

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013  
of  
Seamico Securities Public Company Limited

**Date, Time and Place of the Meeting**

The meeting was held on 12<sup>th</sup> July at 2.00 p.m. at Pimanthip Room, the Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500

**Directors Present**

Mr. Chaipatr Srivisarvacha	<ul style="list-style-type: none"><li>- Vice Chairman</li><li>- Executive Chairman</li><li>- Chief Executive Officer, Vice Chairman</li></ul>
Mr. Pinit Puapan	<ul style="list-style-type: none"><li>- Managing Director</li><li>- Member of Executive Committee</li></ul>
Mr. James M. Kelso	<ul style="list-style-type: none"><li>- Independent Director</li><li>- Chairman of Audit and Risk Management Committee</li></ul>
Mr. Robert W. McMillen	<ul style="list-style-type: none"><li>- Director</li><li>- Member of Executive Committee</li></ul>
Mr. Peter J. Emblin	<ul style="list-style-type: none"><li>- Director</li><li>- Member of Nominating and Compensation Committee</li></ul>
Mr. Jesadavat Priebjivat	<ul style="list-style-type: none"><li>- Director</li></ul>

**Legal Advisor Present**

Representative from Siam Premier International Law Office Limited

Due to previous Chairman had resigned from the Chairman of the Board<sup>1</sup>, therefore Mr. Chaipatr Srivisarvacha (Vice Chairman, Executive Chairman, Chief Executive Offer) will perform as the Chairman of the meeting. There is no objection by shareholders then the Chairman convened the meeting.

The Chairman informed the meeting that due to the holding of the Extraordinary General Meeting of Shareholders No. 1/2013 (the "EGM") which made on 20<sup>th</sup> June 2013 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500, there were 102 shareholders (physically presence and proxies), representing 301,566,850 shares, equivalent to 29.4896 per cent of the total issued shares of the Company which was less than one-third of total issued shares of the Company and this made a quorum was not constituted in accordance with the Company's Article of Association and Section 103 of the Public Limited Company Act B.E. 2535 (as amended) and therefore, the EGM on 20<sup>th</sup> June 2013 could not he held.

Therefore, the Board of Directors Meeting No. 6/2013 held on 20<sup>th</sup> June 2013 had resolved to reconvene the EGM on 12<sup>th</sup> July 2013 at 2.00 p.m. at Pimanthip Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500. According to the Public Limited Company Act B.E. 2535, a quorum will not be required at the reconvened EGM.

At this meeting, there were 112 shareholders (present in persons and by proxies), representing 281,406,923 shares equivalent to 27.5182% of the total issued shares of the Company<sup>2</sup>.

However, as the meeting proceeded, there were additional shareholders registering and joining the meeting which gradually increased the number of shareholders and shares in each agenda.

The Chairman invited shareholders to hear out voting procedure and rights of shareholders in each agenda as follows:

---

<sup>1</sup> Public Limited Company Act B.E. 2535, Section 104

The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

<sup>2</sup> Articles of Association, No. 36

In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders and holding not less than one-third of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.

If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed by the first paragraph is not constituted, the meeting, if called upon the requisition of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such meeting, no quorum shall be necessary.

- All shareholders shall have their votes equal to the number of shares they hold and the number of shares held by proxies, one share for one vote.
- In case of shareholders attending in person and when an agenda requires voting, the Chairman will ask whether there are any disagreements or different opinions. If any shareholders raise their hands, showing disagreement or think differently or abstain, the Company staff will get their written disagreement or ballots of those who abstained back for vote-counting. For those who do not raise their hands will be counted as voting in favor of the proposed agenda.
- In case of proxy attendance, each vote as stated in the proxy will be used. The proxy documents will be submitted to the staff at the registration.
- The Chairman will announce the voting results in each agenda with regard to the number of shareholders who approved, disapproved or abstained in voting during the meeting.

The Chairman informed the meeting that the Company had invited a representative from Siam Premier International Law Office Limited to observe the transparent meeting and also invited the Company's management to answer the questions. The Chairman then declared the meeting duly convened to consider the agenda as follows:

**Agenda Item 1 To consider and approve the minutes of the Annual General Meeting of Shareholders for 2013.**

The Chairman proposed the meeting to consider and approve the Minutes of the Annual General Meeting of Shareholders for 2013 held on 10<sup>th</sup> May 2013, copies of which had already been sent to the shareholders in advance. The Board of Directors had already reviewed and found that the minutes were recorded correctly. The Chairman then asked for the shareholders approval.

The resolution for this agenda item must be adopted with a majority of votes of all shareholders attending the meeting and having the right to vote.

Mr. Hungchai Akavatskul, a shareholder, suggested the meeting that the shareholders who asked the questions at the meeting should be named on the shareholders' minutes.

The Chairman asked the Company's staff to do as the shareholder suggested.

**Resolution:** It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders for 2013 held on 10<sup>th</sup> May 2013 be approved with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	281,775,849	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Total	281,775,849	100.0000

Agenda Item 2 To consider and approve the reduction of Company's registered capital from THB 511,343,615.50 to THB 511,309,724.00, by cancelling 67,783 registered unissued shares with the par value of THB 0.50 per share.

The Chairman informed the meeting that in order to enable the Company to increase the registered capital and allocate new ordinary shares to the existing shareholders through right offering and for private placement as will be described in Agenda Item 4 and 6 below, the Company's registered capital must be reduced from THB 511,343,615.50 to THB 511,309,724.00 by cancelling 67,783 registered unissued shares with a par value of THB 0.50 per share. The Chairman then asked for the shareholders approval.

The resolution for this agenda item shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved the reduction of Company's registered capital from THB 511,343,615.50 to THB 511,309,724.00, by cancelling 67,783 registered unissued shares with the par value of THB 0.50 per share with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	287,822,992	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Total	287,822,992	100.0000

Agenda Item 3 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction.

The Chairman proposed the meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction to be as follows;

"Clause 4.			
Registered capital	511,309,724	THB	(Five hundred and eleven million, three hundred and nine thousand seven hundred and twenty four Baht)
Divided into	1,022,619,448	Shares	(one billion twenty two million six hundred and nineteen thousand four hundred and forty eight Shares)
At the par value of	0.50	THB per share	(Zero point five Baht)
Categorised into Ordinary shares	1,022,619,448	Shares	(One billion twenty two million six hundred and nineteen thousand four hundred and forty eight Shares)
Preferred shares	-None-		(-)"

The resolution for this agenda item shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	287,822,992	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Total	287,822,992	100.0000

Agenda Item 4 To consider and approve an increase of the Company's registered capital from THB 511,309,724.00 to THB 941,964,586.00 by issuance of 861,309,724 new ordinary shares with a par value of THB 0.50 per share.

The Chairman proposed the meeting to consider and approve an increase of the Company's registered capital from THB 511,309,724.00 to THB 941,964,586.00 by issuance of 861,309,724 new ordinary shares with a par value of THB 0.50 per share offering to the Company's existing shareholders (Right Offering) and for Private Placement which will be proposed to the meeting in Agenda Item 6, details was set out in Capital Increase Form (F. 53-4) which had already been sent to the shareholders in advance.

The resolution for this agenda item shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved the increase of the Company's registered capital from THB 511,309,724.00 to THB 941,964,586.00 by issuance of 861,309,724 new ordinary shares with a par value of THB 0.50 per share with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	287,822,992	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Total	287,822,992	100.0000

Agenda Item 5 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.

The Chairman proposed the meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase to be as follows;

"Clause 4.			
Registered capital	941,964,586	THB	(Nine hundred and forty one million nine hundred and sixty four thousand five hundred and eighty six Baht)

Divided into	1,883,929,172	Shares	(One billion eight hundred and eighty three million nine hundred and twenty nine thousand one hundred and seventy two Shares)
At the par value of	0.50	THB per share	(Zero point five Baht)
Categorised into Ordinary shares	1,883,929,172	Shares	(One billion eight hundred and eighty three million nine hundred and twenty nine thousand one hundred and seventy two Shares)
Preferred shares	-None-		(-)"

The resolution for this agenda item shall be passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	287,822,992	100.0000
Disapproved	-	0.0000
Abstained	-	0.0000
Total	287,822,992	100.0000

**Agenda Item 6** To consider and approve the allocation of 511,309,724 new ordinary shares of the Company to the existing shareholders through right offering and the allocation of 350,000,000 new ordinary shares for private placement.

The Chairman proposed the meeting to consider and approve the allocation of 511,309,724 new ordinary shares of the Company to the existing shareholders through right offering and the allocation of 350,000,000 new ordinary shares for private placement, details was set out in Capital Increase Form (F. 53-4) which had already been sent to the shareholders in advance.

The recent volatility in the prices of shares on the Stock Exchange has caused a downward movement of the Stock Exchange index and the price of the Company's shares. Therefore, the

Board of Directors Meeting No. 6/2013 dated 20<sup>th</sup> June 2013 had resolved to amend the offering price. Details of the allocation of new ordinary shares of the Company are as following.

- (a) Allocate 511,309,724 newly issued ordinary shares to the existing shareholders of the Company through right offering on the pro rata basis with the ratio of 2 current ordinary shares to 1 new ordinary share. The offering price will be, at the discounted price from the present market value, at THB 1.76 per share. If there are newly issued shares remaining from the first round allotment of shares to shareholders through the right offering, the Company will allot the remained newly issued shares to the shareholders who express to purchase share over their right in the second round allotment of shares.

Regarding this, the existing shareholders who will be entitled to receive the allotment of the newly issued ordinary shares through right offering will be the shareholders whose names appear on the share register book (Record Date) on Friday 19<sup>th</sup> July 2013. The list of shareholders shall be compiled pursuant to Section 225 of the Securities and Exchanges Act B. E. 2535 (as amended) by closing date the share register book on Tuesday 23<sup>rd</sup> July 2013.

- (b) If there are newly issued shares remaining after second round allotment, the Company will allot all the remained newly issued shares to institutional investors or any persons under a private placement basis according to the Notification of Capital Market Supervisor Board No. TorJor 28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares, as amended. The sale price is not lower than 90% of the Market Price, with a minimum of THB 1.85 per share.

Market Price means the weighted average price of the ordinary shares of the Company in the Stock Exchange for 10 business days back consecutively before the day that the Board of Directors approve to propose the Extraordinary General Meeting of Shareholders No.1/2013 to approve the offering of the increase newly issued ordinary shares, which is during 6<sup>th</sup> June 2013 and 19<sup>th</sup> June 2013, which is THB 1.90 (resource: SETSMART in [www.setsmart.com](http://www.setsmart.com) of the Stock Exchange of Thailand).

- (c) If there is a fraction of shares after the calculation, such fraction shall be rounded down.
- (d) The allotment of 350,000,000 newly issued shares to not exceeding 50 specific persons (i.e. Individual and/or Juristic person) under a private placement basis according to the Notification of Capital Market Supervisor Board No. TorJor 28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares, as amended. Those investors will not be



connected persons under the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Criteria for entering into connected transactions, as amended and the relevant rules. The sale price is not lower than 90% of the Market Price, with a minimum of THB 1.85 per share.

Market Price means the weighted average price of the ordinary shares of the Company in the Stock Exchange for 10 business days back consecutively before the day that the Board of Directors approve to propose the Extraordinary General Meeting of Shareholders No.1/2013 to approve the offering of the increase newly issued ordinary shares, which is during 6<sup>th</sup> June 2013 and 19<sup>th</sup> June 2013, which is THB 1.90 (resource: SETSMART in www.setsmart.com of the Stock Exchange of Thailand).

- (e) Authorisation of the Board of Directors and/or the Chairman and/or the authorised directors and/or persons assigned by the Board of Directors and/or Chairman and/or authorised directors are empowered to (a) determine other details regarding the allotment and offering of newly issued ordinary shares as well as amend or change such relevant details; (b) enter into negotiations, agreements and execution of relevant documents and agreements and take any other necessary action in connection with such allotment of newly issued ordinary shares, including to have the Company's newly issued ordinary shares listed on the Stock Exchange of Thailand, or take any other action with the government authority, the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce and/or other relevant agencies.

The resolution for this agenda item must be adopted with a majority of votes of all shareholders attending the meeting and having the right to vote.

**Resolution:** It was unanimously resolved that the meeting approved the allocation of 511,309,724 new ordinary shares of the Company to the existing shareholders through right offering and the allocation of 350,000,000 new ordinary shares for private placement with the votes as follows:

Shareholders attending the meeting and having the right to vote	Number of Vote	In Percentage
Approved	287,302,992	99.8193
Disapproved	520,000	0.1806
Abstained	-	0.0000
Total	287,822,992	100.0000

Agenda Item 7      Other matters (if any).

The meeting had no further business to consider. The Chairman thanked you the shareholders, who devoted their time to attend the meeting and approved the matters proposed by the Board of Directors. The Board of Directors will do their best to take care of shareholders' benefits.

There were 119 shareholders (present in persons or by proxies), representing 287,822,992 shares, or equivalent to 28.1457% of the total issued shares of the Company.

The Meeting was concluded at 3.30 p.m.

*Chaipatr Srivisarvacha*

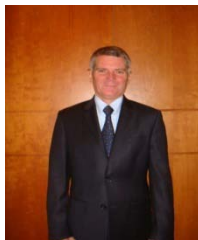
---

(Mr. Chaipatr Srivisarvacha)

Chairman of the Meeting

# Annual Report 2013

**Information of Nominees**



**Mr. Peter J. Emblin**

<u>Position</u>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Investment Committee</li> <li>- Member of Nominating and Compensation Committee</li> <li>- Member of Corporate Governance Committee</li> </ul>
<u>Age</u>	55 Years
<u>Date of Appointment</u>	26 February 2010
<u>Education</u>	<ul style="list-style-type: none"> <li>- B. Bus., Fellow of the Financial Services Institute of Australasia</li> <li>- Fellow of the Thai Institute of Directors</li> </ul>
<u>Training</u>	Director Certification Program (DCP) (2012)
<u>Being Seamico's Director</u>	4 Years
<u>% of Shareholding</u>	0%
<u>Relationship with Management</u>	-
<u>Experience</u>	
20 September 2013 – Present	<ul style="list-style-type: none"> <li>- Independent Director, Seamico Securities Plc.</li> <li>- Member of Nominating and Compensation Committee, Seamico Securities Plc.</li> <li>- Member of Corporate Governance Committee, Seamico Securities Plc.</li> </ul>
18 March 2010 – 20 September 2013	<ul style="list-style-type: none"> <li>- Director, Seamico Securities Plc.</li> </ul>
8 November 2013 – Present	<ul style="list-style-type: none"> <li>- Member of Investment Committee, Seamico Securities Plc.</li> </ul>
11 November 2010 – 8 November 2013	<ul style="list-style-type: none"> <li>- Member of Executive Committee, Seamico Securities Plc.</li> </ul>
November 2008 – 31 December 2013	<ul style="list-style-type: none"> <li>- Executive, Thai Strategic Capital Management Co., Ltd.</li> </ul>
<u>Meeting</u>	<ul style="list-style-type: none"> <li>- Board of Directors Meeting 10 of 10</li> <li>- Investment Committee Meeting 1 of 1</li> <li>- Nominating and Compensation Committee 1 of 1</li> </ul>



**Mr. Jesadavat Priebjivat**

<u>Position</u>	- Independent Director - Member of Corporate Governance Committee
<u>Age</u>	57 Years
<u>Date of Appointment</u>	10 May 2013
<u>Education</u>	- MBA, New York University, U.S.A. (1984) - MEA, George Washington University, U.S.A. (1980)
<u>Training</u>	- Role of the Chairman Program (ROCP) V. 2 (2011) - Corporate Good Governance for the Director & Executives of Enterprise & Public Organization V. 4 (2010) - Director Certification Program (DCP) V. 115 (2009) - Audit Committee Program (ACP) V. 1 (2009) - Change Management for Top Executive Program (GRID Thailand)
<u>Being Seamico's Director</u>	- 1 Year
<u>% of Shareholding</u>	0%
<u>Relationship with Management</u>	-
<u>Experience</u>	
10 May 2013 – Present	- Independent Director, Seamico Securities Plc.
20 September 2013 – Present	- Member of Corporate Governance Committee, Seamico Securities Plc.
May 2011 – Present	- Chairman of Audit Committee, Trang Seafood Products Plc.
June 2010 – Present	- Chairman, Union Intraco Plc.
May 2008 – Present	- Director and Member of Audit Committee, Sansiri Plc.
June 2010 - 2012	- Chief Financial Officer, CAT Telecom Plc.
<u>Meeting</u>	- Board of Directors Meeting 4 of 5



Dr. Tanasak Wahawisan

<u>Age</u>	56 Years
<u>Education</u>	<ul style="list-style-type: none"> <li>- Graduate School of International Studies, University of Denver Ph.D. International Studies (1986-1988)</li> <li>- Graduate School of International Studies, University of Denver M.A. International Studies (1985-1986)</li> <li>- Department of Political Science, The Ohio State University M.A. Political Science (1980-1981)</li> <li>- Faculty of Political Science, Chulalongkorn University B.A. Political Science (International Relations) (1976-1979)</li> </ul>
<u>Training</u>	<ul style="list-style-type: none"> <li>- Institute of Directorship Directorship Certificate Program</li> </ul>
<u>% of Shareholding</u>	0%
<u>Relationship with Management</u>	
<u>Experience</u>	
2001-Present	- Director and General Manager Apollo (Thailand) Co.Ltd.
2007-Present	- Founding Member and Lecturer, Institute of Diplomacy and International Studies, Rangsit University
2010-Present	- Executive Director, Aspen International Co.Ltd.
2007-2010	- Managing Director, Pacific Assets Public Co.Ltd.
2000-2001	- Vice President, Schiller-Stamford International College
1998-2000	- Supervision Executive, Financial Restructuring Authority of Thailand
1996-1997	- Director and Executive Vice President, CMIC Finance and Securities Public Co., Ltd.
1994-1995	- Senior Vice President, CMIC Finance and Securities Public Co., Ltd.
1992-1994	- Vice President, CMIC Finance and Securities Public Co., Ltd.

1992	- Royal Thai Government (PM Anand's Administration) Deputy Secretary General to the Prime Minister
1988-1992	- Researcher, Thailand Development Research Institute Foundation (TDRI)
1985-1988	- Undergraduate Program Coordinator, Graduate School of International Studies, University of Denver
1984-1985	- Teaching Fellow/ Computer Consultant, North Texas State University, Texas
Summer 1982	- Intern, United Nations, New York
<u>Other Past Experience</u>	- Executive Director, Export Import Bank of Thailand - Advisor to the Standing Committee on Trade and Industry, The Senate - Advisor to the Deputy Finance Minister - Advisor to the Deputy Interior Minister - Advisor to Minister of Agriculture and Agricultural Cooperation - Deputy Chairman of Sub-Committee on Public Involvement in Economic Industry and Technology, The Senate - Advisor to the Minister of Information and Communication Technology
<u>Other Charity Works</u>	- Director of Raks Thai Foundation (A member of CARE International)



**Mr. Chakrit Sakunkrit**

<u>Age</u>	51 Years
<u>Education</u>	<ul style="list-style-type: none"> <li>- M.B.A., Business Administration, INSEAD, France (1988)</li> <li>- M. Eng, Manufacturing, Downing College Cambridge, UK (1985)</li> <li>- M.A., Engineering, Downing College Cambridge, UK (1984)</li> </ul>
<u>Training</u>	<ul style="list-style-type: none"> <li>- ICSA Chartered Secretaries Qualifying Scheme Institute of Chartered Secretaries and Administration, London (June 2010 – November 2013)</li> <li>- Corporate Governance, Financial Reporting, Business Law Institute of Chartered Secretaries and Administration, London (June 2010 – November 2013)</li> </ul>
<u>% of Shareholding</u>	3.3%
<u>Relationship with Management</u>	-
<u>Experience</u>	
January 2000– Present	<ul style="list-style-type: none"> <li>- Co-Founder, Principal, Sherriff Group Thailand</li> <li>- Authorized Director, Sherriff Global Private Ltd.</li> <li>- Authorized Director, AML Global Ltd.</li> </ul>



Directorships

Nominated Directors	Listed Company		Other Company (Non-listed)	Position in Competitive Business/Business related to the Company
	Amount	Type of Director	Amount	
1. Mr. Peter J. Emblin	1	- Independent Director, Member of Investment Committee, Member of Nominating and Compensation Committee, Member of Corporate Governance Committee, Seamico Securities Plc.	-	-
2. Mr. Jesadavat Priebjrivat	4	- Independent Director, Member of Corporate Governance Committee Seamico Securities Plc. - Chairman of Audit Committee, Trang Seafood Products Plc. - Chairman, Union Intraco Plc. - Director and Member of Audit Committee, Sansiri Plc.	-	-
3. Dr. Tanasak Wahawisan	-	-	3	-
4. Mr. Chakrit Sakunkrit	-	-	3	-

**Independent Director**

The definition of the Company's Independent Directors is specified equal the minimum regulations of the SEC and SET as follows:

1. An independent director must not hold any shares in the listed company exceeding 1 per cent of the total shares with voting rights.
2. An independent director must not have managing role with the company nor be employee/staff/consultant on a monthly remuneration/controlling person of the company, subsidiaries, affiliated companies, or other entity that might have conflict of interests (during the 2 years prior to the appointment until present).
3. An independent director must not have direct or indirect business relations in the financial or managerial role with the company, subsidiaries, and affiliated companies or be the person that might have a conflict of interest which might lead to the lack of independency.

An independent director must not have business relationship with major clients and suppliers as well as being creditors/debtors for trade and borrowing activities with the transaction value of at least Baht 20 million or 3% of Net Tangible Assets (NTA) of the company, which ever is lower.

4. An independent director has to disclose any relationship that might have conflict of interests and could lead to a lack of independency. The independent director is to disclose any relationship that may result in his/her position being not independent.

**Independent Director and Other Relationships**

Conflict of Interest	Independent Director
Shareholdings in the Company	
- No. of Shares	-
- Voting Rights	-
Relationships with Management/Major Shareholder/Subsidiaries	-
The following relationships with the Company/subsidiary company/associated company or other juristic persons who may have a conflict at present or in the past 2 year.	
(1) Being an authorized director, an employee or staff member or an adviser who receives a regular salary.	-
(2) Being professional services (such as auditor or legal advisor)	-
(3) Business relation (such as supplier, creditor or debtor)	-

**Information about auditors**

**Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.**

- Deloitte has been presented in Thailand since 1939, is one of the top professional firms in the country.
- Deloitte has a total workforce of more than 750 people.
- Deloitte in Thailand currently provides audit and business advisory services, tax and legal services, financial advisory services, enterprise risk management solution.
- Deloitte serves for a number of state enterprises, financial institutions and other public organizations, local and multi-national.



**1. Mr. Chavala Tienpasertkij**

<b>Education</b>	<ul style="list-style-type: none"> <li>- Bachelor Degree of Accountancy (Second Honor), Bangkok University</li> <li>- Master Degree of Management, Mahidol University</li> <li>- Master Degree of Accountancy , Chulalongkorn University</li> <li>- Auditor approved by the office of SEC</li> </ul>	
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>2007 – Present</li> <li>2004 – 2007</li> <li>1997 – 2004</li> <li>1990 – 1997</li> <li>1998 – 2000</li> </ul>	<ul style="list-style-type: none"> <li>Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>Audit Director of Deloitte Touche Tohmatsu Jaiyos Co., Ltd.</li> <li>Audit Manager</li> <li>Audit Assistant</li> <li>Audit Assistant, Deloitte &amp; Touche LLP - Portland office, USA.</li> </ul>
<b>Professional experiences</b>		
<b>Auditing</b>	<ul style="list-style-type: none"> <li>- Responsible for auditing domestic and foreign companies. (Multinational Companies), as well as companies listed on the Stock Exchange of Thailand which included various industries such as bank, finance, securities, consumer finance, insurance, hire-purchase and leasing, automotive, manufacturing, services</li> </ul>	

**Consulting**

- Project Manager to study and design account procedures in order to comply with International Accounting Standards No. 39 (IAS 39) Financial Instruments - Recognition and Measurement for commercial banks.
- Accounting Advisory Taskforce to state own enterprises under the Privatization Program in order to privatize the state own enterprises to be listed on the Stock Exchange of Thailand.
- Project Manager to advise internal audit department of a commercial bank to design the audit procedures for the audit of internal control of treasury department and the internal control for derivatives
- Project Manager to assist the company's management to prepare the financial statements under Thai Accounting Standards (TAS) and International Accounting Standards. (IAS).
- Project Manager to provide accounting advice to securitization transactions
- Project Manager to provide accounting advice for IAS and IFRS Implementation
- Project Manager to provide accounting advice for the implementation of Thai Accounting Standards No. 19 Employee Benefit

**Training services**

- Leading on in house audit learning activities as Audit Learning Leader.
- Leading on the client seminar programs

**Profession Affairs**

- Certified Public Accountant (CPA), Thailand, the Federation of Accounting Professions under the Accounting Profession Act.
- Author of a text book for CPA training program of the Federation of Accounting Professions, Thailand
- Advisor to Professional Development Project under the agreement between Office of Auditor General of Thailand and World Bank to Develop the Material for the CPE Self-Study Curricular - Accounting for Financial Derivatives
- Sub-committee of Accounting Standard Setting Body, the Federation of Accounting Professions
- Advisor to auditing of auditor rules, The Office of the Securities and Exchange Commission (Thailand)
- Guest Speaker of the Federal Accounting Professions, Thailand.
- Guest Speaker & Lecturer of public and private universities.
- Guest Speaker of government agents and state own enterprise.



**2. Mr. Permsak Wongpatcharapakorn**

<b>Education</b>	- Bachelor Degree in Accountancy,  Chulalongkorn University, Bangkok, Thailand
	- Auditor approved by the office of SEC
<b>Work experiences</b>	
1982-1994	- Senior Audit Manager at Pricewaterhouse, Thailand
1995	- Managing Partner at Areeya Associates Co., Ltd.
1996-1997	- Finance Director at Alpha Technologies Co., Ltd.
1998	- Vice President of Accounting Department at Bank of Asia Public Co., Ltd.
1998 - Present	- Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
2006 - Present	- Head of Audit, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Professional experiences</b>	
1998 - 2005	- Member of the Institute of Certified Accountants and Auditors of Thailand (ICAAAT)
1997 - 2005	- Member of the Auditing Standard Committee of ICAAT
2005 - Present	- Member of the Federation of Accounting Professions ("FAP")



## 3. Mr. Niti Jungnitirundr

<b>Education</b>	1981	Bachelor degree in accountancy, Chulalongkorn University
	1984	Post-Graduate Diploma in Auditing , Chulalongkorn University
	1988	Master degree in accountancy, Chulalongkorn University
	1990	Certified Public Accountant (Thailand) Registration No.3809
	2000	Auditor approved by the office of SEC
<b>Work experiences</b>		
<b>Professional experiences</b>	1996 – Present	- Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Professional membership experiences</b>	1998 - 2001	- Sub-Committee of Thailand CPA Examination, Federation of Accounting Profession, Board of Supervision of Auditing Practices (BSAP)
	2000 - 2001	- Committee of Education, The Office of the Securities and Exchange Commission (Thailand)
	2001 - 2003	- Committee considering other auditors' performance, The Office of the Securities and Exchange Commission (Thailand)
	2001 - 2004	- Committee of career development and continuous study, Federation of Accounting Professions of Thailand
	2005 - 2011	- Auditing Standard Committee Federation of Accounting Professions of Thailand
	2005 - 2011	- Auditing Standard Advisor, The Office of the Securities and Exchange Commission (Thailand)
	2005 - present	- Sub-Committee of Thailand CPA Examination Federation of Accounting Professions of Thailand
	2011 - present	- Accounting profession development Committee, Federation of Accounting Professions of Thailand
<b>Other</b>	- A guest lecturer for some universities in Bangkok and also a guest speaker for professional institutes including the Federation of Accounting Professions, the Bank of Thailand, Cooperative Auditing Department and the Revenue Department, the Office of Insurance Commission.	



4. Ms. Nisakorn Songmanee

<b>Education</b>	<ul style="list-style-type: none"><li>- Bachelors in Business Administration (majoring in Accounting) from Rajamangala of Technology</li><li>- Master of Financial Accounting degree, Chulalongkorn University</li><li>- Certified Public Accountant (Thailand) Registration No.5035</li><li>- Auditor approved by the office of SEC</li></ul>
<b>Work experiences</b>	<p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p> <p>1989 - Present      Audit Partner</p> <p>1999 - 2001      Audit Senior, Deloitte Touche Tohmatsu - Toronto, Canada</p>
<b>Professional experiences</b>	<ul style="list-style-type: none"><li>- Member of the Federation of Accounting Professions (“FAP”)</li><li>- Sub-Committee of Thailand CPA Examination, Federation of Accounting Profession</li></ul>

Above auditors are independent persons and have no conflict of interests with the Company.

## Information of Director for Proxy and the Selection of Proxy

In case of proxy, the shareholders may assign a Director of the Company to attend the meeting and vote.

<u>Name-Surname</u>	<b>Mr. Chaipatr Srivisarvacha</b>
<u>Position</u>	- Authorized Director - Vice Chairman - Chief Executive Officer
<u>Nationality</u>	Thai
<u>Age</u>	54 Years
<u>Address</u>	52/70 Soi Sukhumvit 3 (Nana Nua), Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110
<u>Education</u>	MBA (Finance), Illinois Benedictine College
<u>Training</u>	Director Certification Program (DCP)
<u>Experience</u>	
28 May 2007 – Present	- Chief Executive Officer, Vice Chairman, Seamico Securities Plc.
25 June 2007 – 8 November 2013	- Executive Chairman, Seamico Securities Plc.
8 November 2013 – Present	- Member of Investment Committee
1 May 2009 – Present	- Executive Chairman and CEO, KT ZMICO Securities Co., Ltd.
29 November 2011 – Present	- Director, Solaris Asset Management Co., Ltd.
August 2009 – Present	- Chairman of the Board and Executive Chairman, Thanh Cong Securities J.S.C.
28 May 2012 – Present	- Governor, The Stock Exchange of Thailand
19 June 2013 – Present	- Member of Audit Committee, The Stock Exchange of Thailand
14 March 2011 – Present	- Independent Director, Precious Shipping Plc.
20 October 2010 – Present	- Director, Global Alliance Partners Ltd.
11 November 2010 – 31 July 2012	- Independent Director, Evolution Capital Plc.
20 June 2012 – 19 June 2013	- Director, Thailand Futures Exchange Plc.
1 January 2013 - 19 June 2013	- Chairman Derivatives Investor Protection Fund Committee, Thailand Futures Exchange Plc.
2003 – 16 May 2013	- Independent Director and Audit Committee Member, Brooker Group Plc.
8 September 2010 – 3 November 2011	- Independent Director and Chairman of Audit Committee, Dhanarak Asset Development Co., Ltd.
31 January 2011 – 3 November 2011	- Chairman, DAD SPV Co., Ltd.
2004 – April 2009	- Independent Director, G Steel Plc.
3 July 2001 – 18 April 2007	- Independent Director and Audit Committee Member, Thanachart Bank Plc.
1999 – 2003	- Independent Director, Pacific Assets Plc.
1999	- Director and Executive Director, Krung Thai Bank Pcl.
Conflict of interests either direct or indirect with the Company	- None -



The Selection of Proxy

Type of Shareholder	Proxy
Person	Proxy A or Proxy B (select only one form)
Juristic Person	Proxy A or Proxy B (select only one form)
Custodian	Proxy A or Proxy B or Proxy C (select only one form)

**PROXY A**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) As a shareholder of *Seamico Securities Public Company Limited*  
Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:  
Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes  
Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

(3) Hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_  
Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for 2014 to be held on 28<sup>th</sup> April 2014 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500* or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

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 many proxies for splitting votes.

## PROXY B

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) As a shareholder of *Seamico Securities Public Company Limited*  
 Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:  
 Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes  
 Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

(3) Hereby appoint  
 (1) \_\_\_\_\_ Age \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or  
 (2) \_\_\_\_\_ Age \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or  
 (3) \_\_\_\_\_ Age \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for 2014 to be held on 28<sup>th</sup> April 2014 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500* or at any adjournment thereof to any other date, time and venue.

(4) At this meeting, I/We grant the proxy to vote as follows:

- Agenda Item 1 Message from Chairman
- Agenda Item 2 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013.  
 (1) The proxy have full authority to consider and vote in all respects on my/our behalf.  
 (2) The proxy shall vote on my wish as follows:  
 Approve  Disapprove  Abstain
- Agenda Item 3 To certify the Company's annual report and the Board of Directors' report for 2013.  
 (1) The proxy have full authority to consider and vote in all respects on my/our behalf.  
 (2) The proxy shall vote on my wish as follows:  
 Approve  Disapprove  Abstain
- Agenda Item 4 To consider and approve the Company's audited balance sheets, profit and loss statements for the year 2013 as at 31<sup>st</sup> December 2013.  
 (1) The proxy have full authority to consider and vote in all respects on my/our behalf.  
 (2) The proxy shall vote on my wish as follows:  
 Approve  Disapprove  Abstain

- Agenda Item 5 To consider not allocating part of net profit as a reserve fund due to the amount of legal reserves is higher than ten percent of the registered capital.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda Item 6 To consider and approve dividend payment for the operation from 1<sup>st</sup> January 2013 to 31<sup>st</sup> December 2013.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda Item 7 To consider and approve the election of directors to replace the directors retiring by rotation.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve all election
- Approve                       Disapprove                       Abstain
- Approve the election of some directors.
1. Mr. Peter J. Emblin
- Approve                       Disapprove                       Abstain
2. Mr. Jesadavat Priebjrivat
- Approve                       Disapprove                       Abstain
3. Dr. Tanasak Wahawisan
- Approve                       Disapprove                       Abstain
4. Mr. Chakrit Sakunkrit
- Approve                       Disapprove                       Abstain
- Agenda Item 8 To consider and approve directors' fee for the year 2014 not exceed Baht 4,000,000 per year.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda Item 9 To consider and approve directors' performance bonus for 2013 at Baht 3,000,000 in total.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda Item 10 To consider and approve the appointment of auditor and fix their audit fee for 2014.
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain

- Agenda Item 11 Other matters (if any)
  - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
  - (2) The proxy shall vote on my wish as follows:
    - Approve
    - Disapprove
    - Abstain

(5) In case the voting of the proxy in any agenda is not regulated as specified in the Form of Proxy, it shall be deemed that the voting is not right and not subject to take the number of votes.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Note

1. 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 many proxies for splitting votes.
2. At the agenda appointing directors, the whole Board of Directors or certain director can be appointed.
3. In case there are additional agendas to be considered other than those specified above, the proxy can specify in the Annex to the Form of Proxy B. as attached.

## ANNEX TO PROXY B

Grant of proxy as a shareholder of *Seamico Securities Public Company Limited*

As my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for 2014 to be held on 28<sup>th</sup> April 2014 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500* or at any adjournment thereof to any other date, time and venue. or at any adjournment thereof to any other date, time and venue.

.....

- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
- Approve                       Disapprove                       Abstain

<input type="checkbox"/>	Agenda _____	Re _____	Appointment of Director (continued)		
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				
<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
	Name _____				

**PROXY C**

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

As a custodian of \_\_\_\_\_

As a shareholder of **Seamico Securities Public Company Limited**

Holding a total number of \_\_\_\_\_ shares and a total of votes \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares, the number of votes \_\_\_\_\_ votes

(2) Hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in **The Annual General Meeting of Shareholders for 2014 to be held on 28<sup>th</sup> April 2014 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500** or at any adjournment thereof to any other date, time and venue.

(3) The number of votes which I/we have granted to my/our proxy to attend this meeting as follows:

Equal to the number of shares held by me/our and have the voting right

Partial

Ordinary share \_\_\_\_\_ shares and voting rights \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares and voting rights \_\_\_\_\_ votes

Total of voting rights \_\_\_\_\_ votes

(4) At this meeting, I/We grant the proxy to vote as follows:

Agenda Item 1 Message from the Chairman

Agenda Item 2 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2013.

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

Agenda Item 3 To certify the Company's annual report and the Board of Directors' report for 2013.

(1) The proxy have full authority to consider and vote in all respects on my/our behalf.

(2) The proxy shall vote on my wish as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes



- Agenda Item 4 To consider and approve the Company's audited balance sheets, profit and loss statements for the year 2013 as at 31<sup>st</sup> December 2013.

    - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
    - (2) The proxy shall vote on my wish as follows:
      - Approve.....votes     Disapprove.....votes     Abstain.....votes
  
  - Agenda Item 5 To consider not allocating part of net profit as a reserve fund due to the amount of legal reserves is higher than ten percent of the registered capital.

    - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
    - (2) The proxy shall vote on my wish as follows:
      - Approve.....votes     Disapprove.....votes     Abstain.....votes
  
  - Agenda Item 6 To consider and approve dividend payment for the operation from 1<sup>st</sup> January 2013 to 31<sup>st</sup> December 2013.

    - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
    - (2) The proxy shall vote on my wish as follows:
      - Approve.....votes     Disapprove.....votes     Abstain.....votes
  
  - Agenda Item 7 To consider and approve the election of directors to replace the directors retiring by rotation.

    - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
    - (2) The proxy shall vote on my wish as follows:
      - Approve all election
        - Approve.....votes     Disapprove.....votes     Abstain.....votes
      - Approve the election of some directors.
        1. Mr. Peter J. Emblin
          - Approve.....votes     Disapprove.....votes     Abstain.....votes
        2. Mr. Jesadavat Priebjriwat
          - Approve.....votes     Disapprove.....votes     Abstain.....votes
        3. Dr. Tanasak Wahawisan
          - Approve.....votes     Disapprove.....votes     Abstain.....votes
        4. Mr. Chakrit Sakunkrit
          - Approve.....votes     Disapprove.....votes     Abstain.....votes
- 
- Agenda Item 8 To consider and approve directors' fee for the year 2014 not exceed Baht 4,000,000 per year.

  - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
  - (2) The proxy shall vote on my wish as follows:
    - Approve.....votes     Disapprove.....votes     Abstain.....votes
- 
- Agenda Item 9 To consider and approve directors' performance bonus for 2013 at Baht 3,000,000 in total.

  - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
  - (2) The proxy shall vote on my wish as follows:
    - Approve.....votes     Disapprove.....votes     Abstain.....votes
- 
- Agenda Item 10 To consider and approve the appointment of auditor and fix their audit fee for 2014.

  - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
  - (2) The proxy shall vote on my wish as follows:
    - Approve.....votes     Disapprove.....votes     Abstain.....votes

- Agenda Item 11 Other matters (if any)
  - (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
  - (2) The proxy shall vote on my wish as follows:
    - Approve.....votes     Disapprove.....votes     Abstain.....votes

(5) In case the voting of the proxy in any agenda is not regulated as specified in the Form of Proxy, it shall be deemed that the voting is not right and not subject to take the number of votes.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed \_\_\_\_\_ Grantor

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Note

1. The Form of Proxy C is used for shareholder who registered as a foreign investor and assigned the custodian in Thailand to keep and take care of the shares on behalf only.
2. Required documents attached to the Form of Proxy:-
  - (1) The Power of Attorney which the shareholder authorized Custodian to perform on behalf.
  - (2) The letter to confirm that the signer in the Form of Proxy has been registered as the Custodian Business.
3. 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 many proxies for splitting votes.
4. At the agenda appointing directors, the whole Board of Directors or certain director can be appointed.
5. In case there are additional agendas to be considered other than those specified above, the proxy can specify in the Annex to the Form of Proxy C. as attached.

**ANNEX TO PROXY C**

Grant of proxy as a shareholder of *Seamico Securities Public Company Limited*

As my/our proxy to attend and vote in *The Annual General Meeting of Shareholders for 2014 to be held on 28<sup>th</sup> April 2014 at 2.00 p.m. at Rajamontien Room, The Montien Hotel, 54 Surawongse Road, Suriyawong, Bangrak, Bangkok 10500* or at any adjournment thereof to any other date, time and venue.

.....

- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve.....votes    Disapprove.....votes    Abstain.....votes
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve.....votes    Disapprove.....votes    Abstain.....votes
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve.....votes    Disapprove.....votes    Abstain.....votes
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve.....votes    Disapprove.....votes    Abstain.....votes
- Agenda\_\_\_\_\_Re\_\_\_\_\_
- (1) The proxy have full authority to consider and vote in all respects on my/our behalf.
- (2) The proxy shall vote on my wish as follows:
  - Approve.....votes    Disapprove.....votes    Abstain.....votes

Agenda \_\_\_\_\_ Re \_\_\_\_\_ Appointment of Director (continued) \_\_\_\_\_

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Name \_\_\_\_\_

Approve.....votes     Disapprove.....votes     Abstain.....votes

Documents or evidence showing an identity of the shareholder  
or a representative of the shareholder entitled to attend the meeting

1. Natural Person

1.1 Thai Nationality

Attend by yourself

- 1) identification card of the shareholder (personal I.D. or identification card of government office or identification card of state enterprise officer)

In case of proxy

- 1) certified true copy of identification card of the shareholder; and
- 2) certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 3) proxy with grantor signature

1.2 Non-Thai Nationality

Attend by yourself

- 1) passport of the shareholder

In case of proxy

- 1) certified true copy of passport of the shareholder; and
- 2) certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 3) proxy with grantor signature

2. Juristic Person

2.1 Juristic Person Registered in Thailand

- 1) certified true copy of corporate affidavit, issued within 30 days by Ministry of Commerce signed by authorized person with company seal; and
- 2) certified true copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form; and
- 3) certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 4) proxy with grantor signature

1.2 Juristic Person Registered outside Thailand

- 1) certified true copy of corporate affidavit; and
- 2) certified true copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form
- 3) certified true copy of identification card or passport (in case of a foreigner) of the proxy; and
- 4) proxy with grantor signature

In case of any documents or evidence or executed outside Thailand, such documents of evidence should be notarized by a notary public.

**Articles of Association in regard to shareholders' meeting**

**CHAPTER IV**

**Shareholders' Meetings**

33. The general shareholders' meeting of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.

34. The general shareholders' meeting shall be held at least once in every twelve months. This meeting shall be called "General or Ordinary Meeting". The General Meeting shall be held within four months from the end of accounting period of the Company.

Any other shareholders' meeting shall be called an "Extraordinary General Meeting".

The Board of Directors may call an Extraordinary General Meeting whenever they think fit or the shareholders holding not less than one-fifth of the total shares issued or at least twenty five shareholders, holding not less than one-tenth of the total shares issued, request in one written document to the Board of Directors the holding of an Extraordinary General Meeting. The requisition must clearly specify the object for which the meeting is required to be called. The Board of Directors shall hold the meeting within 1 month from the date of receiving such request.

35. In calling for a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting indicating the place, date, time, agenda, and matters to be proposed to the meeting together with appropriate details by clearly specifying that such matter is for acknowledgment, for approval, or for consideration, and send the notice with the Board of Directors' opinion on such matters to the shareholders and the Registrar not less than 7 days prior to the meeting date.

Such notice must also be published in a newspaper for 3 consecutive days with at least 3 days prior to the meeting date.

36. In a shareholders' meeting, there must be at least 25 shareholders or one-half of the total shareholders and holding not less than one-third of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.

If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed by the first paragraph is not constituted, the meeting, if called upon the requisition of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such meeting, no quorum shall be necessary.

37. In any shareholders' meeting, a shareholder is entitled to appoint a proxy to represent him at the meeting and have the right to vote.

The instrument appointing a proxy shall be in writing and be signed by the shareholder appointing the proxy in accordance with form prescribed by the Public Company Registrar and shall at least contain the following particulars:

- a) the amount of shares held by such shareholder;
- b) the name of the proxy;
- c) the meeting for which the proxy is appointed to attend and vote.

Such instrument appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior to the proxy attending the meeting.

38. In the event the meeting has not completed its consideration of the agenda prescribed in the notice of the meeting or for matters raised by the shareholders holding not less than one-third of the total shares issued and it is necessary that the consideration be adjourned, the meeting shall fix the place, date, and time for the next meeting and the Board of Directors shall give notice of the adjourned meeting indicating the place, date, time, and agenda to shareholders of not less than 7 days prior to the meeting date. The said notice shall also be published in a newspaper at least 3 days prior to the meeting date.
39. The Chairman of the Board of Directors shall be the Chairman for the shareholders' meeting. In the event the Chairman is not present or is unable to discharge his duties, the Vice-Chairman, if any, shall serve as the Chairman. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman for the meeting.
40. In every shareholders' meeting, all shareholders shall have one vote for each share they hold.

A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of Directors.

A resolution of any shareholders' meeting shall be passed by a majority of votes of all shareholders attending the meeting and having the right to vote, except for the following cases where a resolution of not less than three-fourths of votes of the shareholders attending the meeting and having the right to vote is required:

- a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
- b) the purchase or acceptance of any transfer of the business of other public or private companies; and
- c) the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, the assignment to any person for the management of the Company's business, or the merger with any other person for the purpose of profit and loss sharing.

---

**Voting Procedure**

1. When the Chairman proposes the agenda in order, if any shareholder would like to vote against or abstain to vote for any agenda, please raise your hand, the Company's officers will collect the ballot only for the shareholder who votes against or abstain to vote and conclude the result. Then the Chairman will announce the vote to the meeting.
2. For agenda regarding the election of the retiring directors by rotation, the Company's officers will collect the ballot from all attending shareholders and have rights to votes. The result of votes of each director will be concluded and announced by the Chairman.

## EASY ACCESSIBILITY




### Major Shopping Centres

- |                  |                          |
|------------------|--------------------------|
| 1. Montien Plaza | 9. Central World Plaza   |
| 2. Taniya Plaza  | 10. Gaysorn Plaza        |
| 3. Jim Thompson  | 11. Peninsula Plaza      |
| 4. Robinson      | 12. Amarin Plaza         |
| 5. Silom Complex | 13. Central Chitlom      |
| 6. C.P. Tower    | 14. Suanlum Night Bazaar |
| 7. M B K Centre  | 15. Emporium             |
| 8. Siam Centre   |                          |

### Hospitals

1. Bangkok Christian Hospital
2. Bangkok Nursing Home
3. Chulalongkorn Hospital



-  **BTS Sky Train Station.** Only 5 minutes walk from the Montien Hotel to "Sala Daeng" Station on Silom Road
-  **MRT Underground Train Station.** Just a few minutes walk from the Montien Hotel to "Sam Yan" Station on Rama IV Road
-  **Expressway**





**Request form to receive Annual Report in hard copy**

To Shareholders  
Seamico Securities Public Company Limited

Please be informed that if any shareholders would like to receive Annual Report 2013 as a **Hard Copy**, please fill your information in the following form clearly and fax your request to the Company at Fax. No. 66 (0) 2624-6398, then Annual Report 2013 will be delivered to you by mail.

Name .....

Address .....

.....

.....

Tel. ....

**Or** Please receive at Company Secretary Office  
Seamico Securities Public Company Limited  
18<sup>th</sup> Floor, Liberty Square, Silom Road  
Bangrak, Bangkok 10500  
Tel. No. 66 (0) 2624-6353