

L.V. Technology Public Company Limited
Invitation to the Annual General Meeting of Shareholders
2013

Friday, April 26, 2013 at 14.00 hr.

Registration at 13.00 hr.

Petchchompoo Function Room, 3rd Floor,
The Emerald Hotel,
Ratchadapisek Road, Bangkok

Contents

Page

Invitation to attend the Annual General Meeting of Shareholders 2013	1
---	---

Attachments of Invitation to attend the Annual General Meeting of Shareholders 2013

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2013	7
2. Annual Report 2012 (CD-Rom)	
3. Information of the proposed directors to replace those retired by rotation	22
4. Information of the proposed additional director by the Shareholders	25
5. Process of Selection of Directors, the Audit Committee, the Nomination and Remuneration Committee and Independent Directors	27
6. Definition and Qualifications of Independent Directors of LVT	28
7. Principle of Preparing the Directors' Remuneration	30
8. Company's Article of Association Relating to the Shareholders' Meeting	31
9. Documents Required Prior to Attending the Meeting, Proxy, Registration and Voting Formalities	34
10. Name of Independents Director for proxy	37
11. Proxy Forms	39
12. Annual Report 2012 Request Form	55
13. Map of the Emerald Hotel	58

Note:

1. The Notice to shareholders and its attachments are also publicized in the Company's website (www.lv-technology.com) from March 25, 2013. For any queries, please forward your questions to the E-mail address: supatra.pueakpool@lv-technology.com or the Company's address.
2. Should you need the printed Annual Report 2012, please fill the details in the "Annual Report 2012 Request Form" attached in Attachment No. 12.

For More Information:

Miss Supatra Pueakpool
Company's Secretary
Executive Office, L.V. Technology Public Company Limited
Tel: 0-2717-0835-40 Ext. 107
Fax: 02-717-0841

March 25, 2013

Dear All Shareholders of LV. Technology Public Company Limited

Subject: Invitation to attend the Annual General Meeting of Shareholders 2013

The Board of Directors of L.V. Technology Public Company Limited (the "Company") has resolved to hold the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkok to consider and approve the following agendas;

Agenda 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013.

Preamble: The Minutes of the Extraordinary General Meeting of Shareholders No.1/2013 held on January 7, 2013, was made and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website (www.lv-technology.com). A copy of the said Minutes is attached in Attachment No.1.

Opinion of the Board of Directors: The Minutes of the Extraordinary General Meeting of Shareholders No.1/2013 held on January 7, 2013 was completely and correctly. It's recommended the Shareholders to adopt the said Minutes.

Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 2 To acknowledge the Company's Operational Results for 2012.

Preamble: The Company reported the Operational Results of the year 2012 in detail as appeared in the Annual Report 2012 as per the Attachment No.2.

Opinion of the Board of Directors: It's recommended the Shareholders to acknowledge the Company's Operational Results for the year 2012.

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2012.

Preamble: The Financial Statements for the year ended December 31, 2012, was agreed by the Audit Committee, the Board of Directors and also audited by the Company's Auditor. Based on the auditor's opinion, the details of the Consolidated Financial Statements of the Company and its subsidiary are attached herewith in the Annual Report for "Financial Statements" section as per details in Attachment 2.

Opinion of the Board of Directors: It's recommended the Shareholders to approve the Financial Statements of the year ended December 31, 2012 as detailed shown in the Annual Report 2012 for Financial Statements section which could be summarized as follows:

Details	Consolidated Financial Statements 2012	Separate Financial Statements 2012
Total Assets (Baht)	2,022,047,614	1,823,556,877
Total Liabilities (Baht)	1,657,596,126	1,654,503,540
Total Contract Revenue (Baht)	2,017,197,597	2,017,197,597
Profit / (loss) for the Year (Baht)	(293,202,610)	(238,509,503)
Basic Profit / (loss) per Share (Baht / Share)	(0.58)	(0.47)

Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 4 To consider and approve the Omission of dividend payment for 2012.

Preamble: The Company has the policy of paying dividends to shareholders at the rate not more than 40 percent of its annual net profit of the Separate Financial Statements after tax and deduction of statutory reserves as well as other reserves.

Payment of dividends depends on economic situations, operating profits and future investment plans and shall be in accordance with the Public Company Law as follows.

Dividend Payment

Details of Dividend Payment	Separate Financial Statements 2012 *	Separate Financial Statements 2011
Profit / (loss) for the Year (Baht)	(238,509,503)	(91,162,239)
Dividend (Baht/Share)	Omission	Omission
Shares	-	-
Total Dividend (Baht)	-	-
Dividend Payout Ratio		-
Date of Payment		-

Note: * Pending approval by the Annual General Meeting of Shareholders 2013

Opinion of the Board of Directors: It's recommended that the Shareholders should approve the omission of dividend payment for the year 2012 due to company's still being in the operational loss.

Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 5 To consider and approve the appointment of the Company's Directors to replace those retired by rotation.

Preamble: In compliance with the Public Limited Companies Act and Clause 38 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. The retiring directors are

eligible to be reappointed. Three directors to be retired by rotation in this Meeting are as follows:

- | | |
|----------------------------|----------------------|
| 1. Mr. Hans Jorgen Nielsen | President / Director |
| 2. Mr. Thamnu Vasinonta | Independent Director |
| 3. Mr. Niwat Putthavorn | Independent Director |

The Board of Directors agreed with the Nomination guidelines to consider the qualified candidates to be further elected and appointed as the Company's Directors at the Annual General Meeting of Shareholders 2013, recommended by the Nomination and Remuneration Committee. The proposed directors are as follows:

- | | |
|----------------------------|----------------------|
| 1. Mr. Hans Jorgen Nielsen | President / Director |
| 2. Mr. Thamnu Vasinonta | Independent Director |
| 3. Mr. Niwat Putthavorn | Independent Director |

The information concerning CV of the proposed directors and the process of selection appeared in the Attachments No.3 and 5.

Opinion of the Board of Directors: The Board of Directors agreed with the Nomination and Remuneration Committee that those directors are knowledgeable and dedicated to the company with consideration for the continuation of the company's operation. It's recommended the Shareholders to approve Mr. Hans Jorgen Nielsen, Mr. Thamnu Vasinonta and Mr. Niwat Putthavorn to be reappointed as Directors for another term.

Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 6 **To consider and approve the appointment of the Company's Additional Director proposed by the Shareholders.**

Preamble: The Company provided an opportunity to the minority shareholders to nominate qualified candidate(s) to be considered for appointment as a director of the Company.

There were the minority shareholders nominated Mr. Thanachat Thanasettagone for consideration at the Annual General Meeting of Shareholders 2013.

The CV of the proposed candidates, number of shares held in the Company, are provided here as Attachment No.4.

Opinion of the Board of Directors: The Board of Directors agreed with the Nomination and Remuneration Committee that those nominees have knowledge and competence along with their suitable qualifications which will benefit to the Company. It's recommended the Shareholders to approve Mr. Thanachat Thanasettagone to be appointed as the Company's Additional Directors and the member of the Audit Committee.

In this connection, the Board of Directors reserved the right to appoint the director to replace Mr. Gancanapol Van Compennolle, the resigned director. As such, the total numbers of the company's directors would be at 10 directors.

Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 7 To consider and approve the remuneration of the Company's Directors, the Audit Committee, the Nomination and Remuneration Committee, other Committee (If any) for 2013 and Directors' Bonus for 2012

Preamble: According to Clause 44 of the Company's Articles of Association, the remuneration and bonus shall be approved by the Shareholders' Meeting.

The Nomination and Remuneration Committee reviewed the remuneration of the Company's Directors for 2013 in accordance with the procedures and standard of consideration, as per Attachments No.7. The remunerations proposed are as following:

7.1 Directors' Remuneration

It's recommended the Shareholders to approve the remuneration of the Company's Directors, the Audit Committee, the Nomination and Remuneration Committee and other Committee (if any) for 2013 at THB. 3,000,000.- (Three million Baht), which was higher than the previous year by THB. 500,000.- (Five hundred thousand Baht) or equal to 20% but still lower than the average remuneration by 15%, compared with the results of survey made by the Stock Exchange of Thailand for 2011. This was due to the increment of an additional director.

The directors' meeting and shareholders' meeting fee should be allocated as follows:

	Year 2012	Year 2013 (proposed)
Chairman of the Board, Chairman of the Subcommittee and Chairman of other Committee	THB 15,000.-	THB 15,000. / meeting
Other directors	THB 12,000.-	THB 12,000.- / person / meeting

For the working committee, the above mentioned rate would apply only to the non-executive directors who join the working committee, but will not apply for executive directors and employees. Non-executive directors who have to attend any seminars would receive a fee of THB 10,000 for each director per course, effective from January 1, 2013 onwards.

7.2 Directors' Bonus for 2012

It's recommended the Shareholders to approve the omission of the directors' bonus payment for the year 2012.

Opinion of the Board of Directors: Based on the opinion of the Nomination and Remuneration Committee, the Board of Directors agreed to propose to the Shareholders to approve the remuneration of the Company's Directors for 2013 and the Omission of the Directors' Bonus payment for the year 2012.

Resolution: This agenda shall be approved by votes of not less than two-third of the total number of votes of the shareholders who attend the Meeting.



Agenda 8 To consider and approve the appointment of the Company's External Auditor and its remuneration for 2013.

Preamble: According to the Public Limited Companies Act, the Annual General Meeting of Shareholders shall approve to appoint the Company's External Auditor.

Opinion of the Board of Directors: The Audit Committee and the Board of Directors were still in the process of nominating the Company's External Auditor and determining its remuneration for 2013 and to be proposed in details for Shareholders' approval at the Annual General Meeting of Shareholders 2013.

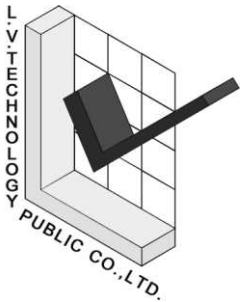
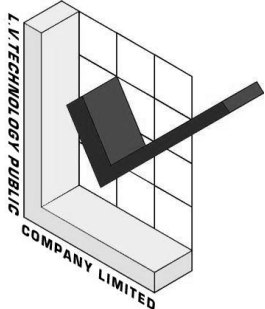
Resolution: This agenda shall be approved by majority of total number of votes of the shareholders who vote.

Agenda 9 To consider and approve the amendment of the Company's Articles of Association Article No.60 regarding the Company's seal.

Preamble: In compliance with the Ministerial Regulations No.3 (B.E.2535) Article 3, issued pursuant to the Public Limited Companies Act B.E. 2535 (1992) as follows:

Article 3. In case of using name in a foreign language, the company must use the name in English characters, which bear the sound and meaning similar to a Thai name and ending with "Public Limited Company".

The Company proposed the Meeting to approve the amendment of the Company's Articles of Association Article No.60 regarding the Company's Seal as follow:

The Company's Articles of Association Article No.60 (current)	The Company's Articles of Association Article No.60 (proposed change)
<p>The Company's seal shall be as follows:</p> 	<p>The Company's seal shall be as follows:</p> 

Opinion of the Board of Directors: It's recommended that the Shareholders to approve the amendment of the Company's Articles of Association Article No.60 regarding the Company's seal in compliance with the Public Limited Companies Act B.E. 2535 (1992) by revoking the existing provision and adopting the proposed change, including to approve the registration of the amendment thereafter.

Resolution: This agenda shall be approved by votes of not less than three-fourths of the total number of votes of the shareholders who attend the Meeting.

Agenda 10 To consider other matters (if any)

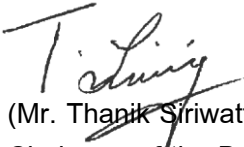
The Company provided an opportunity to the Shareholders to propose any agendas in advance prior to the Annual General Meeting of Shareholders 2013 during October 1 – December 31, 2012; however, there was no shareholder proposing any agendas for consideration.

Shareholders are hereby invited to attend the Meeting on the said date, time and venue specified above. Shareholders or Proxy shall present documents specified in Attachment No.9 for the right to attend the Meeting.

Shareholder who appoints a proxy should use the proxy form enclosed in Attachment No.11 for process the appointment as specified in Attachment No.9.

In this connection the Board of Directors has set the Record Date on March 18, 2013 for those shareholders whose names are recorded in the Shareholders' Registered Books will be entitled to attend the Annual General Meeting of Shareholders year 2013, and the closing date for compiling the list of the shareholders' names, under the section 225 of Securities and Exchange Act 2535, is on March 19, 2013.

Yours faithfully,



(Mr. Thanik Sriwattaprayoon)

Chairman of the Board of Directors

Attachment No. 1

= Translation =

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013
Of
L.V. Technology Public Company Limited**

.....

The Meeting was held on January 7, 2013 at 14.00 hours at Panorama I Function Room, 14th Floor, the Emerald Hotel, No.99/1 Ratchadaphisek Road, Dindaeng, Bangkok and presided over by Mr. Thanik Siri wattaprayoon, Chairman of the Board of L.V. Technology Public Company Limited (“Chairman”)

Chairman expressed his welcome to all Shareholders who were presented and announced that there were 134 Shareholders including proxy attended the meeting which represent 225,523,510 shares and accounted for 43.49% of total number of paid –up shares. Thus the quorum was formed and declared the meeting opened.

However, after the Chairman of the Meeting stated that the Meeting was convened, thereafter some shareholders joining the Meeting. Finally, there were 149 Shareholders representing 228,222,610 shares or approximately 44.01% of the paid-up shares attended the Meeting. Therefore, for completeness and correctness, these Minutes of the Meeting of Shareholders will present the votes as actually registered for each agenda.

Chairman convened the meeting and introduced the attended Directors, Managements, Legal Advisor and Financial Advisor to the Meetings as follows:

Directors attended

- | | |
|---------------------------------|---|
| 1. Mr. Thanik Siri wattaprayoon | Chairman of the Board of Directors |
| 2. Mr. Hans Jorgen Nielsen | President |
| 3. Mr. Vichai Tantikulnanta | Managing Director, Member of the Nomination and Remuneration Committee |
| 4. Mr. Thamnu Vasinonta | Independent Director , Chairman of the Audit Committee |
| 5. General Somchai Somprasong | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 6. Mr. Niwat Putthavorn | Independent Director, Member of the Audit Committee |
| 7. Mr. Robert William McMillen | Director |

Directors absented

- | | |
|-----------------------------------|--|
| 1. Mr. Gancanapol Van Compernelle | Independent Director, Member of the Audit Committee
Chairman of the Nomination and Remuneration Committee |
|-----------------------------------|--|

Managements attended

- | | |
|--------------------------|---------------------------------------|
| 1. Mr. Punya Kritiyawong | DMD in charge of Marketing Department |
|--------------------------|---------------------------------------|

Finance Advisor attended

- | | |
|-------------------------------|-------------------------|
| 1. Khun Prasert Patradhilok | Advisory Plus Co., Ltd. |
| 2. Khun Sumalee Tantayaporn | Advisory Plus Co., Ltd. |
| 3. Khun Nuntawan Kirinrattana | Advisory Plus Co., Ltd. |

Legal Advisor attended

- | | |
|-------------------------|--------------------------------|
| 1. Khun Tanaporn Sinrat | Thamasarn Law Office Co., Ltd. |
|-------------------------|--------------------------------|

Before the Meeting was convened, the Chairman assigned the Company Secretary to explain to the Meeting regarding the procedures of voting, counting of votes, and announcing of voting results. The Chairman then proposed the Meeting to consider each agenda, respectively, as specified in the letter of Invitation to the Extraordinary General Meeting of Shareholders as details follows:

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2012

Chairman proposed the Meeting to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2012.

Chairman invited the Shareholders to ask questions and voice their additional observations. No questions and observations were raised.

Resolution: The meeting adopted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2012 as proposed with the votes of shareholders who attended the meeting and had the right to vote for the total amount of 225,548,910 votes as follows:

Approved, representing	225,548,910	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	0	votes,	equivalent to	0.00	%

Agenda 2 To consider and approve the increase of Company's registered capital

Chairman informed the Meeting that the Company planned to use the proceeds received from the capital increase to invest in the newly established subsidiary company and such company would invest in the Max Manufacturing Co., Ltd. ("MMC"), a company registered in the Republic of the Union of Myanmar and the proceeds from the share emission would partly be used for supplying the equipments and services for MMC for their new cement plant with a capacity of 1,500 tpd, as well as future investments in the cement industry in Republic in the Union of Myanmar. The company's initial intention to invest into MMC was still in the course of negotiation.

It's recommended the Meeting to approve the increase in the Company's registered capital by issuing new ordinary shares of the Company at the amount of 396,692,350 shares at par value of THB 1 per share to offer to specific persons via private placement and to the existing shareholders of the Company in proportion of their shareholding and including the newly increased shares reserved for exercise of warrants, that the Company would increase and offering to the existing shareholders who subscribed for the new issued ordinary shares. Therefore, the Board of Directors would like to propose the Meeting to consider and approve the increase of registered capital of the Company from THB 518,538,524 to THB 915,230,874 by issuing the new ordinary shares at the amount of 396,692,350 shares at par value of THB 1 per share, details of which was stated in the Capital Increased Form as per Attachment No.2.

Mr. Hans Jorgen Nielsen, the President presented the information as follows:

1. The proceeds from the increase of registered capital would be used to finance the equipments and services for Max Manufacturing Co., Ltd. as well as other potential investments in the cement industry in the Republic of the Union of Myanmar.
2. The supply and demand of cement products in Myanmar could be summarized as follows:

Year	Production	Demand
2011	2.0 m tpy	6 m tpy
2012	2.2 m tpy	7 m tpy
<u>Expected Figures</u>		
Year	Production	Demand
2013	2.8 m tpy	8-9 m tpy
2014	4.0 m tpy	9-11 m tpy
2015	5.0 m tpy	11-12.5 m tpy

3. The feasibility study for Max Manufacturing Co., Ltd.
 - Total investment 126.5 Mio. USD
 - Equity 100 Mio. USD
 - Loan form EU – Government Banks 26.5 Mio. USD
 - The average figures for 2014 – 2016
 - Net profit / revenue 36.8%
 - Return on equity 24.3%
 - Recurrent income from 2014 24.3 Mio. USD/year
4. The projects in the Republic of the Union of Myanmar that LVT had entered into the business with Myanmar for 5 years before the other investors and also explained the benefits from these investments as follows:
 1. The income of approximately THB 150 million/year.
 2. The return on investment within 3 – 4 years.
 3. The income of which would enable the company to pay dividend to the shareholders.
 4. LVT would be able to obtain more business in Myanmar.

Chairman invited the Shareholders to ask questions and voice their additional observations. Shareholders raised the questions which could be summarized as follows;

- Mr. Surapol Sompolwiwat asked that, after the investment in the Republic of the Union of Myanmar, what kind of benefits the company would get in return.
- ↪ Mr. Punya Kritiyawong explained that the company would receive dividends from the investment in USD currency.
- Mr. Supot Auachailertkul, the representative from the Thai Investors Association raised his opinions and questions as follows:
 1. Shareholders were willing to support the increase of registered capital but the company had to be more careful about the forecasting errors. Because in the past, the company forecasted that the company's performance would be better, but instead, it turned out it turned out to be operating loss at the end.
 2. Whether the proceeds obtaining from the increase of registered capital were sufficient or not. If not, would the company have to seek any loan from other source? How was the company's plan for the investments? And also requested the company's Audit Committee to look into the risk factors in all aspects.
- ↪ Punya Kritiyawong explained that the funds received from this capital increase would be invested in Max Manufacturing Co., Ltd. which could be divided into two stages.

1. The proceeds from the sale of ordinary shares will be used to purchase the equipment and services for Max 1 for the amount of Baht 200 million, without having to raise any loan.
 2. The proceeds from exercising the warrants (LVT-W3) would be used for a joint venture in the factory of Max 2 in the next 6 months.
- Another shareholder asked about the sufficiency of fund received from the capital increase. He also asked that, the construction of Tavoy Deep Seaport by Italian-Thai Development Public Company Limited had any effect on the demand for cement products in Myanmar.
- ↩ Mr. Hans Jorgen Nielsen explained that Italian-Thai Development Public Company Limited had no plan for building a cement plant in Myanmar, but Siam Cement Group had a plan to build 2 cement plants in Myanmar. The first one would be located near Mae Sod District, but there was no deposit of coal in the area which would create a high cost of production. The second plant would be located at the southern part of Myanmar which still encountered with political problem. But LVT's strategy was to modify the old cement factory with its location being in the commercial center ie. Max 1 was located in Naypyidaw which was not very far from Yangon in transportation of cement products. And Max 2 was located at between Mandalay and Naypyidaw, the transportation cost thereof was low. If the factory was at the southern part of Myanmar, the transporting cost would be high and would also compete with the imported cement from Thailand or Malaysia. The requirement of cement products in Myanmar was mainly from Mandalay state, about 60-70 %. As such, there was no problem as to transporting cement products to Tavoy state.
- ↩ Mr. Punya Kritiyawong made his conclusion that the location of the Joint Venture Factories were already in the good position in term of the fastest time in manufacturing and selling of cement products. In case of not sufficiency of fund from the increasing of registered capital, the other joint venture partners would be willing and ready to increase their investment in LVT.
- A shareholder made an enquiry why, in the past performance, cost of goods sold was over the incomes, for example, in the last quarter the subsidiary in Europe bearing an operating loss and how would it be in the next quarter?
- ↩ Mr. Punya Kritiyawong explained that, in the past quarter, the company had acknowledged the last operating loss and we had no more obligations in future and expected to close down the subsidiary in Europe. And currently, the company had already improved several sections and expected that the cost of goods sold would not higher than income.
- The shareholder asked whether the fourth quarter would be in the operating profit or not.
- ↩ Mr. Punya Kritiyawong explained that, at present, the negotiation with the client in Malaysia as to our compensation seemed to be satisfactory. As the consequence, the company's performance deemed to be in a better situation.
- A shareholder asked that, investments in Myanmar this time, how much income the company would receive and when.

- ↩ Mr. Punya Kritiyawong explained that the company would start receiving the income around March 2013 in proportion with the amount of investment or around USD 12 million.
- A shareholder asked whether the company had evaluated the risk in investment in Myanmar or not and to whom the company offered to sell the new issued ordinary share in the way of private placement.
- ↩ Mr. Hans Jorgen Nielsen explained that, in the feasibility study, the company had already considered every side at the worst case scenario, and had offered to sell the newly issued ordinary shares to Chinese investor.
- A shareholder asked whether, after having increased the registered capital, the company had any intention to move from the MAI market to the main Stock Exchange Market or not.
- ↩ Mr. Hans Jorgen Nielsen explained that the company had already planned to move to be listed in the Stocks Exchange of Thailand when its performance was improved.
- A shareholder asked whether, after bearing the operating loss in 2011-2012, the company had ever made any analysis on the problems or not.
- ↩ Mr. Punya Kritiyawong explained that the company had in deed evaluated the situation and had found the problem, and expected that the situation would became better soon.
- A shareholder asked about the estimated income and the growth of benefit being at what percentage, and how much the backlog would be.
- ↩ Mr. Hans Jorgen Nielsen explained that there was differences in each project .and the shareholders would see the clearer picture within 3 years.
- ↩ Mr. Punya Kritiyawong further explained that the existing backlog was at around Baht 2,500 million and the expected sale volume would be better than last year.
- A shareholder asked whether Max Manufacturing Co. Ltd. would pay its dividend at the rate of 100% or not; and could the company guarantee that it would not make any loss again in the next three years?
- ↩ Mr. Hans Jorgen Nielsen told the shareholders that Max Manufacturing Co. Ltd. had its policy to pay dividend, but LVT would reserve part of its dividend for further investment in Myanmar and believed that the company would not make any loss in the next three years.
- A shareholder asked whether the new company for investing in Myanmar had already been incorporated or not; and whether the investment deal with Max would become materialized or not. If not, how the investing fund would be utilized.
- ↩ Mr. Punya Kritiyawong explained that, currently, LVT had already supplied the machineries to Max 1 and the cost thereof would be converted into equity later. And for the investment in Max Manufacturing Co. Ltd which was still under negotiation, the company would summarize the subscribed fund for investing with Max after the shareholders' meeting having approved the increase of registered capital.
- Mr. Hungchai Arkrawaskul requested the management to consider the risk of converting the debt into equity including the risks which might occur after AEC in 2015 as Thailand was the largest cement producer in the world. He also wanted to exercise his right as the owner of the company by nominating a representative of the minority shareholders to be a director of the company in the coming AGM 2013 in order to protecting the interests of the shareholders. In this connection, he asked the nomination

- committee and the Board of Directors to accept his proposal by appointing the proposed nominee to be a director without having to vote against the other directors.
- ↪ Mr. Hans Jorgen Nielsen explained that the company was pleased to welcome the representative of minority shareholders but it must be in accordance with rules and regulations. As to the risk of importation of cement products into Myanmar from AEC's countries, Mr. Nielsen expected that Myanmar would import cement products from Thailand but the cost of transportation was rather high.
 - ↪ Mr. Vichai Tantikulananta informed that the Board of Directors would accept the proposal as to nominating a minority shareholder to be a director of the company for consideration on the next meeting.
 - Mr. Atip Akanithapichart made an enquiry that, if he wanted to nominate a representative of the minority shareholder to be a director, within what date, the name of the person should be submitted to the company.
 - ↪ Miss Supatra Puakpool answered that the shareholders could submit the name of director within January 2013.

Resolution: The meeting approved the increase of registered capital of the Company from THB 518,538,524 to THB 915,230,874 by issuing the new ordinary shares at the amount of 396,692,350 shares at par value of THB 1 per share as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,066,510	votes, equivalent to	99.93 %
Disapproved, representing	150,100	vote, equivalent to	0.07 %
Abstained, representing	6,000	votes, equivalent to	0.00 %

Agenda 3 To consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered capital

Chairman proposed the Meeting to approve the amendment of Article 4 of the Memorandum of Association of the Company to be in accordance with the increase in the registered capital, as stated in Agenda 2, by cancelling the existing statements in Article 4 and using the following:

No. 4 Registered Capital	: THB 915,230,874
	(Nine Hundred Fifteen Million Two Hundred and Thirty Thousand and Eight Hundred and Seventy Four Baht)
Divided into	: 915,230,874 shares
	(Nine Hundred Fifteen Million Two Hundred and Thirty Thousand and Eight Hundred and Seventy Four shares)
At Par Value of	: THB 1 (One Baht)
Divided into	
Common shares	: 915,230,874 shares
	(Nine Hundred Fifteen Million Two Hundred and Thirty Thousand and Eight Hundred and Seventy Four shares)
Preferred shares	: - shares

Chairman invited the Shareholders to ask questions and voice their additional observations. No questions and observations were raised.

Resolution: The meeting approved the amendment of Article 4 of the Memorandum of Association of the Company as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Agenda 4 To consider and approve the issuance and allotment the Warrants No. 3 (LVT-W3) to the existing shareholders who subscribe for new ordinary shares of the Company

Chairman informed the Meeting that the Company needs the capital to investment in the Republic of the Union of Myanmar and also proposed to approve the issuance and allotment the Warrants No. 3 (LVT-W3) in the amount not to exceed 172,846,175 units to the existing shareholders who subscribe for new ordinary shares of the Company at the ratio of 1 new ordinary share to 1 unit of the Warrant (Any Fractions shall be disregarded). The offering price of LVT-W3 is Baht 0 per unit. The preliminary details of warrants are on Attachment No.3.

In addition the Board of Directors has recommended the Meeting to authorize the Board of Director and/or Managing Director to have the authority to determine the issuing date of the warrants after the Company has been approved by the shareholders meeting as well as the authority to determine criteria, terms and conditions, and other details related to the warrants, to negotiate and sign in any relevant documents and agreements and to perform any other necessary actions related to the warrants and the issuance and offering of the warrants, including the listing of the warrants and the reserved ordinary shares from the exercise of the warrants on the SET, as well as to seek the necessary approval from relevant authorities. However, the Company shall not extend the life of warrants, nor change the price and exercise ratio, subject to the conditions of right adjustment.

Chairman invited the Shareholders to ask questions and voice their additional observations. No questions and observations were raised.

Resolution: The meeting approved the issuance and allotment the Warrants No. 3 (LVT-W3) to the existing shareholders who subscribe for new ordinary shares of the Company as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

In addition the Meeting to authorized the Board of Director and/or Managing Director to have the authority to determine the issuing date of the warrants after the Company has been approved by the shareholders meeting as well as the authority to determine criteria, terms and conditions, and other details related to the warrants, to negotiate and sign in any relevant documents and agreements and to perform any other necessary actions related to the warrants and the issuance and offering of the warrants, including the listing of the warrants and the reserved ordinary shares from the exercise of the warrants on the SET, as well as to seek the necessary approval from relevant authorities. However, the

Company shall not extend the life of warrants, nor change the price and exercise ratio, subject to the conditions of right adjustment.

Agenda 5 To consider and approve the allotment of new ordinary shares not more than 51,000,000 shares to specific persons via private placement

Chairman proposed the Meeting to approve the allotment of new ordinary shares not more than 51,000,000 shares at the par value of THB 1.00 per share to specific persons via private placement. The Company has criteria in considering investors by emphasizing on potential capital investor or high experience or expertise in some businesses which can strengthen the Company's business and also not the Company's related party. The offering price will not be lower than 90% of the market price of the Company's share, which the market price calculated by weighted average market price of the Company's share not less than 7 consecutive business days but not longer than 15 consecutive business days prior to the first subscription date, also the price will not below Baht 1.25 per share.

The such determination of offering price is not regarding as an offer for sale of newly issued shares at discount according to the Notification of Capital Market Supervisory Board TorChor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares and the Notification of the Securities and Exchange Commission SorChor 39/2551 Re: the Calculating the offer price and determining the market price as prescribed in the definition of "offer for sale of newly issued shares at discount" set the definition of the offer for sale of newly issued shares at discount is the offer of newly issued shares at lower than 90% of market price. Market price shall be one of the following:

- (a) Weighted average price of shares traded in the SET during not shorter than 7 consecutive business days but not longer than 15 consecutive business days prior to the date the offering price is set. The date the offering price is set shall be either:
 - 1. The date the Board of Director approve to proposed shareholders to consider the offer for sale of newly issued shares at discount
 - 2. The date the shareholders' meeting approved the offer for sale of newly issued shares at discount
 - 3. The first subscription date
 - 4. The date investor has right to convert the convertible debenture or right to convert warrant to shares.
- (b) Price set from book building
- (c) Fair price evaluated by financial advisor

In addition, The Board of Directors has recommended the Meeting to authorize the Board of Directors and/or delegates of the Board of Directors and/or Managing Director to consider and determine whether share allocation shall be made once or several times later. Additionally, the Board of Directors and/or delegates of the Board of Directors and/or Managing Director are authorized to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued ordinary shares as well as sign any related agreements or documents including to perform any other acts necessary and related to the newly issued ordinary shares and listing newly issued ordinary shares on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).

Chairman invited the Shareholders to ask questions and voice their additional observations. Shareholders raised the questions which could be summarized as follows;

- Mr. Badin Kritiyarangsarn questioned that will the specific persons via private placement get the warrants (LVT W3) or not?
- ↪ Miss Supatra Pueakpool explained that the specific persons via private placement will not get the warrant (LVT W3).

Resolution: The meeting approved the allotment of new ordinary shares not more than 51,000,000 shares at the par value of THB 1.00 per share to specific persons via private placement and the offering price will not be lower than 90% of the market price of the Company's share, which the market price calculated by weighted average market price of the Company's share not less than 7 consecutive business days but not longer than 15 consecutive business days prior to the first subscription date, also the price will not below Baht 1.25 per share as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

In addition, The Meeting to authorized the Board of Directors and/or delegates of the Board of Directors and/or Managing Director to consider and determine whether share allocation shall be made once or several times later. Additionally, the Board of Directors and/or delegates of the Board of Directors and/or Managing Director are authorized to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued ordinary shares as well as sign any related agreements or documents including to perform any other acts necessary and related to the newly issued ordinary shares and listing newly issued ordinary shares on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).

Agenda 6 To consider and approve the allotment of new ordinary shares not more than 172,846,175 shares to the existing shareholders proportionately to the number of shares currently held by each shareholder.

Chairman proposed the Meeting to approve the allotment of new ordinary shares at the amount of not more than 172,846,175 shares at the par value of THB 1.00 per share to the existing shareholders proportionately to the number of shares currently held by each shareholder. The details of the allotment are as follows:

Ratio (existing shares: : new shares)	:	3 existing shares : 1 new shares (the fraction shares shall be rounded down)
Offering Price	:	THB 1.25 per share at a par value of THB 1.00 per share
Allotment of newly issued ordinary shares	:	Issue and offer newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion of shareholding in the Company. In case that there are shares left from the allocation. The Managing Director is authorized to allot the shares left as follows; (1) <i>Allot to the existing shareholders who show their intention to subscribe the shares in excess of their</i>

entitlement at the same price offered to other existing shareholders according to the Pro Rata Basis.

- 1.1 If the number of shares remaining exceeds the number of shares which the shareholders wish to subscribe for shares in excess of their entitlement, all remaining shares will be allocated to the shareholders who wish to subscribe for shares in excess of their entitlement.
- 1.2 If the number of shares remaining are less than the number of shares which the shareholders wish to subscribe for shares in excess of their entitlement, the Company shall allot such shares as follow:
 - (a) Allocate remaining shares proportionately to those shareholders by multiply ratio of entitlement of each shareholder to total remaining shares, resulting in number of shares each shareholder who subscribe in excess of entitlement shall be allotted (the fraction of shares shall be rounded down). Number of shares allocated to each shareholder shall not exceed the numbers of share each shareholder subscribe and paid for.
 - (b) In case there are remaining shares after allotment (a), the Company shall allocate such remaining shares proportionately to shareholders who subscribe for shares in excess of their entitlement according to ratio of entitlement of each shareholder. The Company shall multiply ratio of entitlement of each shareholder to total remaining shares, resulting in number of shares each shareholder who subscribe in excess of entitlement shall be allotted (the fraction of shares shall be rounded down). Number of shares allocated to each shareholder shall not exceed the numbers of share each shareholder subscribe and paid for.

This allocation method will be applied until there is no remaining share.

In allocation of the rights shares, the Company reserves the right not to allocate the newly issued ordinary shares to any shareholder, providing such allocation will or may cause the shareholding portion of ordinary shares of foreign shareholders to be in excess of forty nine percent (49%) of the total sold shares of the Company.

The such foreign shareholder may not receive the allocation of the newly issued ordinary shares or may only receive a partial allocation.

The Company shall return the subscription money from any un-allocated portion of the share subscription or of the subscription of shares in excess of his/her subscription entitlement to subscribing shareholders without interest within 14 days from the closing date of the subscription period.

(2) *Allot the remaining shares from (1) to specific persons*

In case there are remaining shares after allotment to the existing shareholders in (1) above, the Company shall allocate such remaining shares to the specific persons (Private Placement). The Company has criteria in considering investors by emphasizing on potential capital investor or high experience or expertise in some businesses which can strengthen the Company's business and also not the Company's related party. The offering price will not be lower than 90% of the market price of the Company's share, which the market price calculated by weighted average market price of the Company's share not less than 7 consecutive business days but not longer than 15 consecutive business days prior to the first subscription date. The price will not below Baht 1.25 per share.

However, in case there are remaining shares after allotment in (1) and (2) above, the Company shall reduce the registered capital for such remaining shares accordingly.

In addition, The Board of Directors has recommended the Meeting to authorize the Board of Directors and/or delegates of the Board of Directors and/or Managing Director to consider and determine any condition and/or other details necessary for the pertinent to the issue and offer newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion of shareholding in the Company; for example, details of allotment method of newly issued ordinary shares to existing shareholders, offering date of newly issued shares, sign any related agreements or documents including to perform any other acts necessary and related to the newly issued ordinary shares as well as listing newly issued ordinary shares on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).

Chairman invited the Shareholders to ask questions and voice their additional observations. Shareholders raised the questions which could be summarized as follows;

- A shareholder questioned about the last day will be entitled to purchase for new ordinary shares?

↳ Miss Supatra Pueakpool clarified that the first day of the XR to determine the list of subscribers to entitle the shares is January 10, 2013. So, on January 9, 2013 is the last day for the right to subscribe for new ordinary shares.

Resolution: The meeting approved the allotment of new ordinary shares not more than 172,846,175 shares to the existing shareholders proportionately to the number of shares currently held by each shareholder as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	222,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Also, The Meeting to authorized the Board of Directors and/or delegates of the Board of Directors and/or Managing Director to consider and determine any condition and/or other details necessary for the pertinent to the issue and offer newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion of shareholding in the Company; for example, details of allotment method of newly issued ordinary shares to existing shareholders, offering date of newly issued shares, sign any related agreements or documents including to perform any other acts necessary and related to the newly issued ordinary shares as well as listing newly issued ordinary shares on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).

Agenda 7 To consider and approve the allotment of new ordinary shares not more than 172,846,175 shares to reserve for the exercise of Warrants (LVT-W3)

Chairman proposed the Meeting to approve the allotment of new ordinary shares not more than 172,846,175 shares to reserve for the exercise of Warrants (LVT-W3) which the Company will issuance and allotment to existing shareholders who subscribe for the new ordinary shares in Agenda No.6

Chairman invited the Shareholders to ask questions and voice their additional observations. No questions and observations were raised.

Resolution: The meeting approved the allotment of new ordinary shares not more than 172,846,175 shares to reserve for the exercise of Warrants (LVT-W3) as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Agenda 8 To consider and approve the amendment of Article 32 of Articles of Association of the Company regarding the election of director

Chairman informed that for the shareholders to vote individual directors, the Board of Directors proposed the Meeting to approve the amendment of Article 32of Articles of Association of the Company regarding the election of directors, as follows;

From
"Article 32.

The following criteria and methods are used for election of directors:

- (1) In case that the number of the candidates does not exceed the maximum number of directors for such election, the shareholder meeting shall elect all candidates.
- (2) In case that the number of the candidates exceeds the maximum number of directors for such election, voting shall be done in the shareholder meeting. Shareholders have the right to vote for the preferred candidates but must not exceed the maximum number of directors for such election and the voting shall be done for each individual. The shareholder or proxy shall have one vote per one share for each candidate running for directors. The candidates with maximum votes in order shall be appointed as directors up to the maximum number of directors for such election. In case that the next candidate in the rank has equal number of votes, the chairman of the meeting must make the final vote to conclude on the list of directors.”

To

“Article 32.

At the general meeting of shareholders, any vacant director or additional director shall be elected by mean of the criteria and methods as follows:

- (1) Every shareholder presents in person or represented proxy shall have one vote for each share which held by the shareholder. .
- (2) In the shareholders’ meeting each shareholder has the right to vote for the preferred candidates and voting shall be done individually with all the shares held by the shareholder.
- (3) The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.”

Chairman invited the Shareholders to ask questions and voice their additional observations.

Resolution: The meeting approved the amendment of Article 32 of Articles of Association of the Company regarding the election of directors as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Agenda 9 To consider and approve the cancellation of the Company Objectives Article 24

Chairman proposed the Meeting to approve the cancellation of the Company Objectives Article 24 due to the Company does not operate business as specified on the Company Objectives Article 24 with the details as follows:

The Company Objective Article 24

To operate the business of manufacturing, buying, selling, trading, importing, and exporting chemical products and all other kinds of products or by-products of those businesses, including accepting to do any work related to those businesses or other kinds of work which support those businesses.

Chairman invited the Shareholders to ask questions and voice their additional observations. Shareholders raised the questions which could be summarized as follows;

- A shareholder asked that in the future, if the company will operate business as specified on the Company Objectives Article 24, how to do?
- Miss Supatra Pueakpool explained that if the company has to operate business as mentioned, it has to be approved by shareholders.

Resolution: The meeting approved the cancellation of the Company Objectives Article 24 as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Agenda 10 To consider and approve the amendment of Article 3 of the Memorandum of Association of the Company to be in consistence with the cancellation the Company Objectives Article 24

Chairman proposed the Meeting to approve the amendment of Article 3 of the Memorandum of Association to be in consistence with the cancellation the Company Objectives Article 24 with the details as follows:

From

Article 3. Company's objectives contain 27 items. Details are provided as per attached Form Bor.Mor.Jor. 002

To

Article 3. Company's objectives contain 26 items. Details are provided as per attached Form Bor.Mor.Jor. 002

Resolution: The meeting approved the amendment of Article 3 of the Memorandum of Association to be in consistence with the cancellation the Company Objectives Article 24 as proposed with the votes of shareholders who attended the meeting and had the right to vote total amount 228,222,610 votes as follows:

Approved, representing	228,216,610	votes,	equivalent to	100.00	%
Disapproved, representing	0	vote,	equivalent to	0.00	%
Abstained, representing	6,000	votes,	equivalent to	0.00	%

Agenda 11 To consider other matters (if any)

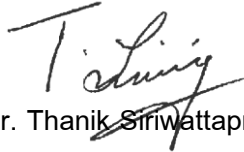
Chairman invited the Shareholders to ask questions and voice their additional observations. Shareholders raised the questions which could be summarized as follows;

- Mr. Supot Auachailertkul strongly supported Mr. Hungchai Akawaskul's proposal and suggested that the company should offer the newly issued ordinary shares to specific persons via private placement at a price higher than the market price.
- Mr. Thara Cholapranee expressed his opinion that the change of regulations concerning the election of the new directors would prevent the minority shareholders' chance from being elected as a new Board of Directors. It should be elected on a cumulative voting basis.

- ↪ Mr. Vichai Tantikulananta asked Mr. Thara Cholapranee for the formal method of cumulative voting for the election of directors in writing to be submitted to BOD for further consideration.
- A shareholder wondered whether the specific persons via private placement would purchase the whole lot of 51,000,000 shares or not.
- ↪ Mr. Hans Jorgen Nielsen answered that, initially, the investor was interested to take the whole lot of 51,000,000 shares, but the deal had not been concluded yet.
- A shareholder proposed the Company to improve its performance analysis to be more accurate and clearer and questioned whether the company's gross profit margin was still at 15% or not.
- ↪ Mr. Punya Kritiyawong explained that the company's still had a gross profit margin around 14 -15%.

There are no other matters to be discussed; the Chairman thanked the Shareholders for attending the Meeting and closed the Meeting at 16.22 hour.

Yours Sincerely,




(Mr. Thanik Siriwattaprayoon)
Chairman of the Board of Directors

Attachment No. 3**Information of the proposed directors to replace those retired by rotation**

1. Mr. Hans Jorgen Nielsen		
Current Position	Founder / President / Director	
Age	64 Years	
Nationality	Danish	
Education	MSC – Chemical Engineering Science, Technical University of Denmark	
Working Experience	Nov.2012 – present	President of L.V. Technology PCL.
	2011 – 2012	Nomination and Remuneration Committee of L.V. Technology PCL.
	2010 – 2012	Managing Director and Director of L.V. Technology PCL.
	2006 – present	Director of L.V. Technology PCL.
	2002 – present	Chairman of the Board of Directors of LNV Technology Pvt., Ltd.
	1996 – 2006	Managing Director and Director of L.V. Technology PCL.
	1990 – 1996	Freelance consultant of; - PT Semen Padang, Indonesia - APO Cement, Philippines - Siam City Cement PCL.
	1976 – 1990	Sales Manager, Asia of FLSmidth A/S
Training with IOD	- None -	
Relations with Executives	- None -	
Year as Directorship	1996 - present	
LVT Shareholding as at 19/03/2013	55,360,169 Shares or 8.01%	
Others Position		
❖ Listed Companies	- None -	
❖ Non-Listed Companies	- None -	
❖ Other business which may have conflict of interest	- None -	
Number of attendance of Meeting during 2012		
❖	17 times from total of the Board of Directors' Meeting 19 times	
❖	3 times from total of the Nomination and Remuneration Committee' Meeting 3 times	




2. Mr. Thamnu Vasinonta		
Current Position	Chairman of the Audit Committee Independent Director	
Age	72 Years	
Nationality	Thai	
Education	❖ M.Sc.IE Stanford University, USA ❖ Bachelor of Engineering, Chulalongkorn University	
Working Experience	Nov.2012 – present	Chairman of the Audit Committee of L.V. Technology PCL.
	Feb.2012 – present	Independent Director of L.V. Technology PCL.
	2003 – present	Independent Director and Chairman of the Audit Committee of NL Development PCL.
	2003 – 2008	Executive Director of Thai Contractors Association under H.M. the King Patronage
Training with IOD	DAP 2004	
Relations with Executives	- None -	
Year as Directorship	February 6, 2012 - present	
LVT Shareholding as at 19/03/2013	- None -	
Others Position		
❖ Listed Companies	Independent Director and Chairman of the Audit Committee of NL Development PCL.	
❖ Non-Listed Companies	- None -	
❖ Other business which may have conflict of interest	- None -	
Number of attendance of Meeting during 2012		
❖	17 times from total of the Board of Directors' Meeting 17 times	
❖	11 times from total of the Audit Committee' Meeting 11 times	



3. Mr. Niwat Putthavorn		
Current Position	Audit Committee Independent Director	
Age	60 Years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> ❖ Master of Business and Administration, Thammasat University ❖ Bachelor of Engineering (Electrical), Chulalongkorn University ❖ Bachelor of Laws, Sukhothai Thammathirat University 	
Working Experience	Nov.2012 – present	Audit Committee of L.V. Technology PCL.
	Aug.2012 – present	Independent Director of L.V. Technology PCL.
	2011 – present	- Freelance Consultant for SME Business Performance Program of Department of Industrial Promotion, Ministry of Energy - Freelance Consultant for Conservation Program of Department of Energy Conservation, Ministry of Energy
Training with IOD	DAP 100/2013	
Relations with Executives	- None -	
Year as Directorship	August 14, 2012 - present	
LVT Shareholding as at 19/03/2013	- None -	
Others Position		
❖ Listed Companies	- None -	
❖ Non-Listed Companies	- Freelance Consultant for SME Business Performance Program of Department of Industrial Promotion, Ministry of Energy	
	- Freelance Consultant for Conservation Program of Department of Energy Conservation, Ministry of Energy	
	- None -	
	- None -	
❖ Other business which may have conflict of interest	- None -	
Number of attendance of Meeting during 2012		
❖ 9 times from total of the Board of Directors' Meeting	9 times	
❖ 1 times from total of the Audit Committee' Meeting	1 times	

Attachment No. 4**Information of the proposed additional director by the Shareholders**

1. Mr. Thanachat Thanasettagone		
Age	42 Years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> ❖ Master Degree in Business Law, Faculty of Law, Chulalongkorn University ❖ Modern Managers Program, Faculty of Commerce and Accountancy, Chulalongkorn University ❖ Graduate Diploma Program in Taxation, Thai Chamber of Commerce University ❖ Master Degree in Business Administration (MBA), Faculty of Commerce and Accountancy, Chulalongkorn University ❖ Bachelor Degree in Electrical Engineering, Faculty of Engineering, Chulalongkorn University ❖ Vocational School, Major Mechanical, King Mongkut Institute of Technology North Bangkok, Bangkok 	
Working Experience	2000 – present	Director - Sales and Marketing, Financial Controller, Tax of Unipower Engineering Co., Ltd.
Training with IOD		- None -
Relations with Executives		- None -
LVT Shareholding as at 19/03/2013		17,777 Shares or 0.003%
Others Position		
❖ Listed Companies		- None -
❖ Non-Listed Companies		Director - Sales and Marketing, Financial Controller, Tax of Unipower Engineering Co., Ltd.
❖ Other business which may have conflict of interest		- None -

Additional Qualifications for Independent Directors

for

- Mr. Thamnu Vasinonta, Mr. Niwat Putthavorn and Mr. Thanachat Thanasettagone -

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		√
2. Having the following relationship with the Company, Parent Company, Subsidiary Company, Associated Company or any Juristic Persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management of being an employee, staff member, advisor who receives a regular salary		√
2.2 Being professional services provider, e.g., auditor, legal advisor		√
2.3 Having business relation that is material and could be barrier to Independent judgment		√

Attachment No. 5**Process of Selection of Directors, the Audit Committee,
the Nomination and Remuneration Committee and Independent Directors.**

The selection of persons to be appointed as Company's director, Audit Committee, Nomination and Remuneration Committee shall be performed by the Nomination and Remuneration Committee in accordance with qualification criteria set according to the section 67 and 68 of the Public Company Act B.E. 2535 and relevant notifications of the Office of the Securities Exchange Commission. For example, the selection of independent directors and Audit Committee has to be in compliance with notifications of the Office of the Securities Exchange Commission No.Kor.Jor.12/2543 regarding the application for offer of new shares and its permission and notifications of the Stock Exchange of Thailand regarding the qualifications and scope of work of the Audit Committee (No.1) B.E.2542. Moreover, the experience, knowledge, and proficiency of the applicants are also taken into consideration. And seek for approval from the Board of Directors and/or from the shareholders' meeting as per rules and procedures in the Company's regulations in the following summarizations:

1. In case that the Director's position is vacant from other causes apart from its term's ending, the Board of Directors is authorized to select the qualified and non-prohibited conditions' person as replacement in the next Board of Directors' meeting, except when the Director's term is less than 2 months. On the Director's voting appointment, the Board of Directors' votes must consist of not less than 3/4 of the remaining Directors.
The replacement Director will remain in position only for the remaining duration of the previous Director.
2. At the general meeting of shareholders, any vacant director or additional director shall be elected by mean of the criteria and methods as follows:
 - (1) Every shareholder presents in person or represented proxy shall have one vote for each share which held by the shareholder.
 - (2) In the shareholders' meeting each shareholder has the right to vote for the preferred candidates and voting shall be done individually with all the shares held by the shareholder.
 - (3) The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote."

At every annual general shareholders' meeting, one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third shall retire from the office.

The retiring of Directors on the first and second years following the registration as public company is voluntary. In every subsequent year, the directors who have been longest in office shall retire. In event that the number of directors who have equally held the office longest exceed the number of the directors required to retire, the directors retiring shall be drawn by lots. A retiring director is eligible to be re-elected.

Attachment No. 6**Definition and Qualifications of Independent Directors of LVT**

Independent Directors

The Board of Directors has determined suitable qualifications of the independent directors in the same standards as those prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows.

1. holding shares *not* exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. *neither* being *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended *not* less than two years before being appointed;
3. *not* being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. *not* having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and *neither* being *nor* having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended *not* less than two years before being appointed.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

5. *neither* being *nor* having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *not* being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended *not* less than two years before being appointed;

6. *neither* being *nor* having been any professional advisor including legal advisor financial advisor or valuer who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *neither* being *nor* having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years before being appointed;
7. *not* being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. *not* having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.
9. The independent director with qualifications complying with the criteria under 1. to 8. the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

Attachment No. 7

Principle of Preparing the Directors' Remuneration

The Nomination and Remuneration Committee determine the rate of remuneration base on the results of survey made by the Stock Exchange of Thailand of the same nature of Industries.

The said remuneration conforms to their responsibility and the results of their performance which related to the Company's performance. And to seek for approval from Directors Meeting and Shareholders' Meeting.

Attachment No. 8**Company's Articles of Association Relating to the Shareholders' Meeting**

- Article 20. The Board of Directors shall arrange for a shareholders' meeting as an Annual General Meeting within 4 (four) months from the end of the Company's accounting period. All other general meetings of shareholders are called "Extraordinary Meeting".
- Article 21. The Board of Directors may summon an Extraordinary Shareholders' Meeting whenever the Board deems fit; or shareholders holding not less than one-fifth (1/5) of the total shares sold, or no fewer than twenty five (25) shareholders holding not less than one-tenth (1/10) of the total shares sold, may make a written letter requesting the Board of Directors to summon an Extraordinary Meeting at any time. The letter must clearly specify the reasons for which the meeting is requested to be summoned. In which case, the Board of Directors must arrange for the shareholders' meeting within one (1) month from the date of the receipt of the letter from shareholders.
- Article 22. A shareholders' meeting must have shareholders and their proxies (if any) no less than twenty five (25) persons or no less than half of the total number of shareholders and the counting on total number of shares held must not be less than one-third (1/3) of the total number of shares sold to make a quorum; unless otherwise stipulated by the laws governing public companies.
- Article 23. Chairman of the directors shall preside at a general meeting of shareholders. If the Chairman of the directors is absent at the meeting, or is unable to perform the function, if Vice Chairman is in attendance, the Vice Chairman shall serve as Meeting Chairman. If there is no Vice Chairman or there is Vice Chairman but he is unable to perform the function, the shareholders in attendance shall elect one of the shareholders as the Meeting Chairman.
- Article 24. At a shareholders' meeting, a shareholder may give power to a proxy to any person who is legally mature to attend and to cast vote on his behalf. The power given to such proxy must be made in writing signed by the shareholder to be handed to Chairman of the directors or the person specified by Chairman at the meeting venue before the proxy attends the meeting. The instrument appointing a proxy shall conform to the form specified by the registrar under laws governing public companies.
- In casting vote, a proxy shall be deemed as having votes equal to the votes that the shareholders appointing the proxy hold together, unless the proxy states to the meeting before vote casting on his casting vote on behalf of only some shareholders who appoint the proxy, specifying such shareholders' names and also the number of their shares.
- Article 25. Unless otherwise provided by regulations or the laws governing public companies, casting vote to pass a resolution for any matters at any shareholders' meeting shall be decided by majority votes of shareholders presenting at the meeting and having the right to cast votes.
- In case of an equality of votes, the Chairman of the meeting shall cast a second vote as the final deciding vote.
- Shareholders shall have the votes equivalent to the numbers of shares held and the number to shares under proxy by counting one share as one vote, regardless of voting

by open method or by poll. Casting vote under this second paragraph, for the part on counting one share as one vote, shall not apply to preference shares issued by the Company for which voting right per share is less than that of an ordinary share.

Voting shall be done openly, except at least five (5) shareholders make a request and the Meeting passes a resolution by a poll. The poll shall be made in accordance with the procedures and methods specified by the Meeting Chairman.

- Article 26. Resolution at shareholders' meeting for the following cases shall be passed by no less than three-fourths (3/4) of the total votes of shareholders present and having right to cast vote:
- (A) Sales or transfer all or significant part of Company's business to a third party
 - (B) Purchase or acceptance of transfer of business belonging to other company or private company to be the Company's business
 - (C) Entering into, amending or canceling contract on lease of all or significant part of Company's business; assigning a third person to manage Company's business or merging the Company's business with a third person with the objective of profit-loss sharing.
- Article 27. In passing any resolution, if any shareholder or proxy has a special interest in such resolution, especially for and to such shareholder, assignor or assignee of proxy, such persons shall not cast vote on the resolution, except in voting for appointment of directors.
- Article 28. In calling a shareholders' meeting, the Board of Directors shall make invitation letter to the meeting specifying venue, date, time, meeting agenda and matters to be proposed to the meeting together with appropriate details. Clear mention is to be made on matter to be proposed for acknowledgment, for approval or for consideration, as the case may be, including opinion by the Board of Directors on such respective matter. The invitation letter shall to be sent to shareholders and the registrar at least seven (7) days prior to the meeting date. The notice of summon the meeting shall also be published in newspaper at least three (3) days prior to the meeting date. Invitation letter to the meeting shall be delivered directly to the addressee or representative of the addressee, or sent to them by registered post. The Board of Directors shall specify the venue for the meeting as provided in the first paragraph.
- Article 29. If beyond one hour from the time appointed for a shareholders' meeting, the number of shareholders and number of shares held by shareholders present do not make a quorum; the meeting, if summoned upon the requisition of the shareholders, shall be dissolved and cancelled. If the meeting is summoned by the Board of Directors, another meeting shall be summoned once again by sending an invitation letter the shareholders at least seven (7) days before the meeting, and at such meeting no quorum is necessary.
- Article 30. Chairman of the shareholders' meeting shall conduct the meeting in compliance with the Company's Articles of Association on meetings. In this regard, the meeting must be conducted in order of the agenda provided in the invitation letter, except the meeting passes a resolution for alteration on order of agenda of the meeting with a vote of no less than two-thirds (2/3) of the number of shareholders present at the meeting.

After deliberation by the meeting per first paragraph, shareholders holding at least one-third (1/3) of the total shares sold may request the meeting to consider other matters besides those mentioned in the invitation letter.

If the meeting cannot complete deliberation of matters in the agenda as per the first paragraph, or does not complete deliberation of matters proposed by shareholders per the second paragraph, as the case may be, and deferment is needed; the meeting shall specify the venue, date and time for the next meeting; and the Board of Directors shall send invitation letter specifying the venue, date, time and agenda to shareholders at least seven (7) days before the meeting date. The notice of summon the meeting shall also be published in newspaper at least three (3) days prior to the meeting date.

Article 32. At the general meeting of shareholders, any vacant director or additional director shall be elected by mean of the criteria and methods as follows:

- (1) Every shareholder presents in person or represented proxy shall have one vote for each share which held by the shareholder. .
- (2) In the shareholders' meeting each shareholder has the right to vote for the preferred candidates and voting shall be done individually with all the shares held by the shareholder.
- (3) The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote."

Article 38. At the Annual General Meeting, one-third (1/3) of the directors shall retire from their office. If their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

Retiring from office of the directors in the first and second years after registered of conversion to a public company is to be voluntary by the directors. If the number of directors who volunteer to retire from their office does not make up the full number per the first paragraph, ballot shall be drawn for this purpose. For subsequent years, directors who have served in their office longest shall retire from office.

Any director who retires from position can be reappointed by election.

Article 44. Directors shall receive remuneration in the amount specified at shareholders' meeting by the resolution passed at such shareholders' meeting by no less than two-thirds (2/3) of the number of votes of the number of shareholders present at the meeting.

Attachment No. 9

Documents Required Prior to Attending the Meeting, Proxy, Registration and Voting Formalities

1. Documents Required Prior to Attending the Meeting

1.1. For Natural Person

1.1.1. Self-Attending

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

1.1.2. Proxy

- (1) One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
- (2) Certified true copy of valid evidence of the Shareholder as specified in Item 1.1.1.
- (3) Certified true copy of valid evidence of the Proxy as specified in Item 1.1.1.

1.2. For Juristic Person

1.2.1. Representative of Shareholder (Authorized Director) Attending the Meeting

- (1) Valid evidence of the authorized director(s) issued by governmental authorities similar to those of natural person specified in Item 1.1.1.
- (2) Copy of Shareholder's Affidavit or Certificate of Incorporation (**not more than 3 months**) certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.

1.2.2. Proxy

- (1) One of the Proxy Forms as attached to the Invitation to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- (2) Copy of Shareholder's Affidavit or Certificate of Incorporation (**not more than 3 months**) certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- (3) Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in Item 1.1.1.
- (4) Certified true copy of valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.1.1.

1.3. For Foreign Investor Appointing Custodian in Thailand

1.3.1 All evidences similar to those of the Juristic Person as specified in Items 1.2.1 or 1.2.2.

1.3.2 In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:

- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
- Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation is required and certified true and correct translation by the Shareholder (in case of natural person) or the authorized representative(s) of the Shareholder (in case of juristic person).



2. Proxy

The Proxy Forms, i.e. Form A and Form B and Form C, according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 are attached with the Invitation to Shareholders. There are three Proxy Forms as follows:

Form A: General Proxy Form (Simple Form)

Form B: Specific Details Form

Form C: Proxy Form for the Foreign Shareholder appointing the Custodian in Thailand.

Foreign Shareholder appointing the Custodian in Thailand who would like to use Proxy Form C may download such form from <http://www.lv-technology.com> and shall bring such form on the Meeting date.

Shareholders who are unable to attend the Meeting may appoint a Proxy as follows:

- (1) Complete only one of above Proxy Forms as follows:
 - General Shareholder shall select one of either Form A or Form B.
 - Shareholders listed in the share register book as Foreign Investor appointing the Custodian in Thailand can select one of three Proxy Forms (Form A, Form B or Form C).
- (2) Authorize a person or an Independent Director of the Company to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy
- (3) Affix the THB 20 stamp duty with specifying the date of Proxy Form across such stamp duty.
- (4) Submit the completed Proxy Form and return it to the Chairman's Office by Thursday, April 25, 2013 or 1 hour before beginning of the Meeting for verification of documents.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Shareholder in accordance with Proxy Form C.

3. Meeting Registration

The commencement for registration to attend the Meeting will be 1 hour before the Meeting or from 13:00 hr. on Friday, April 26, 2013 at 14.00 hr. at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkok. Please refer to the map attached.

4. Voting

4.1. Voting Regulation

4.1.1 General Agenda:

1. A voting by show of hand, which one share will count as one vote, will be made in each agenda where the shareholder or proxy shall only vote for approval, disapproval or abstention. The allocation of voting is not allowed except for the vote by the Custodian.
2. In Case of Proxy
 - (1) The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the Shareholder.
 - (2) In case (i) the Shareholder does not specify the authorization or the authorization is unclear, (ii) the Meeting considers any agenda other than which specified in the Proxy Form, or (iii) there is any change of fact, the Proxy shall be authorized to consider and vote such matter as may deem appropriate.

4.1.2 Election of Director's Agenda:

In accordance with Clause 32 of the Company's Articles of Association, the general meeting of shareholders, any vacant director or additional director shall be elected by mean of the criteria and methods as follows:

- (1) Every shareholder presents in person or represented proxy shall have one vote for each share which held by the shareholder. .
- (2) In the shareholders' meeting each shareholder has the right to vote for the preferred candidates and voting shall be done individually with all the shares held by the shareholder.
- (3) The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote."

In case a tie of votes resulting the number of candidates nominated to be the Directors exceeding the number of Directors required for the election, the Chairman of the Meeting shall have a deciding vote.

4.2. Voting Procedures

The Chairman shall inform the details of voting procedures as follows:

- 4.2.1. The Chairman will propose the Meeting to have the vote in each Agenda by asking whether there is any shareholder approve, disapprove or abstain.
- 4.2.2. When the Chairman asks as above, a voting by show of hand will be made. Shareholder or Proxy shall vote for either approval, disapproval, or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form). Or Shareholder or Proxy shall fill the voting cards provided to the Shareholder or the Proxy at registration either for approval, disapproval or abstention. The Shareholder or Proxy shall indicate its intention by checking ✓ in in the voting card.

4.3. Resolution of the Meeting

- 4.3.1. General case: majority vote of the Meeting
- 4.3.2. Other cases which the laws or the Company's Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association.
 - (1) In case a tie of votes, the Chairman of the Meeting shall have a deciding vote.
 - (2) Any Shareholder or the Proxy having any special interest in a matter are not permitted to vote on such matter and may be asked by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.
 - (3) A voting on poll may be made upon request of at least 5 Shareholders and the Meeting resolves accordingly. The Chairman shall specify and inform the Meeting regarding the procedures of the vote before voting.

4.4. Counting and Announcement of the Vote

Prior to the Meeting, the Chairman or the authorized person shall inform the procedures of counting of votes before start the Meeting and the vote result of all Agenda shall be informed to the Meeting before the Meeting is adjourned.

Attachment No. 10

Name of Independent Directors for proxy



1. Mr. Thamnu Vasinonta

(Independent Director)

Age 72 Years

Address: L.V. Technology Public Company Limited
719 KPN Tower, 9th and 24th floor, Rama IX Road, Bangkok,
Huaykwang, Bangkok 10310



2. General Somchai Somprasong

(Independent Director)

Age 73 Years

Address: L.V. Technology Public Company Limited
719 KPN Tower, 9th and 24th floor, Rama IX Road, Bangkok,
Huaykwang, Bangkok 10310



3. Mr. Niwat Putthavorn

(Independent Director)

Age 60 Years

Address: L.V. Technology Public Company Limited
719 KPN Tower, 9th and 24th floor, Rama IX Road, Bangkok,
Huaykwang, Bangkok 10310

Note; All Independent Directors are Non-stakeholders except Agenda No.7 to approve the remuneration of the Company's Directors, the Audit Committee, the Nomination and Remuneration Committee, other Committee and Directors' Bonus.

Shareholder may send proxy form and related evidence to the office at address below;

Miss Supatra Puaekpool

L.V. Technology Public Company Limited

719 KPN Tower, 9th and 24th floor, Rama IX Road, Bangkok, Huaykwang, Bangkok 10310

Attachment No. 11
Proxy (Form A) (Simple Form)

Duty Stamp
Baht 20

Written at _____
Date ___ Month _____ Year _____

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

(2) _____ being a shareholder of L.V. Technology Public Company Limited
Holding the total amount of _____ shares with the voting rights of _____ votes as follows
Ordinary shares _____ shares with the voting rights of _____ votes
Preferred shares _____ shares with the voting rights of _____ votes

(3) hereby appoint either one of the following persons:
(1) _____ Age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ or _____
(2) _____ Age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ or _____
(3) _____ Age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____

To be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkokor any adjournment at any date, time and place thereof.

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

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

Please attach the certified true copy of valid evidence of the Shareholder and the Proxy

Proxy Form B (Specific Details Form)Duty Stamp
Baht 20Written at _____
Date _____ Month _____ Year _____

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

(2) being a shareholder of L.V. Technology Public Company Limited
 holding total amount of _____ shares with voting rights of _____ votes as follow
 ordinary shares _____ shares with voting rights of _____ votes
 preferred shares _____ shares with voting rights of _____ votes

(3) do hereby appoint either one of the following persons:

(1) _____ age _____ years Resides at _____
 Road _____ Sub-District _____ District _____
 Province _____ Postal Code _____ or _____

(2) _____ age _____ years Resides at _____
 Road _____ Sub-District _____ District _____
 Province _____ Postal Code _____ or _____

(3) _____ age _____ years Resides at _____
 Road _____ Sub-District _____ District _____
 Province _____ Postal Code _____

To be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkok or any adjournment at any date, time and place thereof.

(4) I / We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

Agenda 1 Re: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2013.

(a) The proxy is entitled to cast the votes on my/our behalf at its own Discretion.

(b) The proxy must cast the votes in accordance with my/our following instruction.

Approve Disapprove Abstain

Agenda 2 Re: To acknowledge the Company's Operational Results for 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instruction.

Approve Disapprove Abstain

- Agenda 3 Re: To consider and approve the Financial Statements for the year ended December 31, 2012.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain
-
- Agenda 4 Re: To consider and approve the Omission of dividend payment for 2012.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain
-
- Agenda 5 Re: To consider and approve the appointment of the Company's Directors to replace those retired by rotation.**
- (a) The proxy is entitled to case the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- To elect directors as a whole**
- Approve Disapprove Abstain
- To elect each director individually;**
- Director name is **Mr. Hans Jorgen Nielsen**
- Approve Disapprove Abstain
- Director name is **Mr. Thamnu Vasinonta**
- Approve Disapprove Abstain
- Director name is **Mr. Niwat Putthavorn**
- Approve Disapprove Abstain
-
- Agenda 6 Re: To consider and approve the appointment of the Company's Additional Director proposed by the Shareholders.**
- (a) The proxy is entitled to case the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain

- Agenda 7 Re: To consider and approve the remuneration of the Company's Directors, the Audit Committee, the Nomination and Remuneration Committee, other Committee (If any) for 2013 and Directors' Bonus for 2012**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain
- Agenda 8 Re: To consider and approve the appointment of the Company's External Auditor and its remuneration for 2013.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain
- Agenda 9 Re: To consider and approve the amendment of the Company's Articles of Association Article No.60 regarding the Company's Seal.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain
- Agenda 10 Re: To consider other matters (if any)**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instruction.
- Approve Disapprove Abstain

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
- (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the Allonge of Proxy Form B. as enclosed shall be used.

Please attach the certified true copy of valid evidence of the Shareholder and the Proxy

Allonge of Proxy Form B.

The appointment of proxy by the shareholders of **L.V. Technology Public Company Limited**

For the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkok, or any adjournment at any date, time and place thereof.

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re: Election of Directors (Continued).**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Name of Director _____

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Name of Director _____

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

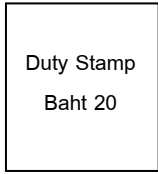
Name of Director _____

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Proxy Form C (For Foreign Shareholder Appointing Custodian in Thailand)



Written at _____
Date _____ Month _____ Year _____

(1) I / We _____ Nationality _____
Reside at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
acting as the custodian for _____

being a shareholder of L.V. Technology Public Company Limited

holding total amount of _____ shares with voting rights of _____ votes as follow
ordinary shares _____ shares with voting rights of _____ votes
preferred shares _____ shares with voting rights of _____ votes

(2) do hereby appoint either one of the following persons:

(1) _____ age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ or _____

(2) _____ age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ or _____

(3) _____ age _____ years Resides at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkokor any adjournment at any date, time and place thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

- (a) The Proxy is authorized for all shares held and entitled to vote
- (b) The Proxy is authorized for certain shares as follows:
 - ordinary share _____ shares, entitle to vote _____ votes
 - preferred share _____ shares, entitle to vote _____ votes
 - Total entitle vote _____ votes

(4) I / We authorize my/our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 Re: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

Agenda 2 Re: To acknowledge the Company's Operational Results for 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

Agenda 3 Re: To consider and approve the Financial Statements for the year ended December 31, 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

Agenda 4 Re: To consider and approve the Omission of dividend payment for 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

- Agenda 5 Re: To consider and approve the appointment of the Company's Directors to replace those retired by rotation.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The proxy must cast the votes in accordance with my/our following instruction
- To elect directors as a whole**
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- To elect each director individually;**
- Director name is **Mr. Hans Jorgen Nielsen**
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Director name is **Mr. Thamnu Vasinonta**
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Director name is **Mr. Niwat Putthavorn**
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Agenda 6 Re: To consider and approve the appointment of the Company's Additional Director proposed by the Shareholders.**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The proxy must cast the votes in accordance with my/our following instruction
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Agenda 7 Re: To consider and approve the remuneration of the Company's Directors, the Audit Committee, the Nomination and Remuneration Committee, other Committee (If any) for 2013 and Directors' Bonus for 2012**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The proxy must cast the votes in accordance with my/our following instruction
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

- Agenda 8 Re: To consider and approve the appointment of the Company's External Auditor and its remuneration for 2013.**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
 - (b) The proxy must cast the votes in accordance with my/our following instruction
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

- Agenda 9 Re: To consider and approve the amendment of the Company's Articles of Association Article No.60 regarding the Company's Seal.**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
 - (b) The proxy must cast the votes in accordance with my/our following instruction
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

- Agenda 10 Re: To consider other matters (if any)**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
 - (b) The proxy must cast the votes in accordance with my/our following instruction
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
- (6) In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the Allonge of Proxy Form C as enclosed shall be used

Please attach the certified true copy of valid evidence of the Shareholder and the Proxy

Allonge of Proxy Form C

The appointment of proxy by the shareholder of **L.V. Technology Public Company Limited**

For the Annual General Meeting of Shareholders 2013 on Friday, April 26, 2013, at 14.00 hours at Petchchompoo Function Room, 3rd Floor, the Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkokor any adjournment at any date, time and place thereof.

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

Agenda _____ **Re:** _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The proxy must cast the votes in accordance with my/our following instruction

Approve _____ votes

Disapprove _____ votes

Abstain _____ votes

- Agenda** _____ **Re:** _____
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The proxy must cast the votes in accordance with my/our following instruction
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

- Agenda** _____ **Re:** **Election of Directors (Continued).**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The proxy must cast the votes in accordance with my/our following instruction
- Name of Director _____
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Name of Director _____
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes
- Name of Director _____
- Approve _____ votes
- Disapprove _____ votes
- Abstain _____ votes

Attachment No. 12

Annual Report 2012 Request Form

To: Company's Secretary, L.V. Technology Public Company Limited

I, would like to receive the printing of Annual Report 2012 by:

- () Shareholder receives the report at the registration desk at the Annual General Meeting of Shareholders 2013.
- () The Company sends the report to the address below:

No. Moo Soi Village

Road Sub District District

Province..... Postcode Tel.

Remarks: After completion of the information above, please return this form to the Company:

- By fax: 02-717-0841

- By e-mail: supatra.puakpool@lv-technology.com

The Company will further process pursuant to the Shareholder's request.

Attachment No. 13
Map of the Emerald Hotel
At Petchchompoo Function Room, 3rd Floor, Ratchadapisek Road, Bangkok

