



Invitation for Annual Shareholders' Meeting

For year 2012

T. Krungthai Industries Public Co., Ltd.

Tuesday, April 10, 2012

At 14.00 hrs.

Sukhothai Rm., 1st Floor, Narai Hotel

222 Silom Rd., Bangkok, Thailand

Please bring the proxy form with you on the day of the meeting for
convenience and quick registration

Table of Contents

Documents attached for the Annual Shareholders' Meeting	Page
● Invitation Letter for the Annual General Ordinary Meeting for year 2011	1
● Attachment 1 Copy of Shareholders Meeting for year 2011	4 - 13
● Attachment 2 Annual Report for year 2011 and Balance Sheet ended 31 Dec 2011	-
● Attachment 3 Details of Board of Directors who are proposed to be the Board of Directors To replace the Directors who are resigning by rotation	14 - 17
● Attachment 4 Board of Directors Remuneration	17 - 18
● Attachment 5 Details of Auditors and their remuneration	18
● Attachment 6 Documents Required as Evidence in attending the Shareholder Meeting or proxy who has the right to join the meeting	18 - 19
● Attachment 7 Details on Independent Directors	19 - 23
● Attachment 8 Appointing Proxy and Casting of Votes and Articles of Association	24 - 26
● Attachment 9 Proxy Form	27 - 30
● Attachment 10 Map of the Meeting Venue	31

For more information, please contact

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March 8, 2012

Subject Invitation to Attend the Annual General Shareholders' Meeting 2012

Attention Shareholders of T. Krungthai Industries Public Co., Ltd.

On February 22, 2012, Wednesday during the Board of Directors Meeting of T. Krungthai Industries Public Co., Ltd., it was resolved to hold the Annual General Shareholders' Meeting for year 2012 on April 10, 2012, Tuesday at 14.00 to be held at Sukhothai Rm., 1st Fl., Narai Hotel, 222 Silom Rd., Bangkok in order to consider various items on the agenda as follows:

Agenda 1. To consider and approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2011

Objective & Reason : The company held Annual General Shareholder's Meeting 2011 on April 7, 2011 and the company shall send details of the said meeting to Stock Exchange Market and to the Ministry of Industry which is shown on the company's website and the attachment no. 1.e

Opinion of Board : The Annual General meeting should acknowledge the minutes which was correctly and truly recorded.

Agenda 2. To acknowledge the Company's Performance for fiscal year 2011

Objective & Reason : Company's performance for fiscal year 2011 as per the company's Article of Association point no 40. For details please refer to the company's annual report as per document attached no. 2.

Opinion of the Board : The company's performance for the fiscal year 2011 has been acknowledged by the Directors.

Agenda 3. To consider and approve the Balance sheet, Profit and Loss as per auditor's report for year ended Dec 31 2011

Objective & Reason : As per the regulation of public companies matra 112 in the year 1992 and pursuant to article 53 of company's articles of association, requesting the directors to consider and approve the Balance Sheet and Profit and Loss at the end of each year and this report must be ready before the shareholder meeting. Details are shown in the annual report 2011.

Opinion of the Board : The Balance Sheet and Profit and Loss ended Dec 31 2011 along with the auditor's report has to be presented and approved during the meeting which has been already audited and approved by the auditors. Details are shown on the company's annual report for fiscal year 2011 as per attachment no. 2

Agenda 4. To consider the approval of the payment of dividends for fiscal year 2011

Objective & Reason : The company has to pay the dividends to the shareholders not less than 40% of net profit of each year except if Directors have plans to invest on some investments and should this be the case the directors will not pay the dividends on the said year and must be considered and approved during the shareholders' meeting

Company determined to pay the dividends for fiscal year 2011 from the Retained Earning at Baht 0.05 per share totaling Baht 10.70 million or 43.58% of the Retained Earning as per the regulations of the company's dividends payment to the shareholders whose names appear on the register book as at March 9, 2012 and collect shareholders' names under Section 225 of the Securities and Exchange Act. The closing of share register book for the right to receive the dividend on March 12, 2012. The payment will be made on April 27, 2012. Comparison on the dividend payment for the previous year

Details of Dividends payment	2009	2010	2011
1. Net profit (million Baht)	24.26	40.64	(14.85)
2. Total Shares (million share)	214	214	214
3. Profit / share	0.11	0.19	(0.07)
4. Dividends/share (Baht / share)	0.12	0.12	0.05
5. Total paid shares (million Baht)	25.68	25.68	10.70

Opinion of the Board : The Annual General Meeting should approve the appropriation of the 2011 dividends payment at Baht 0.05/share totaling about Baht 10.70 million or 43.58% of the Retained earnings and the payment will be made on April 27, 2012.

Agenda 5. To consider and approve the election of directors replacing those who are retiring upon completion of their term of office

Objective & Reason : In accordance with the rules and regulations of public companies Matra 71 and pursuant to company's article of association no. 18 "In every Annual General Meeting one third of the total no. of directors shall resign and the following directors who are going to resign are : Mr. Pairuch Sahamethapat, Mr. Paotep Chotinuchit, Mr. Virasak Sutanthavibul, Dr. Kosol Surakomol and Dr. Naruepont Pongcharoen

The company had informed through the website inviting shareholders to propose names of qualified candidates for the directorship candidacy and also to propose agendas but there were no proposals received from the shareholders. The Nomination Committee and Directors who do not get any benefit nor loss commented that the 5 Directors have proven their best knowledge and abilities, experience and skill, therefore, the 5 resigning Directors shall be re-elected for another term. Should the 5 resigning directors been proposed to continue his/her duty to the company the said proposed directors are not allowed to vote for themselves. Resume of each Director are shown on the attachment no. 3

Opinion of the Board : The nomination committee considered that the 5 directors who are resigning by rotation and has been re-elected to continue their services for another term and as the board of directors is of opinion that these persons are qualified and have proven their good and best knowledge, competency and experience in managing the company in accordance to the regulations of public companies and that there is no law not to allow the re-election of the concerned directors.

Agenda 6. To consider the approval of directors' remuneration for fiscal year 2012

Objective & Reason : Pursuant to the Article 16 of company's Article of Association, the remuneration has been considered by the committee in order to suit the responsibility and volume of work and for this fiscal year 2012, the remuneration committee and the directors who do not get any benefit nor loss suggested that the remuneration for fiscal year 2012 shall be amounting Baht 2,362,800 (same as 2011) and the pension will not be paid. Details are shown on attachment no. 4

Opinion of the Board The Remuneration Committee and the Board of Directors has approved the remuneration of the directors for fiscal year 2012 amounting Baht 2,362,800 (Same as 2011) and the pension will not be paid.

Agenda 7. To consider and approve the appointment of Auditors and their remuneration for fiscal year 2012

Objective & Reason : Pursuant to the Article 56, 57 of the Company's Article of Association, the Board of Directors shall appoint auditor and fix the remuneration and pursuant to Section 120 of the Public Limited Companies Act, the General meeting shall appoint auditors and fix their remuneration for auditing every year. The Audit Committee proposed 2 Auditors for fiscal year 2012

for the shareholders' consideration. Mrs. Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaturat CPA No. 7305 of Karin Audit Limited being the auditors for fiscal year 2012 of the company and also no relationship, and no conflict of interest with the company be it on management / major shareholders or person (s) relating to those. It has been approved during the General meeting that their remuneration will amount to Baht 360,000, for every quarter charges are Baht 80,000./-quarter for 3 quarters totaling Baht 600,000 and for other services (non audit services) that is BOI charge is Baht 30,000 per card. For the additional 3 cards, charge will be Baht 10,000/card totaling Baht 30,000 which is more than that of 2011 due to the additional of 1 more card as per attachment no. 5.

Opinion of the Board : The General meeting elected Mrs. Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaturat CPA No. 7305 of Karin Audit Limited to be the company's auditor for fiscal year 2012 with a remuneration of Baht 600,000 and for other services (non audit service) that is BOI charges of Baht 30,000./- card. For the additional 2 cards, charge will be Baht 10,000/card totaling Baht 20,000

Agenda 8. Others, if any

All shareholders are cordially invited to attend the said meeting as per the date, time and place mentioned and should you have any questions regarding the agendas, please feel free to contact before the meeting date by sending facsimile at no. 02-212-4864 informing of your address and contact no. for the company to get in touch with you.

The company will be opened for registration from 13:00 hrs. onwards and should the shareholder is not able to attend the meeting, please fill in the proxy form appointing your proxy or the Independent Directors of the company who are entitled to vote on the shareholders behalf. For convenience in the registration may we request the shareholders/proxy to bring the proxy form (attached) to show to the registration officers along with the required documents in attending the meeting which are attached herewith. The company had set the record date on March 9, 2012 for determination for the right to attend the meeting and receiving the dividend payment. The collection of names and the of closing register book under Section 225 of the Security and Exchange Act shall be on March 12, 2012. The company shall prepare Revenue Stamps as our service for the shareholders who appointed their proxies.

Respectfully yours ,



(Sumate Techakraisri)

CEO / Chairman

- Remarks
1. However, if any shareholders would like to have a copy of the annual report in hard copy, please contact Tel. no. 02-211-3732 ext. 104.
 2. Shareholders can access our company's website (www.tkrungthai.com) from March 8, 2012 for more details.

Minutes of Annual Shareholders' Meeting 2011

T.Krungthai Industries Public Co., Ltd.

Thursday, 7th of April 2011 at 1400 hrs

Montien Riverside Hotel

5th Floor, 372 Rama 3 Rd., Bangklo, Bangkok 10120 Thailand

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Meeting commenced at 1400 hrs.

General Terdsak Marrome, Chairman of the Board of Directors, acted as Chairman of the General Meeting opened the forum by greeting and welcoming the shareholders who attended the meeting and introduced all the Board of Directors and Executives of the Company as listed below:

- | | | |
|--------------------|---------------|---|
| 1. General Terdsak | Marrome | Chairman of the Board (Independent Director) |
| 2. Mr. Prasong | Techakraisri | Director |
| 3. Mr. Kumpee | Chongthurakit | Director |
| 4. Mr. Apichart | Kasemkulsiri | Executive Director |
| 5. Mr. Kowate | Limtrakul | Executive Director |
| 6. Mr. Phreecha | Tachakraisri | Director / Executive Director /
Deputy Asst. Managing Director/
Director of Remuneration and Nomination Committee |
| 7. Mrs. Yupa | Techakraisri | Executive Director |
| 8. Dr. Kosol | Surakomol | Independent Director/ Director of Remuneration and
Nomination Committee |
| 9. Mr. Virasak | Suthantavibul | Audit Committee (Independent Directors) |
| 10. Mr. Paotep | Chotinuchit | Audit Committee (Independent Directors)
Chairman of Remuneration Committee and Nomination Committee |
| 11. Mr. Chumpol | Techakraisri | Executive Director / Asst. Managing Director / Company Secretary |
| 12. Dr. Naruepont | Pongcharoen | Executive Director / Managing Director |
| 13. Mr. Pairuch | Sahamethapat | Chairman of the Audit Committee (Independent Directors) |
| 14. Mr. Sumate | Techakraisri | CEO / Chairman / Director of Remuneration and Nomination Committee |

Auditor attended the meeting

Mrs. Wimolsri Jongudomsombat Auditor, CPA No. 3899

Top Management

Mrs. Ungkana Thajjaratsatien Accounting and Finance Manager

General Terdsak Marrome, Chairman of the Board thanked the shareholder for attending the meeting and informed that there were 43 shareholders present and appointed a proxy totaling 93 persons totaling 136 persons with a total share of 164,389,831

shares which is equal to 76.82% this total is more than enough to perform and proceed with the meeting. Meeting was then declared open:

Before the meeting started the Chairman informed regarding the casting of vote procedure and the counting of votes for those who attended by themselves and the proxy as follows :

1. The voting shall be 1 share / 1 vote and the resolution of the General Shareholders Meeting votes are as follows:

1.1. By the majority vote of the shareholders attending the meeting who have the rights to cast their votes, should the result of votes is equally the same then the Chairman of the Board can cast his vote which will be counted as final result.

1.2. The Chairman will ask the voting result for each agenda and for the shareholders who disapprove and abstained in voting has to fill in the voting form distributed by the officers and after the shareholders cast their votes, shareholders are requested to raise their hands and send them back to vote counter. Officers will then count the votes for those who disapprove and abstained and such vote shall be deducted from the total votes at the meeting. The rest of votes shall be counted for the approval of the said agenda. In the case of Agenda 5 and 6, the company shall keep the ballot of each shareholder.

2. Shareholders who have benefit on any agendas are not allowed to cast their votes and the Chairman of the Meeting may request them to temporarily leave the meeting room.

3. In the case that Shareholders who won't be present or has to go out of the room for any reason on any of the agendas, their voting ballots can be given or hand over to the officers before they leave the room and this has to be given to the vote counting officer for that agenda.

For the shareholder who appointed a proxy and requested the proxy to cast the vote as may be appropriate for each agenda, the company shall record the vote in the computer.

For the casting of votes for each agenda, there is a possibility that result is not the same as there were more shareholders and proxies who came late during the meeting

In order to create clarity and transparency in the casting of votes for each topic of the agenda as in compliance with the company's Corporate Governance Policy Statement, the Chairman invited an outsider legal consultant, Mr. Meesak Prateep from Far East Law Office (Thailand) Co., Ltd. to observe and inspect the voting procedure.

The Chairman then declared that the company gave importance to the shareholders as per the Corporate Governance Policy on the rights of shareholders and the participation on the meeting where the company requested the shareholders to propose agendas for this Annual General Meeting from November 15, 2010 to December 30, 2010 through e-mail at investor@tkrngthai.com but nobody proposed any agendas.

The Chairman proceeded with the following agendas:

Agenda 1 To consider the adoption of the General Shareholders' Meeting for fiscal year 2010

The Chairman of the Board requested the members of the Board to confirm the General Shareholders minutes of meeting held on April 7, 2010 which has been sent to shareholders and placed a notice on the company's website on April 20, 2010. The Board of Directors confirmed that the contents of the minutes are true and recorded correctly. Details are shown on the document attachment no.1 for the meeting to consider and approve.

During the meeting there was 1 additional shareholder with a total share amount of 106 shares giving a total shareholder attendees of 44 persons and proxy of 93 person totaling 137 persons with a total no. of shares of 164,389,937 which is equal to 76.82%.

None of the shareholders in the meeting room had any objection to the minutes or wished to amend it otherwise.

The Chairman then proposed the meeting to cast their votes. The results are as follows:

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	164,389,937	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman concluded that the meeting approved the Minutes of Annual General Meeting for fiscal year 2010.

Agenda 2 To consider the approval of the company's performance for fiscal year 2010.

The Chairman of the Board requested Mr. Chumpol Techakarisri, Assistant Managing Director to make the report.

Mr. Chumpol Techakraisri, Assistant Managing Director reported on this agenda the details of the company's performance for year 2010 and informed that this was included on the annual report by means of CD which was sent to all shareholders along with the invitation letter. Three main topics are the following :

1. Thai Economic Growth
2. Industrial Situation
 - Automobile
 - Electrical Appliances
3. Company Performance for year 2010

1. Thai Economic Growth

Information from Science and Communication Technology, Thai GDP for year 2010 is 7.5% which is better for our company's revenue in year 2010 and in year 2011 there is a possibility of having 4.5 % growth.

2. Industrial Situation

➤ **Automobile** – Information from the Thailand Automotive Institute and Federation of Thai Industries, there is a total car production of 1,645,304 units. Domestic sale is 800,357 units, Export Sale is 844,947 units which shows that the overall industry situation for year 2010 are :

- There is growth of 60 % on worldwide automotive industry compared to the year of 2009
- Thai industry growth is 65 % compared to the year 2009
- In the year 2010, Thailand produced 1.65 million units which placed us on the 12th ranking position for all automotive worldwide producers

Growth Factors

- Trust in the country's economy and world economic growth
- Automotive Export Market rapid growth such as Australia, Indonesia, Philippines, Saudi Arabia, United Arab Emirates and South American Countries
- Policy to use Thailand as there production base for many models
- Policy from the government sector

- AFTA and JTEPA agreement
- Fluctuation in oil price which make ECO cars more demanding for both international and domestic market

Overall Movement

- Automotive Industry Continues growth
- ECO Cars

Risk Factors

- Japan Economic Recovery
- Interest Rate and inflation
- Country's Political Condition
- Worldwide Oil Price
- Lack of Human Resource

➤ **Electrical Appliance Industry** – source from OIE, it is said that production for this industry in year 2010, was better than that of 2009. There was a higher Thai export as follows :

2010 Overall Industry

- Both domestic and export market clear growth
- Highest production and export are of air conditioner and refrigerator

Growth Factors for year 2010

- Domestic and International Economic Growth
- Stock and Demand growth of Consumers
- Benefits from AFTA
- Consumers' behavior

Overall Trend

- Continuous overall industry growth
- OIE forecast that there is an inclination of 7 % growth compared to year 2010

Risk Factor

- Both domestic and international economic growth
- Interest rate on world banks and Thai currency
- Higher oil price

3. Company Performance for year 2010

Total company's revenue for year 2010 amounted to Baht 1,237 million which is higher than that of 2009 divided as follows : Automotive industry 61 % , Electrical Appliances 28 % , Mould and Maintenance 7 % , Others 4 %.

On the whole company performance for year 2010

- Revenue increased of 23 % and net profit increased of 68 % compared to year 2009
- Expansion of Suwintawongse production
- Cooperation on technology with Japan mould makers
- Awards received such as
 - QA Improvement Activity WINNER (Division 2) from Thailand Toyota Motors
 - Good governance & Good Environment Award for Industrial Company from Thai Industries Association of Good governance and Good Environment

2011 Performance Plans

Higher growth on automotive and electrical appliances

Government support on 2 million car yearly production

15 % growth on sales target

Quality production improvement for more profit

Human Resource improvement

Japan Recovery after the natural disaster/calamity

Oil Price and interest, Baht currency, political problems and lack of human resource has to be observed

CSR activities made by the company :

- Merit Offering for New Year
- Children's Day together 56 Kingkaew Community
- Blood Donation for Red Cross, 4 times a year
- Improvement of Science Room at Wat Sungkaraja School
- Songkran Day Festival
- Buddhist Lent Candle Offering and off season robe offering at employees birthplace
- Custom of Lotus throwing to the Buddha image at Samut Prakarn
- Flood Charity Donation to the affected areas at Prachinburi and Nakhon Rachasima
- Sports Day for year 2010
- Yearly Medical Check-Up
- Fire Protection Training and Evacuation, twice a year
- 5 S
- Listening to Monk's Sermon, 4 times a year

After the report made by Mr. Chumpol, Mr. Pongsathorn Wanitsathien, Proxy raised a question about : What is the Gross Profit margin and Net Profit Margin compared with others in the same industry and are there any ways to make it better ?

Mr. Chumpol answered that : Compared to others in the same industry, the company has a net profit margin of 3.3 % and gross profit margin of 17 % which is a bit less than that of other companies in the same industry.

Mr. Pongsathorn again raised a question : Do you think 3 % net profit is a bit low ? Would it be better if the company will have 2 digits net profit to minimize the risk and in the future what is your net profit target ?

Mr. Chumpol thanked Mr. Pongsathorn's concern and answered that : The company doesn't neglect and is trying our very best to reach our goal so we have made plans for improvement to gain more profit. Regarding the profit, we could not predict or foretell but we will try to obtain / attain more than 3 %.

The Chairman of the Board asked if there are more questions from the shareholders.

Mr. Pisanu Willawanjit, Shareholder asked : Is there any effect to the company what had happened to Japan Tsunami ?

Mr. Phreecha Tachakraisri, Deputy Managing Director, replied : It is already known to all that there is an effect on automotive industry as there are some parts that we import from Japan but for this month there is a little effect as we already got stocks. On the whole, there is lesser production but in the long term we have to consider how long will it take for Japan to recover.

Ms. Buatip Plot-iyum, shareholder asked : As the automotive market gave significance on ECO cars and that improvements have been done, from where we get orders ?

Mr. Phreecha replied : Nissan and Honda motors sell this Eco car and we already got orders from Nissan. In the near future we will get orders from Toyota and the quantity will be known to us on the 3rd quarter.

No questions and comments from shareholders, therefore, the chairman confirmed the above report.

It has been resolved that shareholders confirmed the report on the company's performance for fiscal year 2010.

During the meeting there were 6 additional shareholders and 4 proxies with a total share amount of 39,300 shares giving a total shareholder attendees of 50 persons and proxy of 97 person totaling 147 persons with a total no. of shares of 164,429,231 which is equal to 76.83%.

Agenda 3 To confirm the approval of Balance Sheet, Profit & Loss as per the auditor's report for year ended Dec 31, 2010.

The Chairman of the Board requested Mr. Chumpol Techakraisri, Assistant Managing Director to do the report on the Balance Sheet.

Mr. Chumpol Techakraisri informed during the meeting regarding the Balance Sheet and Profit & Loss as per the auditor's report for year ended Dec 31, 2010. Details of these are in the Annual report in the form of CD which were sent and delivered to the shareholders together with the invitation letter. Details of financial statement are as follows:

1. Balance Sheet for fiscal year 2009

Total Asset	948.51	Million-Baht
Total Liability	496.72	Million-Baht
Equity	451.79	Million-Baht

2. Profit & Loss (Million – Baht)

Total Revenue	1,237.17	Million-Baht
Cost of Goods Sold	1,029.13	Million-Baht
Gross Profit	<u>208.04</u>	Million-Baht
Profit before interest & tax	<u>56.38</u>	Million-Baht
Net Profit	<u>40.64</u>	Million-Baht

Profit per share **0.19** Million-Baht

During the meeting there were 5 additional shareholders and proxy with a total share amount of 47,406 shares giving a total shareholder attendees of 53 persons and proxy of 99 person totaling 152 persons with a total no. of shares of 164,476,637 which is equal to 76.85%.

As no shareholders raised any queries, the chairman requested the shareholder to cast their votes.

Result of votes are as follows:

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	164,476,637	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman concluded that Balance Sheet, Profit & Loss is unanimously approved by majority votes.

Ms. Thanee Techavipu, proxy asked : What is the tax exemption rate on payment of dividends and does the company has a policy to pay dividends twice a year ?

Ms. Ungkana Thaijalartsathien, Finance and Account Manager replied : Payment of dividends is tax exempted of Baht0.4 or 67 % from the total of Baht0.12 and the company pays tax of 25 %.

For the question of : Twice Payment of Dividends in a year – Mrs. Yupa Techakraisri, Director, replied that the plan of having more profit margin is realized, the company might consider to pay the dividends twice a year.

Agenda 4 To consider the approval of dividends payment

The Chairman of the Board reported that the company's performance for fiscal year 2010 granted us a net profit of Baht 40.64 Million which bestows baht 0.19 (nineteen cents) per share and proposed to pay dividends to shareholders at Baht 0.12 (twelve cents) per share totaling 214,000,000 shares equal to million Baht 25.68. The company will pay the dividends on the record date on March 11, 2011 and the payment will be on April 27, 2011 which please consider and approve.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes. The voting results are as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	164,476,637	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman announced that payment of dividends to shareholders will be Baht 0.12/share (twelve cents) totaling 214 million shares amounting Baht 25.68 Million to the shareholders whose names appear on the register book as at March 11, 2011 and the payment will be made on April 27, 2011.

Agenda 5 To consider and approve the election of directors replacing those retiring upon completion of their office term

For this agenda, the 5 resigning directors personally proposed to leave the meeting room for the shareholders to have freedom in casting their votes.

The Chairman of the Board informed the Rules and Regulations of Listed Public Companies Matra. 71 and Article of Association No. 18 “In every Annual General Meeting one third of the total no. of Directors shall resign, in case the no. of Directors could not be divided into 3 parts, thus the number nearest to one third shall resign”.

Directors that resign on the first and second year after the company’s registration were drawn by lot. For the following years, Director who is in the position for a long time must resign.

Directors who resigned are eligible for re-election and retain their position.

At present the company has 14 Directors. 5 Directors who will retire by rotation are :

- | | |
|--------------------|---------------|
| 1. General Terdsak | Marrome |
| 2. Mr. Chumpol | Techakraisri |
| 3. Mr. Kumpee | Chongthurakit |
| 4. Mr. Prasong | Techakraisri |
| 5. Mrs. Yupa | Techakraisri |

For this agenda, the 5 resigning Directors who can gain and have benefit were requested to kindly leave the meeting room for clarity and transparency. whereas the chairman appointed Mr. Sumate Techakraisri, CEO who doesn’t have any benefit for this agenda to act as the Chairman of the meeting.

Mr. Sumate Techakraisri, CEO acted as the Chairman as follows :

The company put a notice on the company’s website to propose names of persons who have the ability to be elected as director of the company along with propose agendas. No one proposed any names and agendas.

The company made changes on the information of the resigning directors on the invitation letter page 15 regarding the information about General Terdsak Marrome under the position clause : that instead of the position as Director, it has to read as Independent Director. Our apologies for the inconvenience caused.

The Remuneration and Nomination Committee and Board of Directors excluding the resigning 5 commented that the five Directors who are resigning by rotation have proven their best knowledge, experience, abilities and capabilities in managing the company. Therefore, the resigning Directors were re-elected. Of the five re-elected Director was independent directors : General Terdsak Marrome which please consider.

Chairman requested the shareholders to cast their votes be it agreement, disagreement and abstained for each resigning director subject to the rules of Securities and Exchange Commission in order to have clean and clear vote counting.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their votes. The voting result are as follows :

Name of Directors	Agree, %	Disagree, %	Abstained, %
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1. General Terdsak	Marrome	164,476,637	0	0
		100 %	0 %	0 %
2. Mr. Chumpol	Techakraisri	164,476,637	0	0
		100 %	0 %	0 %
3. Mr. Kumpee	Chongthurakit	164,476,637	0	0
		100 %	0 %	0 %
4. Mr. Prasong	Techakraisri	164,476,637	0	0
		100 %	0 %	0 %
5. Mrs. Yupa	Techakraisri	164,476,637	0	0
		100 %	0 %	0 %

The Chairman informed that it was resolved to re-elect the 5 directors who resigned by rotation.

Chairman thanked the shareholders and requested the shareholders to hand in the ballots to the voting officers to enable them to check and then requested the company staff to call back the mentioned directors back in the meeting room and meeting continued.

Agenda 6 To consider the approval of director's remuneration for fiscal year 2011.

The Chairman of the Board requested Mr. Sumate Techakraisri, CEO/Chairman who doesn't get any benefit from this agenda to inform

Mr. Sumate Techakraisri, CEO/Director of Remuneration and Nomination Committee proposed that members will have a total remuneration of Baht 2,362,800 which is more than that of 2010 and a Pension amount of Baht 179,000 due to the economic situation in accordance with the industry standard and the size of the company which please consider and confirm your approval.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their vote. The voting results are as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	136,850,031	83.2033
2. Disagreed	0	0
3. Abstained	27,626,606	16.7967

The Chairman confirmed that during the meeting, there was a total of 83.20% votes which is not less than 2 over 3 of the total attendees who have the right to vote. It was then resolved that Directors remuneration for fiscal year 2011 amounts to Baht 2,362,800 and a Pension amount of Baht 179,000. The Directors who could gain and benefit from this matter refrained from voting.

After the Agenda 7, Mr. Sumate Techakraisri, requested General Terdsak Marrome to continue with the meeting.

Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2011.

The Chairman of the Board informed during the meeting that subject to the rules and regulations of Listed public companies matra:120 and the Articles of Association no. 56, 57 to appoint during the shareholder meeting a company's auditor and their yearly remuneration. The Audit Committee and Board of Directors approved the appointment of Mrs. Wimolsri

Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaurat CPA No. 7305 of Karin Audit Ltd. as our company's auditors for year 2011. Their appointment is due to their independence and has no benefit in any way in our company's finance and management.

The approved remuneration amounts to Baht 600,000 and another Baht 30,000.- for BOI. For the additional 2 cards, charge will be Baht 10,000/card. Total for BOI Baht 50,000 which is more than that of 2010, this is due to the new standard account policy which requires more details and another reason is that our Suwintawongse plant had added the number of points to be audited please consider and approve.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their vote. The result of voting as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	164,476,637	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman confirmed during the meeting the appointment of Mrs. Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaurat CPA No. 7305 of Karin Audit Ltd as the company's auditors for the fiscal year 2010 with a remuneration of Baht 600,000 and another Baht 50,000.- for BOI.

Agenda 8 Others, if any

The Chairman invited the shareholders to express their opinions, propose or raise questions.

Mr. Pongsathorn Wanitsathien, proxy raised another question : From the Financial Statement of the company, it was shown that the company has little amount of cash flow, how do you manage your capital and I wish to know your vision for the next 3-5 years ?

Mr. Chumpol replied that : For the first question regarding cash flow, normally the company manages our business by D/E ratio which is about 1.1 times and we still have an opportunity to take a loan in the amount of Baht200 to 300 million that is if we require more capital. But if we require more, we have to look for other sources. For the 2nd question : The company sees that automotive industry is still growing, so we have a goal to strengthen our business by using One Stop Service which controls the product design, mould design, value added, good logistic system for best delivery to our customers and that is our company's vision.

As there were no more questions from the shareholders, the Chairman informed during the meeting that whoever wishes to visit our factories, please register at the registration desk, the company will inform the shareholders at a later date.

After the adjournment of the meeting at 1400 hrs up to the end of the meeting, more shareholders came to join the meeting giving us a total of 152 persons, shareholders who attended by themselves 53 person and proxy of 99 person . Total no. of shares 164,476,637 shares equal to 76.85%

On behalf of T.Krungthai Industries Public Co., Ltd. the Chairman of the Board expressed his thanks to the shareholders and proxies for sparing their time to attend the general meeting today.

The Meeting adjourned at 1530 hrs.

General Terdsak Marrome

(General Terdsak Marrome)

Chairman of the Board

Tantima Rattanalapho

(Miss Tantima Rattanalapho)

Meeting Recorder

Attachment 3

Attachment for Agenda 5 : To consider and approve the election of Directors replacing those retiring upon completion of their office term

As per the company's Article of Association no. 18 " In every Annual General Meeting one third of the total no. of Directors shall resign, in case of the no. of directors could not be divided into 3 parts, thus the number nearest to one third shall resign

Directors that resigned on the first and second year after the company's registration were drawn by lot. For the following years, Director who is in the position for a long time must resign. Directors who resigned are eligible for re-election and retain their position"

Selection of Directors

In the year 2012, directors who has to resign for rotation are as follows : Mr. Pairuch Sahamethapat, Mr. Paotep Chotinuchit, Mr. Virasak Sutanthavibul, Dr. Kosol Surakomol and Dr. Naruepont Pongcharoen.

The Executive Directors have the authority and responsibility to consider, select and screen persons but the company hasn't appointed any director for this purpose. Nevertheless, the company's Directors shall be appointed by the Board of Directors basing on their background, skills, qualifications, experience and professionalism along with the advantages done for the company. After having all the foregoing examined and approved by the Directors, they shall be then proposed for consideration during the shareholder meeting. In order to be appointed, a director must be approved by more than half of all the votes from the shareholders who attended the meeting. For fiscal year 2012, the company had proposed independent directors.

Qualifications of Independent Directors

The Board of Directors had set the qualifications of an independent director which is in conformity with the requirement of SEC and at least there must be a independent directors with the following qualifications :

1. Hold no more than 0.5% of total voting stocks of TKT, its parent company, its subsidiaries and its associated companies, related juristic entity with conflicts including stocks held by related persons.
2. Not a Board member or in the management team of the company / employee / wages / consultant who gets regular salary/has the authority to manage and direct the company , parent company , its subsidiaries, and its associated companies or related juristic entity with conflicts (present and for the past 2 years before the appointment)
3. Not related by blood or legal registration such as parents, spouse, brothers, sisters and children including the directors' children spouses, main shareholders, power to control and juristic entity who is appointed to manage the company or its subsidiaries.

4. No business relationship with TKT , parent company, its subsidiaries and its associated companies, or related juristic entity in order to have freedom in exercising the rights to express their ideas and opinions on the company performance


5. Is not appointed as a representative of the company's director, major shareholders or shareholders who are related to the major shareholders of the company.

6. No other impediments or impairments to express independent opinions concerning the operations of the company.

7. If qualified for the item 1-6, the independent director may be assigned by the Board of Directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary an associate a subsidiary of the same tier or any juristic person with a conflict of interests, on the basis of collective decision.

Board of Directors have considered the meeting attendance, skills, qualification, experience along with the advantages done for the company of the 5 resigning directors which shall be then proposed for consideration on their re-election. Details of the said Directors are attached for this Agenda 5

1.	Name / Surname	Mr. Pairuch Sahamethapat Proposed as Independent Director	
	Present Position	Audit Committee (Independent Director)	
	Age	68 years Nationality Thai	
	Education	Bachelor of Accountant , Chulalongkorn University	
	Seminar Attended	DAP11/2004, DCP102/2008	
	Working Experience	Audit Committee, Bangkok Ranch PLC. Director of Region Revenue 1, The Revenue Department	
	Years in Service as Director	8 years	
	Position in Other Listed Public Companies	Audit Committee, Siam Sport Syndicate PLC.	
	Position in Other Companies	None	
	Position in other competitor companies	None	
	Meeting Attendance	9 times from 9 meetings	
	Criminal records for the past 5 years	None	
	Shareholding in the company	None or 0 %	
	Relationship with the company and or juristic person with disagreement at the present time or 2 years ago		
	1. director who is in the management level, employee, service or advisor who receives a salary	None	
	2. Professional (as an Auditor)	None	
	3. Business relationship	None	

2.	Name / Surname	Mr. Paotep Chotinuchit Proposed as Independent Director	
	Present Position	Audit Committee (Independent Director) Chairman of Remuneration Committee And Nomination Committee	
	Age	79 years Nationality Thai	
	Education	M.Sc Metallurgical engineer, University of Arizona, USA.	

Seminar Attended	DAP11/2004
Working Experience	Audit Committee, Technology Suranaree Univeristy
Years in Service as Director	8 years
Position in Other Listed Public Companies	None
Position in Other Companies	President, Qualine Management Co., Ltd.
Position in other competitor companies	None
Meeting Attendance	9 times from 9 meetings
Criminal records for the past 5 years	None
Shareholding in the company	50,000 shares or 0.01%

3. **Name / Surname** Mr. Virasak Sutanthavibul **Proposed as** Independent Director

Present Position Audit Committee (Independent Director)

Age 55 years **Nationality** Thai

Education Master Degree, Industrial Engineering,
Texas A&M University, Texas, USA.

Seminar Attended DAP21/2004

Working Experience Director, T.Krungthai Industries PLC.

Years in Service as Director 8 years

Position in Other Listed Public Companies Directors at Bangkok Insurance PLC.
Assist. General Manager Central business Development,
Bangkok Bank PLC.

Position in Other Companies Director at Toyota Leasing (Thailand) Co., Ltd.
Director at Asia Lamp Industry Co., Ltd.
Director at Thai Indo Kordsa Co., Ltd.
Director at The Grand- UB Co., Ltd.

Position in other competitor companies None

Meeting Attendance 9 times from 9 meetings

Criminal records for the past 5 years None

Shareholding in the company 0 shares or 0%



4. **Name / Surname** Dr. Korsol Surakomol **Proposed as** Independent Director

Present Position Independent Director
Remuneration Committee and Nomination Committee

Age 73 years **Nationality** Thai

Education Ph.D. in Mechanical Engineering
Wayne State University, Detroit, Michigan, U.S.A.

Seminar Attended DCP137/2010


Working Experience - Chief Executive Officer, Fuji Asia Co., Ltd.
- Operations Director, Summit Auto Seats Industry Co.,Ltd.
- Executive Director and Chief Operating Officer of Manufacturing Operations,



Thonburi Automotive Assembly Plant Co.,Ltd.

- Managing Director, Bangchan General Assembly Co.,Ltd.

Years in Service	2 years
Position in other listed companies	None
Position in Other Companies	None
Position in Other Competitor Companies	None
Meeting Attendance	9 times from 9 meetings
Criminal records for the past 5 years	None
Shareholding in the company	0 shares or 0%

5.	Name / Surname	Dr. Naruepont Pongcharoen	Proposed as Director		
	Present Position	Director, Managing Director			
	Age	55 years	Nationality		Thai
	Education	- Master Degree, (Management), National Institute of Development Administration - Doctor (Doctor of Business Administration), South of Australia University			
	Seminar Attended	DCP105/2008			
	Working Experience	Managing Director, TMBP Co., Ltd. Plant Manager, The –Swedish Assembly			
	Years in Service	5 year			
	Position in Other Listed Companies	- None -			
	Position in Other Companies	- None -			
	Position in Competitor Companies	- None -			
	Meeting Attendance	8 times from 9 meetings			
	Criminal records for the past 5 years	None			
	Shareholding in the company	0 shares or 0%			

Attachment 4

Agenda 6 To consider the approval of director's remuneration for fiscal year 2012

Standard Method of allocating remuneration of the Board of Directors

The Remuneration Committee and Directors who do not get any benefits nor loss had considered the Directors compensation with fairness based on the standard of the industry along with the market share and the good performance and responsibility of the Director and it was confirmed that the remuneration of 2012 is same as year 2011. Details are as follows :

Details of Directors Remuneration

Meeting Allowance

	Year 2011	Year 2012
--	-----------	-----------

Position	Remuneration (Baht/month)	Total (Baht)	Remuneration (Baht/month)	Total (Baht)
Chairman	40,150	481,800	40,150	481,800
Chairman of Audit Committee	33,550	402,600	33,550	402,600
Audit Committee	20,350	244,200	20,350	244,200
Audit Committee; Chairman of the Remuneration Committee and Nomination Committee	23,650	283,800	23,650	283,800
The Remuneration Committee and Nomination Committee	14,300	171,600	14,300	171,600
Company Directors	12,100*2	290,400	12,100*2	290,400
Executive Directors	20,350*2	488,400	20,350*2	488,400
Total		2,362,800		2,362,800

Pension (Not to be paid)

Attachment 5

Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2012.

Pursuant to the policy listed public companies matra 120 and the Article 56 and 57 of Company's Article of Association it was resolved during the Annual Shareholders Meeting to appoint and set their yearly remuneration. The Audit Committee had considered appointing 2 auditors and their remuneration for the year 2012 and proposed to the company's Directors for their consideration. Mrs.Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaurat CPA No. 7305 of Karin Audit to be the auditor for the year 2012, (for second year) due to their independence and that they have no benefit in any way in our company's finance / management / main shareholders or have any relationship whatsoever. The company has no other affiliate companies / partners.

On top of this, during the meeting it was proposed to offer them Baht 600,000 which more than that of 2011 due to the additional of 1 more card. The compensation for the year 2012 with:

The compensation	2011	2012
Audit charge for each quarter (3 quarter)	240,000	240,000
Audit of Balance Sheet for fiscal year	360,000	360,000
Other charge	60,000	50,000

Remark : For other charges (non audit fee) for BOI certificate charges will be Baht 30,000 / certificate. For the additional 3 cards, charge will be Baht 10,000/card totaling Baht 30,000.

Attachment 6

Documents for the right to join the meeting

The following documents must be presented prior to attend the Annual General Meeting (as the case may be)

1. In the event that the shareholder is an Ordinary person :

Attendance in person: a valid official ID card wherein a photograph is shown, e.g. personal I.D. cards, Driver license and or passport

Attendance by Proxy:

- a) A completed proxy Form signed by the shareholder and the proxy.
- b) A copy of the shareholder's ID card as referred to in 1.1 certified correct by the shareholder; and
- c) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person

Representative of the juristic person

- a) An original of such authorized representative's ID card as referred to in 1.1.; and
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having the authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with the affixing its Common Seal (if any)

Attendance by proxy

- a) A completed proxy form signed by the shareholder and the proxy
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the shareholder is an authorized representative of the shareholder having the authority on the shareholder's behalf and such copy of the affidavit or Certificated of Incorporation must be certified correct by such authorized representative together with affixing its common seal (if any)
- c) An original of the proxy's ID card as referred to in 1.1.

3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law :

Paragraph no. 1 and 2 above shall be applied mutatis and mutadis to a non-Thai shareholder or shareholder which is a juristic person incorporated under a foreign law as the case may be under the following conditions.

- a) Affidavit or certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate in incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name (s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person (s) ; and
- b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its common seal (if any).

Shareholders or proxies can register and submit the required documents for the attending the meeting before or from 13.00 hrs. onwards to the end of the meeting on April 10, 2012.

In addition, proxies documents given to the shareholders are in attached no. 9 are the proxy forms with details of agenda (Form B). Form A and for the foreign investors who appoints a custodian in Thailand use (Form C). Shareholders can download the forms from the company's website <http://www.tkrungthai.com>.

For the shareholders who wish to appoint proxy who are independent directors of the company are as follows:

- | | |
|-------------------------------|---|
| 1. General Terdsak Marrome | Chairman |
| 2. Mr. Pairuch Sahamethapat | Chairman of Audit Committee |
| 3. Mr. Paotap Chotinuchit | Audit Committee |
| | Chairman of the Remuneration Committee and Nomination Committee |
| 4. Mr. Virasak Sutanthaviboon | Audit Committee |
| 5. Dr. Kosol Surakomol | Independent Director |
| | Remuneration Committee and Nomination Committee |

Attachment 7

Independent Directors Resume and has no benefit in any way in our company's finance and management

Name - Surname	General Terdsak Marrome
Age	76 years
Address	23 Chan 43 Yak 21 Tungwatdon Sathorn, Bangkok
Educational Attainment / Seminar Attended	Bachelor of Science Rama IV Military institution National Defense Academy Director Accreditation Program (DAP10/2004)
Present Position	Chairman (Independent Director)
Working Experience	Special force in 21 st infantry, Royal guard President, Vietnam War Veteran Association under Royal Patronage
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 5,6
Attendance of meeting for fiscal year 2011	Director of the company : attended 9 times from 9 meetings
Company Shareholding	220,000 shares or 0.10%
Family Relationship among the directors	- None-
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1.director who is in the management level, employee, service or advisor who receives a salary	- None -
2.Professional (as an Auditor)	- None -
3.Business relationship	- None -

Name - Surname	Mr. Pairuch Sahamethapat
Age	68 years
Address	566/53 Rama 4 Rd., Mahapruektaram, Bangruk, Bangkok
Educational Attainment / Seminar Attended	Chulalongkorn University, Accounting Director Accreditation Program (DAP11/2004) Director Certification Program (DCP102/2008)
Present Position	Chairman of Audit Committee (Independent Director)
Working Experience	- Chairman of Audit Committee T.Krungthai Industries Public Co., Ltd. - Audit Committee, Bangkok Ranch PLC.
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 5, 6
Attendance of meeting for fiscal year 2011	- Director of the company : attended 9 times from 9 meetings - Audit Committee : 4 attendance from 4 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None-
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago 1.director who is in the management level, employee, service or advisor who receives a salary 2.Professional (as an Auditor) 3.Business relationship	- None - - None - - None -

Name – Surname	Mr. Paotap Chotinuchit
Age	79 years
Address	104 Setsiri Rd. Samsen Nai , Phayathai, Bangkok
Educational Attainment / Seminar Attended	M. Sc Metallurgical Engineer University of Arizona, USA Director Accreditation Program (DAP11/2004)
Present Position	Audit Committee (Independent Director) Chairman of the Remuneration Committee and Nomination Committee
Working Experience	- Audit Committee, Suranaree Technology University - President-Qualine Management Co., Ltd.
Advantage on the meeting agendas	No advantage on the agendas except on Agenda 5, 6
Meeting attendance for fiscal year 2011	- Director of the company : attended 9 times from 9 meetings - Audit Committee : 4 attendance from 4 meetings - Remuneration Committee and Nomination Committee

	: 1 attendance from 1 meetings
Company Shareholding	50,000 shares or 0.01%
Family relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional (as an Auditor)	- None -
3. Business relationship	- None -

Name - Surname	Mr. Virasak Suthantavibhul
Age	55 years
Address	35/90 Soi Lat Prao 23, Lat Yao, Chatujak, Bangkok
Educational Attainment / Seminar Attended	Master's Degree in Industrial Engineering, Texas A&M University, USA. Director Accreditation Program (DAP21/2004)
Present Position	Audit Committee (Independent Director)
Working Experience	- Assist. Managing Director Central Business Development, Bangkok Bank PLC. - Director, Toyota Leasing Thailand Ltd. - Director, Asia Lamp Industry Co., Ltd. - Director, Indo Kordsa Co., Ltd. - Director, The Grand UB Co., Ltd.
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 5, 6
Attendance of meeting for fiscal year 2011	- Director of the company : attended 9 times from 9 meetings - Audit Committee : 4 attendance from 4 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional (as an Auditor)	- None -
3. Business relationship	- None -

Name - Surname	Dr. Korsol Surakomol
Age	72 years
Address	73/9 Mooban Panya, Pattanakarn, Suangluang, 10250
Educational Attainment / Seminar Attended	Ph.D. in Mechanical Engineering Wayne State University, Detroit, Michigan, U.S.A. Director Certification Program (DCP137/2010)
Present Position	Independent Director Remuneration Committee and Nomination Committee
Working Experience	- Operations Director, Summit Auto Seats Industry Co.,Ltd. - Executive Director and Chief Operating Officer of Manufacturing Operations, Thonburi Automotive Assembly Plant Co.,Ltd. - Managing Director, Bangchan General Assembly Co.,Ltd.
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 5, 6
Attendance of meeting for fiscal year 2011	- Director of the company : attended 9 times from 9 meetings - Remuneration Committee and Nomination Committee : 1 attendance from 1 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Relationship with the company and or juristic person with disagreement at the present time or 2 years ago	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional (as an Auditor)	- None -
3. Business relationship	- None -

Attachment 8**Proxy for General Shareholders' Meeting year 2011**

As per the company's articles of association no. 35, paragraph 1, In order to constitute a quorum, there shall be shareholders and proxies (if any) attending the Shareholders meeting not less than 25 Shareholders or not less than one half of the total members of the shareholders and in either case such shareholders shall hold shareholding to not less than One third of the total number of shares sold, unless otherwise stipulated by law governing public limited companies.

Should the shareholder is not able to join the Annual General Meeting; we would like to request the shareholders to appoint a proxy as per attached proxy form.

Casting of Votes

1. Casting of votes is open to all and one share is eligible to one vote and the resolution can be passed by the following integral votes

- In normal case, the majority of shareholders attending the meeting and exercising the vote. If the votes are equal, the Chairman of the meeting can cast additional one vote to obtain the ultimate resolution

- The Chairman of the meeting shall inform the shareholders of the resolution of each agenda and any shareholders who is not in favor shall fill in the ballot distributed by the officers and submit to the person who counts the votes

2. Casting of votes by the proxy, the proxy is directed to cast his/her votes pursuant to the shareholders purpose as specified in the proxy form.

3. Shareholders who has any special advantage in any case, they must not be allowed to cast their votes on that agenda and the Chairman of the meeting may request the shareholder concerned to temporarily leave the meeting room

Article of Association Relating the Annual General Shareholders Meeting

"Point 32. The Shareholders Meeting shall be held at the company's headquarters, and or to the vicinity or other places indicated by the Board of Directors

Point 33. Shareholders meeting must be called at least once a year and the said meeting will be called “Annual Ordinary General Meeting” within four months of the last day of the fiscal year of the company. Shareholder meetings other than the one referred to in the first paragraph shall be called “Extraordinary General Meeting”

The Board of Directors may call an extraordinary general meeting of the shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting and state the reasons clearly in calling the meeting. The Board of Directors shall proceed to call a shareholder meeting within one month of the date receipt of such request from the said shareholders.

Point 34. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least (seven days) prior to the date of the meeting

The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 35. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 persons, or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In subsequent meeting a quorum is not required

Point 36. A shareholder may appoint a proxy to attend the meeting and may cast their votes on his behalf.

The instrument appointing a proxy shall specify the dated and be signed by the shareholder appointing the proxy in accordance with the form prescribed by the share registrar and list must contain the following:

- A. Total shareholding of the shareholder
- B. Name of the Proxy
- C. Number of times in appointing proxy to attend the meeting and cast his/her votes and the proxy must be given to the Chairman prior to commencement of the meeting

Point 37. In the case that all agendas are not all taken into consideration, or to consider regarding the shareholder who has shareholding totaling not less than one third of the total shares sold, propose to the meeting to consider the unfinished agenda so it is necessary to arrange another meeting informing the shareholders the date, place and time of the next meeting. The Board of Directors shall then send letters informing the date, time and place and the agendas to the shareholders 7 prior to the meeting. The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 38. Should the Chairman of the Board is not present or cannot perform his duty and if there is Vice-Chairman, the Vice-Chairman present at the meeting shall act as the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to act as the Chairman of the meeting.

Point 39. In casting votes, one share is eligible for one vote.

If the shareholder has an special advantage in any case, shareholder must abstain from voting except on the election of the Director.

Casting of votes on any resolution or approval of any activity at the shareholder meeting, they must have majority votes of the shareholders who attended the meeting and has the right to exercise his right except on the following case, a minimum of three-fourth of all votes from the shareholders attending the meeting and exercising the votes

- a) Selling or transferring all businesses or some significant parts to other individuals
- b) Acquiring or receiving the businesses transferred from other listed public company or a private companies to the company.
- c) The execution, amendment or cancellation of contracts relating to the leasing out of the whole or certain important parts of the businesses of the company, the assignment to any other persons to manage the businesses of the company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
- d) Decrease of company's capital by decreasing the number of shares or decrease in the amount of the shares.

Point 40. Businesses to be transacted at ordinary meeting shall be as follows :

- (1) To consider the report of the Board of Directors relating to the results of operation of the company carried by the Board of Directors in the previous year.
- (2) To consider the approval of the Balance sheet
- (3) To consider the appropriation of profit.
- (4) To consider the election of the new Directors who resigned by rotation
- (5) To consider the appointment of the company auditor
- (6) Others, if any

PROXY FORM B

Attachment 9

Written at _____

Date ____ Month _____ Year ____

(1) I / We _____ Nationality _____
 with address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____

(2) being a shareholder of T. Krungthai Industries Public Company Limited

holding the total amount of	_____ shares with the voting rights of	_____ votes as follows;
ordinary share	_____ shares with the voting rights of	_____ votes
preferred share	_____ shares with the voting rights of	_____ votes

(3) hereby appoint

(1) Name _____ Age ____ Years
 with address at _____ Road _____ Sub-District _____ District _____
 _____ Province _____ Postal Code _____ or

(2) Name _____ Age ____ Years
 with address at _____ Road _____ Sub-District _____ District _____
 _____ Province _____ Postal Code _____ or

(3) Name _____ Age ____ Years
 with address at _____ Road _____ Sub-District _____ District _____
 _____ Province _____ Postal Code _____

Only one of them as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for year 2012 on April 10, 2012 at 14.00 p.m. at the Sukhothai Room, 1st Floor, Narai Hotel, 222, Bangkok, Thailand or at any adjournment thereof.

(4) I / We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

Agenda No. 1 : To approve the Minutes of the Annual General Meeting of Shareholders held on April 7, 2011

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 2 : To acknowledge the result of operation of 2011

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 3 : To approve the Financial Statement as of December 31, 2011

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 4 : To consider the approval of the payment of dividends

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 5 : To approve the re-election of Directors who retired by rotation

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Mr. Pairat Sahamethapat

Approve Disapprove Abstain

Mr. Paotep Chotinuchit

Approve Disapprove Abstain

Mr. Virasak Sutanthavibul

Approve Disapprove Abstain

Dr. Kosol Surakomol

Approve Disapprove Abstain

Dr. Naruepont Pongcharoen

Approve Disapprove Abstain

Agenda No. 6 : To consider and approve the Directors remuneration for fiscal year 2012

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 7 : To appoint the auditor and determine the auditing fee for fiscal year 2012

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. 8 : Others (if any) _____

(5) A Proxy's vote in any agenda which does not follow those specified in proxy form, it shall consider that vote is incorrect as well as it does not vote on my/our behalf as a shareholder.

(6) If I/we do not specify my/our purpose to vote for any agenda or specify unclearly or in case the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I/we had specified in the proxy form, it shall be deemed as such acts had been done by me/us in all respects.

Signed _____ Shareholder
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Remarks:

1. The Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In the agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in meeting, the proxy holder may use the Attachment to Proxy Form B.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of T.Krungthai Industries PUBLIC COMPANY LIMITED. For the behalf at the Annual General Meeting of Shareholders for year 2012 on _____ at _____ am/pm at _____ or at any adjournment thereof.

Agenda No. ____ : Subject _____

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. ____ : Subject _____

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. ____ : Subject _____

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. ____ : Subject _____

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve Disapprove Abstain

Agenda No. ____ : Election of Directors (continued)

Name of Director _____

Approve Disapprove Abstain

Name of Director _____

Approve Disapprove Abstain

Name of Director _____

Approve Disapprove Abstain

Name of Director _____

- Approve Disapprove Abstain

Agenda No. ____ : Subject _____

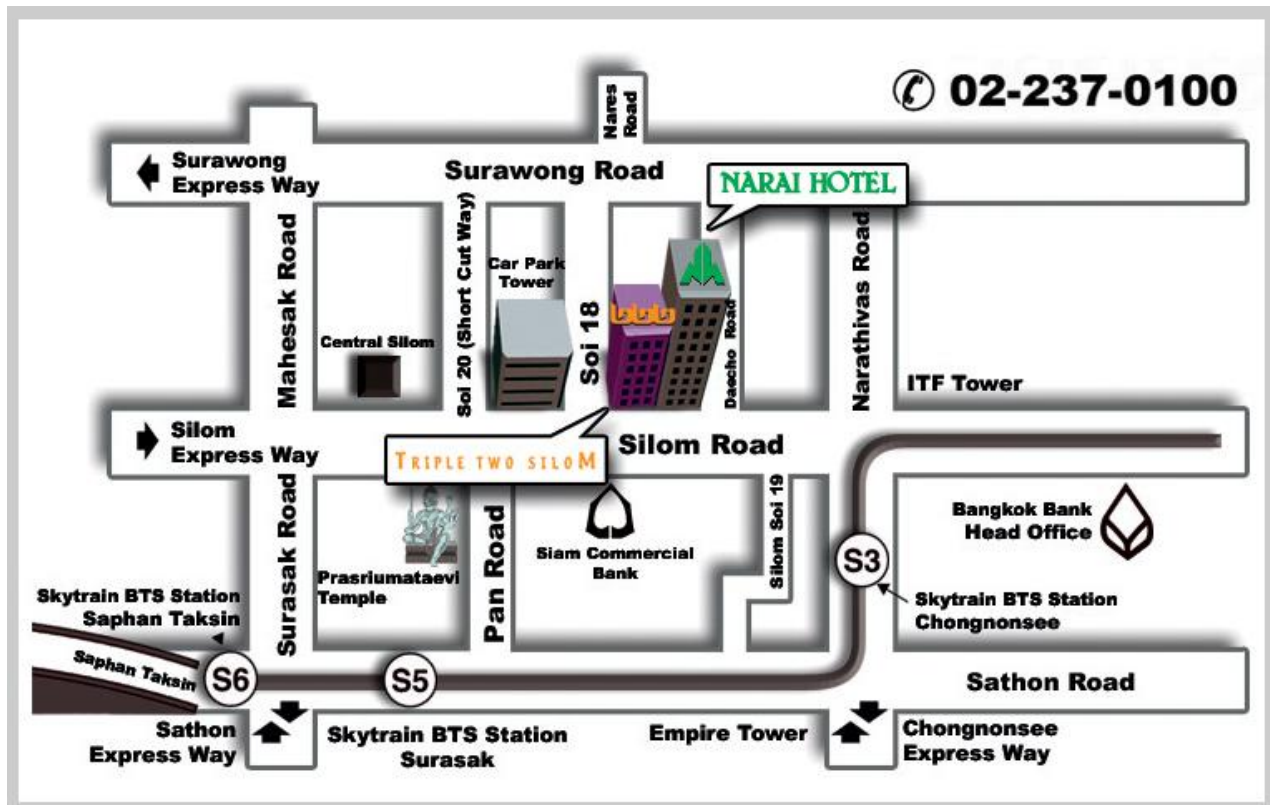
(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

- Approve Disapprove Abstain

Attachment 10

Map



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Fax (662) 236-7161