

**Minutes of Annual General Meeting of Shareholders for the Year 2011  
of  
Lohakit Metal Public Company Limited**

The Meeting was held on July 26, 2011 at 10 a.m. at the Arnoma Room 3, Arnoma Hotel, 99 Rajdamri Road, Patumwan, Bangkok.

**Attending Directors**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Wanchai Umpungart      | Chairman of the Board / Chairman of the Audit Committee           |
| 2. | Mr. Prasarn Akarapongpisak | Director / Chairman of the Executive Director / Managing Director |
| 3. | Mr. Anan Manatchinapisit   | Director / Executive Director / Board Secretary                   |
| 4. | Mr. Somnuik Thanasarn      | Director/ Executive Director                                      |
| 5. | Mr. Lert Nitheranont       | Director / Audit Committee  |
| 6. | Mr. Anurut Vongvanij       | Director  |

**Absent Director**

- |    |                        |                            |
|----|------------------------|----------------------------|
| 1. | Mr. Teera Na Wangkanai | Director / Audit Committee |
|----|------------------------|----------------------------|

**Auditor**

- |    |                             |                           |
|----|-----------------------------|---------------------------|
| 1. | Mrs. Ginkarn Asawarangsarit | Ernst & Young Office Ltd. |
| 2. | Ms. Pussadee Charoenwijet   | Ernst & Young Office Ltd. |

**Legal Consultant**

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|----|--------------------------|-------------------------|
| 1. | Mrs. Nittaya Kiatserikul | Seri Manop & Doyle Ltd. |
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The Chairman informed the meeting that there were 124 shareholders attended the meeting, both in person and by proxy, together represented 197,311,205 shares with equivalent to 61.65% of the total issued shares, thus forming a quorum according to Article 39 of the Articles of Association. The Chairman then appointed Ms. Sukonta Kasemsuk to inform the meeting of the voting procedures on each agenda as follows:

Each shareholder shall have the vote equal to the amount of shares held in person or by proxy and may place the vote to adopt the resolution, objecting to, or abstaining on each agenda in equal to the amount of shares held in person or by proxy as stated on the voting card received upon registration.

On counting the votes, the Company's officials would count only the shareholder's votes objecting to, or abstaining on each agenda. The shareholders may raise their hands for the official to collect voting cards for objecting vote, or abstaining vote. Those objecting votes or abstaining votes would be subtracted from the total votes that attend the meeting. Non-vote should be deemed approval of the agenda. If the majority of vote adopts the resolution and the voting is conformed to the Company's regulation regarding the vote, it would be deemed that the meeting has adopted or approved such agenda. This is with an exception to the agenda No. 5 regarding the appointment of new director to replace the retired director, which must collect the objecting and abstaining votes before collecting the adopting votes. Non-vote shall be considered approval of the agenda. For any shareholder who wish to leave the meeting early or absent from the meeting

in any agenda, such shareholder may place the vote by submit the voting card to the Company's official in advance.

In addition, it is permissible for the shareholder to reasonably inquire regarding the issue concerning the agenda before voting time of such agenda. The shareholder who wishes to place the inquiry must inform the meeting of his full name or present his received number each time before placing inquiry or giving opinion.

The Company reserves the right to collect the voting cards from all shareholders at the end of the meeting as evidences. The Chairman then proceeded as according to the following agendas:

**Agenda 1. Consideration to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2010**

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No. 1/2010, held on July 22, 2010, for approval by the Meeting.

The Meeting unanimously resolved to approve the minutes of the Annual General Meeting of Shareholders No. 1/2010 with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 2. Consideration to acknowledge the Company's operating report, which ended on March 31, 2011**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, to propose the Meeting to consider the Company's operating report, which ended on March 31, 2011 as appeared in the enclosure (2), which had already been sent to the Shareholders with the Notice to call the meeting. Details are as follow:

**Total income:** the Company has a net income of 2,454.35 million Baht which is 22.7% more than the previous year.

**Gross profit:** the Company has a gross profit of 277.84 million Baht or 11.5% of sales volume, which is 1.96% more than the previous year.

**Net profit:** the Company has a net profit of 139.11 million Baht or 5.67% of the sales volume.

**Profit per share:** due to such profit, the Company has profit per share equal to 0.43 Baht/share.

Return on Asset (ROA) = 9.66%

Return on Equity (ROE) = 16.71%

Current Liquidity = 1.98 times

Debt to Equity Ratio (D/E RATIO) = 0.64 times

Mr. Sakchai Sakulsrimontri, shareholder, has inquired the meeting as followed;

1) How much is the price of stainless this current moment and last year?

Whether the hike up price would have any of risk on the company?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that; The stainless steel price for last year was at Baht 100 and now is at

Baht 113 – 114. The price increasing has less impact on the Company because our customer cannot find anything to substitute for the stainless steel. As a result, the customer cannot stop buy the stainless steel, they can only change their quantity demanding.

2) Whether the change of shareholder of Thainox Stainless Public Company Limited would have much impact to The Company?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that the changing of shareholder in Thainox Stainless Public Company Limited has no impact on the Company because the Company has been trading with Thainox Stainless Public Company Limited for a period of time.

3) What is the company strategy of the ratio of company revenue from D-Stainless/ HDD which tend to be decreased?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that the trending of the magnetic stainless has increased because its contain more niggles which reduce cost, thus, the profit of this product is approximately 2%. Therefore, the Company has no intention to compete in this market.

The Meeting unanimously acknowledged the operating report which ended on March 31, 2011 with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 3. Consideration to approve the Company's Financial Statement, consisting of Balance Sheet, Income Statement, and Cash Flow Statement, which ended on March 31, 2011 and the auditor's report**

The Chairman proposed the Meeting to consider and approve the Company's Financial Statement, consisting of Balance Sheet, Income Statement and Cash Flow Statement, which ended on 31 March 2011 as appeared in the enclosure (3), which had already been sent to the Shareholders with the Notice to call the meeting.

Mr. Hungchai Akkawasakul, shareholder, has inquired the meeting that what is the net profit share to the minority shareholders of subsidiaries and what is the reason why there is no this case in the previous year?

Mr. Anan Manatchinapisit, Executive Director informed the meeting that in September 2010, the Company sold Auto Metal Company Limited's shares to Mory Industries Inc. equivalent to 40% of total shares thus, the Company has to share the net profit to Mory Industries Inc.

The Meeting has unanimously resolved to approve the financial statement, which ended on 31 March 2011 as proposed, with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 4. Consideration on dividend**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, to report to the Meeting. Mr. Prasarn report the Meeting that according to the Company's Profit and Loss Statement ended on 31 March 2011, the Company has a net profit of Baht 90,062,542, hence proposed the meeting's approval of allocation of dividend.

After due consideration, the Meeting has unanimously approved the allocation of dividend and the dividend payment of Baht 0.22 per share, totaling Baht 70,400,000. The dividend will be paid on 15 August 2011 to the shareholders registered in the Company Share Register on 15 August 2011, with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 5. Consideration for appointment of the directors in replacement of those retired by rotation and determination of the authorization**

The Chairman has assigned Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, declared to the Meeting that at the first Annual General Meeting of each year, one-third of the directors must be retired by rotation. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. As Mr. Wanchai Umpungart (Chairman of the Board, Chairman of the Audit Committee and Independence Director), Mr. Anurut Vongvanij and Mr. Lert Nitheranont (Audit Committee and Independence Director) has been in office for the longest term, they will be retired by rotation. The Chairman then proposed the Meeting to appoint new directors in replacement of the retired directors.

After due consideration, the Meeting had resolved with the majority votes to re-appoint Mr. Wanchai Umpungart (Chairman of the Board, Chairman of the Audit Committee and Independence Director), Mr. Anurut Vongvanij and Mr. Lert Nitheranont (Audit Committee and Independence Director) as directors of the Company and retained the authority of directors, with the following results:

(1) Mr. Wanchai Umpungart

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

(2) Mr. Anurut Vongvanij

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

## (3) Mr. Lert Nitheranont

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

The Authority of directors should be retained as follows:

“Mr. Prasarn Akarapongpisak jointly signs with Mr. Somnuik Thanasarn or Mr. Anan Manatchinapisit and affix the Company’s seal.” with the following voting results:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 6. Consideration for payment of directors’ remuneration for the year 2011**

The Chairman has assigned Mr. Anan Manatchinapisit, the Executive Director proposed the Meeting to consider the payment of directors’ remuneration for the year 2011, in the same rate as of the year 2010 as follows:

- (1) Remuneration of the Meeting for the Board of directors
  - Baht 20,000 per Meeting for Chairman of the Board.
  - Baht 10,000 per person / Meeting for Director
 Directors who are the Company executives, Mr. Prasarn Akarapongpisak, Mr. Anan Manatchinapisit, Mr. Somnuik Thanasarn shall not receive this remuneration.
- (2) Remuneration of the Meeting for the Audit Committee
  - Baht 20,000 per Meeting for Chairman of Audit Committee
  - Baht 10,000 per person / Meeting for Audit Committee
- (3) Bonus shall not exceed Baht 4,000,000 and assigned the Board of Directors to allocate.

After due consideration, the Meeting unanimously resolved with the majority votes to approve the remuneration payment as proposed by the Chairman as follows:

- Approved, representing 197,311,205 votes, equivalent to 100% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

**Agenda 7. Consideration for appointment of Company’s auditor and approval of auditors’ fee for the year 2011**

The Chairman has assigned Mr. Anan Manatchinapisit, the Executive Director proposed the Meeting to approve the appointment of auditor and the auditors’ fee.

After due consideration, the Meeting unanimously resolved to appoint Ms. Sumalee Reevarabandith, CPA License No. 3970 or Mr. Sophon Permsirivallop, CPA License No. 3198 or Mrs. Gingkarn Asawangsarit, CPA License No. 4496 of Ernst & Young Office

Ltd. to be the Company's auditor. The audit fee for annual audit would be Baht 1,110,000 with the following voting results:

- Approved, representing 197,310,963 votes, equivalent to 99.9999% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 242 votes, equivalent to 0.0001% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 vote, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

## **Agenda 8      Other matters**

Mr. Wanchai Umpungart, Chairman of the Board, inquired whether any shareholder having any question or suggestion.

The shareholders inquired the meeting and the Company has informed the meeting as follows;

1) Whether the Company would have any effect on the Pheu-Thai Party Policy that will regulate the national minimum wage to 300 baht?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director informed the meeting that we have to wait for the new government enacts any measurement to support this policy first.

2) What is the main reason of increasing in the allowance for doubtful?

Mr. Anan Manatchinapisit, Executive Director, informed the meeting that the allowance for doubtful had incurred for a long time and in the legal process at this moment. The Company had already reserved this debt 100 percents.

3) What kind of payments which the Company made to Mory Industries Inc. and how was the process of those payments?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the relationship between the Company and Mory Industries Inc. are as follows;

- Mory Industries Inc. is the technical advisor to the Company and its subsidiaries and charged the service fee approximately Baht 300,000 per month.
- Owing to some Japanese customers rely on Mory Industries Inc.'s reputation through the Mory Lohakij (Thailand) Company Limited and the commission rate is 1.5% of the domestic turnovers,
- There is a joint-venture in Auto Metal Company Limited by Mory Industries Inc. hold 40% of shares and Auto Metal Company Limited does not pay the technical service fee to Mory Industries Inc.

4) What is the strategy for investment in India?

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the Company affirm the intention to invest in India but it is still in the process of negotiation with the suppliers about the proportion of the main shareholders which the suppliers are still buying the Company's product properly.

5) Suggest that the Company should be aware of any fraud by staff and the auditor of the company must perform the duty in according with due care and diligence.

6) Company Visit

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that it is inconvenient to visit the Company because of many restrictions; both space and machine. Lately, the Company has allowed security analyst to visit and reported such information to the shareholders.

- 7) Request for Company's news administrator.

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that if the shareholders have any questions, please feel free to contact Ms. Sukonta Kasemsuk, Investor Relations.

- 8) Request for specification of revenue in details; namely, brand and name of customer.

Mr. Prasarn Akarapongpisak, Chairman of the Executive Director, informed the meeting that the Company cannot give such information to the shareholders because the Company produces just a partial of the product. The Company does not sell to any brand directly but sell to the main manufacturer and the manufacturer compounds the product and sell to the brand. Thus, the Company cannot give such information to the shareholder because it is confidential information.

The Chairman declared the Meeting closed at 3.30 p.m.

Signed \_\_\_\_\_ Chairman  
(Mr. Wanchai Umpungart)