



Ref. MBKET 134/2015

February 13, 2015

Subject: Invitation to the Ordinary Shareholders Meeting 2015

**To: Shareholders
Maybank Kim Eng Securities (Thailand) Plc.**

Enclosures:

1. A copy of the minutes of the Ordinary Shareholders Meeting 2014
2. Attachment to agenda 5
3. The Company's Articles of Association regarding Procedures, Process and Vote Casting for the Shareholders' Meeting
4. Location Map of Arnoma Hotel
5. Proxy Form
6. Annual Report 2014

By this letter, please be informed that the Board of Directors of Maybank Kim Eng Securities (Thailand) Plc. will convene the Ordinary Shareholders Meeting 2015 on April 2, 2015 at 02.00 p.m. at the Arnoma 2,3 room, Arnoma Hotel, No.99 Rajadamri Road, Bangkok to consider the following agenda:

Agenda 1. To adopt the minutes of the Ordinary Shareholders Meeting 2014, held on April 2, 2014.

Objective and Reason: The Company held the Ordinary Shareholders Meeting 2014 on April 2, 2014, (The Minutes of which appear in Enclosure 1.)

Board's Opinion: The Shareholders' Meeting should adopt the Minutes of the Ordinary Shareholders Meeting 2014 on April 2, 2014 and that the said Minutes be certified as true and correct records of the proceedings.

Agenda 2. To acknowledge the performance of the Company for the year 2014.

Objective and Reason: The Chairman will summarize the Company's performance and important factors which had impacted the business and significant matters which had occurred in the year 2014 to the shareholders at the Shareholders' Meeting.

Board's Opinion: The Shareholders' Meeting should acknowledge the Company's performance and important factors which had impacted the business and significant matters which had occurred in year 2014.

Agenda 3. To consider and approve the financial statements and auditor's report for the year ended December 31, 2014.

Objective and Reason: In accordance with the Public Company Limited Act B.E. 2535 and the Company's Article of Association, the Board of Directors is required to prepare the Balance Sheet and the Profit and Loss Statement as of the end of the Company's fiscal year and submit them to the annual general meeting of shareholders for adoption. Therefore, the Company has prepared the financial statements for the year ended December 31, 2014 according to generally accepted accounting principles. The financial statements for the year ended 31 December 2014 have been audited by the Certified Public Accountant and reviewed by the Company's Audit Committee appeared as Enclosure 6.

Board's Opinion: The Company's financial statements for the year ended December 31, 2014 demonstrated reasonably accurate financial position and performance in accordance with generally accepted accounting principles. Therefore, the Shareholders' Meeting should adopt the Company's financial statements for the year ended December 31, 2014 which were already audited by the Certified Public Accountant and reviewed by the Company's Audit Committee.

Unit : THB

	The Company Only
Total assets	20,612,852,206
Total liabilities	15,728,619,802
Total revenues	4,434,652,728
Net profit	1,252,494,402
Earnings per share	2.21

Agenda 4. To consider and approve the appropriation of retained earning and the distribution of dividend.

Objective and Reason: In accordance with the Public Company Limited Act B.E. 2535 and the Company's Articles of Association, the Company has to allocate not less than 5% or its annual net profit, after net-off accumulated amount of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of registered capital. Currently, the Company has legal reserve at THB286,125,000 which is equal to 10% of registered capital. Hence, the Company was not required allocate annual net-profit to be a legal reserve.

Moreover, it is the Company's policy to propose dividend payment to the Shareholders' Meeting at least 40% of each year's net profit, except for cases when the Company needs to set aside a larger budget for business expansion or other significant activities. However, the dividend payment is subject to the approval from the shareholders at the Shareholders' Meeting.

Information of dividend payment

Unit: Million THB

Fiscal Year (The Company Only)	2014	2013	2012
Net Profit (Million Baht)	1,252.49	1,420.54	743.90
Legal Reserve (Million Baht)	-	-	-
Treasury Stocks Reserve (Million Baht)	-	-	-
No. of shares as of December 31 (Net-off treasury stocks)	570,814,500		
Dividend payment per share:			
-Interim dividend (Baht)	0.75	0.35	0.35
-Yearly dividend (Baht)	0.90*	2.13	0.90
Pay-out ratio (% of net profit)	75	99.65	99.01
Dividend payment amount (Million Baht)	941.84	1,415.62	713.52

* Dividend payment per share in fiscal year 2014 is subjected to the 2014 Annual General Shareholders' Meeting resolution.

Board's Opinion: The Board has recommended for shareholders' approval of the appropriation of retained earnings and the distribution of additional dividend for the year 2014 for another THB0.90 per share. The payment will be in addition to an interim dividend payment at the rate of THB0.75 per share, which was paid on September 8, 2014. (Payout ratio of the whole year 2014 will be THB1.65 per share or total dividend payout amount of not more than 75% of net profit). This is consistent with the Company's dividend payment policy which provides that dividend payment made will not be less than 40% of its net profit after deduction of all reserves. Dividend payment made in each year depends upon the Company's investment plan, financial necessity and future expansion plan . However, the regulation of dividend payment in the past wasn't related to the future payment.

The structure of profit appropriation and dividend payment are as follows:

Unit : Million THB

Details of profit appropriation	2015 (year of proposal)
Legal Reserve	-
Dividend payment in rate of THB1.65 per share	Not more than THB941.84

The dividend will be paid to shareholders on April 17, 2015. The record date for shareholders who have the right to receive the dividend will be on February 27, 2015 and the closing date to collect the names of shareholders according to the Securities and Exchange Act, Section 225 will be on March 2, 2015. However, the dividend payment depends on the resolution of Shareholders' Meeting.

Agenda 5. To consider and appoint directors in place of retired directors whose tenure are expired.

Objective and Reason: The Company currently has 9 directors. To conform to the Securities and Exchange Act B.E. 2535 and the Company's Articles of Association which requires that at each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number of director nearest to one-third shall retire from office. A director retiring by rotation is eligible for re-election.

The directors whom shall retire this year are:

- | | | |
|---|--------------------------|----------------------|
| 1 | Mr. Yuth Vorachattarn | Independent Director |
| 2 | Mr. Montree Sornpaisarn | Director |
| 3 | Mr. Pusit Kaewmongkolsri | Director |

The Company's Board of Directors, exclusive of nominated directors/interested directors, agreed that those 3 retiring directors were knowledgeable and capable with strong determination in performing their jobs as the Company's director and during the past period their actions were taken in good faith and in the best interests of the Company and the shareholders. Therefore, the Company's Board resolved to propose to the shareholders at the Shareholders' Meeting to re-elect those 3 retiring directors to be the Company's Directors for another term.

Board's Opinion: The Company's Board of Directors, exclusive of nominated directors/interested directors, resolved to propose to the shareholders at the Shareholders' Meeting to re-elect those 3 retiring directors to be Company's Directors for another term.

Details of age, percentage of shareholding, educational background, work experiences, and Board of Directors' meeting attendance for each director are provided in Enclosure 2.

Details of the scope of duty and responsibility of the Board of Directors and of other committees, appear in the 2014 annual report under the title "The Board of Directors and Management Structure"

Agenda 6. To consider fixing directors' remuneration.

Objective and Reason: The Board has a policy to fix directors' and audit committees' remuneration in the appropriate rate and conforming to major factors as follows:

- 1) Duty and responsibility of each directors
- 2) Remuneration rate of other companies in the same industry
- 3) Remuneration rate of other listed companies in SET(define in full)
- 4) Business expansion and growth in company's profit
- 5) Other factors

However, the remuneration of each director and audit committee has to be approved by Compensation Committee before put forward to shareholders for approval.

Board's Opinion: The Board recommended to pay directors remuneration for the year 2015 at the amount of no more than THB11,000,000 (THB eleven million).

The company's Compensation Committee has considered and approved the remuneration for the directors by comparing them with other companies in the same industry as well as factoring in other details, the duty and responsibility of each director including business expansion and growth in company's profit.

Remuneration for directors and for the Audit Committee members compared to the previous year is as follows:

Details of remuneration*	2015 (year of proposal)**	2014	2013	Change
1.Monthly fee (THB)	Not more than 11,000,000	Not more than 12,000,000	Not more than 10,000,000	Decrease 1,000,000 from 2014
2.Directors' remuneration (THB)				
- Independent directors (THB)	None	None	Not more than 5,000,000	-
- Other directors (Excluding executive directors) (THB)	None	None	None	-

Remark: * For year 2015, there are director fees paid for the Company's sub-committees.

** Monthly fee for the year 2015 and directors' remuneration depend on the resolution of 2015 Annual General Shareholders' Meeting.

Agenda 7. To consider and appoint the company's auditors and to fix the auditors' fee.

Objective and Reason: In accordance with the Public Company Limited Act B.E.2535, which requires that the Annual General Shareholders' Meeting shall appoint the auditor and fix the annual audit fee.

Further to the proposal by the Audit Committee, the Board has recommended to appoint Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950, of EY Office Limited be appointed as the Company's auditor for the year 2015. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. The audit fee for the Year 2015 shall not be more than THB2,200,000 (THB two million and two hundred thousand) excluding out of pocket expenses.

Note: The proposed audited fee for year 2015 is higher than the audit fee of year 2014 amount THB100,000 (THB one hundred thousand).

The factors to be considered are as follows:

1. Knowledge of the auditor relating to accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice, clarification new accounting standards and update of other information.

Year 2015 is the fourth year of the proposed appointment of EY Office Limited as the Company's auditors.

2. Reputation as auditor and track record of providing audit services to other companies in the same industry.

Auditors of EY Office Limited have been appointed to be auditors of several listed securities company.

3. Appropriate and comparable audit fee rate with other listed securities companies.

EY Office Limited proposed audit fee for the fiscal year 2015 at THB 2,200,000 (THB two million and two hundred thousand) excluding out of pocket expense (The proposed audited fee for year 2015 is higher than the audit fee of year 2014 amount THB100,000 (THB one hundred thousand). (is fees 2015 is higher than 2014 by 100k?)

4. Other business relationship with the Company and controlling person which might lead to conflict of interest concern.

EY Office Limited has not had any other business relationship with the Company and the Company has not used other services from EY Office Limited, except on audit matters.

Board's Opinion: The Board recommended the appointment Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950 of EY Office Limited as the Company's auditors. The audit fee for the Year

2015 at the amount not be more than THB 2,200,000 (THB two million and one hundred thousand) excluding out of pocket expenses.

Note: The proposed audited fee for year 2015 is higher than the audit fee of year 2014 amount THB100,000 (THB one hundred thousand).

Audit Committee's opinion: Recommend to appoint Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950 of EY Office Limited as the Company's auditors.

Agenda 8. To consider and seek approval on the change of the method to calculate the issue size utilization for Derivatives Warrants from Total Listing DW Value of THB4,200 million to be Total Outstanding DW Value of THB4,200 million.

Objective and Reason: To increase the capability to issue and offer DW to be able to compete in the market.

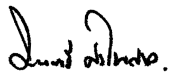
Existing: Summation of total listing unexpired units x initial issue price, New proposal: Summation of outstanding unexpired units sold x initial issue price.

Board's Opinion: Shareholders should approve the change of the method to calculate the issue size utilization for Derivatives Warrants from Total Listing DW Value of THB4,200 million to be Total Outstanding DW Value of THB4,200 million in order to increase the capability to issue and offer DW to be able to compete in the market.

Agenda 9. Any other business (if any)

You are invited to attend the meeting on the date, time and venue above mentioned. If you are unable to attend the meeting on the said date, you may appoint another person by appointing a proxy in accordance with the form enclosed herewith and provide the completed proxy form to the secretary of the Board of Directors prior to the meeting. Registration of the Meeting will be opened from 12.00 p.m. on April 2, 2015.

Sincerely yours,
Maybank Kim Eng Securities (Thailand) Plc.



Mr. Montree Sornpaisarn
Director and CEO.

Legal Office and Corporate Secretary
Mr. Waranchai Jensiriwanich
Tel. 662-658-5166

Remark:

1. Besides the attached proxy form, shareholders can download the form from the company's website at www.maybank-ke.co.th
2. Any shareholders whom wish to receive the annual report in hard copy form, please fax your name, last name and address to the Legal Office and Corporate Secretary at 662-658-6301 or email us at cosecthailand@maybank-ke.co.th

**Minutes of the Annual General Meeting of Shareholders 2014
of
MAYBANK KIM ENG SECURITIES (THAILAND) PLC.**

Time and Place

The General Meeting of Shareholders was held on April 2, 2014 at 14.00 h. at the Arnoma Hotel's Arnoma 2,3 Room, on Rajadamri Road, Pathumwan, Bangkok.

Preliminary Proceeding

Mr. Yuth Vorachattarn chaired the meeting with the following directors and auditor also attended:

Name	Position
1. Mr. Yuth Vorachattarn	Chairman of the Board, Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Member of the Nomination Committee.
2. Mr. Montree Sornpaisarn	Director and Co-Chief Executive Officer.
3. Ms. Boonporn Boriboonsongsilp	Director and Co-Chief Executive Officer.
4. Mr. Pusit Kaewmongkolsri	Director and Chief Operating Officer.
5. Assoc. Prof. Dr. Preecha Jarungidanan	Independent Director, Member of the Audit Committee, Chairman of the Nomination Committee and Member of the Compensation Committee.
6. Assoc. Prof. Dr. Paiboon Sareewiwatthana	Independent Director, Chairman of the Audit Committee, Chairman of the Compensation Committee and Member of the Nomination Committee.
7. Ms. Ratana Jala	Certified Public Accountant, EY Office Limited.

The Chairman announced that there were 264 shareholders presented in persons and 212 persons presented by proxy, representing 482,479,755 shares or 84.52% of total shares of the Company, which satisfied the quorum of the Shareholders' Meeting in accordance with Section 47 of the Articles of Association of the Company.

However, after the Chairman of the Meeting announced the meeting to start, there are some late shareholders joining and registering continuously. Finally, there were in total 299 shareholders presented in persons and 244 persons presented by proxy, representing 483,181,094 shares or 84.65% of total shares of the Company.

The Chairman declared the meeting duly convened and explained the voting procedures for each agenda which was being conducted according to SET's regulation on shareholders meeting of the listed companies as follows:

- In a case that the shareholders attended the meeting in person, the Chairman would propose to the meeting to consider and vote on each agenda. The Chairman would ask whether any shareholder disagreed with the agenda or had any other opinion or wished to abstain from voting. The company's official would collect voting slip from shareholders who raised his or her hand to express their wish to cast the votes. Any shareholders who did not raise their hands were considered to agree with the recommendation made to the meeting in order to save time in receiving and counting the voting slips.
- In a case of proxy, voting on each agenda would be counted from the votes casted by shareholders in a proxy form which was handed over by proxy holders to the company during registration.
For each agenda, the Chairman would inform the meeting the result of voting on the number of "For" "Against" or "Abstention" votes.
- In case any shareholder or proxy attends the meeting after the meeting was convened, they shall have the right to vote only in the agenda currently under consideration or those to be considered.

The Chairman also informed the meeting of the company's compliance to the Good Governance guidelines in the following issues:

**Attachment Agenda 1 : To adopt the minutes of
The Ordinary Shareholders Meeting 2014**

- The company allowed shareholders to propose agenda in advance for this shareholders' meeting.
- The company allowed shareholders to submit qualified candidates to the directorship in place of the directors whose tenure is expired this year.

For the two above-mentioned proposals, the shareholders were able to submit them to the company's Board of Directors for consideration between October 16, 2013 to January 15, 2014.

However, none of the shareholders submitted the proposal to the Board.

The Chairman requested shareholders to send their representative to witness vote counting for voting of each agenda. The Chairman informed shareholders that the company wished to have an independent person to witness the vote counting. The meeting of shareholders selected Khun Sathit Nipitnoraseth, the shareholder of the Company represented as their representative to witness voting counting.

The Chairman also invited shareholders to raise questions but requested that the questions be related to the agenda under discussion in order to avoid wasting other shareholders' time.

The Chairman then proceeded with the following agenda:

Agenda 1. To adopt the minutes of the Ordinary Shareholders Meeting 2013, held on March 26, 2013.

The Chairman informed the meeting that the Board agreed to recommend the shareholders' meeting to consider and approve the Minutes of the Ordinary Shareholders Meeting 2013 held on March 26, 2013 which has been sent to all shareholders along with the meeting's invitation letter.

There is no query or suggesting from any shareholder or proxy.

The Meeting considered and unanimously resolved to approve the Minutes of the Ordinary Shareholders Meeting 2013 held on March 26, 2013 as proposed by the Board of Directors with the following voting results:

For	482,479,755	votes, 100% of the quorum
Against	-	0 votes
Abstention	- 0	votes

Agenda 2. To acknowledge the performance of the Company for the year 2013.

The Chairman assigned Mr. Montree Sornpaisarn, the Chief Executive Officer to report on the company's performance for the year 2013. Details of the performance appeared in 2013 annual report which was sent to all shareholders along with the meeting's invitation letter.

After that, the Chairman invited questions from shareholders.

There is no query or suggesting from any shareholder or proxy.

Thus, the meeting acknowledged the company's performance for 2013 as reported by the CEO.

Agenda 3 To consider and approve the financial statements and auditor's report for the year ended December 31, 2013.

The Chairman informed the meeting that the company's Articles of Association, clause 54 required the Board of Directors to arrange to have the company's financial statement at the end of accounting period be presented to the shareholders' meeting during the annual general meeting. The Board has already arranged the financial statements for an accounting period ending December 31, 2013 which were approved by the Audit Committee and audited by the auditors. The statements were sent along with the meeting's invitation letter. The Chief Operating Officer was requested to summarize the financial reports to the meeting.

After that, the Chairman invited questions from shareholders.

There were some questions raised from Khun Sathaporn Kothiranurak regarding some data in the financial statement as follows:

1. How the Company manage the property disclosed in the amount of THB 9,886,500?
2. What was the cause of allowance for impairment in the notes to financial statement in clause 15?
3. What would be the impact if the Company comply with new accounting standard?

Khun Pusit Kaewmongkolsri, Chief Operation Officer briefly explained to shareholders as follows:

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The Ordinary Shareholders Meeting 2014**

1. The property disclosed in the amount of THB 9,886,500 came from the account receivable in form of land in the past, before 1998. In this fact, the Company has tried to sell it but could not match the right price. The allowance for impairment in the amount of THB14,662,500 came from the Company that had invested in TSFC Securities Public Company Limited (“TSFC”), which was a company set up from the Securities Company. In 2008, TSFC was faced with liquidation problem however shown better performance thereafter. However, TSFC had its performance better and might pay dividend in near future.

Khun Ratana Jala, Auditor, briefly explained the issue with relevant to accounting standard. The Thai accounting standard will change beyond the international accounting standard. In 2014, it shall be changed 17 accounting standards. However, it shall not effect significantly to the Company.

After that, the Chairman invited questions from shareholders.

There is no query or suggesting from any shareholder or proxy.

The Meeting considered and unanimously resolved to approve the company’s financial statements and the auditors’ report as at the end of December 31, 2013 with the following votes:

For	482,718,562	votes, 100% of the quorum
Against	-	votes
Abstention	-	votes

Agenda 4 To consider and approve the appropriation of retained earnings and the distribution of dividend.

The Chairman assigned Khun Pusit Kaewmongkolsri the Chief Operating Officer to explain the matter to be considered.

Khun Pusit Kaewmongkolsri presented the result of the company’s performance of 2013 which had a net profit of THB 1,420,536,394. The Board of Directors agreed to recommend the shareholders to distribute profit as follows:

1. the Company has to allocate not less than 5% or its annual net profit, after net-off accumulated amount of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of registered capital. Currently, the Company has legal reserve at THB 286,125,000 which is equal 10% of registered capital. Hence, the Company was not required to allocate annual net-profit to be a legal reserve.

2. A dividend of another THB 2.13 per share for 2013 performance. The Board of Directors had already resolved to pay interim dividend of 0.35 Baht per share on September 13, 2013. Therefore, dividend for the whole year of 2013 performance would be THB 2.48 per share or THB 1,415,619,960, a dividend pay out ratio of 99.65% of net profit which is a higher rate than that stated in the company’s dividend payment policy. The company’s dividend payment policy is at the rate of no less than 40% of net profit.

The dividend would be paid to shareholders whose names appeared in the registration book on February 28, 2014 and the dividend will be paid on April 18, 2014.

Then, the Chairman asked if any shareholder has questions.

There is no query or suggesting from any shareholder or proxy and the Chairman called for the voting.

The meeting considered and approved unanimously dividend payment and legal reserve as proposed by the Board of Directors with the following voting result:

For	482,718,562	votes, 100% of the quorum
Against	-	votes
Abstention	-	votes

Agenda 5 To consider and appoint directors in place of retired directors whose tenure are expired.

The Chairman announced that the company’s Articles of Association, clause 22 requires that one-third of the company’s directors must resign in rotation at the end of the term. The current number of directors now is 9, therefore, 3 directors have to resign. At the end of this term, the directors whose tenure was expired were Assoc. Prof. Dr. Preecha Jarungidanan, Assco. Prof. Dr. Paiboon Sareewiwatthana, and Mrs. Hamidah Binti Moris.

The Nomination Committee agreed that the three directors have all qualifications as required by Public Company Limited Act and the Securities Act and with knowledge and experiences in securities business. The company’s Board of Directors excluding directors whose interest are at stake agreed with

**Attachment Agenda 1 : To adopt the minutes of
The Ordinary Shareholders Meeting 2014**

a recommendation made by the Nomination Committee to recommend the meeting of shareholders to re-appoint the three resigned directors.

The company’s Board of Directors agreed with a recommendation made by the Nomination Committee to recommend the meeting of shareholders to appoint the three directors.

Details about age, percentage of shareholding, educational background, work experiences and Board of Directors’ meeting attendance for each director are provided in the invitation letter.

The Chairman asked if any shareholder has questions:

There is no query or suggesting from any shareholder or proxy, the Chairman called for a voting for each individual director.

The meeting considered and resolved with majority votes to re-appoint the three directors whose tenures have been expired as the directors for another term according to what the Board of Directors proposed and the votes are as follow:

1. Assoc. Prof. Dr. Preecha Jarungidanan

For	482,718,562	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

2. Assco. Prof. Dr. Paiboon Sareewiwatthana

For	482,718,562	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

3. Mrs. Hamidah Binti Moris

For	479,708,295	votes,	99.38% of the quorum
Against	-	votes	
Abstention	3,010,267	votes	0.62% of the quorum

Agenda 6 To consider fixing directors’ remuneration.

The Chairman assigned Assoc. Prof. Dr. Paiboon Sareewiwatthana the Chairman of the Compensation Committee to explain the matter to be considered and informed the meeting that the Board of Directors agreed with the Compensation Committee’s recommendation to pay directors remuneration for the year 2014 at the amount of no more than THB 12,000,000 (THB Twelve million). The company’s Board of Directors has carefully considered the compensation for the directors by comparing them with other companies in the same industry as well as factoring in other details including business expansion and growth in company’s profit and endorsed the compensation of the directors and audit committee as proposed.

Then, the Chairman asked if any shareholder has questions.

There is no query from shareholders so the Chairman called for the consideration and the vote.

The meeting considered and unanimously resolved that the director remuneration for the year 2014 as the Board of Directors proposed and the vote is as follow:

For	482,718,562	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

Agenda 7 To consider and appoint the company’s auditors and to fix the auditors’ fee.

The Chairman informed the meeting that the company’s Articles of Association, clause 58 requires the annual general meeting of shareholders to appoint the company’s auditors.

The Audit Committee and the Board of Directors have already considered and agreed to recommend the appointment of Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950, of EY Office Limited (formerly, “Ernst & Young Office Limited”) be appointed as the Company’s auditor for the year 2013 accounting period. The auditors’ fee for 2014 would be no more than THB 2,100,000 (THB two million one hundred thousand), excluding out of pocket expenses which higher than the audit fee

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of year 2013 amount THB 100,000 (THB one hundred thousand). (All information for considering was in a document in invitation sent to shareholders.) Then the Chairman requested the meeting to consider.

The proposed auditors have no relationship or stake holding with the company/subsidiary/management/major shareholders or persons related to such person.

The auditors being submitted for consideration this year are different from previous ones to be in accordance with the Accounting Department of major shareholders' company.

The Company's existing auditor is Ms. Ratana Jala, Certified Public Accountant No.3734. Ms.Ratana has acted as the Company's auditor since the Year 2012. So far, she has done a great job as the Company's external auditor and conformed to well practice of audit principles.

The Chairman asked if any shareholders have questions.

There is no query from any shareholder or proxy and the Chairman called for a voting.

- The meeting considered and approved unanimously to appoint Ms. Ratana Jala C.P.A. Registration No. 3734 or Ms. Somjai Khunapasut C.P.A. Registration No. 4499 or Ms. Phuphun Charoensuk C.P.A. Registration No. 4950, of EY Office Limited (formerly, "Ernst & Young Office Limited") be appointed as the Company's auditor for the year 2014 accounting period, any one being authorized to conduct the audit and to express an opinion on the financial statements of the Company. In the absence of the above-named auditors, EY Office Limited is authorized to identify one other Certified Public Accountant with EY Office Limited to carry out the work. The auditors' remuneration for 2014 will not be over THB 2,100,000 (THB two million one hundred thousand) excluding expenses as the Chairman proposed. Voting results were as follows:

For	482,728,493	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

Agenda 7 To approve the extension of the period of the issuance and offering of structured notes with the amount of not exceeding THB 3,000 million.

The Chairman assigned Khun Montree Sornpaisarn the Chief Executive Officer to explain the matter to be considered.

Khun Montree Sornpaisarn informed the Meeting that according to the Annual General Meeting on March 26, 2013 had approved the issuance and offering of structure notes with the amount of not exceeding THB 3,000 million, however it was not the right time to launch the product with reference to the situation and market condition which is not favourable. The Structured warrants could be a new source of income because it can be customized to clients' needs, expanding product varieties to wealthy clients and keeping clients' assets within the company's management. The details of proposed structured notes were as follows;

Type	:	Structured notes, in named of certificate or bearer instrument, subordinated or unsubordinated, secured or unsecured and with or without the representative of structured notes.
Term	:	Not exceeding 3 years from the issue date of structured notes
Total outstanding value of structured notes	:	Par value not exceeding THB 3,000 million at any time.
Underlying assets	:	Securities or index, which may be SET50 Index, SET100 Index, SET Index or securities listed in the SET, which may be individual securities, group of securities or index of other type of securities. Underlying assets specified by the relevant regulations of the SEC, namely: (i) price or return on Thai securities, group of Thai

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securities, or index of group of Thai securities;

- (ii) price or return on group of foreign securities traded on organized exchanges, or index of such group of foreign securities, in case the offering of structured notes will be made to institutional or high net worth investors;
- (iii) cash inflow/cash outflow;
- (iv) underlying asset price or index of underlying assets;
- (v) gold price or gold price index;
- (vi) exchange rate of foreign currencies;
- (vii) credit ratings or credit events of debt instruments or bonds, or other type of debt instruments having similar characters, or credit ratings or credit events of repayment ability of the issuer of such debt instruments or debtors of the company; or
- (viii) other underlying specified by the office of the SEC with consent of the SEC.

Repayment of principal/ payment of return : In cash, delivery of underlying assets or securities which are not securities issued by the Company and/or delivery of other assets.

Allocation method : Domestic and/or international offering to the public and/or institutional investors and/or high net worth investors and/or specific investors not exceeding 10 persons with the sales of par value not exceeding THB 100 million during any 4-month period. The structured notes may be offered in the same set or several sets at the same time or several times. The Company may issue additional structured notes with revolving basis with an amount equal to the structured notes which have been redeemed or repurchased by the Company.

See as appropriate to issue structured notes with the amount of not exceeding THB 3,000 million. The meeting should assign to the Board of Directors and/or the Management Committee and/or the Derivatives Investment Committee to take the following actions:

a) to determine the details and other conditions in connection with the issuance and offering of structured notes such as determination of interest rate, offering method, amount of structured notes to be issued and offered on each occasion, term and type of structured notes, underlying assets, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method and any details on the offering, etc.; and

b) to enter into negotiations, agreements and execution of agreements, documents, applications for permission and necessary evidence required in relation to the structured notes, as well as to communicate and submit such applications for permission or waiver, documents and evidence to

**Attachment Agenda 1 : To adopt the minutes of
The Ordinary Shareholders Meeting 2014**

the relevant authorities or agencies concerning the issuance and offering of structured notes and the listing of the structured notes on domestic or overseas secondary stock exchange.

The Chairman asked if any shareholders have questions.

There is no query from any shareholder or proxy and the Chairman called for a voting.

The meeting considered and approved unanimously to the issuance and offering of structured notes with the amount of not exceeding THB 3,000 million detailed as the Board of directors proposed.

Voting results were as follows:

For	482,728,493	votes,	100% of the quorum
Against	-	votes	
Abstention	-	votes	

Agenda 9 Other Business (if any)

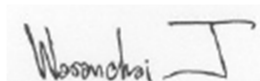
The Chairman informed that there was no other matter being proposed by the shareholders for the meeting to consider.

Then, the Chairman opened the opportunity for shareholder to ask questions and the CEO answered the general and current questions being asked until there were no further questions.

The Chairman thanked the meeting and adjourned the meeting at 16.15 h



**(Mr.Yuth Vorachattarn)
Chairman**



**Recorded by :
(Mr.Waranchai Jensiriwanich)**

Enclosure 2.

Attachment Agenda 5 : To consider and appoint directors in place of retired directors whose tenure are expired.

Biography of the Person to be proposed for Nomination as Director

Name - Surname	Mr. Yuth Vorachattarn	Mr. Montree Sornpaisarn	Mr. Pusit Kaewmongkolsri
Age	67 year	50 year	53 year
Nationality	Thai	Thai	Thai
Highest Education	• Master Degree in Economic (English Program), Thammasat University	• MBA (Finance), Thammasat University	• Master Degree in MIS, West Coast University, USA
Participation in the DAP Program	DCP #0	DAP #21/2004	DAP #11/2004
Current Position (The Company)	Independent Director	Director	Director
Appointment Date	October 2002	October 2001	January 2003
Duration of Directorship	12 years	13 year	11 year
Shareholding (as of Dec.31, 2014)	None	None	None
Work Experiences	Present <ul style="list-style-type: none"> Chairman and member of the Audit Committee Chairman and Chairman of the Audit Committee, Maybank Asset Management (Thailand) Co., Ltd. Chairman, Siam Panich Leasing Plc. Chairman, Preecha Group Plc. Chairman of the Audit Committee, Saha Thai Steel Pipe Plc. Chairman of the Audit Committee, Taokaenoi Food & Marketing Plc. 	Present <ul style="list-style-type: none"> Director and Chief Executive Officer 	Present <ul style="list-style-type: none"> Director and Chief Operating Officer Director, Maybank Asset Management (Thailand) Co., Ltd.
Attendance of Board Meeting at 2013 (Total 7 times)	7/7 times	7/7 times	7/7 times

Biography of the Person to be Proposed for Nomination as Director (Con't)

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Mr. Yuth Vorachattarn	3	Chairman and member of Audit Committee	2	None
Mr. Montree Sornpaisarn	None	Director	None	None
Mr. Pusit Kaewmongkolsri	None	Director	1	None

Remark : * Base in Thailand only

Enclosure 2.
**Attachment Agenda 5 : To consider and appoint directors
in place of retired directors whose tenure are expired.**

Information for Considering Appointing Person as Independent Director

Characteristic of Conflict of interest	Person to be Proposed for Nomination as Independent Director
	Mr. Yuth Vorachattarn
Have/not have the following interest with the Company, its parent company, its subsidiary (s), its associated company (s) or any juristic person (s) with potential conflict of interest at present or in the last two years.	
1.(Be/not be a controlling director, an employee or an advisor who is given salary or regular compensation)	None
2.Be/not be a professional service provider	None
3.Have/not have business relationship	None

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Maybank Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Maybank Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Maybank Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company's operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Maybank Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.

**The Company's Article of Association
regarding Procedures, Process and Vote Casting in the Shareholders' Meeting**

Chapter VI: Shareholder Meetings

44. The board of directors shall organize a shareholders' meeting, which is an annual ordinary general meeting of shareholders within four months after the last day of the fiscal year of the Company. Shareholders meeting other than the one referred shall be called extraordinary general meeting.

The board of directors may call an extraordinary meeting of shareholders at any time as the board consider expedient to do so, or the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in the request . The board of directors shall proceed to call a meeting of shareholders within one month after receiving such request from the shareholders.

45. In calling a shareholders' meeting, the board of director shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the mentioned matters. The notice shall be delivered to the shareholders and the registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three consecutive days at least three days prior to the date of the meeting.

46. At the shareholders' meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf. The power of attorney must be in writing and signed by authorizer and in a form required by registrar of the public company. The authorizer must give this proxy to Chairman of the meeting or person authorized by the Chairman at the meeting location prior to attending the meeting. The proxy must at least include the following:

- (a) The number of shares held by the authorizer.
- (b) Name of Authorizer.
- (c) No. Of the meeting the person is authorized by the shareholder to attend and vote on his or her behalf.

47. In order to constitute a quorum at the shareholder meeting, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty five persons or not less than one half of the total number of shareholders and shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as stated and the shareholder, such meeting cancelled, requested such a meeting. But if the meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In this subsequent meeting a quorum is not required.

Enclosure 3.

48. Chairman of the Board is Chairman of the shareholders' meeting. In a case when the Chairman is not in the meeting or cannot perform his or her duty and if there is a vice-chairman, the vice-chairman will act as Chairman. If there is no vice-chairman or he or she cannot perform the duty, the attending shareholders shall select one shareholder to be the Chairman of the meeting.

49. The resolution of the shareholder meeting shall comprise the following votes:

49.1 A final decision or resolution at the shareholder meeting shall be made by voting. Regardless of how the vote is cast, there shall be always one share for one vote.

49.2 In an ordinary event, the majority vote shall be considered from the shareholders attending the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a decisive vote

49.3 In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and who have the right to vote is required:

- (a) The sale or transfer of the whole or important parts of the business of the company to other persons;
- (b) The purchase or acceptance of transfer of business of other companies or private companies by the Company;
- (c) The making, amending or terminating of the contracts regarding the granting of a lease in whole or in important parts of the business of the Company, the assignment of the management of the company's business to any other persons or the amalgamation of business with other for the purpose of profit and loss sharing.
- (d) Amending, adding the company's Memorandum of Association and Article of Association.
- (e) Merger or terminating the company.
- (f) Issuance of debenture.

In a case if the shareholder has any special benefit in any issue, such shareholder will not have a right to vote on such issue except when casting vote to elect the directors.

50. The matters to be considered or executed at the ordinary general meeting are at least the followings:

- (a) Acknowledge reports of the board of directors concerning the operation of the company's business for the past year.
- (b) Approve the balance sheet and the statement of profit and loss;
- (c) Approve the allocation of profit
- (d) Elect directors in replacement of the retirement of the directors' term of office;
- (e) Appoint auditors for the company and fix the auditing fee.
- (f) Other issues (if any).

51. The Company shall submit the existing list of shareholders at the date of the annual ordinary general meeting by stating name, nationality, address, number of the holding shares and number of share certificates to the registrar within one (1) month after the date of the meeting.

Documents to Be Shown Before Attending the Meeting

1. Ordinary Person shareholder

If attended by him or herself To show identification card with photo on it which was issued by government agencies and is not yet expired such as personal identification card, driver license or passport.

If attended by Proxy

A) Proxy document as attached with the meeting's invitation letter, already filled in completely with signatures of proxy holder and assignor of authority

B) Copy of identification card with photo of proxy holder which was issued by government agencies and is not yet expired such as personal identification card, driver license or passport. Copy of the document is certified by proxy holder.

C) Original identification card with photo of proxy holder which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport.

2. Juristic Person shareholder

●Proxy document as attached with the meeting's invitation letter, already filled in completely with signatures of juristic person's authorized person (s) as stated in the Juristic Person Registration at the Ministry of Commerce and juristic person's seal (if any).

●Copy of Juristic Person Registration of shareholders certified by juristic person's authorized person(s).

●Copy of photo identification card of juristic person's authorized person(s) which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport. Copy is to be certified by juristic person's authorized person(s).

●Original identification card with photo of juristic person's authorized person(s) which was issued by the government agencies and is not yet expired such as personal identification card, driver license or passport.

3. Non-Thai shareholders or juristic person set up under foreign law

Use document as stated in 1 or 2 depending on cases under the following conditions:

A) Certification of Juristic Person. It may be a document issued either by authority of the country where juristic person is located or by juristic person's official. However, it has to contain details of name of juristic person, authorized persons(s) and condition or limitation of authorization signatories and location of head office.

B) Document without English original must be attached with an English translation which must be certified by representative of juristic person to certify an accuracy of translation.

Location Map

At the Arnoma Hotel's Arnoma 2,3 Room,
No.99 Rajadamri Road, Pathumwan, Bangkok. Tel. (66) 0 2255 3444



Stamp Duty
20 Baht

PROXY FORM

Made at _____

Date _____

(1) I, _____ Nationality _____ Age _____
Reside at _____(2) Holder(s) of _____ Share(s) of **MAYBANK KIM ENG SECURITIES (THAILAND) PLC.** Share Certificate No.(s) _____(3) hereby appoint _____ Nationality _____ Age _____
Reside at _____ or; Associate Professor Dr. Preecha Jarungidanan (Independent Director)
Age 68 years, residing at 190/7 Moo 3, Sapansoong, Bungkum, Bangkok 10240; or Associate Professor Dr. Paiboon Sareewiwatthana (Independent Director)
Age 60 year, residing at 76/1 Soi Soonvijai 8(2), Bangkapi, Huay-Kwang, Bangkok 10320
The independent director has no stake in all the agenda.

To act as my/our proxy to attend and vote on my/our behalf at the Ordinary General Meeting of 2015 to be held on April 2, 2015 at 02.00 p.m. at Arnoma 2,3 room, Arnoma Hotel, No.99 Rajadamri Road, Bangkok, or at any adjournment thereof, on the here below agendas:

(4) The total voting which I/we authorize the proxy on my/our behalf is _____ votes.

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

Agenda 1. To adopt the minutes of the Ordinary Shareholders meeting 2014, held on April 2, 2014, For Against Abstention**Agenda 3. To consider and approve the financial statements for the year ended December 31, 2014.** For Against Abstention**Agenda 4. To consider and approve the appropriation of retained earning and the distribution of dividend.** For Against Abstention

Agenda 5. To consider and appoint directors in place of retired directors whose tenure is expired.

Approve the appointment of all directors _____

Approve the appointment of certain directors as follows:

1. Mr. Yuth Vorachattarn

For _____ Against _____ Abstention _____

2. Mr. Montree Sornpaisarn

For _____ Against _____ Abstention _____

3. Mr. Pusit Kaewmongkolsri

For _____ Against _____ Abstention _____

Agenda 6. To consider fixing directors' remuneration.

For _____ Against _____ Abstention _____

Agenda 7. To consider and appoint the company's auditors and to fix the auditors' remuneration.

For _____ Against _____ Abstention _____

Agenda 8. To approve the changing of the method to calculate the issue size utilization for Derivatives Warrants from Total DW Value of THB 4,200 million to be Total Outstanding DW Value of THB 4,200 million.

For _____ Against _____ Abstention _____

Agenda 9. Any other business (if any)

For _____ Against _____ Abstention _____

(5) For any act taken by my / our proxy, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

Appointer _____
(_____)

Proxy _____
(_____)

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
3. For the election of directors, the vote may elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement.