

Minutes of Extraordinary General Shareholders' Meeting No. 1/2013
of
Lohakit Metal Public Company Limited

The Meeting was held on January 21, 2013 at 14.00 hrs. at the Grand Ballroom, No.889 Thai CC Tower, 12th Floor (Parking Building), South Sathorn Road, Yannawa, Sathorn, Bangkok.

Attending Directors

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

Absent Director

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| 1. | Mr. Anurut Vongvanij | Director |
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Legal Consultant

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| 1. | Mrs. Nittaya Kiatserikul | Seri Manop & Doyle Ltd. |
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Financial Advisors

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| 1. | Mr. Chonlachart Worawutthitchongsathit | Financial Advisor from The Brooker Group Public Company Limited |
| 2. | Mrs. Duangjai Lorlertvit | Independent Financial Advisor from JayDee Partners Limited |
| 3. | Miss Jirayong Anuman-Rajadhon | Independent Financial Advisor from JayDee Partners Limited |
| 4. | Miss Kanokkorn Pornsawat | Independent Financial Advisor from JayDee Partners Limited |

The Chairman informed the meeting that there were 172 shareholders attended the meeting, both in person and by proxy, together represented 236,363,490 shares with equivalent to 73.8036% of the total issued shares, thus forming a quorum according to Article 39 of the Articles of Association. The Chairman then appointed Ms. Sukhontha 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. 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 agenda items 2 to 5 shall be approved by the Shareholders' Meeting with the vote not less than three-fourths of the votes of the shareholders attending the meeting having the right to vote. List of shareholders who have conflict of interest and have no right to vote are as follows:

No.	Name of shareholder	Number of shares
1	Mr. Kasem Akarapongpisak	93,282,180
2	Mr. Prasarn Akarapongpisak	44,046,300
3	Mr. Prasert Akarapongpisak	36,284,300
4	Mr. Vittawat Akarapongpisak	12,811,500
5	Miss Vasana Akarapongpisak	6,000,020
Total		192,424,300

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. 1/2012

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No. 1/2012, held on July 26, 2012, for approval by the Meeting.

The Meeting has resolved with the majority votes to approve the minutes of the Annual General Meeting of Shareholders No. 1/2012 with the following voting results:

- Approved, representing 236,363,490 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 approve the investment in Ngeck Seng Chiang Metal Co., Ltd. ("NSCM") by purchasing all ordinary shares of NSCM from its current shareholders and pay the total consideration by issuing new ordinary shares

The Chairman assigned Mr. Anan Manatchinapisit to present the information of purchase of all ordinary shares of NSCM from its current shareholders and pay the total consideration by issuing new ordinary shares resulting the Company to hold all shares of NSCM, details of which are as appeared in information memorandum on acquisition of assets and connected transaction sending to the shareholders, Attachment No.2.

The Chairman assigned Miss Jirayong Anuman-Rajadhon to present the comment of the independent financial advisor related to acquisition of assets and connected transaction. The Company shall purchase all ordinary shares of NSCM from its current shareholders and pay the total consideration by issuing new ordinary shares in type of private placement to the sellers to pay for the share of NSCM, details of which are as appeared in report of comment of the independent financial advisor related to acquisition of assets and connected transaction sending to the shareholders, Attachment No.3.

The Chairman asked the shareholders to question and give any suggestion.

The shareholders questioned and the Company answered as follows:

1. Mr. Sathit Kumar asked: Is this case Back Door Listing? What is the percentage of the existing NSCM goods comparing to the Company's goods? When this new issued shares shall be offered?

Miss Jirayong Anuman-Rajadhon explained that this case is not back door listing, but a normal investment. For the existing goods, the Company has approximately 1,700 Million Baht of goods and NSCM has 587 Million Baht of goods, totaling amount of approximately 2,300 Million Baht. The new issued shares shall be offered in the Stock Exchange Market around February 2013.

2. Mr. Supot Uchailertkul asked: How this deal of sale and purchase occur? What is the liability of NSCM?

Mr. Prasarn Akarapongpisak explained that Akarapongpisak's family has grown with this business. The businesses were clearly divided prior to the Company listed into the Stock Exchange Market. The Company emphasizes in stainless steel, whereas NSCM specializes in other metals. When the Company listed into the Stock Exchange Market, there are many advantages particularly in financial management. The merger of the business between the Company and NSCM shall resulted in the Company is able to offer various products and increase the opportunity to gain more profit.

Regarding NSCM's liability, most of the liabilities of NSCM are debts from the purchase of goods, which was mostly paid by cash that may resulted in the liability from loan to pay the dividend in the future.

3. Mr. Anurak Boonsawang asked: What kind of industries are NSCM's clients? How is the business competition?

Mr. Prasarn Akarapongpisak explained that NSCM's clients are construction group using copper as the main material of electric switch. There are some business competitions and the growth of NSCM is approximately 10-15%.

4. Mr. Teerayuth Pheatanyakit asked: What is the approximate income from sale of the year of 2014-2017 after purchase of the business?

Mr. Prasarn Akarapongpisak explained that the Company expects potential growth and shall revise the working methods by moving warehouse to the plant of the Company.

5. Mr. Sakchai Sakulrimontri asked: (1) Request the Independence Financial Advisor to explain regarding the compensation as stated in page 13 of the Information Memorandum. (2) Shall the commission fee be paid after the Company purchases NSCM's shares? (3) What is the policy of dividend payment from NSCM to the Company?

Miss Jirayong Anuman-Rajadhon explained that the compensation in page 13 consisted of 2 cases: the first case is the compensation in case of not in compliance with the Agreement; the second is in case of on the date of transfer of shares, Deloitte Touche Tohmatsu Jaiyos Co., Ltd. checks the inventory and finds that the inventory is different from the internal balance sheet of NSCM.

Mr. Prasarn Akarapongpisak explained that the same rate of commission pay shall be sustained as the remuneration to the sales officers. For the dividend pay, the Company shall further consider on this matter.

6. Mr. Anurak Boonsawang asked: What is the policy of the Company to reduce the result from pay for interest of NSCM?

Mr. Prasarn Akarapongpisak explained that firstly, the cost from overlapped procedure may be reduced, the extent of such reduction shall then be considered after jointly doing business. In the first year, the Company shall emphasis on logistic management to provide more services to the clients. Regarding the interest policy, it shall be considered to reduce the inventory, then having cash to settle the debts.

7. Mr. Anurak Boonsawang asked: Do the clients databases of both companies duplicate?

Mr. Prasarn Akarapongpisak explained that the clients' databases of both companies are not duplicated. The Company's clients are Japanese company whereas NSCM's clients are Thai company.

After there were no other questions from the shareholders, the Chairman proposed the Meeting to consider and approve.

The Meeting considered and approved the investment in NSCM by purchasing all ordinary shares of NSCM from its current shareholders and pay the total consideration by issuing new ordinary shares and to authorize Mr. Prasarn Akarapongpisak, the company's managing director, to negotiate and sign the Sale and Purchase Agreement and relevant documents regarding the purchase of ordinary shares of NSCM as proposed by the Chairman with the following voting results:

- Approved, representing 43,968,337 votes, equivalent to 99.9998% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 100 vote, equivalent to 0.0002% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 votes, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

Agenda 3. To consider and approve to increase the registered capital from Baht 320,000,000 to Baht 383,000,000 by issuing new 63,000,000 ordinary shares at par value of Baht 1 per share

The Chairman proposed to the Meeting that the Company has to pay NSCM's share price with its new issuing shares not exceed 63,000,000 shares, therefore requested the Meeting to consider and approve to increase the registered capital from Baht 320,000,000 to Baht 383,000,000 by issuing new 63,000,000 ordinary shares at par value of Baht 1 (one) per share.

The Meeting considered and approved to increase the registered capital from Baht 320,000,000 to Baht 383,000,000 by issuing new 63,000,000 ordinary shares at par value of Baht 1 (one) per share with the following voting results:

- Approved, representing 43,968,337 votes, equivalent to 99.9998% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 100 vote, equivalent to 0.0002% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 votes, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

Agenda 4. To consider and approve the amendment of the Company Memorandum of Association Clause No. 4 to be consistent with the increment of registered capital as follows:

The Chairman proposed to the Meeting to consider and approve the amendment of the Company Memorandum of Association Clause No. 4 to be consistent with the increment of registered capital as follows:

“Clause 4	Registered Capital	383,000,000	Baht	(Three Hundred Eighty Three Million Baht)
	Divided into	383,000,000	Shares	(Three Hundred Eighty Three Million Shares)
	Par Value	1	Baht	(One Baht)
	Ordinary Shares	383,000,000	Shares	(Three Hundred Eighty Three Million Shares)
	Preferred Share	-	Share	(-)”

The Meeting considered and approved the amendment of the Company Memorandum of Association Clause No. 4 to be consistent with the increment of registered capital as follows:

- Approved, representing 43,968,337 votes, equivalent to 99.9998% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 100 vote, equivalent to 0.0002% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 votes, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote.

Agenda 5. To consider and approve the allotment of new ordinary shares not to exceed 63,000,000 shares at par value of Baht 1 per share to NSCM’s shareholders at Baht 3.92 per share by exchange shares

The Chairman proposed to the Meeting by referring to the Meeting has approved the purchase of 2,300,000 NSCM’s shares, totaling in the amount of Baht 246,960,000 and the Company shall pay the new ordinary shares not exceed 63,000,000 shares with share price of Baht 3.92 per share to 4 shareholders of NSCM i.e. Mr. Prasert Akarapongpisak, Mr. Pongthep Akarapongpisak, Miss Vasana Akarapongpisak and Mr. Vittawat Akarapongpisak.

These 4 shareholders of NSCM obtained the allotment of 15,750,000 new ordinary shares each, with share price of Baht 3.92 totaling in the amount of Baht 61,740,000.

Each shareholder of NSCM must bring 575,000 of NSCM shares to pay the share price to the Company.

In case of having the remaining shares from the allotment, the Company grants the authority to Mr. Anan Manuschinapisith and Mr. Lert Nittheranont, the Company's directors to be authorized to allot the remaining shares to private placement pursuant to the definition as prescribed in Clause 24 of the notification of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended) at the same price to the issuance and offer to the previous shareholders of NSCM or cancel the allotment of the remaining shares.

The Meeting considered and approved the allotment of new ordinary shares to 4 shareholders of NSCM i.e. Mr. Prasert Akarapongpisak, Mr. Pongthep Akarapongpisak, Miss Vasana Akarapongpisak and Mr. Vittawat Akarapongpisak as abovementioned, with the following voting results:

- Approved, representing 43,968,337 votes, equivalent to 99.9998% of the total votes of shareholders attending the meeting and having the rights to vote;
- Disapproved, representing 100 vote, equivalent to 0.0002% of the total votes of shareholders attending the meeting and having the rights to vote;
- Abstained, representing 0 votes, equivalent to 0% of the total votes of shareholders attending the meeting and having the rights to vote

Agenda 6. Other matters

Mr. Wanchai Umpungart, the Chairman of the Board asked whether any shareholders have any question or suggestion.

The shareholders asked and the Company answered as follows:

1. During the last year, the operation of the Company related to automobile industry gained benefit from the first car policy resulted in the increment of sale and good profit to the Company. What will be the Company's policy after completion of this project?

Mr. Prasarn Akarapongpisak explained that the Company is one of the supply chains of the automobile manufacturing, the Company has sufficient strength and adequate purchase orders. The automobile manufacturing businesses shall be operated continuously, with development and introduction of new models to serve the coming Motor Show. Additionally, the manufacturing of electric railcar required stainless steels for hand rails and other equipments, the business of NSCM shall also support the Company's products portfolios.

2. Regarding the risk management of NSCM from the exchange rate of importing goods and the unstable price of brass and copper, which are the commodity products, whether the Company should bring the good management method of "FAST IN FAST OUT" to be used with NSCM?

Mr. Prasarn Akarapongpisak explained that most of NSCM's products are purchased within the country and exposed to lesser risk of exchange rate. For the unstable price of commodity products, the Company shall exercise the safety first policy and Mr. Prasert Akarapongpisak, who has a lot of experience, shall be capable of handling the unstable price of the products.

The "FAST IN FAST OUT" method of goods management shall not be exercised in full. In the beginning, we must educate NSCM's clients for understanding as this type of management requires cooperation from the clients to prepare the forecast of the purchase of goods.

The Chairman declared the Meeting closed at 3.35 p.m.

Signed

(Mr. Wanchai Umpungart)

Chairman