



SINGLE POINT PARTS (THAILAND) PUBLIC COMPANY LIMITED

Invitation to the Annual General Meeting of Shareholders 2017

On Wednesday April 26, 2017 at 2.00 p.m.

at Orchestra Ballroom, Floor 2, The Jazzotel Hotel

514 Soi Ramkhamhang 39, Pracha Uthit Road, Wang Thong Lang, Bangkok

---

**The registration of all attendees will begin at 12.30 a.m. onward**

## Content

### Attachment of the Invitation to AGM 2017

	Page
Annex 1 Copy of the minutes of the AGM 2016	12-19
Annex 2 Annual Report 2016 in CD ROM	Attached
Annex 3 Profile of the Directors to replace who retire by rotation	20-22
Annex 4 Definition of Independent Director and Qualification	23-24
Annex 5 Company's Articles of Association regarding the AGM	25-27
Annex 6 Registration process, proxy and voting process	28-29
Annex 7 Profile of Independent Director proposed as proxy holders	30
Annex 8 Map of general meeting venue	31
Annex 9 Proxy Form B	Attached

April 7, 2017

Subject: Invitation to the Annual General Meeting of Shareholders 2017

To: Shareholders

Single Point Parts (Thailand) Public Company Limited (the Company) will hold the Annual General Meeting of Shareholders for the year 2017 on Wednesday April 26, 2017 at 2.00 p.m. at Orchestra Ballroom, Floor 2, the Jazzotel Hotel, 514 Soi Ramkhamhaeng 39, Pracha Uthit Road, Wang thong Lang, Bangkok to consider the following agenda

**Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2016**

**Information**

The company secretary prepared the minutes of the Annual General Meeting of Shareholders for 2016 on Wednesday April 27, 2016, (Annex 1) which were certified by the Board of Directors and agreed that the minutes correctly contained the resolutions of the Annual General Meeting of Shareholders. Apart from having been delivered to the SET within 14 days from the date of the meeting as required by law, the minutes have also been posted on the company's website for the shareholders to acknowledge them and check their accuracy within an appropriate time. Nobody raised an objection or requested an amendment to the minutes. Therefore, it was deemed appropriate to present the minutes to the Annual General Meeting of Shareholders for approval.

**Board's Opinion**

The Annual General Meeting of Shareholders should acknowledge the minutes of the Annual General Meeting of Shareholders for 2016 because it was recorded correctly and completely.

**Agenda 2 To acknowledge the report of the operation of the Company for 2016**

**Information**

The report by the Board of Directors with respect of the company's business performance for 2016 ended on December 31, 2016. The Board of Directors have considered and deemed it correct and sufficient, hereby reported the company's business performance during 2016 as contained in the Annual Report 2016 (Annex 2) delivered to the shareholders together with this Invitation Letter.

**Board's Opinion**

Board of Directors should report its business performance for 2016 to the Annual General Meeting of Shareholders for acknowledgement.

**Agenda 3 To consider and approve the Balance Sheet and the Profit and Loss Statements for the fiscal year ended December 31, 2016**

**Information**

Total Asset	688.7	Million Baht
Total Liability	226.6	Million Baht
Equity	462.1	Million Baht
Total Income	422.6	Million Baht
Total Expense	439.8	Million Baht
Net Profit (Loss)	(17.2)	Million Baht

The Balance Sheet and the Profit and Loss Statement for the accounting period ended on December 31, 2016 as detailed in the Annual Report 2016 (Annex 2) which have been produced and audited by the auditors of the company, The Board of Directors and the Audit Committee have considered and deemed them correct, complete and sufficient pursuant to the Generally Accepted Accounting Standards, hereby propose that the Annual General Meeting of Shareholders approve the Balance Sheet and the Profit and Loss Statement for the accounting period ended on December 31, 2016 in accordance with section 112 of the Public Limited Companies Act B.E.2535 (1992) and article 36 of the company's articles of association.

**Board's Opinion**

The Annual General Meeting of Shareholders should approve the Balance Sheet and the Profit and Loss Statement as of December 31, 2016 which were considered by the Audit Committee and audited by a Certified Public Accountant.

**Agenda 4 To consider and approve the allocation of the profit, omit dividend payment for 2016 and acknowledge no payment of the interim dividend for 2016**

**Information**

Section 115 of the Public Limited Companies Act B.E.2535 (1992) and the article 39 of the company's articles of association allow the company pays the dividend from the profit.

Section 116 of the Public Limited Companies Act B.E.2535 (1992) and the article 41 of the company's articles of association prescribed that the company must allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. Now the company has set up legal reserve completely.

Also, the company has a policy to allocate the annual profit for dividend payment, taking into account the following conditions: (1) its operational results turn out to be a profit, (2) there remain no accumulated losses, (3) the cash flow is sufficient for dividend payment, and (4) whether there is a future plan of any investment projects. It is a policy of the company to pay dividend at a minimum rate of 40% of its net profit after tax and legal reserve. However, a dividend payment partly depends on the company's investment and finance plans.

Considering the company's operational results for the accounting year ended on December 31, 2016, the net loss amounted to 17.2 million baht. Therefore, the Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the omit dividend payment, which is in line with the company's dividend policy. Details of dividend payment as follow:

#### Separate Financial Statements

(Thousand baht)

Details of dividend payment	Y 2016	Y 2015	Y 2014	Y 2013	Y 2012
1. Net Profit (Loss)	(29,600)	(14,763)	(30,555)	9,784	324,426
<u>Minus</u> Legal reserve	-	-	-	-	-
2. Amount of shares	232,005,000	232,005,000	232,005,000	232,005,000	257,782,361
3. Interim dividend baht/share	0.00	0.00	0.00	0.00	0.12
Annual dividend baht/share	0.00	0.00	0.00	0.05	0.10
Total dividend baht/share	0.00	0.00	0.00	0.05	0.22
4. Total amount of dividend	0.00	0.00	0.00	11,600	51,041
5. Dividend payout rate	0.00	0.00	0.00	118.56	15.73

#### **Board's Opinion**

The Annual General Meeting of Shareholders should approve the allocation of the profit and omit dividend payment for 2016 and acknowledge of no interim dividend payment for 2016, due to the Company operating loss for current fiscal year.

#### **Agenda 5 To consider the election of directors to replace the directors who retire by rotation**

##### **Information**

Section 71 of the Public Limited Companies Act B.E.2535 (1992) and the article 15 of the company's articles of association prescribed that in every annual ordinary meeting of shareholders, one-third of directors shall vacate office. Directors vacate office in the first year and the second year after registration of the company shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office. Directors vacate offices under this section may be re-elected. The article 14 of the company's articles of association prescribed that directors shall be elected by the meeting of shareholders with majority voting.

In this meeting, 3 directors whose must retire by rotation are namely Mr.Kamol Thammanichanond, Mr. Maitree Tangsanakun and Mr. Prapoth Pholpipattanapong.

The profiles of the Directors to replace who retire by rotation are set out in Annex 3. The profiles of independent directors and qualification, having details equal to the criteria of Capital Market Supervisory Board required, are set out in Annex 4.

The shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance from November 29, 2016 to February 17, 2017 through the website of the company. However, there were no shareholders nominating the qualified persons to be elected as the directors.

The Nomination and Remuneration Committee complied with the nomination criteria and procedures, which are detailed in the Annual Report 2016 (Annex 2), taking into account the company's structure of directors and individual directors' qualifications in various aspects. The Nomination and Remuneration Committee found that all 3 directors are fit to work for the company as the directors by reason of their qualifications, knowledge, abilities, experience and working performance in the past years, including their devotion and support to the company's business operation for the company's benefit. Furthermore, all 3 directors are free of restricted characteristics, e.g. never being punished for the discharge or dismissal due to the fraudulent performance of duty, never being convicted with imprisonment sentence or found guilty relating to the unfaithful acquisition of property, and never being engaged in any business or holding shares in any business in the manner of competing against the company's business. Therefore, it was deemed appropriate to propose that all 3 directors be re-elected to retain their directorships for another term.

The directors, excluding those with an interest in this agenda item, considered the opinion of the Nomination and Remuneration Committee and agreed that 3 directors as names listed above have full qualifications required by the Public Limited Companies Act B.E.2535 (1992), with knowledge, ability, and experience relating to the company's business, making them able to help develop the company's business. It was deemed appropriate to re-elect to retain their directorships for another term.

### **Board's Opinion**

The Annual General Meeting of Shareholders should re-elect Mr.Kamol Thammanichanond, Mr. Maitree Tangsanakun and Mr. Prapoth Pholpipattanapong, who are due to retire by rotation, as directors of the Company for another term.

## **Agenda 6 To consider and determine the remuneration of the directors for 2017**

### **Information**

The article 16 of the company's articles of association, directors entitled to remuneration from the company. The Nomination and Remuneration Committee considered taking into account the scope of responsibilities and performance of the directors, by comparing with other companies in the same industry having same capacity and nature of business, and a report on directors' remuneration conducted by the Thai Institute of Directors (IOD) and it was shown that the company's average director's remuneration is equally from the market rate. Therefore, it was deemed appropriate to propose that the Annual General Meeting of Shareholders approve the directors' remuneration for 2017, to remain at the same rate as that of 2016, as follows:

1. Committee Fee
  - Chairman and Chairman of Audit Committee were given at not exceeding 300,000 baht per annum
  - Each member of Audit Committee was given at not exceeding 250,000 baht per annum
  - Directors who are not members of Audit Committee shall not receive the remuneration

2. Meeting Allowance - Directors were given at not exceeding 5,000 baht per meeting
3. Gratuity - Directors were given not over 3% of dividend paid to shareholders of each calendar year
- Chairman and Vice Chairman were given at a rate higher than other directors at 20% and 10% respectively, and authorize the Board of Directors to allocate gratuity as it deems appropriate. For the gratuity should be paid in the approved fiscal year by using the same method of the calculation as aforementioned unless the shareholders' meeting resolves otherwise

Details in the remuneration of directors

Name - Surname	2016				2015
	Committee Fee	Meeting Allowance	Gratuity	Total	
Mr. Prapoth Pholpipattanapong	-	25,000	-	25,000	25,000
Mr. Maitree Tungsanakul	-	25,000	-	25,000	20,000
Mr. Seubtrakul Binthep	-	-	-	-	25,000
Mr. Jirawat Choomalaiwong	-	20,000	-	20,000	-
Ms. Siritorn Chanawongse	-	25,000	-	25,000	20,000
Mr. Prawin Srisutto	-	25,000	-	25,000	25,000
Mr. Chakrit Metjigunchanan	-	-	-	-	15,000
Professor Dr. Sanit Aksornkoe	196,000	15,000	-	211,000	265,000
Mr. Kamol Thammanichanond	147,000	25,000	-	172,000	205,000
Mr. Narong Suitthipongpitan	147,000	25,000	-	172,000	205,000
<b>Total</b>	<b>490,000</b>	<b>185,000</b>	<b>-</b>	<b>675,000</b>	<b>805,000</b>

Mr. Seubtrakul Binthep resigned since January 1, 2016

Mr. Chakrit Metjigunchanan resigned since July 1, 2015

### **Board's Opinion**

The Annual General Meeting of Shareholders should approve the remuneration of directors as opined by the Board.

### **Agenda 7 To consider and appoint the auditor and fix the remuneration of the auditor for 2017**

#### **Information**

Section 120 of the Public Limited Companies Act B.E.2535 (1992) requires that each Annual General Meeting of Shareholders should appoint an auditor and fix remuneration every year. An existing auditor is eligible for re-election.

The Notification of the Capital Market Supervisory Board No.Tor Jor 44/2013 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Securities Issuers No.23, the company shall rotate an auditor in the occurrence that the auditor has performed his/her duties for 5 consecutive years. However, the company can appoint a new auditor from the same audit firm of the changed auditor; and the company

may re-appoint the changed auditor who has vacated from his/her duty at least 2 fiscal years from the date on which such auditor has vacated from his/her duty.

The profile of the auditors of the company and its subsidiary (the same audit firm)

<u>Auditors' name</u>	<u>Total year</u>	<u>Period certified financial statements</u>
Mr.Chaiyakorn Aunpitipongsa	2	2004 - 2005
Mr.Apiruk Ati-anuwat	4	2006 - 2009
Mr.Virach Aphimeteetamrong	5	2010 - 2014
Mr.Apiruk Ati-anuwat	2	2015 - 2016
Audit Office	Dr.Virach & Associates Office Company Limited	
Relationship/conflict of interest	no relationship/conflict of interest with the company /subsidiary/executives/major shareholders/ other persons related with those persons	

After considering by the Board and the Audit Committee, it was deemed appropriate to re-elect Mr.Virach Aphimeteetamrong, Certified Public Accountant No.1378 or Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No.3196 or Mr.Apiruk Ati-anuwat, Certified Public Accountant No.5202 of Dr.Virach and Associates Office Company Limited as the auditor of the company for 2017. All 3 auditors worked with good performance and was satisfied to the company. The auditors' qualifications are not in conflict with the requirements of the Stock Exchange of Thailand.

Details of auditing fee as follow

Type of Fee	Amount (Baht)			
	2017		2016	
	Company	Subsidiary	Company	Subsidiary
1. Audit fee	1,010,000	410,000	1,010,000	205,000
2. Other - BOI Card Auditing	210,000	-	210,000	-
<b>รวม</b>	<b>1,220,000</b>	<b>410,000</b>	<b>1,220,000</b>	<b>205,000</b>

The fee of the company for 2017 amounted 1,220,000 baht, equal to 2016. This amount includes the audit work relating to the company's BOI promoted business. Also, the fee of it subsidiary for 2017 amounted 410,000 baht, increased from 2016 in the amount of 205,000 baht due to the inspection of another subsidiary company. The auditors did not provide other services to the company.

### **Board's Opinion**

The Annual General Meeting of Shareholders should appoint the company's auditor and fix remuneration for 2017 as opined by the Board.



## **Agenda 8 Sale or transfer the some significant business of the company to the subsidiary (Single Point Engineering Co., Ltd.**

### **Information**

Section 107 (2)(A) of the Public Limited Companies Act B.E.2535 (1992) (as amended) and the article 31 of the company's articles of association required that Sale or transfer of business of the company, in whole or in essential part, to other persons In cases as follows, shall be approved by vote not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

The Company has the business reorganization plan in order to be consistent with the economic environment and the current industry and being more efficient by way of partial business transfer to subsidiary i.e. manufactures metal parts for electronic and automotive products to Single Point Engineering Company Limited which is the subsidiary, the Company holds 100% of the registered capital. For the mentioned transfer, the Company will transfer assets including land, building, machines, equipments as well as properties, liabilities, licenses, promotional certificates and relevant personnel as well as relevant trading contract related with such business to SPEN. For the mentioned process, will be related or necessary which include (but not limited to) preparation of and entry into an agreement partial business transfer including employees transfer, relevant license transfer, promotional certificates transfer or relevant others which the Company has done for business reorganization by way of partial business transfer being complete.

The details and step of important process in way of partial business transfer to subsidiary as follow

1. Establish the Single Point Engineering Company Limited (SPEN) on 9 December,2016
2. Transfer partial business, Privilege, Contractual rights and obligations, including licenses related to the metal parts business for electronics and automotive products. ("property to be transferred") to SPEN as follow
  - 2.1 Service Agreement with customer of Singburi Factory, SPEN will entry into contract instead of SPPT
  - 2.2 Employees of Singburi Factory
  - 2.3 Employees of Ayutthaya Facotry
  - 2.3 Machines, equipments as well as properties, license, promotional certificates related with the 2 factories

The Company expects that the process will be completed within July 2017

The value of such partial business transfer will equal to book value or adjusted book value or fair value, depending on types of properties and liabilities of transferred business as at the date of business transfer. After the partial business transfer, the Company will maintain its listing status in the Stock Exchange of Thailand.

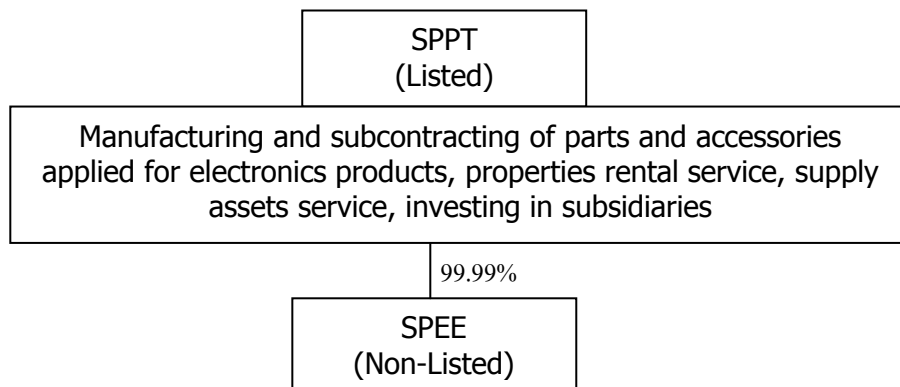
In addition, the executive committee or the authorized person of executive committee will be authorized and assigned to carry out all acts and things which relate or are necessary to such business reorganization by way of partial business transfer to subsidiary which include (but not limited to) determination of sale price of partial business transfer and the amount of Single Point Engineering Company Limited's registered capital in order to be consistent with the value of the transferred business (as per the requirements relating to the partial business

transfer), preparation of and entry into an agreement partial business transfer or applications or documents which relate to such business reorganization and are required to submit to the relevant authorities.

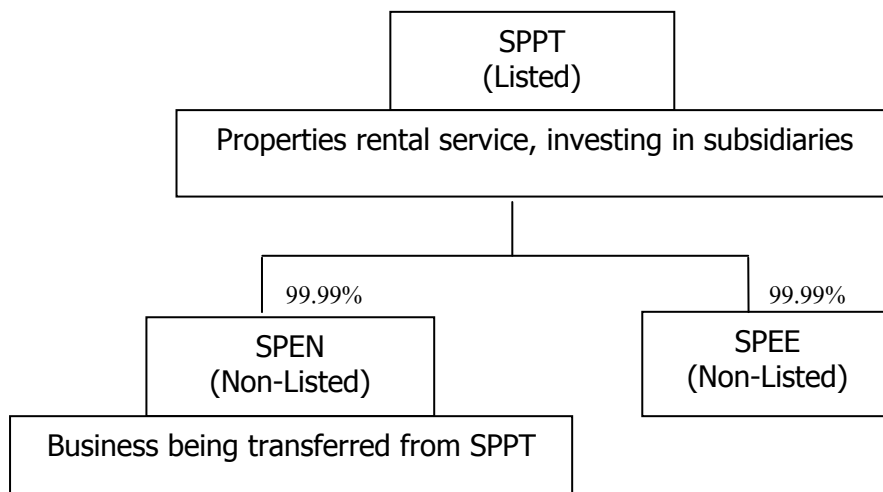
The business reorganization by way of partial business transfer to subsidiary is not considered as disposition transaction of assets of listed company as per the notification of the Capital Market Supervisory Board No. ThorJor.20/2008 regarding criteria in doing material transaction which is considered as acquiring or disposing assets dated on 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E.2547 (2004) dated on 29 October 2004. However, the partial business transfer is considered as partial transfer of significant business under Section 107 (2) (a) of the Public Companies Act B.E.2535 (1992) and required shareholders' approval for the reorganization with the votes not less than  $\frac{3}{4}$  of total votes of shareholders attending the meeting and having the right to vote

### Pre and Post Business Restructuring Diagram

Current Structure as of 21 February 2017 (Pre Reorganization)



### Post Reorganization



### Information of the newly incorporated subsidiary

Name	Single Point Engineering Company Limited (SPEN)
Authorized Capital	Authorized Capital 5 Million Baht, consist of Common shares 500,000 shares, Par value per share 10 Baht
Shareholder	The Company will hold 99.99 percent of the total shares in SPEN To comply with the law concerning number of shareholders, another 3 Executives of the Company shall hold one share each.
Objective	Operating business of design products, manufacture and service parts of machines and automotive parts

#### **Board's Opinion**

The Annual General Meeting of Shareholders should approve the business reorganization plan by way of partial business transfer including the property to be transferred to its subsidiary. As a result of the above, the company will achieve its strategic goals. This will benefit both the company and its shareholders and should approve the Executive Committee of the Company and/or any person authorized by the Executive Committee is empowered to perform any necessary actions regarding the business reorganization by way of partial business transfer, including property to be transferred to its subsidiary but not limited to price determination of partial business transfer, the value of property to be transferred, determination of SPEN's Capital according to the value of transferred business, preparation and signing of partial business transfer agreement and/or any requested documents that concerned or related to the business reorganization by partial business transfer, including prepare and/or submit any application and/or document to the related authorities.

#### **Agenda 10 Consider other issues (if any)**

The company determined the record date on April 5, 2017 on which shareholders will have the right to attend and receive dividend. Preparing a list of shareholders' name in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the shares registration book on April 7, 2017.

The company is pleased to invite the shareholders to attend the meeting at the above mentioned time and venue. Shareholders or proxy holders want to participate in this meeting, please see the annex 7 and annex 10 attached.

Yours faithfully,



(Miss Siritorn Chanawongse)

Company Secretary

Company Secretary Office  
Tel (035) 226 700-1 Ext. 107  
Krittaphat Litthichai

## **Annex 1** Copy of the minutes of the AGM of Shareholders for 2016

Minutes of the Annual General Meeting of Shareholders for 2016

Held on 27 April 2016 at 2.00 p.m.

At Orchestra Ballroom Floor 2, Jazzotel Hotel

514 Soi Ramkhamhaeng 39, Pracha Uthit Road, Wang Thong Lang, Bangkok

---

Professor Dr. Sanit Aksornkoe, Chairman, acted as the Chairman of the Meeting. The Chairman thanked the shareholders for their attendance at the Annual General Meeting of the Shareholders for the year 2016 of the Company and informed that there were 20 shareholders, holding an aggregated 124,597,479 shares, and 19 proxies, holding an aggregated 63,740,794 shares. The total number of shareholders and proxies were 39 persons, holding an aggregated 188,338,273 shares and representing 81.17 percent of the total issued shares of the Company in the total of 232,005,000 shares. Therefore, the quorum was formed in pursuance to the Articles of Association No.30 of the Company.

The Chairman then declared the Annual General Meeting of Shareholders for the year 2016 was opened and informed that there were 7 of 7 directors who were present at the Meeting:

### **Directors Present**

1. Professor Dr. Sanit Aksornkoe Chairman and Chairman of the Audit Committee
2. Mr. Prapoht Pholpipattanapong Vice Chairman
3. Mr. Maitree Tungsanakul Director
4. Mr. Kamol Thammanichanond Member of the Audit Committee
5. Mr. Narong Sutthipongpithan Member of the Audit Committee
6. Mr. Prawin Srisutto Director
7. Ms. Siritorn Chanawongse Director and Company Secretary

### **Management Staffs and Related Persons Attending the Meeting**

1. Mr. Krittaphat Litthichai Internal Audit Manager
2. Ms. Rudeewan Charoensuk Salary and Wages Manager
3. Mr. Chakrit Methigunchanan Advisor
4. Mr. Apirak Ati-anuwat Auditor from Dr.Virach and Associates Office

Prior to considering the agenda of the Meeting, the Chairman asked Ms.Siritorn, company secretary, to explain the voting method for this Meeting.

Ms.Siritorn explained the voting method that, according to Article 31 of the Company's Articles of Association, 1 share shall be counted as 1 vote. To vote, any person with the right to vote shall vote by putting a mark [✓] in the square bracket in the ballot of each agenda as per one's wish and is not required to indicate the number of votes. The computer program used by the Company will automatically calculate their total number of votes according to their right. In addition, the computer program will process the votes, and the voting result will appear immediately on the screen. When any agenda has been voted with proper and valid resolution, such agenda will not be brought back to reconsider. The shareholders and proxies should sign their names on the provided space of the ballot to confirm their voting and to be used as evidence in case an error in counting votes occurs.

The Board of Directors delegated a Company's staff to record the voting result and invited 2 volunteers from the shareholders attending the Meeting to be witnesses to the record of the information from the ballots in every agenda together with the Company's staff in order to prove the transparency of this meeting. After finishing explain the voting method then proceeded with the meeting's agenda as followings.

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

The Chairman asked the Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for 2015 held on April 24, 2015 with the invitation to this Meeting.

The Meeting considered and approved by majority of total shares held by the shareholders attending the meeting and voted as follows:

Approved	Disapproved	Abstained	Total	Calculated Vote
188,338,273	- 0 -	- 0 -	188,338,273	188,338,273
100.00%				100.00%

**Agenda 2 To acknowledge the Report of the Operation of the Company for 2015**

Company secretary advised the Meeting that agenda 2, 3 and 4 are interrelated and based on the same related details and data which would be presented first to the meeting before voting for agenda 3 and 4 and there would not be voting for agenda 2 which was meant to be just for information to the meeting and asked Mr.Prawin, Finance Director, to make the presentation.

Mr.Prawin presented to shareholders the Company's and subsidiary operating results of 2015 as comparing to previous year, Company and subsidiaries total income was 501.5 MB, comprising from sales and subcontract 438.5 MB or 87.4%, income from rental of property for investment 56.4 MB or 11.2%, and other income 6.6 MB or 1.3% of total revenue respectively.

Sales and subcontract 438.5 MB was comprised of income of HDD business 68.7 MB or 13.7%, income from Non HDD business 79.7 MB or 15.9%, and income from service 290.1 MB or 57.8%.

Other Incomes for whole year of 2015 was 6.6 MB, comprising from sales of scrap from production process of 1.8 MB or 27.8%, profit from rental of fixed assets 1.1 MB or 16.7%, and other incomes including profit from sales of raw materials, gain on trading securities and gain on exchanges rate totaling 3.7 MB or 55.5%.

In conclusion for the Company and subsidiaries' operating results, Company and subsidiaries had 725.0 MB in total assets, total liabilities 245.4 MB, shareholders' equity 479.6 MB, total income 501.5 MB, gross margin 53.6 MB or 10.8%, net loss 25.2 MB or 5.0%, and loss per share of Baht 0.109 in 2015.

For separate financial statements' operating results, the Company had 728.2 MB in total assets, total liabilities 231.2 MB, shareholders' equity 497.0 MB, total income 481.6 MB, gross margin 54.9 MB or 11.6%, net loss 14.7 MB or 3.0%, and loss per share of Baht 0.064 in 2015.

After Mr. Prawin's presentation of Company operating results and before the meeting will consider to vote on Agenda 3, an opportunity is open to shareholders in the meeting to ask for any additional information regarding last year's operating results.

Mr. Kemmaphol Impoonsap, shareholder:

Question: What were the Company business plan and new business investment plan for this year?

Ms. Jintapa Premsuk, shareholder:

Question: What was the Company investment plan? Did the Company have profit this year? What was the Company business direction? (Leave the question)

Answer: Mr. Prapoth explained that in 2015, the Company tried to look for new business. Financial results of 2015 showed that income from HDD business decreased 50 MB. Reasons were as follows:

1. HDD main customer "Samsung" had gone out of business since March 2015, resulting to the decrease of sales and Company loss, due to some expenses incurred and unable to claim from the customer.
2. New business could build up sales approximately 3 MB per year; however, new products were more complicated in manufacturing and sales volume was less. In addition, current machines capability was not suitable for products and employee's skill and proficiency were required. These resulted to high NG parts and the increase of operating costs.

For the service business, income was consistent and this division was comprised of 2 divisions:

1. Administration service to customer "Nikon" which the Company would receive income in terms of control fee.
2. Mobile screen assembly business, which had income for 2015 approximately 97 MB, but sales volume was uncertain. In 2015, there was loss from this business at 8 MB.

For rental business, the income was consistent and the profit was good.

At the end of 2015, the Company had reorganized its structure to be in line with business structure. On November 2015, the Company had laid off ineffective employees, which the severance pay incurred was 4.9 MB. These would cause the decrease of labor cost in 2016.

In 2016, the Company would not have any additional investment. Main goal would be the improvement and increase of productivity, NG product reduction, and stop any business which had loss. On April 28, 2016, the Company planned to shut down the assembly for mobile screen business due to the significant decrease of order. The severance pay incurred was 10.3 MB. Now, the negotiation process with the customer for the responsibility of the damages was conducted. The Company expected to be breakeven or slightly profit after the reorganization.

Ms. Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Question: Did the Company's continuous loss effect to the financial institute which would result to the expansion of the Company?

Answer: Mr. Prapoth explained that in 2015, the Company's EBITDA was not so good. However, in 2019, the Company had an effort to manage on the depreciation expenses; for example, selling unnecessary machines. In addition, the Company tried to spend any expenses as carefully as possible, as well as reduced NG products and layoff excessive employees. For financial institute, there were not any problems by now. The Company was still continuously receiving credits from them. Meanwhile, in 2016, the Company had not yet had any business expansion that needed significant investment budget. However, if there was a good project which was required big amount of investment budget, the Company was confident that the financial institute that the Company had been using for long time would support.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Question: The minute of meeting page 13 was stated that the Company had 11 Board of Investment. How did the Board of Investment help the Company?

Answer: Mr.Prawin explained that the Company had always used the privilege from Board of Investment, except the 2 present years which there was loss from financial performance.

The Meeting acknowledged the report of the operation of the Company and subsidiaries for the fiscal year 2015 as proposed by the Chairman.

### **Agenda 3 To consider and approve the Balance Sheet and the Profit and Loss Statements for the Fiscal Year Ended 31 December 2015**

The chairman pointed out that after getting important summary of the Company's consolidated financial statements from Mr.Prawin for the fiscal year ended December 31, 2015 which was distributed to the shareholders together with the invitation to this Meeting. The summary of which are as follows:

Total Assets	Baht	725.0 million
Total Liabilities	Baht	245.4 million
Total Shareholders' Equity	Baht	479.6 million
Total Revenues	Baht	501.5 million
Net Profit (Loss)	Baht	(25.2) million

The Chairman asked the Meeting to consider and approve the balance sheet and the profit and loss statements for the fiscal year ended December 31, 2015.

The Meeting considered and approved by majority of total shares held by the shareholders attending the meeting, and voted.

Approved	Disapproved	Abstained	Total	Calculated Vote
188,338,373	- 0 -	- 100 -	188,338,473	188,338,273
100.00%				100.00%

Remarks: There was an addition of 1 shareholder making up to 40 persons holding an aggregated 188,338,473 shares.

**Agenda 4 To consider and approve the appropriation of the Net Profit and waive dividend payment for 2015 and to acknowledge payment of the Interim Dividend for 2015**

The Chairman asked Mr.Prawin to present data. Mr.Prawin informed the Meeting that from 2015 separate financial statements, the Company had the net loss of 14.7 MB from its operations and loss per shares of 0.64 Baht. Mr.Prawin notified the Meeting that legal reserve was not additionally required in this fiscal year because all legal reserve was already fully made up to 10% of registered share capital.

Mr.Prawin made an apology to shareholders for no interim dividend and year-end dividend in the second half of 2015, because of negative operating results and non-compliance to Company's articles.

The Meeting approved the appropriation of the net profit and the waive of dividend payment for the year 2015 and acknowledged payment of the interim dividend for the Year 2015 as proposed by the Chairman with the majority of total shares held by the shareholders attending the meeting and voted as follows:

Approved	Disapproved	Abstained	Total	Calculated Vote
188,338,473	- 0 -	- 0 -	188,338,473	188,338,473
100.00%				100.00%

**Agenda 5 To consider the election of the Directors to replace the Directors who retired by rotation**

The Chairman declared to the Meeting that according to Public Limited Company Act B.E. 2535 and Article 15 of the Articles of Association of the Company specifying that "At every general meeting one-third of directors shall retire. The 3 directors, who retired by rotation in this period were following:

1. Ms.Siritorn Chanawongse
2. Mr.Prawin Srisutto
3. Mr.Narong Sutthipongpithan

The Chairman then proposed the Meeting to consider and elect the directors who retired by rotation to be re-appointed as the directors of the Company for another term.

Before voting on this Agenda, there was question from shareholder.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Question: As the director took up many positions and was appointed to be member of several committees, could the director be able to catch up all the jobs in time?

Answer: Ms.Siritorn explained that assigned duties were relevant to the main responsibility; therefore, there was not any problem on the matters that the shareholder was worried about at this moment.

The Meeting approved the re-appointment of those 3 directors who retired by rotation with the majority of total shares held by the shareholders attending the meeting and voted as follows:



	Approved	Disapproved	Abstained	Total	Calculated Vote
1) Ms.Siritorn	184,939,073 100.00%	100	3,399,300	188,338,473	184,939,173 100.00%
2) Mr.Prawin	188,338,473 100.00%	- 0 -	- 0 -	188,338,473	188,338,473 100.00%
3) Mr.Narong	188,338,473 100.00%	- 0 -	- 0 -	188,338,473	188,338,473 100.00%

### **Agenda 6 To consider the election of new director**

The Chairman informed the Meeting that due to the resignation of 2 directors; therefore, to make management of the Company running smoothly, the Nomination and Remuneration Committee agreed to ask the Meeting to consider the election of Mr.Jirawat Choomalaiwong to be the new director.

Before voting on this Agenda, there were questions and opinions from shareholders.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Question: Would it be possible for Mr.Jirawat to show his vision of how to lead the Company and how to make the Company be profitable?

Answer: Mr.Jirawat informed that to manage effective manufacturing, especially machining operation, the major factors were machine efficiency and staff who had knowledge, capability, experience, close supervisory, and prompt problem solving of production process control. In addition, plan-do-check-action was required for good quality control together with human resource utilization with optimum effectiveness and efficiency, and lowest production cost.

Mr.Jirawat additionally explained that since being appointed as a Managing Director, cost reduction project had been launched. In addition, there was an effort to adjust staff's attitude from "cannot do" to "can do". And coping with the fast change of technology was another thing that had been done. For HDD business, expansion to 3.5" HDD had done in order to retain this business. The Company also tried to expand to Non HDD market such as automotive business; however, new products were mostly difficult for manufacturing and to be able to produce such difficult parts, machine improvement and using more than 1 production process were required. To compete with other competitors, the Company needed to change unsuitable machines to machines with high technology by selling unnecessary and useless machines, and buying suitable machines to reduce production process as many as possible.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Question: Main income of the Company came from service business. Did Mr.Jirawat have any experience of service sector?

Answer: Mr.Jirawat answered that he had lots of experience of assembly operation of HDD case, camera and medical device, which there were many staff to be taken care of. In addition, manpower planning and employee's skill training were necessary for continuous production line in order to maintain targeted production output.

Mr. Kemmaphol Impoonsap, shareholder:

Mr.Kemmaphol expressed that after listening to Mr.Jirawat's vision, he felt that the Company was on the right track and was happy that the board of directors select a suitable person to be a director. He wished the Company to be developed in a good way and would like to encourage all directors to overcome such crisis.

The Meeting approved the election of Mr.Jirawat Choomalaiwong to be a new director with the majority of total shares held by the shareholders attending the meeting and voted as follows:

Approved	Disapproved	Abstained	Total	Calculated Vote
188,338,473	- 0 -	- 0 -	188,338,473	188,338,473
100.00%				100.00%

**Agenda 7 To consider the determination of the remuneration and gratuity of the Directors for 2016**

The Chairman asked the Meeting to consider the determination of the remuneration of the directors as the same as specified in the resolution of the Annual General Meeting of Shareholders for the year 2015 dated April 24, 2015 as follows.

- 1) Remuneration**
- Not exceeding Baht 300,000 per year for Chairman.
  - Not exceeding Baht 250,000 per year for Audit Committee.
  - Directors who are not members of the Audit Committee shall not receive any remuneration.
- 2) Meeting Attendance**
- Not exceeding Baht 5,000 to all directors per each attendance.
- 3) Gratuity**
- Not exceeding 3% of total dividend paid to shareholders in each calendar year
  - Paying to Chairman and Vice Chairman at the rate higher than others directors at 20% and 10% respectively and charged in that fiscal year.
  - Basis and method for calculation of gratuity remain unchanged until the shareholders' meeting resolves otherwise.

For this year, 3 independent directors had expressed their intention to reduce 20% of remuneration effective from February 2016 onwards.

Before voting on this Agenda, there was an opinion from shareholder.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Ms.Nuanwan expressed her compliment to the sacrifice of all independent directors; however, she hoped that this reduction would be only for this year. Finally, she expressed her appreciation towards all independent directors.

The Meeting approved by the vote of more than two-third (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote as proposed by the Chairman in all respects as follows:

Approved	Disapproved	Abstained	Total	Calculated Vote
150,977,996	- 0 -	37,360,477	188,338,473	150,977,996
100.00%				100.00%

Remarks: 7 directors holding an aggregated 37,360,477 shares had no right to vote.

**Agenda 8 To consider and appoint the auditor and fix the remuneration of the Auditor for 2016**

The Chairman proposed the Meeting to consider the appointment of the auditors for the year 2016 of Dr.Virach and Associates and to fix the remuneration of the auditor at not exceeding Baht 1,220,000 per annum. The auditors were as follows.

- 1) Mr.Virach Apimetheethamrong CPA No. 1378
- 2) Mr.Chaiyakorn Unpitipongsa CPA No. 3196
- 3) Mr.Apirak Atianuwat CPA No. 5202

The Meeting approved by majority of total shares held by shareholders attending the meeting and voted as proposed by the Chairman with the vote as follows:

Approved	Disapproved	Abstained	Total	Calculated Vote
188,338,373	- 100 -	- 0 -	188,338,473	188,338,473
100.00%				100.00%

Before closing the meeting, there was an opinion from shareholder.

Ms.Nuanwan Poonwasupholchat, volunteer from Thai Investors Association:

Ms.Nuanwan stated that as the Company had been using this Auditor for 11 years, changing of the auditor should be considered or there should be a transparent selection method in order to assure the shareholders that the Company had an appropriate screening procedure.

Chairman informed the Meeting that the Company had signed to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) and would proceed for further certification process. The Chairman then expressed his appreciation to all shareholders and authorized representatives who attended this today Meeting and for shareholders' messages of caring for Company. The Board vow to execute its duty and obligations to Company with complete honesty and wish to thank all board committee members and wish everyone to take good care of one's health and wish for a safe journey back home. In the end, Chairman asks for permission to close the meeting at 3.35 p.m.



(Miss. Siritorn Chanawongse)  
Company Secretary



(Professor Dr. Sanit Aksornkoae)  
Chairman of the Meeting

### Annex 3 Profile of the Directors to replace who retire by rotation



Name - Surname	Mr. Kamol Thammanichnond
Age	77 years
Nationality	Thai
Education	Bachelor of Accounting Bachelor of Business Administration Thammasart University
Training	DAP Certificate in class 26 (5/10/2004)
Present Positions	Director Audit Committee Chairman of Nomination & Remuneration Committee
Year of Directorship	12 years 5 months
Experience for the past 5years	Audit Committee Single Point Parts (Thailand) Public Company Limited Sena Development Public Company Limited
Director Type to be elected	Independent Director as considered by the Nomination and Remuneration Committee
Meeting Attendance in 2016	Board of Director 5/5 meetings Audit Committee 4/4 meeting Nomination & Remuneration Committee 2/2 meetings
Company Shareholdings (31 Dec.2016)	None
Position in other Listed Companies	None
Position in Non-Listed Companies	None
Other Affiliations	None
Position in other companies that may cause conflict of interest	None
Having following conflict of interest with company/parent company/ subsidiary/joint company or juristic persons which could have conflict of interest at the present time or in the past 2 years	(1) Being not director participating in management role employee, officer or advisor receiving regular salary (2) Being not professional advisor (such as auditor or legal advisor) (3) Having not business relationship significantly which may not able to act duty independently (such as purchase, sale material/product/service, loan/borrow)



Name - Surname	Mr. Maitree Tangsanakul
Age	71 years
Nationality	Thai
Education	Bachelor of Engineering (Telecommunications Engineering) King Mongkut's Institute of Technology Ladkrabang
Training	DAP Certificate in class 28 (2/11/2004)
Present Positions	Director Executive Committee Nomination & Remuneration Committee
Year of Directorship	12 years 5 months
Experience for the past 5years	Vice Chief Executive Officer Single Point Parts (Thailand) Public Company Limited
Director Type to be elected	Executive Director as considered by the Nomination and Remuneration Committee
Meeting Attendance in 2016	Board of Director 54/5 meetings Executive Committee 13/13 meetings Risk Management Committee 2/6 meetings (Resigned since May 13, 2016) Nomination & Remuneration Committee 1/2 meetings (Appointed since May 13, 2016)
Company Shareholdings (31 Dec.2016)	100,000 shares, equal to 0.04%
Position in other Listed Companies	None
Position in Non-Listed Companies	None
Other Affiliations	None
Position in other companies that may cause conflict of interest	None



Name - Surname	Mr. Prapoth Pholpipattanapong
Age	61 years
Nationality	Thai
Education	Bachelor of Business Administration (General Management) Ramkhamhaeng University
Training	DAP Certificate in class 26 (5/10/2004)
Present Positions	Director Chairman of Executive Committee
Year of Directorship	12 years 5 months
Experience for the past 5years	Chief Executive Officer Single Point Parts (Thailand) Public Company Limited
Director Type to be elected	Executive Director as considered by the Nomination and Remuneration Committee
Meeting Attendance in 2015	Board of Director 5/5 meetings Executive Committee 13/13 meetings
Company Shareholdings (31 Dec.2016)	35,829,300 shares, equal to 15.44%
Position in other Listed Companies	None
Position in Non-Listed Companies	None
Other Affiliations	None
Position in other companies that may cause conflict of interest	Specialty Tech Corporation Co., Ltd Advance Packaging Co., Ltd Specialty N.T.I.A (Thailand) Co., Ltd

#### **Annex 4** Definition of Independent Director and Qualification

Independent director refers to director who is independent from major shareholders, executive and related persons and he could have duty for protect shareholders' benefit equally.

The Company defined the independent directors' qualification complied with the principals of good corporate governance of the Stock Exchange of Thailand and requirements of the Capital Market Supervisory Board as follows:

1. Holding shares not exceeding 0.5 % of the company's shares with voting rights, or that of any subsidiary, associated company, major shareholder or controlling person including shares held by any related person of such independent directors.

2. Neither being nor used to be an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the company, subsidiary, associated company, same level subsidiary, major shareholder or controlling person unless the foregoing status has ended for more over 2 years.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, or child, including the spouse of a child, of any executive, major shareholder, controlling person or person to be nominated as executive or controlling person or subsidiary.

4. Neither having nor used to have a business relationship with the company, subsidiary, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor used to be substantial shareholder or controlling person of any person having business relationship with the company, subsidiary, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than 2 years.

5. Neither being nor used to be an auditor of the company, subsidiary, associated company, major shareholder or controlling person and not being substantial shareholder, controlling person or partner of an audit firm which employs auditors of the company, subsidiary, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than 2 years.

6. Neither being nor used to be any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding 2 million baht from the company, subsidiary, associated company, major shareholder or controlling person, and not being substantial shareholder, controlling person or partner of the professional adviser unless the foregoing relationship has ended for more than 2 years.

7. Not being a director appointed as a representative of the company's director, major shareholder, or shareholder related to major shareholder.

8. Not undertaking any business in the same nature and in material respect competition to the business of the company or subsidiary or not being a substantial partner in the partnership, a director involved in the company management, an employee, a staff member, an adviser receiving a regular salary or a shareholder holding more than 1 % of shares with voting rights of a company undertaking any business in the same nature and in material respect competition to the business of the company or subsidiary.

9. Not having any characteristics that prohibit the expression of independent opinions towards the company's business undertakings.



### **Chapter 3 Board of Directors**

Article 13 The board of directors is comprise at least 5 directors of which not less than one half shall reside in the Kingdom and must have qualifications as prescribed by the law.

Article 14 Directors shall be elected by the meeting of shareholders with majority voting in accordance with rules and procedures as follows:

- (1) One shareholder has votes in a number equal to number of shares he holds.
- (2) Shareholder may use all his votes to elect one or more than one director.
- (3) Persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected directors of the company. In the event of a tie at a lower place which would make the number of directors greater than that required, the chairman of the meeting shall have a casting vote.

Article 15 In every annual ordinary meeting of shareholders, one-third of directors shall vacate office. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office.

Directors vacate office in the first year and the second year after registration of the company shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office. Directors vacate office under this section may be re-elected

Article 16 Directors are entitled to remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus or other benefits specified in an article of association or a shareholders meeting to approve. This may require a certain number or place criteria and set as any time or to have any effect until it is changed. In addition, they shall receive allowances and other benefits as regulation of the Company.

Under paragraph one does not affect the rights of officers or employees of the Company elected to be director to receive the remuneration and benefits as an officer or employee of the Company.

Article 20 The meeting of shareholders may pass a resolution to remove any director prior to the expiration of his term of office with votes not less than three-fourths of number of shareholder attending the meeting and having the right to vote and the total number of shares being of not less than one half of number of shares held by shareholders attending the meeting and having the right to vote.

Article 22 In a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a forum. In the case where the chairman of the board is not present at the meeting or is unable to perform his duty if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but he is unable to perform the duty, the meeting shall elect one among them to preside over the meeting. The decisions at the meeting shall be by a majority of votes.

## **Chapter 4 Meeting of Shareholders**

Article 27 The board of directors shall hold the annual ordinary meeting of shareholders within 4 months from the date ending the account period of the Company.

Article 28 In calling a meeting of shareholders, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information, approval, or consideration, as the case may be, including opinion of the board of directors on said matters, and send the same to the shareholders and the Registrar for information not less than 7 days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than 3 days before the date of the meeting.

Article 30 In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than 25 or not less than one-third of the total number of sold shares or not less than one half of the total number of shareholders and shares amounting to not less than one-third of the total number of sold shares to constitute a quorum.

In the event at any meeting of shareholders, upon the lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum under paragraph one; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than 7 days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 31 A resolution of the meeting of shareholders shall be supported by votes as follows: In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the chairman of the meeting shall have the casting vote. In cases as follows, by votes not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:

- (a) Sale or transfer of business of the company, in whole or in essential part, to other persons
- (b) Purchase or acceptance of transfer of business of other companies or private companies by the company
- (c) Entering into, amending, or terminating a lease of business of the company in whole or in essential part; entrusting other person with the management of the company; or amalgamating business with other persons with the objective to share profit and loss
- (d) Amendment of the memorandum of association or articles of association
- (e) Increases or reductions of the capital or the issuance of bonds
- (f) Amalgamation or liquidation of the Company

## **Chapter 5 Accounts Finance and Auditing**

Article 34 The accounting period of the Company commences on the first day of January and ends on the thirty-first day of December of every year.

Article 36 The board of directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve. The board of directors shall have the balance sheet and the profit and loss account prepared and completed by the auditor before submission to the meeting of shareholders.

Article 38 The auditor has duty to attend the meeting of shareholders at which the balance sheet, the profit and loss account, and the problems pertaining to accounting of the company are considered in order to make clarifications in respect of audit to the shareholders, and the company shall make available to the auditor all reports and documents receivable by the shareholders in such meeting of shareholders to the auditor. The auditor shall not be a director, staffs, employee, or person holding any position in the company.

The auditor has the power to examine the accounts, documents, and other evidence relating to the income and expenditure as well as assets and liabilities of the company during working hours of the company. In this regard, the auditor is empowered to interrogate the directors, staffs and employees of the company to give facts as necessity for the performance of the auditors' duties. The auditor has to make a written report about the balance sheet and account for submission to the annual meeting of shareholders and must state in such report whether the balance sheet is prepared accurately and exhibit a true and correct view of the state of affairs of the Company or not.

Article 39 No dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid. Payment of dividend must be duly approved by the meeting of shareholders.

The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and they shall report to the next meeting of shareholders for information

Payment of dividend shall be made within 1 month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also be published in a newspaper at least 3 days continually.

Article 41 The company must allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Upon approval by the shareholders meeting, the Company may transfer other reserves, legal reserve and capital gain reserve respectively to compensate for the deficit of the Company.

## **Annex 6** Registration process, proxy and voting process

### **Registration**

Shareholders or proxies can register and show documents or evidences for verifying at the meeting venue from 12.30 a.m. onward

### **Attendance in persons**

Shareholders want to register the meeting. They have to show national ID card or government official ID or diver card, including proof of change in name or surname (if any)

### **Appointment of a proxy**

Shareholders want to appoint proxies to participate the meeting and vote instead, please completely filled in and signed in the Proxy (Form B) attached to the meeting invitation, 20 baht worth of duty stamp is affixed with the date crossed out on the proxy for legal validity.

Shareholders want to give a proxy to Company's independent director, please make a mark (✓) in front of the independent director's name as stated in the proxy form B. Otherwise shareholders want to give a proxy to other persons, please indicate the name of such person being to act as a proxy. In case shareholder indicates more than one proxy. Only one proxy can attend the meeting and vote.

Please send a proxy (form B) with documents to Single Point Parts (Thailand) Public Company Limited at Secretary Office no 40, 42 Moo 9 Rojana Industrial Park, Tabon Thanoo, Amphur U-thai, Phranakorn Si-Ayutthaya 13210 within 18 April 2016 for convenience and documents verifying.

If any shareholders have a doubts or any questions about proxy procedure, they can ask the Company Secretary Office at (035) 226 700-1 ext.103 in office hour.

### **Documents required for proxy appointment**

#### Natural shareholder

(1) Proxy (form B) with accurately and completely filled in and signed by the grantor and the proxy

(2) Certified true and correct copy of national ID card or government official ID or diver card of the grantor

(3) Proxies have to show their national ID card or government official ID or diver card

#### Juristic shareholder

(1) Proxy (form B) with accurately and completely filled in and signed by authorized director with the Company' seal affixed and signed by the proxy

(2) Certified true and correct copy of Affidavit of Incorporation (The grantor), issued not less than 3 months, and signed with the Company' seal affixed

(3) Certified true and correct copy of national ID card or government official ID of authorized director

(4) Proxies have to show their national ID card or government official ID or diver card

### **Voting Process**

1. One share shall be counted one vote and the majority of votes shall be deemed solution. In case of an equality of Votes, the Chairman shall be entitled to a casting vote distinguishing.

2. Any shareholder having in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily. However, there is no prohibition for voting to elect or remove directors.

3. Shareholders attending the meeting in person can cast votes as they wish on the ballots handed to them at the registration. The proxy appointed by a shareholder can also cast a vote as directed by the grantor specified in the Proxy (Form B).

4. The Chairman will inform the meeting of voting results in each agenda. The counted votes will include all votes per directions of all shareholders attended the meeting in person and appointed proxies. Each agenda will use the last number of shares under possession of shareholders being present in the meeting.

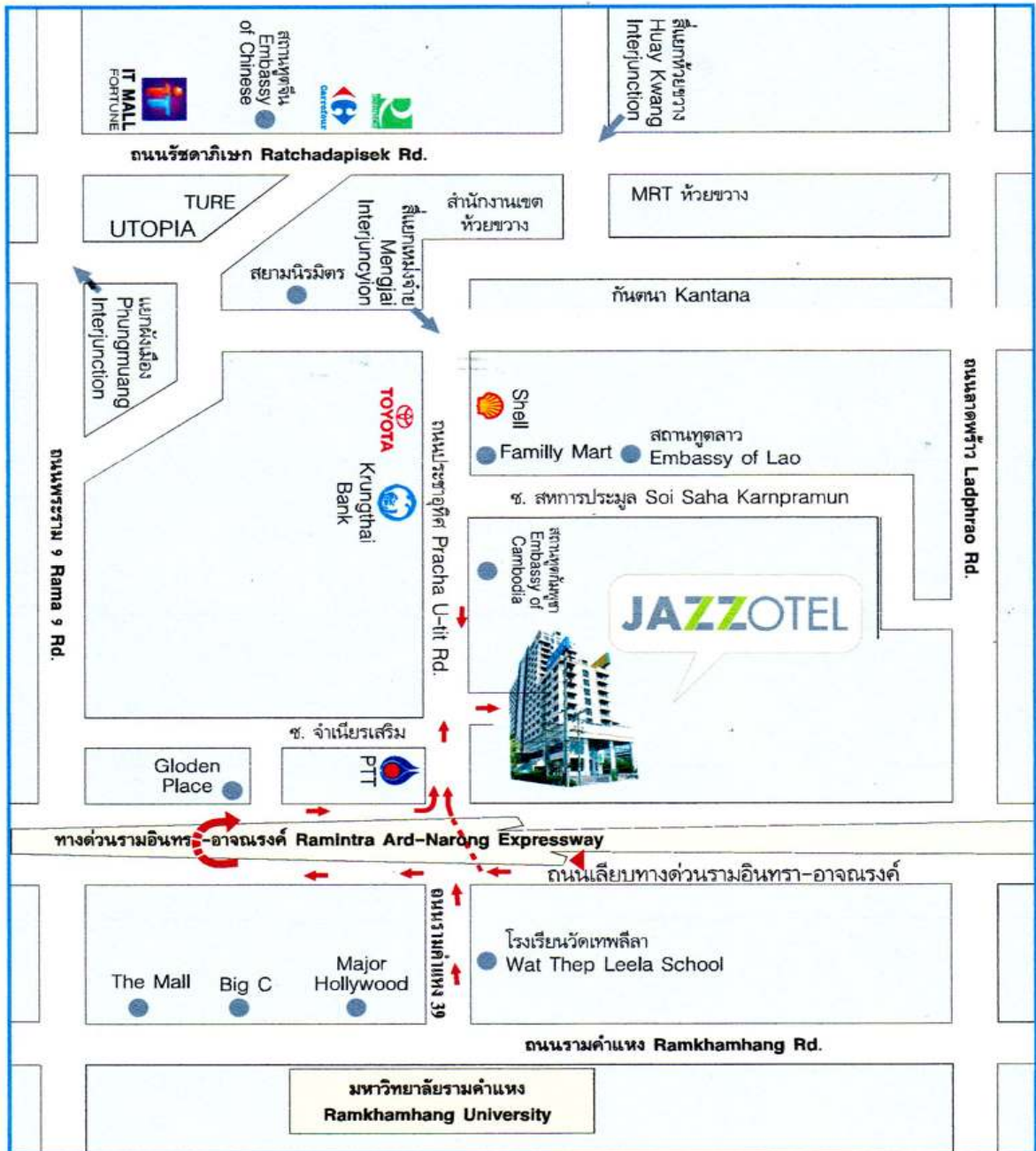
**Annex 7** Profile of Independent directors proposed as proxy holders



Name - Surname	Mr. Narong Suttipongpitan
Age	66 years
Nationality	Thai
Address	25/21 Bua Khao Village, Soi Ramkhamhaeng 174, Minburi, Bangkok 10510
Education	Master of Business Administration Eastern Asia University
Training	DAP Certificate in class 71 (21/11/2008)
Present Positions	Audit Committee
Company Shareholdings (31 Dec.2016)	None
Shares proportion	0.00%
Director Type	Independent Director
Year of Directorship	5 years 3 months
Conflict of interest in propose agenda in this AGM	None

**Annex 8** Map of General Meeting Venue

The Jazzotel Hotel, Orchestra Ballroom, Floor 2



Jazzotel บริษัท พูลวรลักษณ์ จำกัด เลขที่ 514 ซอยรามคำแหง 39(เทพลีลา 1) ถนนประชาอุทิศ  
 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพฯ 10310 โทร.02-934-4747 แฟกซ์.02-934-7313 หรือ 02-934-5151