



# The Extra-ordinary General Meeting of Shareholders

No. 1/2016

Unique Mining Services  
Public Company Limited

Wednesday 17<sup>th</sup> February 2016  
at 13:00

(Register at 11:00)



5<sup>th</sup> Floor Orakarn Building  
Persian-Gulf of Thailand Room  
No. 26/14-15, Soi Chidlom, Ploenchit Road  
Lumphini Sub-district, Phatumwan District  
Bangkok 10330 Thailand



**Unique Mining Services  
Public Company Limited**

5<sup>th</sup> Floor Orakarn Building, Persian-Gulf of Thailand Room  
No. 26/14-15, Soi Chidlom, Ploenchit Road  
Lumphini Sub-district, Phatumwan District  
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Ref. UMS EGM001/2016

February 9, 2016

Subject	Notice to the Extra-ordinary General Meeting of Shareholders No. 1/2016
Attention	Shareholders of Unique Mining Services Public Company Limited
Enclosure(s)	<ol style="list-style-type: none"><li>1. Minutes Copy of the Extra-ordinary General Meeting of Shareholders No. 1/2016</li><li>2. The Company's Capital Increase by Issuing Increased Capital Shares to the Existing Shareholders in proportion of Their Shareholding (Right Offering)</li><li>3. The Amendment on Clause 4. of Memorandum of Association to Be in Line with the Company's Capital Increase</li><li>4. The Allocation of the Company's Increased Capital Shares to the Existing Shareholders in proportion of Their Shareholding (Right Offering); and Information Disclosing Board of Directors' Resolution Re: Increased Capital Ordinary Shares Allocated to the Existing Shareholders in proportion of Their Shareholding and Details of Such Capital Increase</li><li>5. The Company's Article of Association in Part of Terms Relevant to Shareholders Meeting and Voting Procedures</li><li>6. Explanation of Proxy, Registration, Identifying Documents to Attend the Meeting; and Voting Procedures in Shareholders Meeting</li><li>7. Proxy Form B as Defined by Department of Business Development, Ministry of Commerce</li><li>8. Profiles of Independent Directors to Be Proxy in the Meeting</li><li>9. Location Map of the Meeting Venue</li></ol>

Unique Mining Services Public Company Limited ("UMS" or "the Company") held the Board of Directors Meeting No.1/2016 on Tuesday 19<sup>th</sup> January 2016, which resolved to convene the Extra-ordinary General Meeting of Shareholders No. 1/2016 on Wednesday 17<sup>th</sup> February 2016 at 13:00, Persian-Gulf of Thailand Room, 5<sup>th</sup>Floor Orakarn Building, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis 10330 Thailand to consider the agenda(s) including with opinion(s) of the Board of Directors as follows:

Agenda 1	<p><b>Certify Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2015</b></p> <p><u>Background</u> The Extra-ordinary General Meeting of Shareholders No. 1/2015 was held on Friday 25<sup>th</sup> September 2015, of which minutes had been done already by the Company and submitted to The Stock Exchange of Thailand and Department of Business Development, Ministry of Commerce</p>
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within 14 days as prescribed by laws including disseminated via the Company's website [www.umspl.com](http://www.umspl.com). The minutes copy was enclosed as per details revealed on Annex 1.

Board's Opinion The Shareholders Meeting should be proposed to certify minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 held on Friday 25<sup>th</sup> September 2015, which was deemed correct and complete by the Board of Directors.

Voting This agenda shall be passed majority votes, which is exceeding 50% of the entire votes of shareholders attend the Meeting and exercise their votes.

**Agenda 2 Consider and Approve the Company's Capital Increase by Issuing Increased Capital Shares to the Existing Shareholders in proportion of Their Shareholding (Right Offering)**

Background Since the Board of Directors resolved to approve the Company's capital increase by issuing increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering). Therefore, the Company has to increase the capital not exceeding 358,059,483 shares at par value of THB 0.50 each.

Presently, the Company obtains the registered capital at THB 76,727,032 equivalent to 153,454,064 shares at par value of THB 0.50 each. In consequence, if shareholders meeting resolved to approve the capital increase, new registered capital after capital increase to support the issuance of increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering) shall be of THB 255,756,773.50 equivalent to 511,513,547 shares at par value of THB 0.50 each as per details revealed on Annex 2.

Objectives of the capital increase are one of approaches to solve financial situation of the Company other than the Company's approaches stated in the letter ref no. UMS./EXS./041-589 submitted to The Stock Exchange of Thailand in order to reduce a risk the Company may encounter to be a delisted company due to decline of the Company's shareholders' equity until less than zero caused by continuous loss of operating results during the past time. The Company plans to proceeds such fund gained from the capital increase by Rights offering within the year 2016-2017 as follows:

1. Approximately THB 258 million will be used to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.

2. Approximately THB 100 million will be used to invest in oil and gas retail trading business which is in the process of feasibility study. If the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company will use such remaining cash to investment in existing business of the company comprising coal business, port business, lightering business, and warehousing and inland logistic which are in the process of feasibility study. However, if the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company will use such remaining cash to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.
3. If there is any remaining cash from No.1 and 2, the Company will use such remaining cash as working capital of the Company.

(Please find details on Annex 4 for consideration)

Board's Opinion The Shareholders Meeting should be proposed to consider and approve the Company's capital increase to support the issuance of increased capital shares to the existing shareholders in proportion of their shareholding (Right Offering) from current registered capital of THB 76,727,032 to new registered capital of THB 255,756,773.50 by issuing 358,059,483 increased capital ordinary shares at par value of THB 0.50 each as per following details:

Registered Capital Category	Registered Capital (THB)	Registered Capital (Shares)	Par Value (THB)
Current Registered Capital already Paid	76,727,032.00	153,454,064	0.50
For consideration of capital increase to support the issuance of increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering)	179,029,741.50	358,059,483	0.50
Total New Registered Capital	255,756,773.50	511,513,547	0.50

In doing this, the Company has to execute in accordance with Section 10 of Public Company Act Re: Capital Increase and Capital Decrease; and Section 7 of the Company's Article of Association Re: Capital Increase and Capital Decrease prescribe that

- Section 136 of Public Company Act and Clause 53 of the Company's Article of Association:  
 "The Company shall increase capital already registered by issuing newly increased shares. The issuance of increased capital shares in accordance with paragraph 1 shall be executed when
  - (1) The entire increased capital shares had been issued already and payment for such shares had been performed completely; or in case the increased capital shares had been sold incompletely, the remained shares must be the shares issued to support convertible debentures or warrants.
  - (2) The Shareholders Meeting shall pass the resolution at not less than 3/4 of the entire votes of shareholders who attend the Meeting and obtain the entitlement to exercise their votes.
  - (3) Submit such resolution for registration to the registrar within fourteen days as from the resolution date."
- Section 137 of Public Company Act and Clause 54 of the Company Article of Association:  
 "The increased shares in accordance with Section 136 (53) shall be offered either entirely or partly for sales; and shall be offered for sales to shareholders either in proportion of their existing shareholding or offered for sales to public or another third persons regardless of the entire amount or some amount of shares as a result of resolution of shareholders meeting.  
 The issuance of such increased capital shares in accordance with paragraph 1, the Shareholders Meeting may delegate powers to the Board of Directors or any person(s) delegated by the Board of Directors to determine share price, share amount, criteria and selling approaches."
- Clause 7 of the Company's Article of Association:  
 "In case the Company assigns Thailand Securities Depository Company Limited as the Company's registrar, any practices in relation to registration shall be complied as determined by the registrar."

Voting This agenda shall be passed not less than 3/4, which is not less than 75% of the entire votes of shareholders attend the Meeting and obtain the entitlement to exercise their votes.

**Agenda 3 Consider and Approve the Amendment on Clause 4 of the Company's Memorandum of Association to be in line with the Company's Capital Increase**

Background Since the Board of Directors resolved to approve capital increase at 358,059,483 shares to support the issuance of increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering). Therefore, in order to be in line with such capital increase, the amendment on Clause 4 of the Company's Memorandum of Association must be executed as revealed on Annex 3.

Board's Opinion The Shareholders Meeting should be proposed to consider and approve the amendment on Clause 4 of the Company's Article of Association to be in line with the Company's capital increase.

		Current Registered Capital	New Registered Capital
Clause 4.	Registered Capital	THB 76,727,032.00 (THB seventy-six million seven hundred twenty seven thousand and thirty-two)	THB 255,756,773.50 (THB two hundred fifty-five million seven hundred fifty-six thousand seven hundred seventy-three and zero point five)
	Divided into	153,454,064 Shares (One hundred fifty-three million four hundred fifty-four thousand and sixty-four shares)	511,513,547 Shares (Five hundred eleven million five hundred thirteen thousand and five hundred forty-seven shares)
	Par Value	THB 0.50 (Zero point five)	THB 0.50 (Zero point five)
	Divided into - Ordinary Shares	153,454,064 Shares (One hundred fifty-three million four hundred fifty-four thousand and sixty-four shares)	511,513,547 Shares (Five hundred eleven million five hundred thirteen thousand and five hundred forty-seven shares)
	-Preferred Shares	- Shares	- Shares

Voting This agenda shall be passed not less than 3/4, which is not less than 75% of the entire votes of shareholders attend the Meeting and obtain the entitlement to exercise their votes.

**Agenda 4 Consider and Approve the Allocation of Increased Capital Ordinary Shares of the Company to the Existing Shareholders in proportion of Their Shareholding (Right Offering)**

Background As the Board of Directors resolved to approve the Company's capital increase at not exceeding 358,059,483 shares to the existing shareholders in proportion of their shareholding as per details revealed on Annex 4, which scheduled relevant actions as follows:

Board's Resolution	Date Month Year
Board's resolution No. 1/2016 Approve the issuance of increased capital ordinary shares to the existing shareholders in proportion of their shareholding, the amendment on Clause 4 of the Memorandum of Association and the allocation of such shares	19 January 2016
Record Date of shareholders obtain entitlement to attend the Meeting and exercise their votes in the Extra-ordinary General Meeting of Shareholders No.1/2016 including with the entitlement to subscribe increased capital ordinary shares	2 February 2016
Collect shareholder names in accordance with Section 225 of Securities and Exchange Act by book-closing approach to determine date of the Extra-ordinary General Meeting of Shareholders No.1/2016	3 February 2016
Determine Date of the Extra-ordinary General Meeting of Shareholders No. 1/2016	February 17 2016
Disclose resolutions of the Extra-ordinary General Meeting of Shareholders No.1/2016 via Electronic Company Information Disclosure "ELCID" of The Stock Exchange of Thailand	18 February 2016
Date to submit the resolutions for registration to Department of Business Development, Ministry of Commerce	within 14 days as from the Resolution Date
Date of subscription and payment for increased capital shares	29 February and 1-4 March 2016

Board's Opinion The Shareholders Meeting should be proposed to consider and approve the allocation of increased capital ordinary shares of the Company at not exceeding THB 179,029,741.50 from current registered capital of THB 76,727,032 to new registered capital of THB 255,756,773.50 by issuing 358,059,483 increased capital ordinary shares at par value of THB 0.50 (zero point five) each to the existing



shareholders in proportion of their shareholding (Right Offering) at an offering ratio of 3 existing ordinary shares to 7 new ordinary shares. The offering price for newly issued ordinary shares shall equal to THB 1 (one) each. In case of decimal fractions of shares derived from calculations shall be cancelled. After consideration, such offering price is calculated to be 1.75 times of Book Value as of September 30, 2015 (equal to Bath 0.57 each).

In allocating the newly issued ordinary shares to existing shareholders in proportion to their shareholding percentage, shareholders may oversubscribe for shares in excess of their existing shareholding percentage (the "Oversubscription") subject to a limit of not exceeding 100% of their existing shares held by such shareholders. The Oversubscription shares will be allocated to such oversubscribing shareholders only after newly issued ordinary shares are allocated proportionately to all shareholders in the first round. Criteria for allocation of Oversubscription shares are as follows:

Unsubscribed shares exceed the number of shares oversubscribed for:

The Company will allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares.

Unsubscribed shares are less than the number of shares oversubscribed for:

- (a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage will be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder. (Fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for.
- (b) The remainder of shares after the allocation under (a) will be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares. (Decimal fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left.

Under no circumstances will the Company allocate shares to any oversubscribing shareholders in a manner which will result in such oversubscribing shareholders holding shares in the Company in an amount that reaches or crosses the tender offer requirement threshold prescribed under the Notification of the Capital Market

Supervisory Board No. Tor Chor 12/2554 re: criteria, conditions and methods of takeover (the "Tor Chor 12/2554 Notification"), or in a manner which would result in a breach in the Company's foreign shareholding limit of 49% of total issued shares of the Company as specified in the Articles of Association of the Company.

- (c) In case the remainder of shares after allocation in (b) was left, the Company will reduce the registered shares that have not been allotted for the next time.
- (d) Resolved to approve the delegation of powers to the Executive Committee or persons designated by the Executive Committee to perform any acts which are relevant to and/ or necessary for the capital increase, the securities issuance and allocation. The delegation of powers shall include, but not limited to the followings:
- Determine details and particulars necessary for and/or relating to the issuance and allocation of newly issued ordinary shares including without limitation, the allocation of newly issued ordinary shares in one or several allotments, the offering period, offering price;
  - Appoint advisor(s) and carry out any acts which are necessary for or relevant to the issuance and offering of newly issued ordinary shares, including without limitation, the negotiation, execution of and/or amendment to application documents and/or such other agreements or forms which may be necessary for or relevant to the issuance, offering and listing of newly issued ordinary shares on the Stock Exchange of Thailand.
  - Delegate powers to any persons to:
    - Negotiate and enter into any contracts and agreements, execute and amend any relevant documents and consider subscription agent, and/or such other advisors or agents as may be necessary for the Rights Offering;
    - Execute any application forms, application for waivers, notices or such other documents relating to the Rights Offering and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand, the registration of capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any relevant agencies.

In addition, disclosure of resolutions of the Board of Directors Meeting No.1/2016 Re: The Company's Capital Increase by Issuing, Offering and Allocating Increased Capital Ordinary Shares to the Existing Shareholders in proportion of their Shareholding (Right Offering); and disclosure of information of such capital increase made on January 19, 2016 via Electronic Company Information Disclosure "ELCID" of The Stock Exchange of Thailand are hereby enclosed for consideration as per details revealed on Annex 4.



Voting This agenda shall be passed majority votes, which is exceeding 50% of the entire votes of shareholders attend the Meeting and exercise their votes.

**Agenda 5 Other Business (If any)**

The Shareholders would be, therefore, invited to attend the Extra-ordinary General Meeting of Shareholders No. 1/2016 on Wednesday 17<sup>th</sup> February 2016 at 13:00, Persian-Gulf of Thailand Room, 5<sup>th</sup> Floor Orakarn Building, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis 10330 Thailand.

In this regard, The Company shall allow the shareholders for registration to attend the Extra-ordinary General Meeting of shareholders No.1 /2016 as from 11:00 a.m. and shall duly convene the Meeting in accordance with the Company's Article of Association in Part of Terms Relevant to Shareholders Meeting and Voting Procedures as per details revealed on Annex 5. Explanations of proxy, registration, identifying documents to attend the Meeting and voting procedures in Shareholders Meeting are also enclosed as per details revealed on Annex 6.

Furthermore, if the shareholders desire to appoint other person or Independent Director to attend and exercise the votes on behalf of the shareholders, please fill details in Proxy Form B enclosed as Annex 7. Profiles of Independent Directors as Proxy in the Meeting are hereby enclosed as per details revealed on Annex 8.

In case of Proxy, the Company would like to request for your kind collaboration to return your Proxy Form to the Company via fax +66 0 2 655-7503-4 or E-mail: [uniquecoal@uniquecoal.com](mailto:uniquecoal@uniquecoal.com) and [ir@uniquecoal.com](mailto:ir@uniquecoal.com) within Friday 12<sup>th</sup> February 2016 in order to compile and further submit to Chairman of the Meeting prior to commencement of the Meeting.

Please be informed accordingly. The Shareholders would be cordially invited to attend the Meeting on the date, at the time and venue specified above and would be kindly requested to bring documents specified in Proxy Form to identify for registration on the Meeting date. In this regard, the Company hereby enclosed location map of the Meeting venue as per details revealed on Annex 9.



The Company determined shareholder names obtain entitlement to attend the Extra-ordinary General Meeting of Shareholders No. 1/2016 (Record Date) on February 2, 2016 as well as compile the list of shareholders pursuant to section 225 of the Securities and Exchange Act by closing the shareholders register book on February 3, 2016.

Yours faithfully,

**Unique Mining Services Public Company Limited**

(Police General Dr. Chidchai Vansatidya)

Chairman of the Board of Directors

Piyasuda Jariyatham

Corporate Secretary

Tel. +66 02 655-7501-2 Ext. 704 / E-mail: [piyasuda@uniquecoal.com](mailto:piyasuda@uniquecoal.com)

*-Translated Abstract-***Minutes of the Extra-ordinary General Meeting of Shareholders No.1/2015****Unique Mining Services Public Company Limited (“the Company” or “UMS”)****Date, Time and Venue:**

The Meeting was held on September 25, 2015 at 14.05 hrs., 5<sup>th</sup> Floor Orakarn Building, Persian-Gulf of Thailand Room, No 26/54-55, Soi Chidlom, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 and duly convened with attendance of the Board of Directors, Executive Managements and Independent Financial Advisor as follows:

**Participating Directors:**

1. Pol. Gen. Dr. Chidchai Vanasatidya	Chairman of the Board of Directors / Chairman of Executive Committee
2. Mr. Chalermchai Mahagitsiri	Vice Chairman of the Board of Directors / Executive Committee
3. Mr. Ekavaj Amornvivat	Independent Director / Chairman of Audit Committee
4. Pol. Lieut. Gen. Kamrob Panyakaew	Independent Director / Audit Committee
5. Mr. Vichai Chuensuksawadi	Managing Director / Executive Committee
6. Mr. Taratorn Wongprasat	Independent Director / Nomination and Remuneration Committee

**Participating Executives:**

1. Mr. Pornthep Lertvoratham (Acting) Executive Vice President – Finance and Accounting “CFO”
2. Mr. Tan Teo Song Executive Vice President – Purchasing and International Business

**Non-participating Director(s):**

1. Mr. Chia Wan Huat Joseph Director / Executive Committee / Nomination and Remuneration Committee
2. Mr. Suchart Thammapiatagkul Independent Director

**Meeting Procedures and Commencement of the Meeting: 14.00 hrs.**

The Chairman welcomed the shareholders and declared numbers of shareholders attended the Meeting both in presence and by proxy totaling 158 persons equivalent to 137,496,822 shares calculated to be 89.60 per cent of the entire shares of the Company, thus, constituted a quorum in accordance with Clause 38 of the Company's Article of Association. The Board of Directors, the Executives, and Independent Financial Advisors were introduced to the Meeting, then, the commencement of the Meeting was declared by the Chairman to duly consider the following agenda(s). Miss Charatsri Thainthipsiri – Company Secretary was assigned by the Chairman to explain the Meeting about voting procedures and voting exercise in each agenda. The Chairman shall propose the Meeting to consider and exercise their votes by using ballots distributed to the shareholders prior to the Meeting.

For promptness when count the votes, the ballots shall be used only in case of votes for disapproval or abstain. Such votes shall be deducted from share amount of the entire shareholders attended the Meeting. After that, the Chairman duly convened the Meeting in accordance with the Meeting agenda(s) as well as assigned Managing Director and Company Secretary to report in each agenda as follows:

**Agenda 1**      **Certify Minutes of the Annual General Meeting of Shareholders No.2/2015 held on April 23, 2015**

**Resolution:** The Meeting of Shareholders resolved to grant such approval with the majority votes as follows:

<u>Approved</u>	<u>Disapproved</u>	<u>Abstained</u>	<u>Total</u>
137,496,922 votes	-	-	137,496,922 votes = 100%

**Agenda 2**      **Consider and Approve Connected Transaction of Receiving Financial Assistance from Connected Person**

**Resolution:** The meeting approved the connected transaction of receiving financial assistance from connected person, Thoresen Thai Agencies Public Company Limited (TTA) with the total amount of 820,000,000 baht in order to use as working capital. The details are as follows: 1. Financial amount of 350,000,000 baht with the interest rate of 4.60% p.a. and will be issued as promissory notes (P/N). UMS has

intention to expand the period of receiving financial assistance which will be expired on 30 September 2015 to 30 September 2017 and 2. Financial amount of 125,000,000 baht with the interest rate of 4.60% p.a. and will be issued as promissory notes (P/N). UMS has intention to expand the period of receiving financial assistance which will be expired on 31 October 2015 to 30 September 2017 and 3. Financial amount of 345,000,000 baht with the interest rate of 4.70% p.a. and will be issued as promissory notes (P/N) which has the period of receiving financial assistance from 1 October 2015 to 30 September 2017.

Whereby the Meeting of Shareholders resolved to grant such approval by no less than three-fourths (3/4) votes as follows:

<u>Approved</u>	<u>Disapprove</u>	<u>Abstained</u>	<u>Total</u>
1,414,082 votes	-	-	1,414,082 votes = 100%

### Agenda 3 Consider Other Business (If Any)

Shareholder proposed that the Company should facilitate free public WiFi for the shareholders in order to be informed news and information as well as share price. The Chairman assigned the Executives to take this matter for consideration.

There is no any other business additionally proposed. The Meeting was adjourned at 14.52 hrs.

Signed \_\_\_\_\_ Chairman of the Meeting  
 (Pol. Gen. Dr. Chidchai Vanasatidya)  
 Chairman of the Board of Directors

-SIGNATURE-

\_\_\_\_\_  
 (Miss Charatsri Thainthipsiri – Minutes Recorder)

Supportive Documents: Agenda 2

**Consider and Approve the Company's Capital Increase by Issuing Increased Capital Shares to the Existing Shareholders in proportion of Their Shareholding (Right Offering)**

Under Section 136 of Public Company Act B.E. 2535 (including with the amendment) and Clause 53 of the Company's Article of Association prescribed that

"The Company shall increase capital already registered by issuing newly increased shares. The issuance of increased capital shares in accordance with paragraph 1 shall be executed when

- (1) The entire increased capital shares had been issued already and payment for such shares had been performed completely; or in case the increased capital shares had been sold incompletely, the remained shares must be the shares issued to support convertible debentures or warrants.
- (2) The Shareholders Meeting shall pass the resolution at not less than 3/4 of the entire votes of shareholders who attend the Meeting and obtain the entitlement to exercise their votes.
- (3) Submit such resolution for registration to the registrar within fourteen days as from the resolution date".

Under Section 137 of Public Company Act B.E. 2535 (including with the amendment) and Clause 54 of the Company's Article of Association prescribed that

"The increased shares in accordance with Section 136 (53) shall be offered either entirely or partly for sales; and shall be offered for sales to shareholders either in proportion of their existing shareholding or offered for sales to public or another third persons regardless of the entire amount or some amount of shares as a result of resolution of shareholders meeting.

The issuance of such increased capital shares in accordance with paragraph 1, the Shareholders Meeting may delegate powers to the Board of Directors or any person(s) delegated by the Board of Directors to determine share price, share amount, criteria and selling approaches".

Under Clause 7 of the Company's Article of Association prescribed that

"In case the Company assigns Thailand Securities Depository Company Limited as the Company's registrar, any practices in relation to registration shall be complied as determined by the registrar".

The Board of Directors deemed as appropriate to propose the Extra-ordinary General Meeting of Shareholders No.1/2016 to approve the Company's capital increase by issuing increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering) as follows:

Registered Capital Category	Registered Capital (THB)	Registered Capital (Shares)	Par Value (THB)
Current Registered Capital already Paid	76,727,032.00	153,454,064	0.50
For consideration of capital increase to support the issuance of increased capital ordinary shares to the existing shareholders in proportion of their shareholding (Right Offering)	179,029,741.50	358,059,483	0.50
Total New Registered Capital	255,756,773.50	511,513,547	0.50

(Please find enclosed documents for consideration as per details revealed on Annex 4)

## Supportive Documents: Agenda 3

Consider and Approve the Amendment on Clause 4 of the Company' s Memorandum of Association to be in line with the Company's Capital Increase

The Board of Directors deemed as appropriate to propose the Extra-ordinary General Meeting of Shareholders No.1/2016 to consider and approve the amendment on Clause 4 of the Company' s Memorandum of Association to be in line with the Company's capital increase as follows:

		Current Registered Capital	New Registered Capital
Clause 4.	Registered Capital	THB 76,727,032.00 (THB seventy-six million seven hundred twenty seven thousand and thirty-two)	THB 255,756,773.50 (THB two hundred fifty-five million seven hundred fifty-six thousand seven hundred seventy-three and zero point five)
	Divided into	153,454,064 Shares (One hundred fifty-three million four hundred fifty-four thousand and sixty-four shares)	511,513,547 Shares (Five hundred eleven million five hundred thirteen thousand and five hundred forty-seven shares)
	Par Value	THB 0.50 (Zero point five)	THB 0.50 (Zero point five)
	Divided into - Ordinary Shares	153,454,064 Shares (One hundred fifty-three million four hundred fifty-four thousand and sixty-four shares)	511,513,547 Shares (Five hundred eleven million five hundred thirteen thousand and five hundred forty-seven shares)
	-Preferred Shares	- Shares	- Shares

Supportive Documents: Agenda 4

Consider and Approve the Allocation of Increased Capital Ordinary Shares of the Company to the Existing Shareholders in proportion of Their Shareholding (Right Offering)

Under Section 136 of Public Company Act B.E. 2535 (including with the amendment) and Clause 53 of the Company's Article of Association prescribed that

"The Company shall increase capital already registered by issuing newly increased shares. The issuance of increased capital shares in accordance with paragraph 1 shall be executed when

- (1) The entire increased capital shares had been issued already and payment for such shares had been performed completely; or in case the increased capital shares had been sold incompletely, the remained shares must be the shares issued to support convertible debentures or warrants.
- (2) The Shareholders Meeting shall pass the resolution at not less than 3/4 of the entire votes of shareholders who attend the Meeting and obtain the entitlement to exercise their votes.
- (3) Submit such resolution for registration to the registrar within fourteen days as from the resolution date".

Under Section 137 of Public Company Act B.E. 2535 (including with the amendment) and Clause 54 of the Company's Article of Association prescribed that

"The increased shares in accordance with Section 136 (53) shall be offered either entirely or partly for sales; and shall be offered for sales to shareholders either in proportion of their existing shareholding or offered for sales to public or another third persons regardless of the entire amount or some amount of shares as a result of resolution of shareholders meeting.

The issuance of such increased capital shares in accordance with paragraph 1, the Shareholders Meeting may delegate powers to the Board of Directors or any person(s) delegated by the Board of Directors to determine share price, share amount, criteria and selling approaches".

Under Clause 7 of the Company's Article of Association prescribed that

"In case the Company assigns Thailand Securities Depository Company Limited as the Company's registrar, any practices in relation to registration shall be complied as determined by the registrar".

The Board of Directors deemed as appropriate to propose the Extra-ordinary General Meeting of Shareholders No.1/2016 to consider and approve the allocation of increased capital ordinary shares of the Company at not exceeding THB 179,029,741.50 from current registered capital of THB 76,727,032 to new registered capital of THB 255,756,773.50 by issuing 358,059,483 increased capital ordinary shares at par value of THB 0.50 (zero point five) each to the existing shareholders in proportion of their shareholding (Right Offering) at an offering ratio of 3 existing ordinary shares to 7 new ordinary shares. The offering price for newly issued ordinary shares shall equal to THB 1 (one) each. In case of decimal fractions of shares derived from calculations shall be cancelled. After consideration, such offering price is calculated to be 1.75 times of Book Value as of September 30, 2015 (equal to Bath 0.57 each).

Anyhow, such offering price mentioned above is higher than Par Value at THB 0.50 each and higher than Book Value at THB 0.57 per share.

(a) As well, the Board of Directors deemed as appropriate to propose to propose the Extra-ordinary General Meeting of Shareholders No.1/2016 to consider and delegate powers to the Executive Committee or persons designated by the Executive Committee to perform any acts which are relevant to and/ or necessary for the capital increase, the securities issuance and allocation. The delegation of powers shall include, but not limited to the followings:

- Determine details and particulars necessary for and/or relating to the issuance and allocation of newly issued ordinary shares including without limitation, the allocation of newly issued ordinary shares in one or several allotments, the offering period, offering price;
- Appoint advisor(s) and carry out any acts which are necessary for or relevant to the issuance and offering of newly issued ordinary shares, including without limitation, the negotiation, execution of and/or amendment to application documents and/or such other agreements or forms which may be necessary for or relevant to the issuance, offering and listing of newly issued ordinary shares on the Stock Exchange of Thailand.
- Delegate powers to any persons to:
  - Negotiate and enter into any contracts and agreements, execute and amend any relevant documents and consider subscription agent, and/or such other advisors or agents as may be necessary for the Rights Offering;

- Execute any application forms, application for waivers, notices or such other documents relating to the Rights Offering and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand, the registration of capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any relevant agencies.

In addition, disclosure of resolutions of the Board of Directors Meeting No.1/2016 Re: The Company's Capital Increase by Issuing, Offering and Allocating Increased Capital Ordinary Shares to the Existing Shareholders in proportion of their Shareholding (Right Offering); and disclosure of information of such capital increase made on January 19, 2016 via Electronic Company Information Disclosure "ELCID" of The Stock Exchange of Thailand are hereby enclosed for consideration as per following details:

Ref. No. UMS EL 001/2016

January 19, 2016

Subject: Capital Increase  
 To: The President of The Stock Exchange of Thailand  
 Enclosure: (1) Capital Increase Form (Form 53-4)

Unique Mining Services Public Company Limited ("UMS" or the "Company") held the Board of Directors meeting No. 1/2016 held on January 19, 2016 (the "Meeting") and the Meeting passed the following resolutions:

1. The Board of Directors resolved to approve the matters in relation to the Company's capital and propose such matters to the Extra-ordinary General Meeting of Shareholders of the Company for consideration and approval. The matters are summarized as follows:

- (a) Resolved to approve the increase in the registered capital of the Company up to Baht 179,029,741.50 by issuing up to 358,059,483 new ordinary shares each at a par value of Baht 0.50 (Baht zero point five) from the current registered capital of Baht 76,727,032 divided into 153,454,064 ordinary shares; to be the new registered capital of Baht 255,756,773.50 divided into 511,513,547 ordinary shares having a par value of Baht 0.50 (Baht zero point five) each and the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital so as to reflect the increase of the registered capital of the Company.
- (b) Resolved to approve the issuance and offering for sale of the following securities:
  - Not exceeding 358,059,483 new ordinary shares each at a par value of Baht 0.50 (Baht zero point five);

The above newly issued securities shall be offered for sale to existing shareholders of the Company in proportion to their current shareholding percentage in the Company (the "Rights Offering"), at an offering ratio of 3 existing ordinary shares to 7 new ordinary shares. Details of the Rights Offering are available in the Capital Increase Form (F53-4) (Enclosure 1).

The offering price for newly issued ordinary shares shall equal to Baht 1 (one) per share. In case of decimal fractions of shares derived from calculations shall be cancelled. After consideration, such offering price is calculated to be 1.75 times of Book Value as of September 30, 2015 (equal to Bath 0.57 per share) and fundraising of the Company is expected to meet the target.

- (c) The newly issued and offered securities for sales stated in (b) above shall be allocated as follows:
  - Not exceeding 358,059,483 newly issued ordinary shares, each at the par value of Baht 0.50, shall be offered for sale to existing shareholders of the Company in proportion to their current shareholding percentage in the Company at an offering ratio of 3 existing ordinary shares to 7 newly issued ordinary shares, at the RO Offering Price of Bath 1 (one) per share. Decimal fractions of shares derived from calculations shall be cancelled;

In allocating the newly issued ordinary shares to existing shareholders in proportion to their shareholding percentage, shareholders may oversubscribe for shares in excess of their existing shareholding percentage (the "**Oversubscription**") subject to a limit of not exceeding 100% of their existing shares held by such shareholders. The Oversubscription shares shall be allocated to such oversubscribing shareholders only after newly issued ordinary shares are allocated proportionately to all shareholders in the first round. Criteria for allocation of Oversubscription shares are as follows:

Unsubscribed shares exceed the number of shares oversubscribed for:

The Company shall allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares.

Unsubscribed shares are less than the number of shares oversubscribed for:

- (a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage shall be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder. (Fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders shall not exceed the number of shares subscribed and paid for.
- (b) The remainder of shares after the allocation under (a) shall be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares. (Decimal fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders shall not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left.

Under no circumstances shall the Company allocate shares to any oversubscribing shareholders in a manner which shall result in such oversubscribing shareholders holding shares in the Company in an amount that reaches or crosses the tender offer requirement threshold prescribed under the Notification of the Capital Market Supervisory Board No. Tor Chor 12/2554 re: criteria, conditions and methods of takeover (the "**Tor Chor 12/2554 Notification**"), or in a manner which would result in a breach in the Company's foreign shareholding limit of 49% of total issued shares of the Company as specified in the Articles of Association of the Company.

- (c) In case the remainder of shares after allocation in (b) was left, the Company shall reduce the registered shares that have not been allotted for the next time.
- (d) Resolved to approve the delegation of powers to the Executive Committee or persons designated by the Executive Committee to perform any acts which are relevant to and/ or necessary for the capital increase, the securities issuance and allocation. The delegation of powers shall include, but not limited to the followings:
  - Determine details and particulars necessary for and/or relating to the issuance and allocation of newly issued ordinary shares including without limitation, the allocation of newly issued ordinary shares in one or several allotments, the offering period, offering price;

- Appoint advisor(s) and carry out any acts which are necessary for or relevant to the issuance and offering of newly issued ordinary shares, including without limitation, the negotiation, execution of and/or amendment to application documents and/or such other agreements or forms which may be necessary for or relevant to the issuance, offering and listing of newly issued ordinary shares on the Stock Exchange of Thailand.
- Delegate powers to any persons to:
  - Negotiate and enter into any contracts and agreements, execute and amend any relevant documents and consider subscription agent, and/or such other advisors or agents as may be necessary for the Rights Offering;
  - Execute any application forms, application for waivers, notices or such other documents relating to the Rights Offering and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand, the registration of capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any relevant agencies;

2. Resolved to approve convening the Extra-ordinary General Meeting of Shareholders No. 1/2016 (the "EGM") of the Company on Wednesday, 17 February 2016 at 13.00 p.m. at Conference Room, 5th Floor, Orakarn Building, No. 26/54-55, Soi Chidlom, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok 10330, Thailand to consider and the approve the matters relating to the capital increase and the allocation of newly issued securities as follows:

Agenda 1 'To certify Minutes of EGM No. 1/2015 held on September 25, 2015

Agenda 2 To consider and approve the Increase of Registered Share Capital of the Company by Issuing New Ordinary Shares to the Existing Shareholders of the Company in proportion to their shareholding percentage in the Company (Right Offering)

Agenda 3 To consider and approve the Amendment to Clause 4 of the Memorandum of Association

Agenda 4 To consider and approve the Allocation of Newly Issued Shares to the Existing Shareholders in proportion to their shareholding percentage in the Company (Right Offering)

Agenda 5 Other Business (If Any)

3. Determine the record dates and share register book closing dates under Section 225 of the Securities and Exchange Act as follows:

	Record Date	Share Register Book Closing Date
a) for the right to attend EGM No. 1/2016	February 2, 2016	February 3, 2016
b) for the right to be entitled for the subscription of Rights Offering Shares  The right to be entitled for the subscription of Right Offering shares is uncertain until shareholders approval.	February 2, 2016	February 3, 2016

The date of determining the names of the shareholder entitled to attend the Extra-ordinary General Meeting of Shareholders "EGM" No. 1/2016 (Record Date) shall be on February 2, 2016 as well as to compile the list of shareholders pursuant to section 225 of the Securities and Exchange Act by closing the shareholders register book on February 3, 2016.

The date of determining the names of the shareholder entitled to subscribe Rights Offering shares in proportion to their shareholding percentage shall be those determined on February 2, 2016 and shall collect names of shareholders pursuant to Section 225 of the Security and Exchange Act by closing the shareholders register book on February 3, 2016. The right to be entitled for the subscription of Right Offering shares is uncertain until shareholders approval.

Yours faithfully,

**Unique Mining Services Public Company Limited**

Mr. Vichai Chuensuksawadi

Managing Director

## Information in Relation to the Allocation of Increased Capital Ordinary Shares to the Existing Shareholders in proportion of Their Shareholding (Right Offering)

### 1. Details of Offering for Share Sales

The Board of Directors deemed as appropriate to propose the Extra-ordinary General Meeting of Shareholders No.1/2016 to consider and approve the allocation of increased capital ordinary shares of the Company at not exceeding THB 179,029,741.50 from current registered capital of THB 76,727,032 to new registered capital of THB 255,756,773.50 by issuing 358,059,483 increased capital ordinary shares at par value of THB 0.50 (zero point five) each to the existing shareholders in proportion of their shareholding (Right Offering) at an offering ratio of 3 existing ordinary shares to 7 new ordinary shares. The offering price for newly issued ordinary shares shall equal to THB 1 (one) each. In case of decimal fractions of shares derived from calculations shall be cancelled. After consideration, such offering price is calculated to be 1.75 times of Book Value as of September 30, 2015 (equal to Bath 0.57 each).

Anyhow, such offering price mentioned above is higher than Par Value at THB 0.50 each and higher than Book Value at THB 0.57 per share.

### 2. Objectives of the Capital Increase and the Use of Proceeds

Objectives of the capital increase are one of approaches to solve financial situation of the Company other than the Company's approaches stated in the letter ref no. UMS./EXS./041-589 submitted to The Stock Exchange of Thailand in order to reduce a risk the Company may encounter to be a delisted company due to decline of the Company's shareholders' equity until less than zero caused by continuous loss of operating results during the past time. The Company plans to proceeds such fund gained from the capital increase by Rights offering within the year 2016-2017 as follows:

1. Approximately Baht 258 million shall be used to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.
2. Approximately Baht 100 million shall be used to invest in oil and gas retail trading business which is in the process of feasibility study. If the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company shall used such remaining cash to investment in existing business of the company comprising coal business, port business, lightering business, and warehousing and inland logistic which are in the process of feasibility study. However, If the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company shall used such remaining cash to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.
3. If there is any remaining cash from No.1 and 2, the Company shall use such remaining cash as working capital of the Company.

## 3. Impact(s) to the Shareholders Resulted from Offering for Share Sales

Impact to the Shareholders	Calculation Approach
<p>1. Decrease of Shareholding Proportion (Control Dilution) or Impact to Earning per Share -None-</p> <p>Due to the allocation of increased capital ordinary shares to the Existing Shareholders in proportion of their shareholding (Right Offering)</p>	<p style="text-align: center;">-</p>
<p>2. Decrease of Share Price (Price Dilution)</p>	<p>After the issuing and offering of the increased capital shares for sales by Right Offering, the Shareholders shall be impacted by price dilution as follows:</p> $\text{Price Dilution} = \frac{\text{Market Price} - \text{Price after RO}}{\text{Market Price}}$ $= \frac{6.3536 - 2.606}{6.3536}$ $= 58.98\%$ $\text{Price after RO} = \frac{\text{Market Price} \times \text{Current Share Amount} + \text{RO Price} \times \text{RO Share Amount}}{\text{Current Share Amount} + \text{RO Share Amount}}$ $= \frac{6.3536 \times 153,454,064 + 1.0 \times 358,059,483}{(153,454,064 + 358,059,483)}$ $= 2.606 \text{ per Share}$ <p>Market Price: Average price during 7 days prior to Board Meeting date</p> <p>RO Price : Subscription price of increased capital shares issued and offered for sales by this RO</p> <p>Current Share Amount: Paid up share amount</p> <p>RO Share Amount : Amount of increased capital shares issued and offered for sales by this RO</p>

#### 4. Board's Opinion

##### 4.1 Reason and Necessity for Capital Increase

The Company aimed the objective of this capital increase as one of approaches to solve financial situation of the Company other than the Company's approaches stated in the letter ref no. UMS./EXS./041-589 submitted to The Stock Exchange of Thailand in order to reduce a risk the Company may encounter to be a delisted company due to decline of the Company's shareholders' equity until less than zero caused by continuous loss of operating results during the previous time. Therefore, the Company had deemed such allocation to the Existing Shareholders in proportion of their shareholding (Right Offering) be appropriate for and consistent to the main objective of such capital increase.

##### 4.2 Possibility of Use of Proceeds Gained from Offering for Share Sales

Due to decline of shareholders' equity resulted from continuous loss of operating results during the previous time, such capital increase shall remedy the Company's financial position in order to reduce a risk the Company may encounter to be a delisted company. In doing this, the proceeds gained from such capital increase shall improve shareholders' equity of the Company to be positive.

##### 4.3 Reasonability of Capital Increase, Use of Proceeds Gained from Offering for Share Sales

The Board of Directors opined that the proceeds gained from offering for sales of increased capital shares approximately at THB 358 million shall support the Company to obtain adequate cash used to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding. Furthermore, the Company shall obtain adequate cash used to invest in related business and/or existing business of the company and subsidiaries, which are in the process of feasibility study. However, if the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company shall used such remaining cash to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding. In addition, if there is any remaining cash from use of proceeds stated above, the Company shall use such remaining cash as working capital of the Company.

##### 4.4 Expected Impact(s) to Business Operation covering with Financial Position and Performance of the Company Resulted from Capital Increase and Use of Proceeds

The proceeds gained to the Company from capital increase shall remedy the Company's financial position in order to reduce a risk the Company may encounter to be a delisted company due to decline of the Company's shareholders' equity until less than zero caused by continuous loss of operating results during the previous time. Furthermore, such proceeds shall reduce financial cost due to repayment for related party

loan and bank loan; and strengthen financial solidity of the Company, which shall influence the Company to invest as planned in use of proceeds and operate the business sustainably.

Therefore, the Company would like to propose for capital increase approval. If the Company shall enter into the transaction, the Company shall comply with criteria prescribed under the Notification of The Stock Exchange of Thailand Re: Disclosure and Approach of Listed Company in Acquisition or Disposal of Assets; and the notification of the Capital Market Supervisory Board No. Tor Chor 20/2551 Re: Criteria of Significant Transaction within the Scope of Acquisition or Disposal of Assets.

**5. The Board of Director's Warranty Subject to Capital Increase**

In case Director(s) duly perform duty with accountability and transparency for the Company's benefit in relation to capital increase. If negligent duty had been performed by such Director(s), the Shareholders shall submit filing for compensation against the said Director(s) under Section 85 of Public Limited Company Act B.E. 2535. And if such negligent duty caused other Director(s) or connected person(s) gain benefit improperly, the Shareholders shall be entitle to claim on behalf of the Company for benefit returned from the said Director(s) under Section 89/18 of Public Limited Company Act B.E. 2535 as well.

**6. Other Opinion(s) of Audit Committee and/or Board Member(s) Different from Opinion of the Board of Directors**

-None-

(F53-4)

**Capital Increase Form**  
**Unique Mining Services Public Company Limited**  
**January 19, 2016**

We, Unique Mining Services Public Company Limited (the "Company") would like to report resolutions of the Board of Directors Meeting of the Company No.1/2016 held on January 19, 2016 on the increase in the registered capital and allocation of newly issued ordinary shares. Details are as follows:

**1. Capital Increase**

The Board of Directors Meeting of the Company resolved to approve the increase in the registered capital of the Company up to Baht 179,029,741.50 by issuing up to 358,059,483 new ordinary shares each at a par value of Baht 0.50 from the current registered capital of Baht 76,727,032 divided into 153,454,064 ordinary shares; to be the new registered capital of Baht 255,756,773.50 divided into 511,513,547 ordinary shares.

The proposed capital increase up to Baht 179,029,741.50 by issuing up to 358,059,483 new ordinary shares shall be offered for sale and allocate to existing shareholders of the Company in proportion to their current shareholding percentage in the Company (the "Rights Offering")

Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par Value THB/Share	Total (THB)
<input checked="" type="checkbox"/> Specifying the use of proceeds	Ordinary	358,059,483	0.50	179,029,741.50
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

**2. Allocation of Newly Issued Ordinary Shares**

**2.1 Specified Use of Proceeds**

Allotted to	Number of shares (shares)	Ratio (Old: New)	Sale Price (Share/Price)	Subscription and payment period	Note
2.1.1 Existing Shareholders (Rights Offering)	Up to 358,059,483	3:7	Baht 1.00	29 February and 1-4 March 2016	See Note A
2.1.2 General Public	-	-	-	-	-
2.1.3 Private Placement	-	-	-	-	-

**Note A**

- To allocate not exceeding 358,059,483 newly issued ordinary shares, each at a par value of Baht 0.50 for offering to existing shareholders of the Company in proportion to their current shareholding percentage in the Company at an offering ratio of 3 existing ordinary shares to 7 newly issued ordinary shares.
- The offering price of the newly issued ordinary shares offered for sale to existing shareholders of the Company in proportion to their shareholding percentage in the Company (the "Rights Offering") shall equal to Baht 1 (one) per share. In case of decimal fractions of shares derived from calculations shall be cancelled. After consideration, such offering price is calculated to be 1.75 times of Book Value as of September 30, 2015 (equal to Bath 0.57 per share) and fundraising of the Company is expected to meet the target.
- In allocating the newly issued ordinary shares to existing shareholders in proportion to their shareholding percentage, shareholders may oversubscribe for shares in excess of their existing shareholding percentage (the "Oversubscription") subject to a limit of not exceeding 100% of their existing shares held by such shareholders. The Oversubscription shares shall be allocated to such oversubscribing shareholders only after newly issued ordinary shares are allocated proportionately to all shareholders in the first round. Criteria for allocation of Oversubscription shares are as follows:

- Unsubscribed shares exceed the number of shares oversubscribed for:

The Company shall allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares.

- Unsubscribed shares are less than the number of shares oversubscribed for:

- (a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage shall be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder. (Fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders shall not exceed the number of shares subscribed and paid for.
- (b) The remainder of shares after the allocation under (a) shall be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares. (Decimal fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders shall not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left.

Under no circumstances shall the Company allocate shares to any oversubscribing shareholders in a manner which shall result in such oversubscribing shareholders holding shares in the Company in an amount that reaches or crosses the tender offer requirement threshold

prescribed under the Notification of the Capital Market Supervisory Board No. Tor Chor 12/2554 re: criteria, conditions and methods of takeover (the "Tor Chor 12/2554 Notification"), or in a manner which would result in a breach in the Company's foreign shareholding limit of 49 percent of total issued shares of the Company as specified in the Articles of Association of the Company.

(c) In case the remainder of shares after allocation in (b) was left, the Company shall reduce the registered shares that have not been allotted for the next time

(d) The Board of Directors of the Company resolved to approve the delegation of powers to the Executive Committee or persons designated by the Executive Committee to perform any acts which are relevant to and/ or necessary for the capital increase, the securities issuance and allocation. The delegation of powers shall include, but not limited to the followings:

- Determine details and particulars necessary for and/or relating to the issuance and allocation of newly issued ordinary shares including without limitation, the allocation of newly issued ordinary shares in one or several allotments, the offering period, offering price;
- Appoint advisor(s) and carry out any acts which are necessary for or relevant to the issuance and offering of newly issued ordinary shares, including without limitation, the negotiation, execution of and/or amendment to application documents and/or such other agreements or forms which may be necessary for or relevant to the issuance, offering and listing of newly issued ordinary shares on the Stock Exchange of Thailand.
- Delegate powers to any persons to:
  - Negotiate and enter into any contracts and agreements, execute and amend any relevant documents and consider subscription agent, and/or such other advisors or agents as may be necessary for the Rights Offering;
  - Execute any application forms, application for waivers, notices or such other documents relating to the Rights Offering and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand, the registration of capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any relevant agencies;

## 2.2 General Mandate

Allocation	Type of Securities	Number of Shares	Percentage of Paid-Up Capital <sup>1</sup>	Remarks
Existing shareholders	Ordinary shares	-	-	-
	Preferred shares	-	-	-

Allocation	Type of Securities	Number of Shares	Percentage of Paid-Up Capital <sup>1</sup>	Remarks
Public	Ordinary shares	-	-	-
	Preferred shares	-	-	-
Private Placement	Ordinary shares	-	-	-
	Preferred shares	-	-	-

<sup>1</sup> Percentage of paid-up capital as of the date on which the Board of Directors of listed company resolved to increase capital by General Mandate

**3. Determination of date for the Extra-ordinary General Meeting of Shareholders No. 1/2016 to seek approval for the capital increase and allocation of newly issued ordinary shares**

The Extra-ordinary General Meeting of Shareholders "EGM" No. 1/2016 shall be held on Wednesday, 17 February 2016 at 13.00 p.m. at Conference Room, 5th Floor, Orakarn Building, No. 26/54-55, Soi Chidlom, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok 10330, Thailand

February 2, 2016 is set as the Record Date to determine shareholders who are eligible to attend the Extra-ordinary General Meeting of Shareholders No. 1/2016 and shareholders' names shall be collected through book closure on February 3, 2016 (one business day following the Record Date).

**4. Application for the permission to increase capital to be submitted to relevant government agencies and conditions for the application (if any)**

4.1 The Company shall submit an application to increase its registered capital and to change paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company shall submit an application to the Stock Exchange of Thailand to list its newly issued ordinary shares and Warrants allocated to existing shareholders (Rights Offering) subscribers.

**5. Objectives of the capital increase and the use of proceeds**

Objectives of the capital increase are one of approaches to solve financial situation of the Company other than the Company's approaches stated in the letter ref no. UMS./EXS./041-589 submitted to The Stock Exchange of Thailand in order to reduce a risk the Company may encounter to be a delisted company due to decline of the Company's shareholders' equity until less than zero caused by continuous loss of operating results during the past time. The Company plans to proceeds such fund gained from the capital increase by Rights offering within the year 2016-2017 as follows:

1. Approximately Baht 258 million shall be used to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.

2. Approximately Baht 100 million shall be used to invest in oil and gas retail trading business which is in the process of feasibility study. If the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company shall use such remaining cash to investment in existing business of the company comprising coal business, port business, lightering business, and warehousing and inland logistic which are in the process of feasibility study. However, If the result of such feasibility study is not feasible or if there is any remaining cash after such investment, the Company shall use such remaining cash to repay related party loan, bank loan and other debt outstanding of the Company including interest expenses and other expenses related to such debt outstanding.
3. If there is any remaining cash from No.1 and 2, the Company shall use such remaining cash as working capital of the Company.

**6. Benefits of the capital increase/ allocation of newly issued ordinary shares for the Company**

- 6.1 Reduce a risk the Company may encounter to be a delisted company according to decline of the Company's shareholders' equity
- 6.2 Reduce burden on financial costs due to loan repayment made to related business / financial institution(s)
- 6.3 Facilitate the Company to obtain sufficient fund for expanding business as purposed

**7. Benefits of the capital increase/ allocation of newly issued ordinary shares for shareholders**

7.1 Dividend policy

The Company and subsidiaries obtain dividend policy to pay not less than 40 percent of net profit after deduction of business income tax and legal reserve. Notwithstanding, such dividend payment must be approved by the Shareholders Meeting unless the Company and subsidiaries have to use fund for business expansion.

7.2 Subscribers of new shares issued for this capital increase shall be entitled to receive dividends from the Company's business operations starting when the aforesaid persons have been registered as the shareholders of the Company.

7.3 Others

-None-

8. Other particulars that are necessary for shareholders to consider in making the decision to approve the capital increase/ allocation of newly issued ordinary shares

-None-

9. Schedule of action if the Board of Directors passes a resolution approving the capital increase/ allotment of new shares:

No.	Procedures	Date
9.1	Board of Directors Meeting to consider and approve the issuance, offering and allocation of newly issued ordinary shares	19 January 2016
9.2	Record Date to determine rights of shareholders who are eligible to attend EGM No.1/2016 (Record Date)	2 February 2016
9.3	Book Closure Date to collect names of shareholders who are eligible to attend EGM No.1/2016	3 February 2016
9.4	Record Date to determine rights of shareholders who are eligible to receive allocation of Rights Offering shares *the right for receiving allocation of Right Offering Shares is uncertain until shareholders approval	2 February 2016
9.5	Book Closure Date to collect names of shareholders who are eligible to receive allocation of Rights Offering shares *the right for receiving allocation of Right Offering Shares is uncertain until shareholders approval	3 February 2016
9.6	EGM No. 1/2016	17 February 2016
9.7	Subscription date and payment of subscription price	29 February and 1-4 March 2016

We hereby certify that information in this form is accurate and complete in all respects.

Signed \_\_\_\_\_ Authorised Director  
(Mr.Chia Wan Huat Joseph)  
Director

Signed \_\_\_\_\_ Authorised Director  
(Mr.Vichai Chuensuksawadi)  
Director

**The Company's Article of Association in Relation to Shareholders Meeting**

- Clause 36 The Board of Directors has to convene the Annual General Meeting of Shareholders within 4 months as from the date of the Company's fiscal year ended.
- Any Meeting(s) other than the Meeting stated above shall be called "the Extra-ordinary General Meeting of Shareholders". The Board of Directors shall convene the Extra-ordinary General Meeting of Shareholders whenever as deemed appropriate; or whenever total Shareholders holding at not less than 1/5 of the entire shares sold, or total Shareholders at not less than 25 persons, whose total shares held at not less than 1/10 of the entire shares sold shall enter into the letter submitted to the Board of Directors for convening the Extra-ordinary Shareholders Meeting. Notwithstanding, reason(s) to convene such Meeting shall be specified on the letter. In this case, the Board of Directors has to convene the said Meeting within 1 month as from the date received letter from the Shareholders.
- Clause 37 When convene Shareholders Meeting, the Board of Directors has to issue a Notice specified venue, date, time, agenda(s) and matters shall be proposed to the Meeting and adequate details clearly identify that they are proposed for information, approval or consideration as the case may be including with Board' s opinion. The Notice shall be sent in advance to the Shareholders and the registrar not less than 7 days prior to the Meeting date. Advertisement of Notice shall be made on daily newspaper in Thai version distributed through the location of principal office of the Company for 3 consecutive days and not less than 3 days prior to the Meeting date. The Meeting venue shall be located in the same location of the Company's principal office or branch; or any province surrounds the location of the Company's principal office.
- Clause 38 A quorum of Shareholders Meeting shall be constituted by the attendance of Shareholders and their Proxy (if any) at not less than 25 persons holding total shares at not less than 1/3 of the entire shares sold; or the attendance of Shareholders and their Proxy (if any) at not less than 1/2 of the entire Shareholders holding total shares at not less than 1/3 of the entire shares sold
- In case a quorum of /shareholders Meeting is incomplete when more than 1 hour is later than the time specified on the Notice; if the Meeting was convened by request of the Shareholders, such Meeting shall be restrained. But, if the Meeting was not convened by request of the Shareholders, the Notice of Shareholders Meeting shall be made and sent to the Shareholders not less than 7 days prior to the Meeting date. The aforesaid Meeting is not enforced to constitute a quorum.

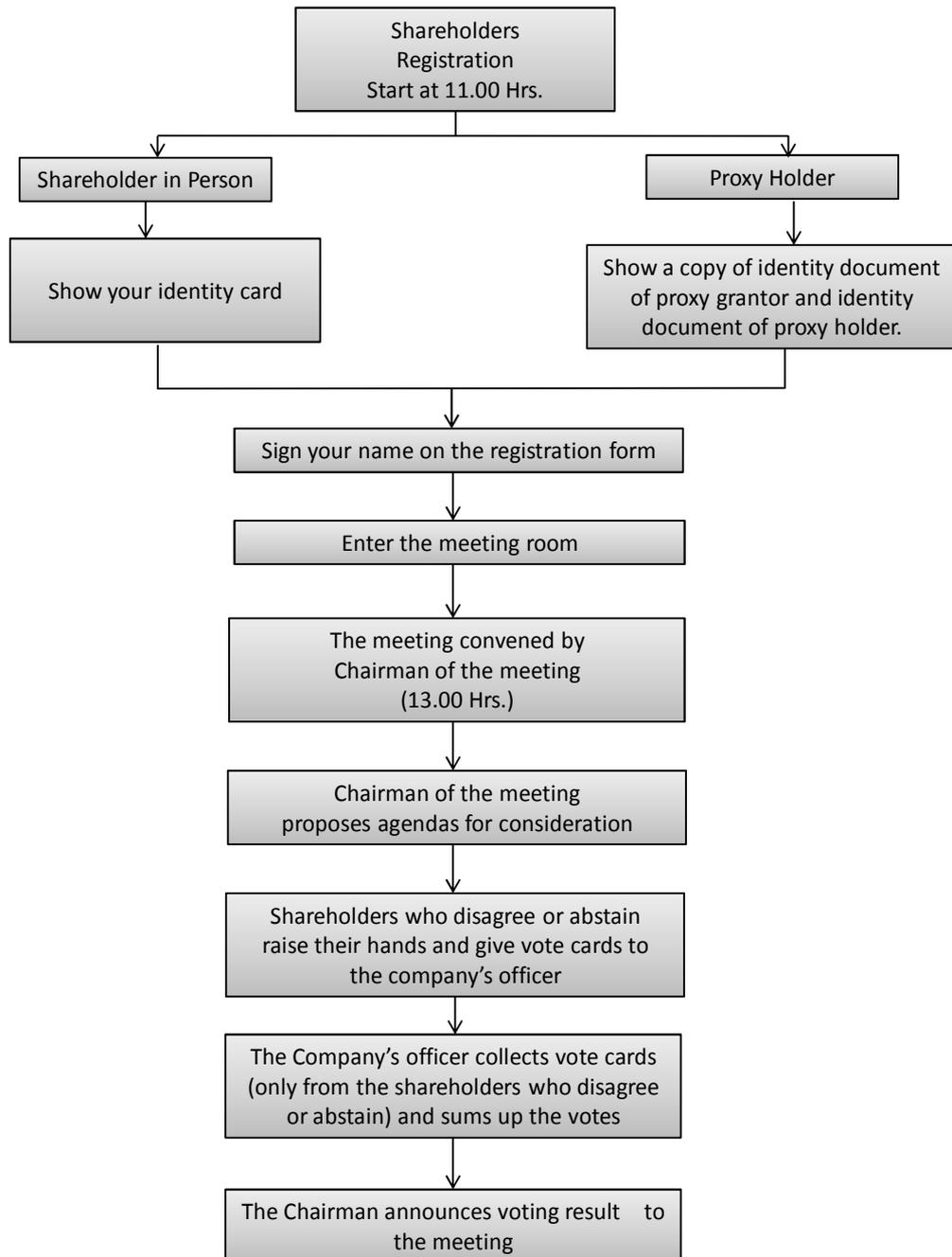
- Clause 39 The Shareholders may grant their Proxy to any person(s) to attend and vote in Shareholders Meeting, The Proxy shall be endorsed by signature of the Shareholders granting their Proxy and shall be in the form determined by the Registrar.
- Clause 40 Chairman of the Board of Director preside Shareholders Meeting. In case Chairman of the Board of Directors is absent or unable to perform duty, if Vice Chairman is present, he shall be appointed as Chairman of the Meeting. If Vice Chairman is absent or unable to perform duty, a Shareholder selected by the attending Shareholders shall be Chairman of the Meeting.
- Clause 41 When the Shareholders exercise their votes, one share shall be counted as one vote. Resolution of the Meeting shall be comprised of the votes as follows:
- (1) In normal case, majority vote exercised by the Shareholders attend the Meeting shall be deemed to pass resolution. If equal votes are arisen, Chairman of the Meeting shall determine by exercising one more vote.
  - (2) In the following case, not less than 3/4 of the entire votes of the attending Shareholders obtain the entitlement to exercise their votes:
    - (a) Selling or transferring of either the entire business or some part of core business to the third person(s)
    - (b) Purchasing or being transferee of business of other public company or other private company
    - (c) Entering, amending or terminating of agreement to lease the entire business or some core business of the Company
    - (d) Delegating the third person(s) to operate business of the Company
    - (e) Merging business to the third person(s) with the purpose to share profit and loss
    - (f) Amending Memorandum of Association or Articles of Association
    - (g) Capital increase-Decrease of the Company or Issuance of debentures
    - (h) Takeover or Liquidation of the Company
- Clause 42 Any Shareholder(s) taking special interest in any matter(s), such Shareholder(s) shall not obtain the entitlement to exercise the vote(s) except voting for the election of Director(s)  
The terms on this Clause shall be enforced thoroughly for appointing Proxy to attend the Meeting
- Clause 43 Business shall be deemed to performed in the Annual General Meeting of Shareholders are the followings:
- (1) Consider the Board of Directors' Report on the Company's Operating Results in the Previous Fiscal Year

- (2) Consider and Approve the Company's Financial Statements
- (3) Consider the Allocation of Profit
- (4) Elect Director(s) to Be Replaced the Director(s) retiring by Rotation
- (5) Appoint the Company's Auditor and Determine Annual Auditor Fee
- (6) Other Business

Process to Attend the Extra-ordinary General Meeting of Shareholders No.1/2016

Unique Mining Services Public Company Limited

Wednesday 17<sup>th</sup> February 2016



**Identifying documents to Attend the Meeting; and Voting Procedures in Shareholders Meeting**

1. In the event that the Shareholder is an ordinary person:

1.1 Attendance in person: The Shareholder must show a valid official ID card wherein a photograph is shown, e.g. personal ID Card, Driving License, or Passport.

1.2 Attendance by proxy:

(a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;

(b) A copy of the proxy grantor's ID Card as referred to in 1.1 certified correct by the proxy grantor;

(c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

2. In the event that the Shareholder is a juristic person:

2.1 Attendance by an authorized representative of the Shareholder:

(a) An original of the authorized representative's ID Card as referred to in 1.1; and

(b) A copy of the Certificate of Incorporation of the Shareholder showing the name of the authorized representative as a person having authority to act on the Shareholder's behalf and such copy of the Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).

2.2 Attendance by proxy:

(a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;

(b) A copy of the Certificate of Incorporation of the Shareholder showing the name of the person who signs in the Proxy Form as the proxy grantor that he / she is an authorized representative of the Shareholder, having authority to act on the Shareholder's behalf and such copy of the Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and

(c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

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

Paragraph 1 and 2 above shall be applied mutatis to a non-Thai shareholder or a Shareholder which is a juristic person incorporated under a foreign law, as the case may be, under the following conditions:

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

Shareholder or Proxy can start registering and submitting documents for verification at the Meeting Venue prior to the Meeting Time from 12.00 hrs, Monday, January 26, 2015.

The attached Proxy Form per the Attachment No. 12 is the form detailing how the shareholders want their proxies to vote on each agenda (Form B). In case the shareholders prefer simpler, standard Proxy Form (Form A) or Proxy Form for foreign investors who appoint a custodian in Thailand to take care of their shares (Form C), the forms can be downloaded from the Company's website: [www.umpcl.com](http://www.umpcl.com)

## Form of Proxy, Form B

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at .....

Date..... Month.....Year 2016

- (1) I/We.....,  
Nationality....., residing at.....,  
Road....., Tambon/Kwaeng.....,  
Amphoe/Khet....., Province....., Post  
Code.....
- (2) I/We am/are a shareholder of **Unique Mining Services Public Company Limited**, holding the shares in the total amount of ..... shares and the total number of votes for which I/we am/are entitled to cast is.....votes as described below:
- ordinary shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is .....votes; and
  - preferred shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is .....votes.
- (3) I/We hereby authorize and appoint either one of the following persons:
- (1) ....., Age.....Years, residing at.....,  
Road....., Tambon/Kwaeng.....,  
Amphoe/Khet....., Province....., PostalCode.....; or
- (2) ....., Age.....Years, residing at.....,  
Road....., Tambon/Kwaeng.....,  
Amphoe/Khet....., Province....., PostalCode.....; or
- (3) ....., Age.....Years, residing at.....,  
Road....., Tambon/Kwaeng.....,  
Amphoe/Khet....., Province....., PostalCode.....
- (4) MR. Ekavaj Amornvivat., Age.....54.....Years, residing at..... No.11/37.....,  
Soi ...Ladprao 17 ., Tambon/Kwaeng..... Chompol ....., Amphoe/Khet..... Chatuchak ... ..,  
Province.....Bangkok....., PostalCode....10900.....
- (5) Mr. Suchart Thammapiatgul Age.....66.....Years, residing at..... No. 230/57 .....,  
Soi Tokchansapan 3 Tambon/Kwaeng...Thungwatdon, Amphoe/Khet.....Sathorn.....,  
Province.....Bangkok....., PostalCode. 10120.....

Any one of them as my/our Proxy to attend and vote on my/our behalf at the Extra-ordinary General Meeting of the Shareholders No.1/2016 to be held on **Wednesday 17<sup>th</sup> February 2016 at 13:00 hours, Persian-Gulf of Thailand Room, 5<sup>th</sup>Floor Orakarn Building, Ploenchit Road, Lumpini Sub-district, Patumwan**



(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signature..... The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

- Note:** 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

Attachment to Proxy Form B

A proxy is granted by a shareholder of Unique Mining Services Public Company Limited.

The Extra-ordinary General Meeting of the Shareholders No.1/2016 to be held on **Wednesday 17<sup>th</sup> February 2016 at 13:00 hours, Persian-Gulf of Thailand Room, 5<sup>th</sup>Floor Orakarn Building, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis 10330 Thailand** or such other date, time and place as may be adjourned or changed.

- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain
  
- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain
  
- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain
  
- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain
  
- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain
  
- Agenda No. .... , re:**  
 .....  
 (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 **To consider and elect of all members of the Board of Directors**  
 Approve                       Disapprove                       Abstain  
 **To consider and elect directors in place of those retired by rotation**  
 Name .....  
 Approve                       Disapprove                       Abstain  
 Name .....  
 Approve                       Disapprove                       Abstain  
 Name .....  
 Approve                       Disapprove                       Abstain

### Definition of Independent Director

Independent director must not own a business or work related to the company, which can directly affect independent decision, and must have the qualities requirement of The Securities and Exchange Commission and The Stock Exchange of Thailand are as follows:

- (1) Shall not hold shares exceeding 1% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
  - (2) Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
  - (3) Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
  - (4) Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
  - (5) Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major
-

shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

- (6) Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
  - (7) Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
  - (8) Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
  - (9) Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
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## Independent Director Profile

As Proxy to Attend and Vote in the Extra-ordinary General Meeting of Shareholders No.1/2016

## 1. Mr. Ekavaj Amornvivat

Position Independent director  
 Age 54 Years  
 Address 11/37 soi Ladprao 17, Chomphol Sub-district, Chatuchak District,  
 Bangkok 10900



Positions in companies which business may be competed with the Company none

Number of shares held in the Company (as of June 29, 2015) none

Date of first appointment April 9, 2010 (5 Years 10 Months)

## Education

- MBA, Northrop University, Los Angeles, CA, USA
- B.A., Accounting, Thammasat University

## Directorship training program (IOD)

- Director Accreditation Program (DAP) 84/2010
- Audit Committee Program (ACP) 32/2010

## Working Experience

- Asian Business Aviation Association Executive Director
- BNP Paribas Thai Capital Market Specialist
- Asian Marine Services Manager, Finance and Information Technology
- Daiwa Securities Manager, International Investment Banking
- Dhana Siam Finance Securities Manager, International Sales and Marketing
- Siam Commercial Bank PLC Assistant Manager, Money Management Department
- Duty Free Shopper West, LA, USA Assistant Manager, Sales Audit, Accounting Department

Positions in other Listed companies none

## Positions in other Non-Listed companies

- Asian Business Aviation Association Executive Director

- Corporate Performance Advisor Co., Ltd. Senior Advisor and Executive Management

**Relationship Characteristics of nominated persons qualified as independent directors**

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries none
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 2 years

- Be an executive director, staff, employee or advisor who receives salary none
- Be a professional service provider none
- Having material business relationship in such a way that may affect their independence none

**Directorship or management position in other listed companies and other companies** None

**Forbidden Qualifications**

- Never dishonestly committed an offence against property.
- Never entered into any transaction which may cause conflict of interest against company during the year.

**2. Mr. Suchart Thammakitagkul**

**Position** Independent director/Audit Committee/Nomination and Remuneration Committee

**Age** 66 Years

**Address** No. 230/57 Soi Tokchansapan 3 , Thungwatdon, Sathorn, Bangkok 10120



**Positions in companies which business may be competed with the Company** none

**Number of shares held in the Company (as of November 12, 2014)** none

**Date of first appointment** July 2004 (11 Years 7 Months)

**Education**

- LL.M. Harvard Law School, USA.
- BARRISTER-AT-LAW, Thai Bar Association
- LL.B. Chulalongkorn University, Thailand

**Directorship training program (IOD)**

- Director Accreditation Program (DAP) 27/2004, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) 60/2005, Thai Institute of Directors (IOD)
- Role of the Compensation Committee (RCC) 11/2010, Thai Institute of Directors (IOD)

**Working Experience**

- Dean of the Faculty of Law, Assumption University
- Vice President of the Copyright Board, Department of Intellectual Property, Ministry of Commerce
- Vice President for Academic Affairs, Lawyers Council of Thailand
- Executive Director of the Institute of Advocacy Training, Lawyers Council of Thailand
- Executive Director of the Institute of Advanced Legal Profession, Lawyers Council of Thailand
- Vice President for Policy and Planning, Lawyers Council of Thailand
- Member of the National Economic & Social Advisory Council (NESAC)
- Member of the Trademark Board, Department of Intellectual Property, Ministry of Commerce

- Secretary General of the Institute of Legal Education, Assumption University
- President, ASEAN Intellectual Property Association (ASEAN IPA)
- President, Thailand Group of Asian Patent Attorneys Association

#### Positions in other Listed companies

- Audit Committee and Independent Director
  - Modernform Group Plc.
  - MFEC Plc.
  - Unimit Engineering Plc.

#### Positions in other Non-Listed companies

- Professor of Business Law, Faculty of Business Administration, National Institute of Development and Administration (NIDA)
- Part Time Lecturer, Faculty of Law, Chulalongkorn University
- Council, Thai Bar Association

#### Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 2 years

- Be an executive director, staff, employee or advisor who receives salary None
- Be a professional service provider None
- Having material business relationship in such a way that may affect their independence None

Directorship or management position in other listed companies and other companies None

#### Forbidden Qualifications

- Never dishonestly committed an offence against property.
- Never entered into any transaction which may cause conflict of interest against company during the year.

Location Map



5<sup>th</sup> Floor Orakarn Building, Persian-Gulf of Thailand Room, No 26/54-55, Soi Chidlom, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

Tel. 02-655-7501-2 Fax 02-655-1703