

## Translation

Kulthorn Kirby Public Company Limited  
Minutes of the Ordinary Shareholders Meeting No. 34/2013  
On 25 April 2013

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The meeting was held at the company's meeting room, No. 126, Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok.

Mr Sumeth Simakulthorn, the Chairman of the board of directors who presided over the meeting, assigned Mr Chanachai Kulnoppaleark, the Company Secretary to introduce the company's directors, other executives and the auditor present at the meeting which each person had his/her name tag in front of him/her as follows:

### DIRECTORS in attendance

1 Mr Sumeth Simakulthorn	Chairman of the board of director
2 Mr Sutee Simakulthorn	Managing Director /President
3 Mr Paiboon Boonpermvitaya	Director/Executive Vice President (Manufacturing)
4 Mr Titisak Simakulthorn	Director/Executive Vice President (Marketing and Logistics)
5 Mr Suraporn Simakulthorn	Director
6 Mr Arnon Simakulthorn	Director
7 Mr Prasan Tanprasert	Director
8 Mrs Kanit Muangkrachang	Director
9 To be 2LT Samart Mekavanichkul	Independent Director/Chairman of the Audit Committee and a proxy to shareholder
10 Mr Tawatchai Jaranakarun	Independent Director/Audit Committee
11 Mr Padoong Techasarintr	Independent Director/Audit Committee and a proxy to shareholder
12 Mr Praphot Aphiphunya	Independent Director
13 Mr Somlak Jiamtiranat	Independent Director

### THE EXECUTIVES in attendance

1 Mr Kamjorn Khunvapanichkul	Vice President (Marketing)
2 Mr Chanachai Kulnoppaleark	Vice President (Office of the President)
3 Ms Sopida Doungkratmaneechot	Manager, Finance Department
4 Mrs Chanpen Phadungsilp	Manager, Accounting & Costing Department

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AUDITORS in attendance

Auditors from Ernst & Young Office Limited :

Mrs Saifon Inkaew and Ms Sathida Rattananuruk

The Company Secretary then informed the meeting that there were 26 shareholders and 30 proxies, in total 56 persons present at the meeting, representing 705,245,651 shares or at 82.97% which is not less than one-third of the total 850,000,000 issued and sold shares and there were shareholders and proxies attended the meeting of not less than 25 persons. It constituted a quorum according to the company's Articles of Association.

The Chairman further stated that during proceeding on each meeting agenda if any shareholder has any question, please raise the question. As for the voting in each agenda, to counting votes from every ballot would be time consuming. Therefore, he suggested that in each agenda he would propose resolution for the meeting's approval. Any shareholder who disapprove with the chairman's proposal or abstain vote, could cast his/her vote and sign his/her name on the distributed ballot and raise his/her hand, so that the company's staff would collect his/her ballot and count the votes. Other shareholders who did not raise their hands would be assumed that they approved with the proposed resolution in the agenda. Thus, if there were no hand raised, let it be agreed that the meeting unanimously approved with the chairman's proposal.

The Chairman therefore declared the meeting opened and proceeded the meeting according to the agenda.

The Meeting was opened at 11.00 hours

Agenda 1      To acknowledge the Minutes of the Ordinary Shareholders Meeting No. 33/2012

The Chairman assigned the Company Secretary to propose the meeting to acknowledge the minutes of the Ordinary Shareholders Meeting No. 33/2012 held on 25 April 2012 which the copy of the minutes was sent to all shareholders for considering in advance and had been already posted on the company's website.

The Meeting acknowledged the minutes of the Ordinary Shareholders Meeting No. 33/2012 held on 25 April 2012.



Agenda 2      To consider acknowledging the company's Annual Report and the Board of Directors' report for 2012

The Chairman assigned the Company Secretary to propose the meeting to acknowledge the company's results of business operations in 2012 and the Board of Directors' report, details as appeared in the Annual Report 2012 which was sent to all shareholders for considering in advance.

The Meeting acknowledged the company's Annual Report and the Board of Directors' report for 2012.

Agenda 3      To consider approving the company's financial statements for the year ended 31 December 2012

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that the Chairman requested the meeting to approve the company's financial statements for the year ended 31 December 2012 which was audited and certified by the company's auditor and was consented by the audit committee, and also was approved by the board of directors, details as appeared in the Annual Report 2012, the section of "Report and Financial Statements" which was sent to all shareholders for considering in advance.

After reporting of the Company Secretary, the Chairman asked the shareholders if they had any question. It appeared that there was no question from the shareholders then the Chairman proposed the meeting to approve the company's financial statements for the year ended 31 December 2012.

The Meeting, after considering unanimously approved the said audited financial statements with the following votes :

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	

Agenda 4      To consider approving the dividend payment for 2012's operational results

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary reported that the company recorded a net profit of 2012 of Baht 191.32 million and for the dividend payment, the Board of Director proposed the dividend payment for 2012's operational results at Baht 0.20 per share for the number of 850,000,000 ordinary shares, in the total amount of Baht 170 million as follows :

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(1) The distribution of dividend at the rate of Baht 0.12 per share derived from dividend received from a subsidiary company for the number of 850,000,000 ordinary shares in the total amount of Baht 102 million and which the subsidiary company had paid it from 30 % taxable profit. This dividend portion is subjected to withholding tax.

(2) The distribution of dividend at the rate of Baht 0.08 per share derived from dividends received from a subsidiary company which it had been paid from non tax payment profit due to it was been offset with the deficit retained earnings for the number of 850,000,000 ordinary shares, in the total amount of Baht 68 million. This dividend portion is subjected to withholding tax.

The Shareholders register for the rights to receive the dividends shall be recorded on 7 March 2013. Also, 8 March 2013 shall be the book-closing date on which the shareholders list as specified in section 225 of the Securities and Exchange Act shall be compiled. The schedule of dividend payment will be on 23 May 2013.

After reporting of the Company Secretary, the Chairman requested for the resolution on this matter from the meeting.

The Meeting, after considering approved the dividend payment for 2012's operational results with the following votes :

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	

Agenda 5      To consider electing the directors to succeed those retired by rotation and fix their authority

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that in accordance with the Articles 14 of Association of the company, at every ordinary shareholders' meeting one-third of the directors shall retire from office and a director who retire from office may be re-elected.

This year one-third of the directors retiring by rotation of 5 persons are as follows :

- |                             |  |
|-----------------------------|--|
| 1 Mr Arnon Simakulthorn     | Director                                       |
| 2 Mr Tawatchai Jaranakarun  | Independent Director/Member of Audit Committee |
| 3 Mr Paiboon Boonpermvitaya | Director                                       |
| 4 Mr Titisak Simakulthorn   | Director                                       |
| 5 Mr Somlak Jiamtiranat     | Independent Director                           |

All directors of the company exclusive of the retiring directors have proposed to re-elect all of the 5 retiring directors to succeed those retired by rotation. Name list and details of directors nominated to be the company's directors was sent to all shareholders for considering in advance.

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After reporting of the Company Secretary, the Chairman requested the meeting to elect, one by one for 5 directors.

The Meeting, after considering unanimously elected, one by one for 5 directors with the following votes :

Directors	Approve		Disapprove		Abstain	
	Votes	%	Votes	%	Votes	%
1 Mr Arnon Simakulthorn	705,245,651	100	-	-	-	-
2 Mr Tawatchai Jaranakarun	705,245,651	100	-	-	-	-
3 Mr Paiboon Boonpermvitaya	705,245,651	100	-	-	-	-
4 Mr Titisak Simakulthorn	705,245,651	100	-	-	-	-
5 Mr Somlak Jiamtiranat	705,245,651	100	-	-	-	-

After the meeting had elected the 5 directors, the Company Secretary had announced the list of company's board of directors which consists of 15 persons as follows :

- |                                   |                             |
|-----------------------------------|-----------------------------|
| 1 Mr Sumeth Simakulthorn          | 2 Mr Suraporn Simakulthorn  |
| 3 Mr Arnon Simakulthorn           | 4 Mr Sutee Simakulthorn     |
| 5 Mr Titisak Simakulthorn         | 6 Mr Praphad phodhivorakhun |
| 7 Mr Prasan Tanprasert            | 8 Mrs Kanit Muangkrachang   |
| 9 Mr Paiboon Boonpermvitaya       | 10 Mr William John Moltner  |
| 11 To be 2LT Samart Mekavanichkul | 12 Mr Tawatchai Jaranakarun |
| 13 Mr Padoong Techasarintr        | 14 Mr Praphot Aphiphunya    |
| 15 Mr Somlak Jiamtiranat          |                             |

As To be 2LT Samart Mekavanichkul, Mr Tawatchai Jaranakarun, Mr Padoong Techasarintr, Mr Praphot Aphiphunya and Mr Somlak Jiamtiranat are the independent directors.

The Chairman stated that for the directors' authority the meeting of shareholders should fix their authority the same as the existing authority as follows: "Mr Sumeth Simakulthorn or Mr Suraporn Simakulthorn or Mr Arnon Simakulthorn or Mr Sutee Simakulthorn or Mr Titisak Simakulthorn signs jointly with Mr Praphad Phodhivorakhun or Mr Prasan Tanprasert or Mrs Kanit Muangkrachang or Mr Paiboon Boonpermvitaya or Mr William John Moltner, in total two persons and affix with the company's seal."

The Meeting, after considering approved the company to fix the directors' authority with the following votes :

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	



Ernst & Young Office Limited and the proposed auditors are independent persons and have no any conflict of interest with the company / the executives / the major shareholders, or other related to those parties, they are as follows:

Mrs Saifon Inkaew	Certified public accountant no. 4434 and/or
Mr Wichart Lokatekrawee	Certified public accountant no. 4451 and/or
Ms Siriwan Suratepin	Certified public accountant no. 4604

After reporting of the Company Secretary, the Chairman requested for the resolution on this matter form the meeting.

The Meeting, after considering unanimously appointed the company's auditors for the year 2013 and approved the annual auditing fee for the year 2013, the reviewing fee for the interim financial statements, altogether 3 quarters as proposed with the following votes:

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	

Agenda 8      To consider approving the amendment on the allotment of 150,000,000 new ordinary shares formerly offered to the Private Placement basis to be offered to the existing shareholders of the company (Rights Offering)

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that the Ordinary Shareholders Meeting No. 32/2011 held on 20 April 2011 passed a resolution approving the increase of the registered capital of the company from the registered capital of Baht 850 million to Baht 1,000 million by issuing 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share, totaling Baht 150 million on Private Placement basis but the shares could not be placed due to the target investors had no confidence for the future economics situation which effected from the 2011 countrywide flooding in Thailand. Then they did not invest in the company's shares for 2011 to 2012. And as the company need to have the fully payment of registered capital in the amount of Baht 1,000 million to apply for the regulated condition of the promotion for investment project which had been approved by the Board of Investment then the Board of Directors Meeting No. 1/2013 held on 20 February 2013 passed a resolution approving the amendment of the allotment of 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share on the Private Placement basis to the Rights Offering.

After reporting of the Company Secretary, the Chairman asked the shareholders if they had any question. The Shareholder asked for more details and tax privilege of the promoted investment project.

The Company Secretary stated that the promoted investment project is motor compressor production project for the commercial refrigeration with the production capacity of 1,200,000 sets per year, the investment value of Baht 380 million, the privilege of corporate income tax exemption for 5 years and also got income tax exemption for the distributed dividend along the period of such privilege.

After reporting of the Company Secretary and there was no other question, the Chairman requested for the resolution on this matter from the meeting.

The Meeting, after considering unanimously approved the amendment on the allotment of 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share on the Private Placement basis to the Rights Offering with the following votes:

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	

Agenda 9      To consider and approving the allotment of 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share offered to the existing shareholders of the company (Rights Offering)

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that in order to be able to start the operation on BOI project of the company in compliance with the regulated condition of the promotion for investment project approved by the Board of Investment as per the certificate no. 1987(2)/2554 dated 11 August 2011 which require fully payment of registered capital of the company in the amount of Baht 1,000 million and the fund will be utilized as the company working capital.

According to the Board of Directors Meeting No. 1/2013 held on 20 February 2013 passed a resolution approving the amendment of the allotment of 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share on the Private Placement basis to the Rights Offering as per agenda 8. The company will to allocate the 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share by offering for the sale of those shares to existing shareholders pursuant to their shareholdings in the company (the Rights Offering) at the proportion of 17 existing shares to 3 new shares (in the case where the allotted share is in fraction, fraction of the share will not be counted) at the subscription price of Baht 2.00 (Two Baht) per share. The shareholders register for the rights to subscribe for new ordinary shares shall be recorded on 7 March 2013. Also, 8 March 2013 shall be the book-closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be compiled. The subscription period will be during 3-7 June 2013.



In the event where new ordinary shares are not fully subscribed by existing shareholders and the allotted share is in fraction, the remaining shares will be allotted to the existing shareholders who subscribe for the excess shares and if there are still remaining new ordinary shares from the process described earlier, the allotment of the remaining shares will be made based on same procedure until there is no share remaining for allotment. (In the case where the allotted share is in fraction, fraction of the share will not be counted)

Nevertheless, in the event that after the allocation of remaining shares to existing shareholders, who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that can not be allocated to shareholders in whole number, the Board of Director and/or Authorized Director and/or any person(s) assigned by the Board of Director or Authorized Director shall be empowered to consider and allocate those remaining unsubscribed shares.

After reporting of the Company Secretary, the Chairman requested for the resolution on this matter form the meeting.

The Meeting, after considering unanimously approved the allotment of 150,000,000 new ordinary shares at the par value of Baht 1.00 (One Baht) per share on the Rights Offering with the following votes:

Approve	705,245,651 votes	Equivalent to 100%
Disapprove	- None -	
Abstain	- None -	

Agenda 10    Other issue

There was no proposed issue from the shareholders to the meeting, then the Chairman asked the shareholders if they had any question. The Shareholders were interested in and asked for more clarification of the following topics.

1. Overview and potential of compressor business of the company for the AEC scheme

The Director and President stated that the group of company's income is partially from the compressors parts supply to almost of the compressor manufacturers in Thailand and roughly 60% derived from sales of compressor products. The company has its own technology and developed the products to serve all demand of customers in the world.

The ASEAN business cooperation under the AEC scheme offers a good chance for the company to deal with major competitors such as Panasonic in Singapore and furthered the high growth rate of demand in the market, and the cost of main materials or copper has decreased since last year. It had a threat from the exchange rate between Thai Baht and US\$ which had appreciated in value compared to other currencies. But overall, the company can manage and keep a strong competition. In the market, the company is a competitive reciprocating compressor manufacturer.



Almost of all compressor manufacturers in Europe and Japan were facing a critical competitive competency and had moved out their production bases to the lower production cost countries such as South America.

2. Effects from minimum wages adjustment

The Director and President stated that the company and its subsidiaries have totally 5,800 employees, separated by each locations including 2,000 employees for the Ladkrabang area, 2,000 employees for the Bang-nam-preiw area in Chacheongsao Province and other 1,800 employees for the Krabinburee area in Krabinburee Province. The upcountry plants would face the higher impacts of the minimum wages adjustment, which included transportation expenses, bonus and fringe benefits. The company could reduce the impact of the minimum wages adjustment by reducing the over time working to the required level, increasing the operation of the automatic machines but would have no lay off employees and accelerating the expansion of sales thereby the labor cost per unit would be reduced by the more production quantity.

3. Copper materials management for reducing the effect of price fluctuation

The Director and President stated that the business of the group of company is Backward Vertical Integration manufacturing, in which a subsidiary produces enamel copper wires and enamel aluminum wires and the sales price is decided on the market condition of that time or based on London Metal Exchange price plus Premium Charge. The company managed and kept inventory of copper raw materials at the minimum level and could supply as customers' requirement. At the present the company can order such copper materials from some countries in the same area which have short lead time sources and could reduce the effect of price fluctuation.

The Director and President further stated that the company still was impacted from the foreign exchange rate between Thai Baht and US\$, which effected to the profit of company and the company adjusted sales prices for each customers and for market competitions. The world prices of compressors for domestic or export market are driven by US\$ currency, because customers can select and buy from any sources. However, the Company reduced the exchange rate risk or possible exposure on the foreign currency by entering to the Forward Exchange Contracts. In order to keep a strong profit, the company expanded the production capacity of the profitable models and maintained current capacity of the low profitable models.

4. The 2013 new investment project

Mr.Suraporn Simakulthorn, the Executive Chairman stated that there is no new investment project in 2013 due to the company already invested the motor compressor production project for commercial refrigerators.

There was no other business to be discussed.



The Chairman then declared the meeting closed and thanked all the attendants and to the customers, business partners, government agencies, the company’s staff, directors and shareholders for their valued support and kind cooperation.

The Meeting was closed at 12.05 hours.

Sumeth Simakulthorn  
Signed .....  
(Mr Sumeth Simakulthorn )  
Chairman of the Board of Directors

Note: The minutes of the meeting in English version has been translated from those in Thai, thus only the minutes in Thai will be used as reference.

