, 6th, and 18th highest in the world (in 2015, Thailand was in the 19th ranking), respectively. It is evident that the overall outlook for the industry is not ideal. Nonetheless, Thailand has been able to maintain its production volume at the international level.

From the standpoint of the ASEAN automobile production industry, Thailand remains at the same ranking as that in the previous year. That is to say, Thailand's total automobile production volume and its commercial vehicle production volume were ranked highest among ASEAN countries, and its private transportation vehicle production volume was ranked the second highest among ASEAN countries after Indonesia.

The Company expects that the automobile industry will have a positive outlook for 2017 due to decreasing household debt and the requirements of the First Car Policy (2012), under which those who purchase their first car will be granted tax incentives upon being in possession of the vehicle for at least five years. As a result, there will be a number of vehicles for which the five-year period will expire, and the Company expects that more 'first cars' will be purchased in 2017. In addition, as explained in Agenda Item 2, in 2017, the Automotive Industry Club of the Federation of Thai Industries reported that the overall manufacturing sector aimed to increase the production of automobiles to 2.0 million units, an increase of 2.9 percent from 2016.

With respect to the direction of the Company, the Company has a positive outlook on its business operations in line with the outlook of the automotive industry. Furthermore, the Company had a project involving the manufacturing of new parts (exclusive of parts for 1-tonne trucks), for which the delivery began in the fourth quarter of 2016 and will continue in this year, with a project value of THB 2,000 million.

In addition, the Company was able to reduce the expenses from the operation of the 5MW solar rooftop power plant project. It expects to expand the capacity of the solar rooftop power plant project by another 2MW by using the rooftop area of P.C.S. Die Casting Co., Ltd. And P.C.S. Forging Co., Ltd. Upon the completion of the expansion of the project, the Company expects to be able to use the proceeds to reduce expenses by approximately THB 8 to 10 million per year.

The Chairman explained that electric vehicles will play a bigger role in the future. However, in the case of Thailand, this may take as long as approximately ten years due to the expensive batteries and lack of electric vehicle chargers at this time. Notwithstanding the foregoing, the Company has established countermeasures in respect of the electric vehicles, which are vehicles whereby the combustion engine is changed to electric motors and other parts may be modified to become lighter, and is confident that it is well-prepared for the introduction of this type of vehicle to the market.

Mr. Prasong added that the Marketing Department of the Company places particular importance on procuring trade partners that offer electric vehicles, considering that many competitors are desirous of reducing the manufacturing costs and are seeking manufacturers overseas, especially in Thailand.

Miss Busakorn Ngam-pasuthadol, a shareholder attending the meeting in person, stated that, the operational results of the Company showed that the net profit decreased by 70 percent compared to the net profit in the preceding year. She then suggested that the Company should reconsider its position and procure new trading partners, particularly those that offer electric vehicles. It is expected that electric vehicles will be introduced into the Thai market quite soon. If there are changes from vehicles using combustion engines to those using electric systems, would the revenue of the Company be reduced, and if so, how?

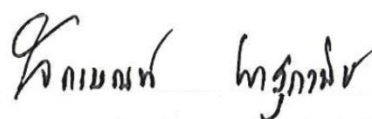
Mr. Prasong explained that, considering the Company's expertise in metal and aluminum parts manufacturing technologies, the usage of which is highly flexible and is not limited to combustion engine vehicles alone, and the production of parts for electric vehicles involves the same technology, this is thus advantageous for the Company. That is to say, the Company would not have to make additional investments in other manufacturing technologies. At present, the Company is in the process of negotiating with a new trading partner which offers electric vehicles. The shareholders will be informed upon the parties reaching a definitive conclusion.

The Chairman clarified that the automotive industry is a heavy industry and changes cannot occur immediately. The primary change in this case is the transition from combustion engines to electric motors, while other components such as the tires, seats, and bumpers remain the same.

There were no further questions or comments from the shareholders.

The Chairman, then, expressed his appreciation to all shareholders, proxies, and attendees for their dedication in attending the Meeting as well as their suggestions and opinions that were beneficial to the Company. The Board of Directors and the Management will consider and apply those suggestions and opinions to promote the growth of the Company and to improve the operational results. The Chairman, then, declared the 2017 Annual General Meeting of Shareholders adjourned.

The Meeting was adjourned at 15.20 hrs.



(Mr. Chakramon Phasukavanich)
Chairman of the Meeting



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Name	: Mr. Pramote Techasupatkul		
Current Position	: Chairman of Audit Committee Independent Director Nomination and Remuneration Committee		
Type of Nominating Director	: Audit Director Independent Director Member of Nomination and Remuneration Director		
Age (Years)	: 66		
Nationality	: Thai		
Qualification	: Bachelor Degree of Engineering, Chulalongkorn University		
Director Training Program	Role of the Chairman Program (RCP)	in 2016	
	Director Certification Program (DCP)	in 2014	
	Advanced Audit Committee Program (AACP)	in 2014	
Shareholding in the Company	: 300,000 shares (0.02%)		
Date for Appointment	: 27 June 2013 (4 years 8 months)		
Director Position in other listed Companies	: None		
Director Position in non-listed companies	: 1		
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None		
Experience	:		
	● 2013 – present	Chairman of Audit Committee, Independent Director and Nomination and Remuneration Committee P.C.S. Machine Group Holding Public Company Limited	
	● 2013 – present	Board of Directors and Executive Committee Siamsindhorn Company Limited	
	● 2013 – present	Advisor, Siam Cement Public Company Limited	
	● 2003 – 2012	President, SCG Cement Company Limited	
Meeting attendance in the last fiscal year (Times)	: 9/9		



Name : Mr. Veerachai Chaochankit
 Current Position : Chairman of Nomination and Remuneration Committee
 Chairman of Executive Committee
 Independent Director
 Audit Committee
 Type of Nominating Director : Member of Nomination and Remuneration Director
 Independent Director
 Member of Audit Committee
 Age (Years) : 66
 Nationality : Thai
 Qualification : Bachelor Degree of Engineering, Chulalongkorn University
 Director Training Program : Advanced Audit Committee Program (AACP) in 2014
 Director Certification Program (DCP) in 2014
 Shareholding in the Company : None
 Date for Appointment : 27 June 2013 (4 years 8 months)
 Director Position in other listed Companies : None
 Director Position in non-listed companies : 8
 Directorship/Management in other companies, which may be in conflict of interest of the Company : None
 Experience :
 • 2016 – present Chairman of Executive Committee
 P.C.S. Machine Group Holding Public Company Limited
 • 2014 – present Chairman of Nomination and Remuneration Committee
 P.C.S. Machine Group Holding Public Company Limited
 • 2013 – present Independent Director and Audit Committee
 P.C.S. Machine Group Holding Public Company Limited
 • 2012 – present Advisor, Somboon Group Company
 • 2012 – present Managing Director, Thonburi Automotive Assembly Plant Company Limited
 • 2011 – present Senior Advisor, Noritake SA (Thailand) Company Limited
 Meeting attendance in the last fiscal year (Times) : 9/9



Name	: Mr. Prasong Adulratananukul
Current Position	: Director Executive Committee
Type of Nominating Director	: Director Executive Director
Age (Years)	: 52
Nationality	: Thai
Qualification	: Bachelor Degree of Engineering, Chulalongkorn University
Director Training Program	: Director Certification Program (DCP) in 2014
Shareholding in the Company	: 2,000,000 shares (0.13%)
Date for Appointment	: 27 June 2013 (4 years 8 months)
Director Position in other listed Companies	: None
Director Position in non-listed companies	: 3
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 Executive Committee P.C.S. Machine Group Holding Public Company Limited ● 2013 – present Boards of Directors and Chief Executive Officer P.C.S. Machine Group Holding Public Company Limited ● 2010 – 2013 Tractor Production Division Manager Siam Kubota Corporation Company Limited ● 2008 – 2010 Production Division Manager, Siam Kubota Tractor Company Limited
Meeting attendance in the last fiscal year (Times)	: 9/9

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.

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 : 40 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 : 17 years

Year(s) of Auditing for PCS Machine Group PCL. : 1

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

2. Mr. Veerachai Rattanacharakul

Age : 52 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 : 31 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 : 37 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 : 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

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 2561 ของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 27 เมษายน 2561 เวลา 14.00 น. ณ ห้องสุรนารี เอ โรงแรมดิ อิมพีเรียล โฮเต็ล แอนด์ คอนเวนชัน เซ็นเตอร์ โคราท เลขที่ 1137 ถนน สุรนารายณ์ 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 2018 Annual General Meeting of Shareholders on 27 April 2018 at 14.00 p.m. at Suranari A Room, The Imperial Hotel and Convention Centre Korat, 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.

หนังสือมอบฉันทะ (แบบ ข)

Proxy Form B

ปิดอากรแสตมป์ 20 บาท

Affix Duty Stamp 20 baht

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 2561 ของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 27 เมษายน 2561 เวลา 14.00 น. ณ ห้องสุรนารี เอ โรงแรมดิ อิมพีเรียล ไฮเต็ล แอนด์ คอนเวนชั่น เซ็นเตอร์ โคราซ เลขที่ 1137 ถนนสุรนารายณ์ 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 2018 Annual General Meeting of Shareholders on 27 April 2018 at 14.00 p.m. at Suranari A Room, The Imperial Hotel and

Convention Centre Korat, No.1137 Suranarai 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 2560

Agenda 1 To consider and endorse the Minutes of the 2017 Annual General Meeting of Shareholders

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2560

Agenda 2 To acknowledge the operational results 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 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2560 สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2017 for the accounting period ending 31 December 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 4 พิจารณานุมัติการจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล

Agenda 4 To consider and approve the allocation of profits as a legal reserve 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 ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ การแต่งตั้งกรรมการทั้งหมด To elect all nominated directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors

ชื่อกรรมการ นายศิริพงษ์ รุ่งโรจน์กิตติยศ

Name of Director: Mr. Siriphong Rungrotkitityot

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายปราโมทย์ เตชะสุพัฒน์กุล

Name of Director: Mr. Pramote Techasupatkul

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายวีระชัย เชาว์ชาญกิจ

Name of Director: Mr. Veerachai Chaochankit

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายประสงค์ อุดลยรัตน์กุล

Name of Director: Mr. Prasong Adulratananukul

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2561

Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2018

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2561

Agenda 7 To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2018

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

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 ☐ จดออกเสียง

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2018 Annual General Meeting of Shareholders on 27 April 2018 at 14.00 p.m. at Suranari A Room, The Imperial Hotel and Convention Centre Korat, No.1137 Suranarai 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	Director and Independent Director
Age	70 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.Pramote Techasupatkul**

Position	Chairman of Audit Committee, Member of Nomination and Remuneration Committee and Independent Director
Age	66 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.Veerachai Chaochankit**

Position	Member of Audit Committee, Chairman of Nomination and Remuneration Committee and Independent Director
Age	66 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

**Mrs.Srithai Hemsoraj**

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

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 27, 2018, at Suranari A Room, The Imperial Hotel and Convention Centre Korat, No.1137 Suranarai Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima 30000, location map is as appeared in Enclosure 12.

The appointment of proxy

In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form A and B has been enclosed together with this invitation letter, as appeared in Enclosure 6. 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 7 to be their proxies. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda, and deliver the proxy form with the supporting documents to P.C.S. Machine Group Holding Public Company Limited at Investor Relations Department, 2/1-4 Moo 3, 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, 2018.
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 form 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 2017 Annual Report in Hard Copy

Attention Shareholders

P.C.S. Machine Group Holding Public Company Limited has already prepared the 2017 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 2017 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 2017 Annual Report :

☐ Thai hard copy ☐ English hard copy

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

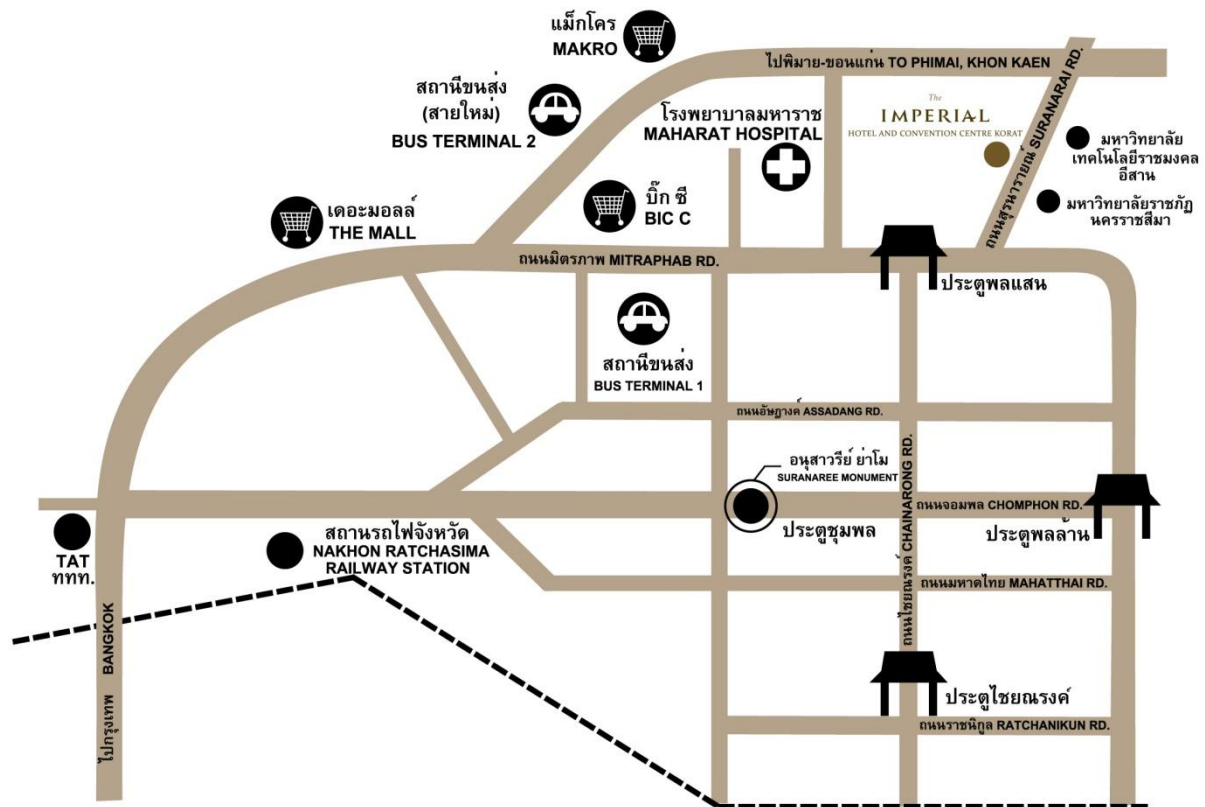
1. Facsimile : 044-701399
2. E-mail : ir@pcsholding.com
3. Post to :

Investor Relation Department

P.C.S. Machine Group Holding PCL.

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

The Imperial Hotel and Convention Centre Korat Map



The Imperial Hotel and Convention Centre Korat (Suranari A Room)

No.1137 Suranarai Road, Tumbol Nai Muang, Muang District,

Nakhonratchasima Province 30000

Telephone Number: (044) 256 629 - 35



E-Mail : ir@pcsggh.com

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Fax : +66 (0) 4470 1399