

**Annual General Meeting
of Shareholders 2016**

P.C.S Machine Group Holding Public Company Limited

Thursday April 21st, 2016 at 14.00 hrs.

Suranaree B Room, Dusit Princess Hotel,

1137 Suranarai Road, Naimuang Sub-District, Muang Nakhonratchasima,
Nakhonratchasima 30000



Contents

	Page
Invitation letter to the 2016 Annual General Meeting of Shareholders	1
Enclosure 1 Copy of the Minutes of the 2015 Annual General Meeting of Shareholders held on 20 April, 2015	8
Enclosure 2 2015 Annual Report and the financial statements for the year ending 31 December, 2015 (in CD-ROM format)	Please see CD-ROM
Enclosure 3 Profiles of directors retiring by rotation and proposed for re-appointment	20
Enclosure 4 Policy, Criteria and Method for the nomination of Directors	24
Enclosure 5 Information on auditors' profile (KPMG Phoomchai Audit Ltd.)	25
Enclosure 6 Proxy Form A, B and C	26
Enclosure 7 Details of independent director for appointment of proxy by shareholders	40
Enclosure 8 Guideline for the registration, appointment of proxy, documents and evidences to be presented on the meeting date	41
Enclosure 9 Articles of Association of the Company regarding meeting of shareholders	43
Enclosure 10 Registration Form (Please present the form on the date of the meeting)	Please see the other one
Enclosure 11 Request form for the 2015 Annual Report (in hard copy)	45
Enclosure 12 Map of the meeting venue	46



21 March, 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the Minutes of the 2015 Annual General Meeting of Shareholders held on 20 April 2015
2. 2015 Annual Report and the financial statements for the year ending 31 December 2015 (in CD-Rom format)
3. Profile of directors retiring by rotation and proposed for re-appointment
4. Policy, Criteria and Method for the Nomination of Directors
5. Profiles of the Company's Auditors
6. Proxy Forms
7. Details of independent directors for appointment of proxy by shareholders
8. Guideline for registration, appointment of proxy, documents and evidences to be presented on the meeting date
9. Articles of Association of the Company relating to the shareholders' meeting
10. Registration Form (please present the form on the date of the meeting)
11. Request Form for the 2015 Annual Report (in printed format)
12. Map of the meeting venue

With this letter, P.C.S. Machine Group Holding Public Company Limited ("**Company**") would like to inform you that the Board of Directors of the Company has resolved to convene the 2016 Annual General Meeting of Shareholders on Thursday 21 April 2016 at 14.00 hrs., at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000, with the following agenda items to be discussed at the meeting:

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

Facts and Reasons: The Company prepared the Minutes of the 2015 Annual General Meeting of Shareholders which was held on 20 April 2015. 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 2015 Annual General Meeting of Shareholders which was held on 20 April 2015 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 2015**

Facts and Reasons: The Company prepared the report on the operational results of the Company for the year 2015, as shown in the 2015 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 2015 to the shareholders' meeting for acknowledgement.

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

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

Facts and Reasons: The Company prepared the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015 as shown in the 2015 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 2015 for the accounting period ending 31 December 2015 have been audited by the Company's Certified Public Accountant from KPMG Phoomchai Audit Ltd. ("KPMG"), reviewed by the Audit Committee and approved by the Board of Directors.

Summary of Financial Statements for the year ending 31 December 2015

Item	31 Dec 2015	31 Dec 2014	Change in % + / (-)
Total assets	5,371,172,874	5,464,568,943	(1.71)
Total liabilities	496,237,624	346,344,824	43.28
Total shareholders' equity	4,874,935,250	5,118,224,119	(4.75)
Total revenue	4,145,874,618	4,094,765,747	1.25
Net profits	541,731,356	717,205,117	(24.47)
Basic earnings per share	0.35	0.49	(28.57)

(unit: Baht)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2015 for the accounting period ending 31 December 2015 which have been audited by the Company's Certified Public Accountant from KPMG, reviewed by the Audit Committee and approved by the Board of Directors.

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

Facts and Reasons: The Company's business operation is as a holding company, whereas the primary income shall be obtained from the dividends derived from its subsidiaries. In 2015, the Company's net profit pursuant to the separated financial statement showed Baht 624.29 million. In this regard, Article 47 of the Company's Articles of Association provides that the Company must allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

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

Opinion of the Board of Directors:

1. The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and acknowledge the allocation of profits derived from the operation in 2015 as a legal reserve of Baht 31,214,625 and the interim dividend payments to the Company's shareholders which were made twice in 2015 at the rate of Baht 0.40 per share, totaling of Baht 610 million. Therefore, there was no further dividend paid in 2015. The details of the interim dividend payments made are as follows:

- 1st Payment The 2015 Annual General Meeting of Shareholders has considered and approved the first interim dividend payment on 20 April 2015 at the rate of Baht 0.20 per share or approximately Baht 305 million, whereby such dividend payment was completely made on 18 May 2015.
- 2nd Payment The Board of Directors has resolved to approve the second interim dividend payment on 10 August 2015 at the rate of Baht 0.20 per share, totaling approximately Baht 305 million, whereby such dividend payment was completely made on 8 September 2015.

2. The Board of Directors deemed it appropriate to propose the interim dividend payment for 2016 to be made from the realization of dividends derived from the Company's subsidiaries on 29 February 2016 of Baht 200.83 million, after combining with the unappropriated retained earnings of the Company as at 31 December 2015, the Company will have unappropriated retained earnings of approximately Baht 200.83 million which is sufficient to make a dividend payment.

The Board of Directors, therefore, deemed it appropriate to propose that the 2016 Annual General Meeting of Shareholders consider and approve the interim dividend payment for 2016 at the rate of Baht 0.12 per share from the total 1,525,000,000 shares of the Company (minus the shares brought back in the amount of 20,000,000 shares) totaling Baht 183,000,000.

In this regard, the Company has scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on 4 May 2016, and the date to collect the names of the shareholders entitled to receive the dividends pursuant to Section 225 of the Securities and Exchange Commission B.E. 2535 (1992) by means of share register book closure on 9 May 2016, and the date for the dividend payment on 19 May 2016.

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

Agenda Item 5:

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

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

In this 2016 Annual General Meeting of Shareholders, there are 3 directors who will retire by rotation as follows:

- | | | |
|-----|---------------------------|----------------------|
| (1) | Mr. Pramote Techasupatkul | Independent Director |
| (2) | Mrs. Srithai Hemsoraj | Independent Director |
| (3) | Mr. Angkrit Rungrotkitiot | Director |

In this respect, the Company has published the rules on granting shareholders' right to elect, in advance, new directors for the 2016 Annual General Meeting of Shareholders until 15 January 2016. However, none of the shareholders has exercised such right.

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

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

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

- | | | |
|-----|---------------------------|--|
| (1) | Mr. Pramote Techasupatkul | Independent Director / Chairman of Audit Committee / Nomination and Remuneration Committee |
| (2) | Mrs. Srithai Hemsoraj | Independent Director / Audit Committee |
| (3) | Mr. Angkrit Rungrotkitiot | Director |

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

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

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

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

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

Committee	Monthly Remuneration (Baht)		Meeting Allowance/Meeting (Baht)		Directors' Bonus/Year (Baht)	
	2015	2016	2015	2016	2015	2016
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 not exceed 0.5% of net profit and not over 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	-	-

Remark: A resolution on this agenda item shall be approved by not less than two-thirds of the votes of shareholders present at the meeting.

Agenda Item 7:

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

Facts and Reasons: The Audit Committee has considered and selected the auditor for the year 2016 and proposed that the Board of Directors consider and present to the shareholders' meeting for its consideration and approval for the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the audit office of the Company, having Mrs. Munchupa Singsuksawat, Certified Public Accountant No. 6112 and/or Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 and/or Mr. Ekkasit Chuthamasatid, Certified Public Accountant No. 4195 from KPMG as the auditors of the Company with the audit fee for the year 2016 not exceeding Baht 1,200,000.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the auditors from KPMG as the audit office of the Company, having Mrs. Munchupa Singsuksawat, Certified Public Accountant No. 6112 and/or Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 and/or Mr. Ekkasit Chuthamasatid, Certified Public Accountant No. 4195 from KPMG as the auditors of the Company with the audit fee for the year 2016 not exceeding Baht 1,200,000. The details of the profiles and working experience of each auditor are set out in *Enclosure 5*.

In this regard, the proposing audit office and the auditors are independent, have neither relationships nor interests with the Company, its executives, major shareholders, or any person relating to such persons whatsoever.

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

Agenda Item 8:

Other matters (if any)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to 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 2016 Annual General Meeting of Shareholders (Record Date) on 16 March 2016 and gathered the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book and suspending transfers of shares on 17 March 2016.

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 2016 Annual General Meeting of Shareholders on Thursday 21 April 2016 at 14.00 hrs. at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. The map of the meeting venue is set out in *Enclosure 12*.

In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, such shareholder shall use either Proxy Form A or Proxy Form B. In the case where any foreign shareholder would like to appoint a custodian, such foreign shareholder shall use Proxy Form C as set out in *Enclosure 6*. In order to protect the rights and benefits of any shareholder who is unable to attend the meeting in person and would like to appoint an independent director of the Company as their proxy to attend the meeting and cast votes on their behalf, such shareholder can appoint a proxy by using

Proxy Form B, stating the name of the independent director of the Company as listed and detailed in Enclosure 7 and then submit the form with supporting documentation attached to the Department of Investor Relations, P.C.S. Machine Group Holding Public Company Limited, at No. 2/1-4 Moo 3, Kokkruat Subdistrict, Muang District, Nakhon Ratchasima Province 30280, Tel. 044-701300 Ext. 34621. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by 11 April 2016.

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

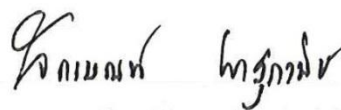
In order to facilitate the registration of attendees at the 2016 Annual General Meeting of Shareholders in a quick and efficient manner, the Company will allow the shareholders and the proxies to register their name from 11.00 hrs. on the meeting date at Suranaree B Room, Dusit Princess Korat Hotel, 1137 Suranarai Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima 30000. Furthermore, since the Company will implement the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in Enclosure 10 together with other documentation as set out in Enclosure 8 on the meeting date.

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 2016 Annual General Meeting of Shareholders. The schedule and route are as follows:

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

In this regard, the Company has prepared and distributed the 2015 Annual Report and financial statements as at 31 December 2015 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the 2015 Annual Report and financial statements as at 31 December 2015 in printed format, please submit the Request Form for the 2015 Annual Report (in printed format) as set out in Enclosure 11.

Sincerely yours,



(Mr. Chakramon Phasukavanich)
Chairman of the Board

Minutes of the 2015 Annual General Meeting of Shareholders
P.C.S. Machine Group Holding Public Company Limited

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

Date and Time Monday, April 20, 2015 at 14.00 hours

The Meeting was duly convened.

Mr. Grantarit Ketsumpan, who served as the Moderator of the Meeting (“the Moderator”), delivered the welcome speech to the shareholders and attendees who attended the 2015 Annual General Meeting of Shareholders of P.C.S. Machine Group Holding Public Company Limited (“the Company”), and informed the Meeting of the amount of registered capital and number of shares of the Company as follows:

Registered capital	1,545,000,000	Baht
Paid-up registered capital	1,545,000,000	Baht
Issued ordinary shares	1,545,000,000	shares
Treasury shares	5,613,500	shares
Par value per share	1	Baht

The Company determined rightful shareholders who could attend the 2015 Annual General Meeting of Shareholders on March 16, 2015 (Record Date) and aggregated rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share registration book on March 17, 2015.

The Moderator informed the Meeting that at the commencement, there were a total of 90 shareholders attending the Meeting either by themselves or by appointment of proxies, holding a total of 1,382,739,821 shares, or representing 89.82% of all issued and sold shares of the Company. The number of attending shareholders and proxies was more than 25 persons or more than half of all shareholders, and the number of shares was more than one-third of all issued and sold shares of the Company; thus constituting a quorum of the Meeting as required by Article 33 of the Company’s Articles of Association.

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

1. Regarding the vote casting in the Meeting, total number of votes is equal to the number of shares held, whereby each shareholder will be entitled to one vote per one share.
2. In case of the shareholders attending the Meeting in person and the proxies who are appointed as stipulated by laws, the votes shall be cast as follows:
 - Prior to casting votes in each agenda, shareholders are required to sign in the ballots to ensure voting transparency.
 - With regard to the vote casting in each agenda, except Agenda 5: To consider and approve the election of the directors to replace those who retire by rotation, which will be further informed to the Meeting, if no shareholders disapprove or abstain from voting, it is considered that the shareholders agree or approve the agenda as proposed according to the number of votes of the shareholders. In the case that the shareholders disapprove or abstain from voting, they are required to cast their votes as well as sign in the ballots provided by the Company, and raise hand so that the ballots shall be collected by the Company officers.
 - With regard to the vote counting, the Company shall deduct the number of “Disapprove” votes or “Abstain from voting” votes from the total number of votes, and the remaining shall be considered as “Approve” votes. The shareholders who cast “Approve” votes in each agenda are required to retain the ballots and return the ballots to the Company officers after the Meeting. In this regard, the vote casting in this Meeting is to be made openly, not confidentially, while the ballots of all attendants shall be collected to ensure voting transparency.

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

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

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

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

4. In case of the vote casting in Agenda 5: To consider and approve the election of the directors to replace those who retire by rotation, the Company shall propose to consider the election of each individual director, whereby all shareholders are required to cast "Approve", "Disapprove", or "Abstain from voting" votes. Then, the Company officers shall firstly collect the ballots of "Disapprove", or "Abstain from voting" votes, followed by the ballots of all shareholders who cast "Approve" votes.

5. Pursuant to Article 35 of the Company's Articles of Association, "In ordinary agenda, the resolution of the Meeting shall require the majority vote of all shareholders who attended the Meeting and cast their votes, and one share shall be counted as one vote. In case of a tie vote, the Chairman of the Meeting shall cast another vote to finalize the voting result."

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

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

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

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

Directors and Advisors attending the Meeting are as described below.

Attending Directors

- | | |
|--------------------------------|--|
| 1. Mr. Siripong Rungrokitiyot | Acting Chairman and Nomination & Remuneration Committee Member |
| 2. Mr. Prasong Adulratananukul | Director and Chief Executive Officer |
| 3. Mr. Pramote Techasupatkul | Independent Director, Audit Committee Chairman, and Nomination & Remuneration Committee Member |
| 4. Ms. Srithai Hemsoraj | Independent Director and Audit Committee Member |
| 5. Ms. Wanna Raomanachai | Director |
| 6. Mr. Angkrit Rungrojkitiyot | Director |
| 7. Mr. Koonchorn Raomanachai | Director |
| 8. Mr. Phon-ake Rungrojkitiyot | Director |

Attending Auditors of KPMG Phoomchai Audit Ltd.

1. Mr. Charoen Phoosamritlert
2. Ms. Munchupa Singsuksawat

Attending Legal Advisors of Weerawong, Chinnavat & Peangpanor Ltd.

1. Ms. Patcharaporn Pootranon
2. Ms. Thitawan Thanasombatpaisarn

Mr. Siripong Rungrokitiyot, Acting Chairman of the Board of Directors, presided as Chairman of the Meeting ("the Chairman"). The Chairman delivered the welcome speech to the shareholders and attendees, declared the Meeting duly convened, and conducted the Meeting according to the following agenda:

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

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

The Secretary informed that this agenda was to consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders which was held on March 4, 2014. In this regard, the Minutes of the 2014 Annual General Meeting of Shareholders was completed, and the Board of Directors considered that the said Minutes was recorded accurately and completely. Therefore, the Meeting was proposed to consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders as per the details in the copy of the Minutes as appeared in the Enclosure 1.

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

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

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders.

Resolved that The Meeting duly considered and resolved to certify the Minutes of the 2014 Annual General Meeting of Shareholders as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,246,267,321	100.00
Disapproved	0	0.00
Abstained	136,472,500	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

Agenda 2 To acknowledge the operating results of the Company for the year 2014

The Chairman invited Mr. Prasong Adulratananukul, Chief Executive Officer ("Mr. Prasong"), to report the operating results of the Company for the year 2014 to the Meeting as follows:

Mr. Prasong informed that this agenda was to report the operating results of the Company for the year 2014 which had been disclosed on the Annual Report as appeared in the Enclosure 2 which was delivered to the shareholders, together with the Invitation to the Meeting. The highlights of the operating results of the Company for the year 2014 were summarized as follows:

- The Company reported total sales revenue of Baht 4,013.9 million, a decrease of Baht 1,110.6 million or 21.7%, and the net profit as shown in the Consolidated Financial Statements was Baht 717.2 million, a decrease of Baht 659.4 million, when compared to the same period of last year, resulting in Baht 0.49 of the Company's basic earnings per share.
- The Company's securities were firstly traded on the Stock Exchange of Thailand on March 14, 2014.
- Independent Directors and Audit Committee members were changed, and the Company's Nomination & Remuneration Committee were established.
- The Company has increasingly expanded business into other automotive parts which are not for 1-ton pickup trucks. The significant 2 projects of new product developments include the Big Bike Crankcase Manufacturing Project for the customer in Europe with the project value of Baht 200 million, while the first lot of these automotive parts will be delivered at the end of 2015; and the Big Truck Trunnion Shaft and Cover Head Manufacturing Project for the customer in Japan with the project value of Baht 500 million, while the first lot of these automotive parts will be delivered in 2016.

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

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

This agenda item is to report the operating results of the Company for the year 2014 to the Meeting for acknowledgement. Therefore, the vote casting is not required.

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

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

Mr. Prasong informed that the Company reported the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending December 31, 2014 on the 2014 Annual Report as appeared in the Enclosure 2. The said Financial Statements had been audited by the Certified Public Accountant of KPMG Phoomchai Audit Ltd., and reviewed by the Audit Committee, as well as endorsed by the Board of Directors. In this regard, the Certified Public Accountant was of the opinion that the said Financial Statements were fairly presented in accordance with the generally accepted accounting principles as per the following summary:

	Million Baht			
	Year 2014	Year 2013	+ / (-)	+ / (-) %
Total Assets	5,464.57	5,566.85	(102.28)	(1.84)
Total Liabilities	346.34	3,883.58	(3,537.23)	(91.08)
Total equity	5,118.22	1,683.27	3,434.96	204.06
Total Revenue from sale of goods	4,013.95	5,124.49	(1,110.54)	(21.67)
Other income	66.17	18.49	47.68	257.87
Profit	717.21	1,376.58	659.38	47.90
	Baht			
	Year 2014	Year 2013	+ / (-)	+ / (-) %
Profit per share	0.49	1.19	(0.70)	(58.85)

The Chairman invited the shareholders to make inquiries and express opinions.
The inquiries and opinions of the shareholders were summarized as follows:

Mr. Somkiat Saleewattana (a shareholder) ("Mr. Somkiat") asked the Executive Committee as per the following summary:

- On page 77 of the Statement of Financial Positions, the item of non-current assets, whether the note was not specified in the investment in subsidiary companies due to typo error;
- The reason why lands had not been included in the assets of the Company.

The Chairman invited Ms. Busara Buapuan, General Manager-Accounting and Financial Division ("Ms. Busara") to clarify the matter as follows:

Ms. Busara informed that the note was not specified in the said item due to typo error, and further informed that the lands where the Company's factories had been located were the leased lands, so all plots of land had not been included in the assets of the Company.

Mr. Somkiat would like to obtain further details of the land lease agreement, lease period, lease rate adjustment, and number of renewals of the land lease agreement.

Ms. Busara informed that the land lease agreement is the long term lease agreement subject to renewal every 3 years. In this regard, the agreement has not specified the lease rate adjustment, whereby the Company made the second renewal of the agreement with the same lease rate.

Mr. Somkiat further asked the reason why the administrative expenses increased while the selling expenses decreased.

Ms. Busara informed that the selling expenses decreased in line with the sales ratio, while the administrative expenses increased as a result of the Company's listing on the Stock Exchange of Thailand which required the hiring of the third party, Brand Wealth Co., Ltd., for advertising and promotional purposes, including other operating expenses in relation to the listing on the Stock Exchange of Thailand, as well as the expenses for the organizational restructuring of the Company.

Mr. Rungroj Samprasit (a shareholder) made inquiries as follows:

- Request to be informed of the source of other income which increased from Baht 18.49 million to Baht 66.17 million, and the reason why the interest income increased from Baht 556,327 to Baht 6,605,165, as well as the type of bank accounts of the Company;
- Request to be informed of the management strategy for foreign exchange gain since the Company's foreign exchange gain reduced from Baht 18 million last year to Baht 8 million this year, and whether the Company has planned to enter into a forward contract;
- Request to be informed of the allocation of temporary investment in an amount of Baht 100 million;
- Whether the Company has carried out currency hedging;
- Regarding the 2 automotive part manufacturing projects for customers in Europe and Japan, how the Company recognizes its revenue.

Ms. Busara informed that the source of other income in 2014 derived from the sale of scrap material, which had not been previously sold, following the Company's listing on the Stock Exchange of Thailand. The interest income in 2014 was higher than that in 2013 since the Company had the deposit in the only fourth quarter of 2013 while having the deposit in every quarter of 2014, resulting in an increase in the interest income. Regarding the type of bank accounts of the Company for the temporary investment in an amount of Baht 100 million, it is an over 3-year fixed deposit which is a short term deposit account.

Mr. Prasong informed the foreign exchange management that the Company has currently employed the natural hedge and has not planned to enter into the forward contract. In this regard, this matter may be further considered, depending upon the cost to income ratio. Regarding the allocation of temporary investment in an amount of Baht 100 million, this amount will be utilized if there is any investment project for business expansion, otherwise this amount will be deposited into 3-month or 6-month fixed account as the case may be. Regarding the 2 automotive part manufacturing projects, the Company will recognize its revenue from actual sales as the Company has to start the investment beforehand in preparation for the manufacturing of automotive parts for customers prior to the revenue recognition. In this regard, the Big Bike Project will recognize its revenue at the end of 2015 upon the delivery of automotive parts, while the Big Truck Project will recognize its revenue in the following year.

Mr. Suriyon Chitrapan (a shareholder) made inquiries to the management as follows:

- Request to be informed of the areas of the leased lands, ratio of land use of each subsidiary company, land lease rate, lease payment schedule, and lease rate adjustment;
- The reason why the profit attributable to the Company's shareholders following the business restructuring in the Consolidated Financial Statements (0.49) was lower than the profit in the Separate Financial Statements (0.54), whether this was due to the operating loss of some subsidiary companies (refer to the data on page 80 of the Annual Report);
- The Treasury Stock Project at the end of 2014 had not been specified in the Financial Statements. Request to be informed of the repurchasing period and the treasury stock investment plan.

Ms. Busara informed that the areas of the Company's leased lands total 115 rai, comprising 72 rai of P.C.S. Precision Works Co., Ltd. ("PCW"), 18 rai of P.C.S. Forging Co., Ltd. ("PCF"), and 25 rai of P.C.S. Die Casting Co., Ltd. ("PCD"), with the lease rate at Baht 23.50 per square wah payable on monthly basis. In this regard, if the lessor wishes to adjust the lease rate, the notification must be made 60 days in advance. In such a case, Independent Directors of the Company will consider the appropriate rate based on the market price. Nevertheless, the lessor affirmed that the lease rate would not be increased in the short term.

The decrease in earnings per share was resulted by the Company's services provided for its subsidiary companies. When the profit in the Separate Financial Statements was divided by number of shares, earnings per share appeared at a high level, whereas connected transactions were excluded in the Consolidated Financial Statements, so earnings per share became decreased.

Mr. Prasong informed that the repurchasing period started from January 22, 2015 to July 21, 2015. After the end of repurchasing period, the Board of Directors will consider the procedures accordingly, possibly involving the capital reduction or the resale of repurchased shares on the Stock Exchange of Thailand.

No shareholders further made any inquiries or expressed opinions.

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending December 31, 2014.

Resolved that

The Meeting duly considered and resolved to approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending December 31, 2014 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,382,638,621	99.9927
Disapproved	101,200	0.0073
Abstained	0	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

Agenda 4 **To consider and approve the profit appropriation for legal reserve and the dividend payment**

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

Mr. Prasong informed the Meeting that the Company has a policy to pay dividend to the shareholders at the rate of not less than 50% of net profit according to the Separate Financial Statements after taxes and legal reserve. In this regard, the said dividend payment shall be subject to the Company's operating results and financial positions as well as the investment plan in each period as the Board of Directors deemed fit or appropriate.

In 2014, the Company earned the net profit in the amount of Baht 796.45 million, so the amount of Baht 39,822,834 of the net profit was appropriated for legal reserve, and the interim dividend payment was made twice at Baht 0.37 per share, totaling Baht 571.65 million. Therefore, the dividend payment from the operating results of 2014 was not further made.

Details of the interim dividend payment made twice by the Company to the shareholders were as follows: The first interim dividend payment from the net profit of the operation period from January 1, 2014 to February 20, 2014 was made on April 3, 2014 at Baht 0.15 per share, totaling Baht 231.75 million; and the second interim dividend payment from the net profit of the operation period from February 21, 2014 to August 13, 2014 was made on September 11, 2014 at Baht 0.22 per share, totaling Baht 339.90 million.

Nevertheless, the Board of Directors considered it appropriate to propose the interim dividend payment for 2015 as the Company recognized the dividends received from its subsidiary companies on March 17, 2015 in an aggregate amount of Baht 290.33 million. Combining the dividends received from its subsidiary companies with the Company's accumulated profits which had not been appropriated as of December 31, 2014, total accumulated profits which had not been appropriated was approximately Baht 482.28 million which was sufficient for the dividend payment. Therefore, the Company agreed to proceed with the interim dividend payment from the aforementioned amount to the shareholders at Baht 0.20 per share, totaling 1,545,000,000 shares (minus the shares brought back as at the date to determine the names of shareholders entitled to receive the dividends). In this regard, the total of such dividend payment shall not exceed Baht 307.3 million, or representing 63.7% of the aforementioned profit, which is in accordance with the dividend payment policy of the Company.

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

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

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

Mr. Anu Wongsarnkit (a shareholder) made inquiries to the Board of Directors as follows:

- Request to be informed of the dividend payment whether to be made from the profit in 2015 or the profit in 2014 or the accumulated profits;
- What percentage of tax payment made by the Company in 2014;
- Request to be informed of how many years the tax exemption under BOI privileges is granted for the Company;
- Request to be informed of the Company's capacity utilization;
- Request to be informed of the sources of funds for the Company's investment.

Ms. Busara informed that 100% tax exemption under BOI privileges has been granted for the Company. However, the Company is burdened with tax from other business operations not exceeding 0.02%. In this regard, there are several BOI investment promotion cards being held by the Company, whereby the privileges still exist attributable to the valid cards.

Mr. Prasong clarified that the source of profits for the dividend payment derived from the profit from the dividends received from its subsidiary companies in 2015 and the profit of the previous year which had not been appropriated as of August 13, 2014.

Regarding the capacity utilization, the Company receives orders and makes investment according to the production capacity based on customers' demands. Currently, the Company's capacity utilization ranges from 70-75%. The sources of funds for the Company's investment derive from the accumulated

profits. Upon the acquisition of any new project, the existing funds shall gradually be allocated for the investment without relying on bank loans.

No shareholders further made any inquiries or expressed opinions.

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and approve the profit appropriation for legal reserve and the dividend payment.

Resolved that The Meeting duly considered and resolved to acknowledge the 2014 profit appropriation for legal reserve and the interim dividend payment which was made twice at a total of Baht 0.37 per share. Therefore, there is no longer dividend payment from the operating results of 2014 to be proposed for approval. Also, the interim dividend payment for 2015 was approved as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,382,739,821	100.00
Disapproved	0	0.00
Abstained	0	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

Agenda 5 To consider and approve the election of the directors to replace those who retire by rotation

The Chairman invited Mr. Pramote Techasupatkul, Independent Director, Audit Committee Chairman, and Nomination & Remuneration Committee Member ("Mr. Pramote"), to propose the matter to the Meeting.

Mr. Pramote informed the Meeting that pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at every Annual General Meeting of Shareholders, or if the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from office. Such directors who were retired by rotation may be re-elected to be directors for another term.

In the 2015 Annual General Meeting of Shareholders, there are 3 directors who shall be retired by rotation as follows:

- | | |
|--------------------------------|--|
| 1. Mr. Siripong Rungrojkitiyot | Acting Chairman |
| 2. Mr. Prasong Adulratananukul | Director |
| 3. Mr. Veerachai Chaochankit | Director/Independent Director/Audit Committee Member |

The Nomination & Remuneration Committee considered the qualifications of directors who shall be retired by rotation in the 2015 Annual General Meeting of Shareholders and viewed that these 3 directors were equipped with competencies and experiences beneficial to the business operations of the Company. Therefore, the matter was proposed to the Board of Directors for consideration, and the Meeting was proposed to consider and approve the re-election of the 3 directors to be directors for another term.

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

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

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

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and approve the election of the directors to replace those who retire by rotation.

Resolved that

The Meeting duly considered and resolved to approve the re-election of 3 directors who shall be retired by rotation, namely, (1) Mr. Siripong Rungrojkitiyot; (2) Mr. Prasong Adulratananukul; and (3) Mr. Veerachai Chaochankit, to be directors for another term. The voting results were as follows:

1. Mr. Siripong Rungrojkitiyot

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,381,897,821	99.9391
Disapproved	842,000	0.0609
Abstained	0	-

2. Mr. Prasong Adulratananukul

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,381,897,821	99.9391
Disapproved	842,000	0.0609
Abstained	0	-

3. Mr. Veerachai Chaochankit

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,381,897,821	99.9391
Disapproved	842,000	0.0609
Abstained	0	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

Agenda 6

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

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

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

Monthly remuneration

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

Meeting allowances/meeting**1. Board of Directors**

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

2. **Audit Committee**
 Audit Committee Chairman 37,500 baht/meeting
 Audit Committee Members 25,000 baht/meeting
3. **Nomination & Remuneration Committee**
 Nomination & Remuneration Committee Chairman 37,500 baht/meeting
 Nomination & Remuneration Committee Members 25,000 baht/meeting

In addition, the Directors' bonus for all Directors, except Executive Directors, was also fixed in an amount of Baht 2,000,000 per year.

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

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

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and approve the fixing of directors' remuneration for the year 2015.

Resolved that The Meeting duly considered and resolved to approve the fixing of directors' remuneration for the year 2015 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,359,345,121	98.3081
Disapproved	23,394,700	1.6919
Abstained	0	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a vote of at least two-thirds of the total votes of shareholders attending the meeting;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

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

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

Mr. Prasong informed that the Audit Committee considered the appointment of the auditor for the year 2015, and proposed to the Board of Directors for further consideration and proposal to the Annual General Meeting of Shareholders to approve the appointment of any one of the following persons of KPMG Phoomchai Audit Ltd. ("KPMG"): Ms. Munchupa Singsuksawat, Certified Public Accountant No. 6112, or Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068, or Mr. Ekkasit Chuthamsatid, Certified Public Accountant No. 4195 to conduct the audit and render his/her opinion on the Financial Statements of the Company.

In addition, the Board of Directors considered it appropriate for the Annual General Meeting of Shareholders to approve the fixing of the audit fee for the year 2015 to be within the amount of not exceeding Baht 1,170,000, which is the same rate as that of 2014.

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

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

Mr. Somkiat inquired about the amount of audit fee of the Company and its subsidiary companies.

Ms. Busara informed that the audit fee for the year 2015 totals Baht 5,220,000, comprising the audit fee of the Company in an amount of Baht 1,170,000, and the audit fee of its 3 subsidiary companies in an amount of Baht 3,730,000 which consists of Baht 1,660,000 of PCW, Baht 1,270,000 of PCD, Baht 800,000 of PCF and the audit fee under BOI privileges in an amount of Baht 320,000.

No shareholders further made any inquiries or expressed opinions.

The Chairman invited the Moderator to inform the Meeting of the voting procedure.

The Moderator informed the Meeting of the voting procedure. Then, the Chairman proposed the Meeting to consider and approve the appointment of the auditor, and fixing of the audit fee for the year 2015.

Resolved that The Meeting duly considered and resolved to approve the appointment of the auditor, and fixing of the audit fee for the year 2015 as proposed. The voting results were as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,382,739,821	100.00
Disapproved	0	0.00
Abstained	0	-

- Remarks:
- 1) A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes;
 - 2) This agenda item comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 1,382,739,821 votes;
 - 3) There was not any voided ballots in this agenda item.

Agenda 8 **To consider other business**

The Chairman informed that the Board of Directors considered it appropriate to allow the shareholders to propose any other business apart from the agenda items proposed by the Board of Directors in the Invitation to the Meeting. In this regard, the proposal of any other matters shall be in compliance with the criteria and procedures as stipulated by laws. Then, he inquired whether there were any shareholders who wished to propose any other business apart from the agenda items.

No shareholders wished to propose any other business apart from the agenda items.

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

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

Mr. Somkiat inquired about the ratio of customers and profitability of PCW and PCD, as well as number of employees in each company.

Mr. Prasong clarified that the customer groups classified by sales of PCW and PCD accounted for 75% and 25% respectively. Both companies had a similar gross profit margin at 18.72% for PCW and 18.38% for PCD.

The Company and its subsidiary companies have a total of 2,484 employees (based on the data as of January 1, 2015), comprising 96 employees of the Company, 1,543 employees of PCW, 604 employees of PCD, and 241 employees of PCF.

Ms. Yupayao Sriwattanachai (a representative of Thai Investors Association) inquired the reason why the Company has not participated in the Anti-Corruption Project initiated by Thai Institute of Directors, and how the Company has the operational guideline on the anti-corruption.

Mr. Prasong informed that the Board of Directors resolved to approve the Anti-Corruption Policy, as well as approve the Company to sign the Declaration of Private Sector Collective Action Coalition against Corruption on February 26, 2015. Subsequently, on March 3, 2015, the Company submitted the letter regarding Private Sector Collective Action Coalition against Corruption to the Office of the Securities and Exchange Commission, and completely disclosed the Policy on the Company's Annual Report and website.


Mr. Su-aut Ratanasompochkul (a shareholder) inquired about the Company's procedures on receiving orders and assigning tasks to its subsidiary companies, and expressed his concerns over possible problems regarding the dispute against task assignment among its subsidiary companies.

Mr. Prasong informed that the Company has the regulations which determine the procedures on considering the receipt of orders and assignment of tasks to its subsidiary companies for transparency.

No shareholders further made any inquiries or expressed any opinions.

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

The Meeting adjourned at 16.20 hours.



(Mr. Siripong Rungrotkitiot)
Chairman of the Meeting

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



Name	: Mr. Pramote Techasupatkul
Current Position	: Independent Director
Age (Years)	: 62
Nationality	: Thai
Qualification	: Bachelor's Degree in Engineering, Chulalongkorn University Advance Management Program, Harvard Business School
Director Training Program	: Role of the Chairman Program (RCP) in 2016 Advanced Audit Committee Program (AACP) in 2014 Director Certification Program (DCP) in 2014
Shareholding in the Company	: 300,000 shares (0.02%)
Date for appointment	: 17 June 2013 (2 years 9 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	: <ul style="list-style-type: none"> ● 2013 – present Chairman of Audit Committee, Independent Director and Member of 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 : Mrs. Srithai Hemsoraj

Current Position : Independent Director

Age (Years) : 62

Nationality : Thai

Qualification : Bachelor's Degree in Accountancy, Thammasart University

Director Training Program : Advanced Audit Committee Program (AACP) in 2015
Director Certification Program Update (DCPU) in 2015
Director Certification Program (DCP) in 2005

Shareholding in the Company : None

Date for Appointment : 6 October 2014 (1 year 6 months)

Director Position in other : None

listed Companies

Director Position in non-listed companies : None

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

Experience :

- | | |
|------------------|---|
| ● 2013 – present | Independent Director and Audit Committee,
P.C.S. Machine Group Holding Public Company Limited |
| ● 2010 – present | Chief Financial Officer, Magnolia Quality Development Corporation Limited |
| ● 2003 – 2009 | Vice President-Administration, TATA Steel (Thailand) Public Company
Limited |
| ● 2000 – 2002 | Procurement Department Manager, Siam Kubota Industry Company
Limited |
| ● 2540 – 2542 | Accounting and Finance Division Manager, Sichuan Cement Machinery
Co.,Ltd. China, a subsidiary of The Siam Cement Public Company Limited |
| ● 1978 – 1997 | Accounting and Finance Department Manager, Siam Kubota Industry
Company Limited |

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



Name	: Mr. Angkrit Rungrotkitiyot
Current Position	: Director
Age (Years)	: 38
Nationality	: Thai
Qualification	: Master's Degree in Business Administration, Chulalongkorn University Bachelor's Degree in Economics, Thammasart University
Director Training Program	: Director Certification Program (DCP) in 2014
Shareholding in the Company	: 230,457,100 shares (14.92%)
Date for Appointment	: 7 October 2013 (2 years 5 months)
Director Position in other listed Companies	: None
Director Position in non-listed companies	: 5
Directorship/Management in other companies, which may be in conflict of interest of the Company	: None
Experience	: <ul style="list-style-type: none">● 2014 – present Managing Director, P.C.S. Calibration Company Limited● 2013 – present Director, P.C.S. Machine Group Holding Public Company Limited● 2013 – present Deputy Managing Director, P.C.S. Estate Company Limited● 2011 – 2013 Managing Director, P.C.S. Die Casting Company Limited● 2008 – 2013 Director, SW & Sons (Qingyuan) 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 Nomination of Directors

Policy

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

Criteria and Method for Nomination of Directors

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

Effective Date

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

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

1. Mrs. Munchupa Singsuksawat

Age : 41 years

Academic Qualification

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

CPA (Thailand) No. : 6112

Date of CPA Registration : 1 October 2000

Current Position : Partner, Audit

Years of Experience : 18 years

Year(s) of Auditing for PCS Machine Group PCL. : 4 years

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

2. Mr. Charoen Phosamritlert

Age : 51 years

Academic Qualification

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

CPA (Thailand) No. : 4068

Date of CPA Registration : 1 April 1992

Current Position : Partner, Audit (Head of Audit)

Years of Experience : 28 years

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

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

3. Mr. Ekkasit Chuthamsatid

Age : 49 years

Academic Qualification

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

CPA (Thailand) No. : 4195

Date of CPA Registration : 5 January 1996

Current Position : Partner, Audit

Years of Experience : 26 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

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. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

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

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

2. ชื่อ อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

3. ชื่อ อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ของบริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 21 เมษายน 2559 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2016 Annual General Meeting of Shareholders on 21 April 2016 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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

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

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

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

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

หมายเหตุ/ Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ (แบบ ข)

Proxy Form B

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I / We

Nationality

อยู่บ้านเลขที่

Address

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

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

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

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

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

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

2. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

3. ชื่อ..... อายุ ปี

Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ของบริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 21 เมษายน 2559 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริ๊นเซส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2016 Annual General Meeting of Shareholders on 21 April 2016 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, No.1137 Suranari Road, Tambol Naimuang, Amphur Muang, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558

Agenda 1 To consider and endorse the Minutes of the 2015 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 2558

Agenda 2 To acknowledge the operational results for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2558 สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2558

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

☐ (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 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล

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

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

☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการต้องออกตามวาระ

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 นายปราโมทย์ เตชะสุพัฒน์กุล
Name of Director: Mr.Pramote Techasupatkul
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain
- ชื่อกรรมการ นางศรีไทย เหมโสรัจ
Name of Director: Mrs.Srithai Hemsoraj
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain
- ชื่อกรรมการ นายอังกฤษ รุ่งโรจน์กิตติยศ
Name of Director: Mr.Angkrit Rungrotkitiyot
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2559

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

- ☐ (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 2559

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

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

☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ /Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2016 Annual General Meeting of Shareholders on 21 April 2016 at 14.00 a.m. at Suranaree B Room, Dusit Princess Hotel, No.1137 Suranari Road, Naimuang Sub-district, Muang district, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

☐ Agenda Subject

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Subject

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Subject

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda Subject

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

Name of Director.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director.....

☐ Approve ☐ Disapprove ☐ Abstain

หนังสือมอบฉันทะ (แบบ ค)
Proxy Form C

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I / We Nationality

อยู่บ้านเลขที่
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
Acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)
Being a shareholder of P.C.S. Machine Group Holding Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น 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

(2) ขอมอบฉันทะให้
Hereby appoint

1. ชื่อ.....อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์หรือ
Province Postal Code or

2. ชื่อ.....อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์หรือ
Province Postal Code or

3. ชื่อ.....อายุ ปี
Name age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ของบริษัท พี.ซี.เอส. แมชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน) ในวันที่ 21 เมษายน 2559 เวลา 14.00 น. ณ ห้องสุรนารี บี โรงแรมดุสิต ปริณเทส เลขที่ 1137 ถนนสุรนารี ตำบลในเมือง อำเภอเมือง จังหวัดนครราชสีมา 30000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2016 Annual General Meeting of Shareholders on 20 April 2016 at 14.00 a.m. at Suranari B Room, Dusit Princess Hotel, 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.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant proxy according to the total number of shares held and having the right to vote

☐ มอบฉันทะบางส่วน คือ

To grant proxy in partial portions:

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

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

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

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

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558

Agenda 1 To consider and endorse the Minutes of the 2015 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 2558

Agenda 2 To acknowledge the operational results for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2558

สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2558

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

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

☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
Agenda 4 To consider and approve the allocation of profits and approve the dividend payment

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

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

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

☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect individual nominated directors
ชื่อกรรมการ นายปราโมทย์ เตชะสุพัฒน์กุล

Name of Director: Mr.Pramote Techasupatkul

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ นางศรีไทย เหมโสรัจ

Name of Director: Mrs.Srithai Hemsoraj

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ นายอังกฤษ รุ่งโรจน์กิตติยศ

Name of Director: Mr.Angkrit Rungrotkitiyot

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2559

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2559

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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 หรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 the case that 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 appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ /Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

The following documents shall be attached to this Proxy Form:

- (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
- (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้

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

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C attached herewith to specify the additional agenda item(s).

Attachment of Proxy Form C

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

At the 2016 Annual General Meeting of Shareholders on 20 April 2016 at 14.00 a.m. at Suranaree B Room, Dusit Princess Hotel, No.1137 Suranari Road, Naimuang Sub-district, Muang District, Nakhon Ratchasima Province 30000, or such other date, time and place as the Meeting may be adjourned.

☐ AgendaSubject

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

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

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

☐ AgendaSubject

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

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

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

☐ AgendaSubject

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

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

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

☐ AgendaSubject

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

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

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

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

Name of Director.....

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

Name of Director.....

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

Name of Director.....

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

Name of Director.....

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

Details of Independent Director for appointment of Proxy by Shareholders

**Mr.Chakramon Phasukavanich**

Position	Independent Director
Age	67 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 and Independent Director
Age	63 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 and Independent Director
Age	63 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-4 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Conflict of Interest	None

**Mrs.Srithai Hemsoraj**

Position	Member of Audit Committee and Independent Director
Age	62 years old
Address	P.C.S. Machine Group Holding Public Company Limited, 2/1-4 Moo 3, Kokgroad, Muang, Nakorn-Rajsima 30280, Thailand
Conflict of Interest	Agenda 5

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

The registration

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

The appointment of proxy

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

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

The appointment of proxy can be conducted as follows:

1. The general shareholders may choose to use either Proxy Form A or Proxy Form B. in any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. The shareholders appoint the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose names and profiles are as appears in **Enclosure 7** to be their proxies. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda, and deliver the proxy form with the supporting documents to P.C.S. Machine Group Holding Public Company Limited at Investor Relations Department, 2/1-4 Moo 3, 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 11 April, 2016.
5. The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy. And affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
6. The proxy **must present** the proxy form and supporting documents at registration desk for proxies on the meeting date.

Documents to be presented on the meeting date

Individual

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

Juristic Persons

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

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

Articles of Association

P.C.S. Machine Group Holding Public Company Limited
(Only Regarding Meeting of Shareholders)

Section 31. The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.

Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.

Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholders.

Section 32. In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.

The shareholders meeting may be held at the locality in which the Company's head office is situated or any other place determined by the Board of Directors.

Section 33. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1/3) of the total number of shares sold.

At a meeting of shareholders, if after one hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.

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

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

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

Section 36.

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

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

Request form for the 2015 Annual Report in Hard Copy

Attention Shareholders

P.C.S. Machine Group Holding Public Company Limited has already prepared the 2015 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 2015 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 2015 Annual Report :

☐ Thai hard copy ☐ English hard copy

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

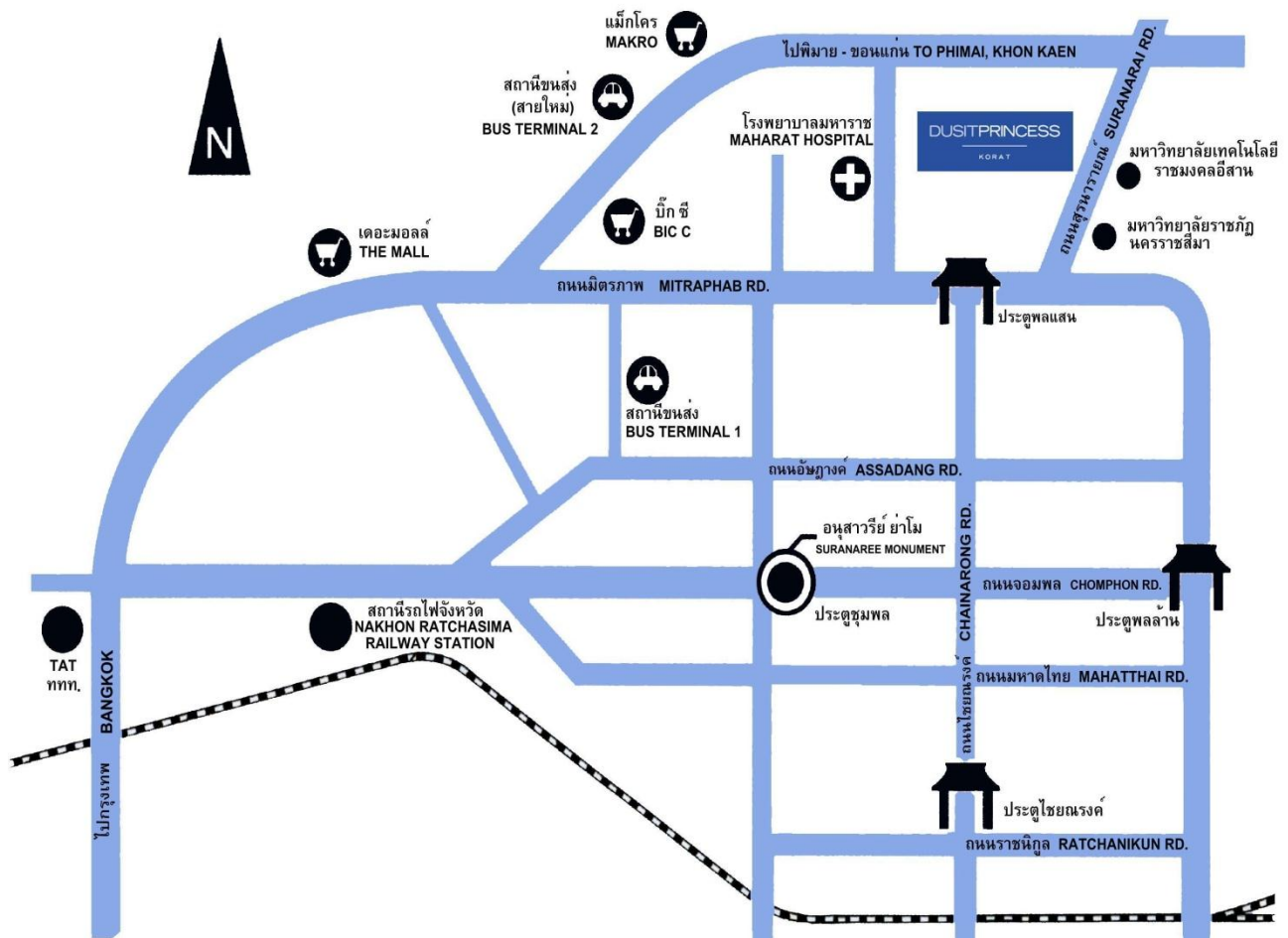
1. Facsimile : 044-701399
2. E-mail : ir@pcsholding.com
3. Post to :

Investor Relation Department

P.C.S. Machine Group Holding PCL.

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

Dusit Princess Korat Hotel Map



Dusit Princess Korat Hotel (Suranaree B Room)

1137 Suranarai Road, Tumbol Nai Muang, Muang District,

Nakhonratchasima Province 30000

Telephone Number: (044) 256 629 - 35