



PRANDA
GROUP

PRANDA JEWELRY PUBLIC COMPANY LIMITED



Document for the Annual General Meeting of Shareholders for the year 2014

Tuesday, April 21st, 2015 at 3.00 p.m.

Auditorium Room, 5th Floor, B1 building,

Pranda Jewelry Public Company Limited

28 Soi Bangna-Trad 28, Bangna, Bangna, Bangkok

Table of Contents

	Page
<ul style="list-style-type: none">• Notice of the meeting of Shareholders for the year 2014	1
Supporting Document for the Meeting Agenda	
<ul style="list-style-type: none">• Copies of Minutes of Ordinary Shareholders' Meeting for the year 2013 (Supporting document of Agenda 1)	9
<ul style="list-style-type: none">• Annual report and financial statements ended at December 31, 2014 (Supporting document of Agenda 2 and 3)	As attached
<ul style="list-style-type: none">• Information of comparison of the dividend payment for the year 2010 - 2014 (Supporting document of Agenda 4)	18
<ul style="list-style-type: none">• Profile of Directors Retiring by rotation proposed to re-appointing and Profile of a person who will be proposed to be a new director (Supporting document of Agenda 7)	19
<ul style="list-style-type: none">• Report of the remuneration payment of the Board of Directors (Supporting document of Agenda 8)	23
<ul style="list-style-type: none">• The auditing fee for the year 2015 (Supporting document of Agenda 9)	24
Document for attending the Annual General Meeting of Shareholders for the year 2014	
<ul style="list-style-type: none">• Registration Form	As attached
<ul style="list-style-type: none">• Required document for attending the Meeting, Voting and Result of Voting	26
<ul style="list-style-type: none">• Profile of Independent Directors whom shareholders can consider as their proxy	28
<ul style="list-style-type: none">• Procedures for attending the Meeting	32
<ul style="list-style-type: none">• Articles of the Company related to the Meeting of Shareholders	33
<ul style="list-style-type: none">• A map of the venue of Meeting of Shareholders'	36
<ul style="list-style-type: none">• Proxy Form A, Form B, and Form C	As attached
<ul style="list-style-type: none">• Annual report and financial statements ended at December 31, 2014 in form of CD-Rom	As attached

For more information, please contact Corporate Secretary Office

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Fax : 0-2398-2141

March 5th, 2015

Subject: Invitation to the ordinary general meeting of Shareholders for the year 2014

To: Shareholders

Attachment:

1. Copies of Minutes of Ordinary Shareholders' Meeting for the year 2013.
2. Annual Report and Financial Statements as of December 31st, 2014.
3. Supporting Document of Agenda 1 and Agenda 4, Agenda 7-9
4. Conditions and Registration Process including Proxy to participate in the Shareholders' Meeting
5. Profile of the independent directors whom shareholders can consider as their proxy holders
6. Procedures for attending the Meeting
7. The Articles of the Company related to the Meeting of Shareholders
8. The map of the venue of the Meeting of Shareholders
9. Proxy form
10. Business acceptance envelope to be delivered to the company (in case of proxy to the independent directors)

The Board of Directors of Pranda Jewelry Public Company Limited has a resolution of convening the Annual General Shareholders' Meeting for the year 2014 on Tuesday, April 21st, 2015 at 3.00 p.m. at Auditorium Room, B1 building, 5th floor, Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok to conduct the following Agendas:

Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2013, held on April 21st, 2014.

Fact and reason: The Ordinary Shareholders' Meeting for the year 2013 was held on April 21st, 2014. Minutes of the meeting have been arranged within 14 days ahead of the meeting date. Copies of are delivered to the Stock Exchange of Thailand and the Ministry of Commerce within duration of time specified. Please refer to details of the said minutes in the supporting document of Agenda 1.

Directors' opinion: The Directors consider and opine that the minute of the Ordinary Shareholders' Meeting has been recorded according to facts. It deems reasonable herein to confirm such minute of the Meeting in the Shareholders' Meeting. The Company distributes the minute of Ordinary Shareholders' Meeting for the year 2013 in this website: www.pranda.com or www.pranda.co.th

Agenda 2: To acknowledge the Board of Directors' 2014 Annual Report.

Fact and reason: The Section 113 of the Public Limited Companies Act B.E. 2535 and Article 39 and 43 of the Company's regulations stipulate that the annual general shareholder's meeting should be held to inform the operating performance of the Company during the previous year and the annual report of the Board of Directors together with the meeting invitation letters should be handed to shareholders. The Company has reported operating performance and important changes in 2014 as appeared in the Annual Report 2014 of the Company and attached files.

Directors' opinion: The agenda is proposed just for acknowledgement, no resolutions are therefore needed.

Agenda 3: To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31st, 2014.

Fact and reason: The Section 112 of the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's regulation stipulate that the Company must cause the balance sheets and the profit and loss statements to be made at the end of the accounting year of the Company, for submission to the annual general meeting of shareholders for approval and the auditors to examine before being tabled to the shareholders for approval.

Directors' opinion: The Board agreed to present the Statements of Financial Position, Income Statements for the fiscal year ended 31 December 2014, all of which have been audited by the auditor from EY Office Limited and considered by the Audit Committee of the Company. The summary of the Company's financial status and operating results in 2014 and 2013 are detailed below:

The Selected Information of the Statements of Financial Position and Income Statements for the Company

Description	Consolidated Financial Statements		Consolidated Financial Statements	
	2014	2013	2014	2013
Total Assets	4,598	4,534	4,533	4,435
Total Liabilities	1,877	1,889	1,342	1,340
Total Revenues	3,341	3,777	2,412	2,906
Profit to Equity holders of the Company	146	165	147	220
Earnings per share (Baht/Share)	0.3554	0.4040	0.3581	0.5393

Details of which appears in the Annual Report of the Company for 2014 which has been sent to the shareholder with the Notice of the Annual General Meeting for 2014 as Enclosure.

Agenda 4: To consider and approve the earnings allocation and the dividend payment for operation 2014.

Fact and reason: According to operating results of the Company for the year 2014, the Company posted a profit to Equity holders of the Company in amount of Baht 219.73 million. This enabled the Company to consider paying dividend to the shareholders by virtue of Section 115 of the Public Company Limited Act B.E. 2535 and Articles 44 of the Articles of Association. The Company is required to allocate reserve according to law in rate of 5% of Net profit until it reaches amount equivalent to 10% of the company's registered capital complying with virtue of Section 116 of the Public Company Limited Act B.E. 2535 and Articles 45 of the Articles of Association.

The Company has policy to pay dividend at the rate of not more than 60% of the annual profit from separate financial statements. The dividend payment would be based on the company's operating profit, working capital and investment capital in tangible assets, financial conditions, and legal reserves as stated by laws both for present and the future.

Directors' opinion: The Directors consider and opine that the Shareholders should confirm the allocation of net profit for the year 2014 and approve the dividend payment for the year 2014 with detail as follows:-

1. To propose the meeting to acknowledge the allocation of certain amount of the annual net profit as legal reserve. And the company has already allocated 41 million baht reserve as required by law.
2. To propose the meeting for consideration and approval of the dividend payment from the operating result in 2014, at the rate of Baht 0.15 per share of business with exemption of corporate income tax. The board has resolved to set the record date on March 16th, 2015, to determine the list of shareholders who are entitled to receive dividends and the shareholders' registration book closing on March 17th, 2015, to collect shareholders' names according to Clause 225 of the Securities and Exchange Act. The dividend will be paid on May 8th, 2015.

The amount of such dividends approved by the Board of Directors at 41.89% of profit to equity holders of the Company from separate financial statements. This is in accordance with the Company's dividend payment policy and allocates the remaining net profit to retained earnings of the Company.

The rate of annual dividend payment from the fiscal 2009 to 2013 has been presented in comparison to supplement consideration of shareholders according to the supporting document of Agenda 4.

Agenda 5: To consider and approve the decrease of registered capital of the Company from the current registered capital of the Company from the current registered capital of Baht 410,000,000 to be the new registered capital of Baht 409,529,000 by decreasing the registered ordinary shares balance from Employee Stock Option Program (ESOP) that the warrant holders waived share conversion amount of 471,100 ordinary shares with par value Baht 1 and to amend Clause 4 of the Memorandum of Association of the Company in order to be in line with the registered capital.

Fact and reason: To comply with Section 139 and Section 140 of the Public Limited Companies Act, B.E. 2535, the Company must decrease of the Company's registered capital from the existing registered capital of Baht 410,000,000 to Baht 409,529,000 by the decrease of the registered ordinary shares balance from Employee Stock Option Program (ESOP) that the warrant holders waived share conversion amount of 471,000 ordinary shares with par value Baht 1 and to amend Clause

“ Clause 4.	The registered capital	409,529,000 Baht	(Four hundred nine million and five hundred twenty nine thousand Baht)
	Divided into	409,529,000 Shares	(Four hundred nine million and five hundred twenty nine thousand shares)
	At the par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary shares	409,529,000 Shares	(Four hundred nine million and five hundred twenty nine thousand shares)
	Preferred shares	Shares	(.....)”

Directors' opinion: The Board of Directors considered details of this agenda and recommended that the shareholders should approve the decrease of the Company's registered capital.

This agenda is required an approval vote from the Shareholders' Meeting with a consent of at least three-fourths from the eligible shareholders who present at the meeting and have the rights to vote according to the Articles of Association of the Company No. 38 page 34

Agenda 6: To consider and approve the issue and offer debentures in an amount of not exceeding Baht 500 million.

Fact and reason: The Company aims to issue and offer debentures in an amount of not exceeding Baht 500 million to be used as working capital for the company. The preliminary details as follows:

Purpose	:	Working Capital for the Company
Type	:	All types and all kinds of debentures (with or without collateral), depending on the appropriateness of the market conditions at each time the debenture is issued and offered
Currency	:	Baht and/or foreign currency by using the exchange rate at each time the debenture is issued and offered
Total Value of Debenture	:	Not exceeding Baht 500 million or in other foreign current at equivalent Baht amount In this regard, the Company is able to issue and offer additional debentures and/or issue and offer debentures in place of the existing debenture which has been redeemed within such credit line. The debenture issued by the Company at any time shall have a value not exceeding such credit line.
Term of the Debenture	:	Not exceeding 5 years since the date of each issuance
Offering	:	To offer for one time or several times and/or as a project and/or on a revolving basis, through a public offering and/or right offering and/or offer to the local institutional investors and/or international investors, at the same time or at a different time, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered.
Redemption prior to maturity date	:	The debenture-holder and the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.
Interest Rate	:	Depending on the market condition at the time of each issuance and offering of the debenture, or the terms and conditions of the debenture issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered.
Authority to specify other details	:	The Executive Board, or the person assigned by the Executive Board, shall have the following powers: <ol style="list-style-type: none"> 1) To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holder representative, as well as the details relating to the offering, including but not limited to, price, procedure and offering and allotment period. 2) To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person in the case in which the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate. 3) To deal with, negotiate, execute and/or amend the agreements and/or documentation, as well as provide information, submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such debenture, including the undertaking of any actions relevant to or necessary for such transaction it deems appropriate.

Directors' opinion: The Board of Directors deemed it appropriate to propose that the shareholders' meeting considers and approves the issuance and offering of the debentures in an amount of not exceeding Baht 500 Million, as proposed.

Agenda 7: To consider and approve the new directors to replace those due to retire by rotation.

Fact and reason: Article 19 of the Articles of Association of the Company requires directors to retire from office on a yearly basis at the rate of one-third or in the number three persons, out of the whole number of ten directors of the Company. The matter shall thus be proposed for the shareholders to consider appointing directors to replace the directors retiring by rotation. In this regard, the shareholders will be able to re-elect the retiring directors. The nomination and Remuneration Committee, excluding directors with conflict of interest, considered the 3 directors to have the qualification complied with the Public Limited Companies Act B.E.2535 and the knowledge including experience to relate with the operation of company.

However, the Company has allowed shareholders to nominate persons who are deemed qualified to vie for directors through the company's website during every October-December. Criteria for selection of directors and voting are shown in the company's Articles of Association Clause 16, 17 and 18.

Directors' opinion: With recommendation of the Selection and Remuneration Committee, the Board of Directors, exclusive of the directors having conflict of interest, deemed it appropriate to propose that the shareholders consider reelecting the directors retiring by rotation in a number of 3 persons, hereunder namely :-

- 1) Mr. Verachai Tantikul
- 2) Mr. Pramote Tiasuwan
- 3) Mrs. Rawitha Pongnuchit

Profile of the Directors retiring by rotation that proposed to re-appointing and a new director is shown in Supporting Document of Agenda 7

Qualification of independent directors is shown under the "Corporate Governance" in the company's annual report.

Agenda 8: To consider and approve the remuneration of the Board of Directors for 2015.

Fact and reason: Criteria on the remuneration of the company's directors have been proposed by the nomination and Remuneration committee, Remuneration of the directors is generally based on the company's operating result and offered according to their individual responsibility, task, performance, and benefits the company receives from each director.

Directors' opinion: The Board of Director has considered and approved the proposal of the nomination and remuneration committee and proposed for the shareholders' approval to allocate remuneration of the directors in amount of not exceeding 12.0 Million Baht in the fiscal 2015. However, it is suggested to inform the meeting the remuneration rate offered to the company's board of directors and executive directors in 2015 according Supporting Document of Agenda 8.

Agenda 9: To consider and approve the appointment of the Company's Auditors for 2015 and fixing their remuneration.

Fact and reason: As Section 120 of the Public Limited Companies Act B.E. 2535 requires the General Meeting of Shareholders to appoint auditors and to fix the auditing fee of the Company every year, the Audit Committee considers electing the auditor for 2015 and submits to the Board of Directors for consideration in order to submit to the shareholders' meeting for consideration the approval for the appointment of the Auditors for 2015 and fixing their remuneration that Mr. Narong Pantawong, C.P.A. Registration No. 3315 or Ms.Siraporn Ouaanunkun C.P.A.Registration No. 3844 or Ms. Waraporn Prapasirikul, C.P.A. Registration No. 4579 of EY Office Limited be appointed as the company's auditor for the year 2015 for a total remuneration not exceeding to Baht 2.56 Million. 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 and other service fee for verifying BOI Certificate not exceeding to Baht 0.12 Million, totaling not exceeding Baht 2.68 Million.

The Audit Committee was of opinion that as EY Office Limited has worldwide network which is acceptable by many countries. The auditing fee as proposed for the year 2015 is reasonable. Three Auditors together with EY Office Limited have no relationship or entry into any transactions which may create the conflict of interest to the Company. (In the meantime,the Selection Committee proposed the audit fee of subsidiary companies for the shareholders' acknowledgment)

Directors' Opinion: The Board of Directors agreed on the consideration and recommendation of the Audit Committee regarding the appropriateness of the work volume. The Board of Directors thus passed resolution to propose that the Meeting of Shareholders consider appointing:

- 1) Mr. Narong Phantawong, C.P.A. Registration No. 3315 or
(Never signed on the Company Financial Statements)
- 2) Ms. Siraporn Ouaanunkun, C.P.A. Registration No. 3844 or
(Never signed on the Company Financial Statements)
- 3) Ms. Waraporn Prapasirikul, C.P.A. Registration No. 4579 or
(Never signed on the Company Financial Statements)

EY Office Limited to be appointed as the Company's auditors for the year 2015 for a total remuneration up to Baht 2.56 million And other service fee for verifying BOI Certificate up to Baht 0.12 million, totaling not exceeding Baht 2.68 million. 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 and opinion on the company's financial statements in their place. Please refer to information of the auditors as appeared in the supporting document of Agenda 9.

Agenda 10 : To consider other issues (if any)

Fact and reason : Section 105 of the Public Limited Companies Act B.E. 2535 states that "Shareholders who hold combined stakes of not fewer than one-third of the total allocated shares are eligible to call the meeting to consider other matters outside those stipulated in the invitation letter".

Directors' Opinion: The Board of Directors realizes the importance of shareholders' meeting as well as the rights and equality of shareholders, and a right to vote and to receive any benefits. From the above intention, the shareholders should be able to propose Agenda for the company's shareholders' meeting. Therefore, the company deems it appropriate to accept Agenda proposal from shareholders through the company's website during every October to December before the shareholders come up with a written paper to the Board of Directors. If the Board considered the Agenda proposal of shareholders and ruled to exclude their proposal in the meeting's Agenda, the Board should inform them rationale through the company's website and through channel of the Stock Exchange of Thailand ahead of the meeting. The Board will explain the shareholders again at the meeting date. However, at the annual shareholders' meeting in 2014, no shareholders proposed Agenda ahead of the meeting.

The board of directors determines the practice of the shareholders' meeting to their rights and equality. So the resolution gives shareholders a chance to send the question and present the name of person for appointment the director in advance, before the Annual General Meeting of shareholders at the same time of the mentioned agenda by the directors consider and answer the shareholders' question through website of company and inform to the shareholders at the meeting day.

The Company would like to invite all shareholders to attend the meeting according to date, time and place as mentioned. Registration would be opened from 13.00 onwards. For shareholders who want to participate in the meeting themselves, please show identification cards or Civil Servant Identification Card or driving license as evidence to participate in the meeting. In case of the corporation, please take the certificate letter and verify their copies.

Any shareholders, who want to appoint other persons to attend the meeting and vote on their behalf at the meeting, please fill in and sign the proxy forms as attached and affix a tax stamp. Those who hold the proxies to attend the meeting are required to show document or evidence according to the Attachment No. 4 and submit to the Company's secretary prior to the meeting.

To protect the rights and benefits of the shareholders in case they could not participate in the meeting themselves but intend to appoint the Company's independent directors as their proxy holders and vote on their behalf, the shareholders are required to fill in the proxy forms and mention Mr. Verachai Tantikul, the independent director and the Company's Audit Committee Chairman or Mrs. Sarita Bunnag, the independent director, and the Company's Audit Committee or Mrs. Rawittha Pongnuchit, the independent director, and the Company's Audit Committee as their proxy holders. We would appreciate if the shareholders deliver the said proxies with related file attachments to the Corporate Secretary Office of Pranda Jewelry Public Company Limited, No. 28, Soi Bangna-Trad 28, Bangna Sub-district, Bangna District, Bangkok 10260 Thailand before April 21st , 2015

Moreover, to provide the best convenience to the shareholders to attend the meeting, the Company has also arranged the shuttle buses at The Phut Anan Shooting Range (20 meters from Bang Na BTS station) which the shareholders could reach our shuttle bus drivers at 087-756-0001 (Mr. Sa-ad Prasertsri) and/or 081-113-5533 (Mr. Chittrakron Phetnin) and could also inform in advance for using the shuttle bus service at during 12.00-13.30 Corporate Secretary Office at telephone number 0-2769-9403 (Direct) or 0-2769-9999, 02-361-3311 ext.403, 436. The Company has also provided map of office for those who travel by themselves to attend the meeting.

For AGM for the 2014, The Company reserves right to cancel the souvenir for our shareholders that complied with anti-corruption policy of the company.

Yours Sincerely,



Sunanta Tiasuwan

Chair of Group Executive Committee

- Corporate Secretary Office

Mr. Dusit Chongsutthanamanee

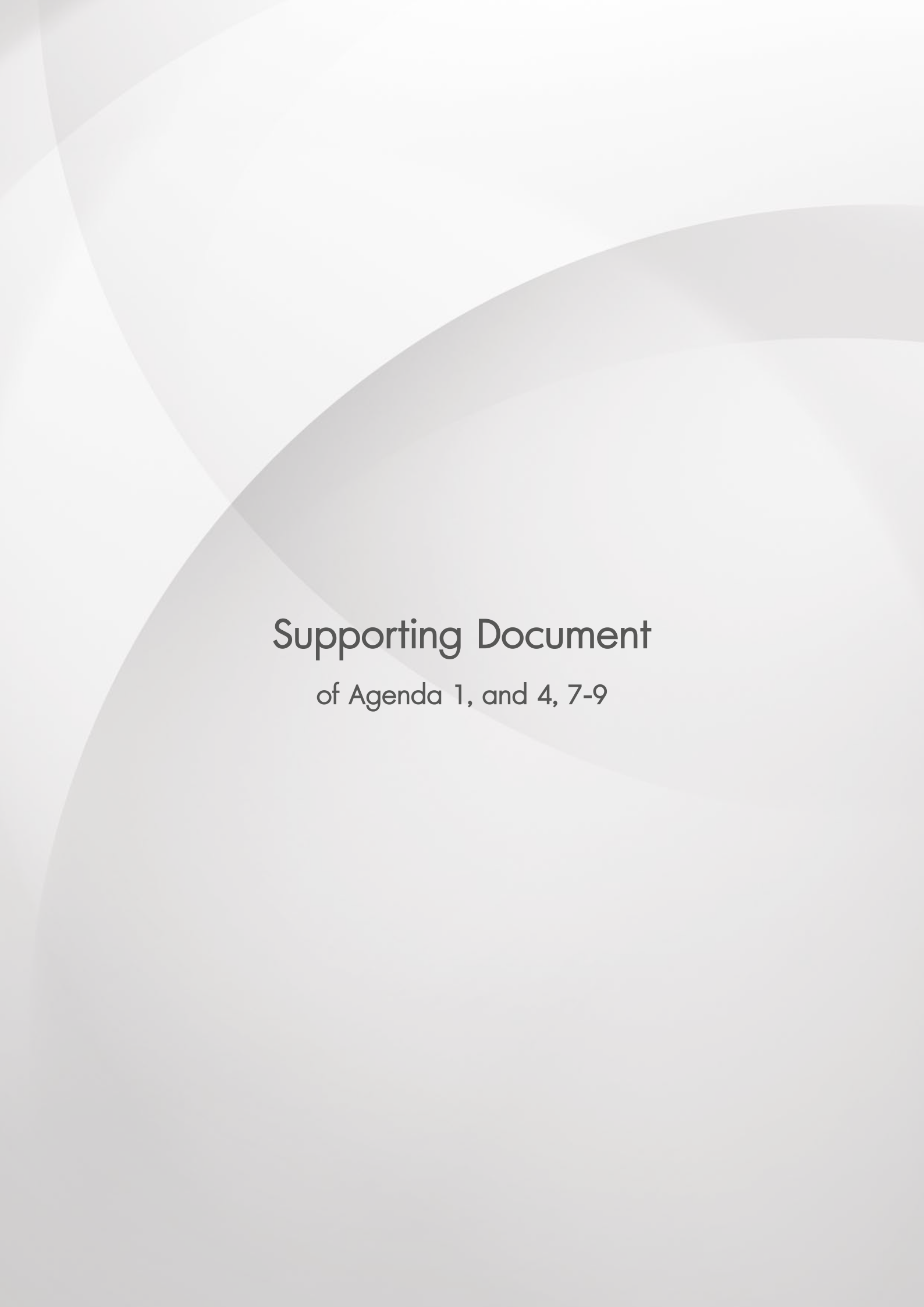
Ms. Patcharaporn Sornsiri

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Supporting Document

of Agenda 1, and 4, 7-9

Minutes of the 2013 Annual General Meeting of Shareholders
Of
Pranda Jewelry Public Company Limited

Date, Time & Venue

The Meeting was held on 21st April 2014 at 14.00 hrs. At Suanluang Ballroom, Novotel Bangna Bangkok Hotel, Srinakarin Road, Nongbon, Pravet, Bangkok

Mr. Kanching Devahastin Na Ayutthaya, Public Relations Manager introduced the Board of Directors, Executives Advisor, Auditors of Ernst & Young Office Limited to the Meeting as follows:

Directors present at the Meeting:

1. Mr. Prida	Tiasuwan	Board Chairman
2. Mrs. Prapee	Sorakraikitikul	Director / Group Finance Director / Nomination and Remuneration Director
3. Mrs. Sunanta	Tiasuwan	Director / Chair of Group Executive Committee / Chair of Group Finance Committee / Nomination and Remuneration Director
4. Mrs. Pranee	Khunprasert	Director / Executive Director / Group Finance Director / Nomination and Remuneration Director
5. Mr. Pramote	Tiasuwan	Director / Executive Director / Chair of Group Corporate Values Committee / Group Finance Director / Nomination and Remuneration Director
6. Mrs. Panidda	Tiasuwan	Director / Nomination and Remuneration Director
7. Ms. Pittaya	Tiasuwan	Director / Executive Director / Group Finance Director
8. Mr. Verachai	Tantikul	Independent Director / Chair of Audit Committee / Chair of Nomination and Remuneration Director Committee
9. Mrs. Rawitha	Pongnuchit	Independent Director / Audit Committee
10. Mr. Jumnonk	Wattanaquest	Independent Director / Audit Committee

Board Advisor present at the Meeting:

1. Lt. Jg Anan	Panananda R.T.N.	Advisor to Board of Directors
2. Mrs. Sarita	Bunna	Advisor to Board of Directors

Executives present at the Meeting:

1. Mr. Chanat	Sorakraikitikul	Executive Director / Group Finance Director
2. Mr. Dusit	Chongsutthanamane	Group Finance Director / Corporate Secretary
3. Mr. Thanee	Panjakrid	Accounting and Finance Department Manager

Auditors present at the Meeting:

Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant Registration No. 4523, of Ernst & Young Office Limited.

Secretary to the Meeting: Mr. Dusit Chongsutthanamane

Mr. Prida Tiasuwan, Chairman of the Board of Directors, presided as the Chairman of the Meeting. The Chairman then declared the 2013 Annual General Meeting of Shareholders ("AGM") of the Company opened.

When the Meeting began, there were 250 shareholders and proxies present at the Meeting, representing a total of 201,746,132 shares, or equal to 49.26 percent of the total number of 409,529,000 shares sold of the Company. A quorum was therefore constituted in accordance with Article 36 of the Company's Articles of Association. The Chairman then declared the 2013 Annual General Meeting of Shareholders open and asked the Meeting to consider the following agenda items.

The Chairman assigned Mrs. Sunanta Tiasuwan - **Chair of Group Executive Committee**, to clarify the Meeting procedures and the voting method on various agenda items as follows:

- 1) **In casting a vote**. Each shareholder or proxy holder has a number of votes equal to the number of shares (One Share : One Vote). Each shareholder may cast votes for approval, disapproval or abstain in each agenda item by using the ballot received on registration. The Meeting consists of 8 agenda items, whereby resolutions would be passed as follows:-

Agenda 1: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote.

Agenda 2: These agenda item was for acknowledgement and would require no resolution.

Agenda 3: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote.

Agenda 4: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote.

Agenda 5: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote. Due to in accordance with Section 70 of the Public Limited Companies Act 2535 stipulates the Company using the cumulative voting system in the election of directors, unless the Company is defined as otherwise regulations which the Company has set out in Article 18 of the Company's Articles of Association was presented in the AGM documents, Page 30 under "One Share: One Vote". The Company, therefore, followed the Company's Articles of Association.

Agenda 6: The resolution would be passed by votes of not less two-thirds (2/3) of the total votes of shareholders attending the Meeting, and excluding the votes of the shareholders who are directors are eligible to receive remuneration which has the special interests, totaling 48,333,540 shares.

Agenda 7: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote.

Agenda 8: The agenda was approved if shareholders proposed agenda for consideration.

Due to in accordance with Section 105 of the Public Limited Companies Act stipulates that the shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold, may request the Meeting to consider matters other than those indicated in the notice calling for the Meeting. Therefore, the Meeting shall have agenda item 8 to support in compliance with the laws.

- 2) **In counting of votes**; Only the votes of disapproval and abstention on each agenda item will be counted. The Chairman shall ask the shareholders to raise their hand so that the staff may collect the ballots from them. The votes of disapproval or abstention will then be deducted from the total number of votes cast by the shareholders present at the Meeting. The rest of the votes shall be treated as the votes of approval for that agenda. If the majority of the votes cast approve and are in accordance with the Company's Articles of Association on the voting, it shall be deemed that the Meeting agrees or approves that agenda item, except for the voting in agenda item 5 - To consider and approve the election of directors to replace the directors who retiring by rotation. For that agenda item, the approval, disapproval, and abstention ballots will be collected.

Before casting a vote for each agenda item, the Chairman will give the shareholders an opportunity to ask questions or give opinions relevant to that agenda item as appropriate. The shareholders who wish to ask questions are requested to stand state your name and surname before asking questions or giving opinions.

After the completion of the consideration of agenda item 8, the Company's staff will collect all ballots from shareholders in order to safe record as evidence of votes casting at this Meeting.

After the shareholders acknowledged and agreed with the Meeting procedures and the voting method as per above, the Chairman then asked the Meeting to consider with the following agenda item:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2012, held on April 22nd, 2013.

The Chairman proposed the Meeting to consider and certify the Minutes of the 2012 Annual General Meeting of Shareholders held on 22 April 2013. The details of which were presented in documents that has been submitted to shareholders together with the Notice of the Meeting, Page 7-15, totaling 9 pages. Therefore, the Chairman then asked the shareholders to consider and certify such Minutes.

After due consideration, the Meeting resolved to certify the Minutes with a majority of the vote as follows:

Approved	204,311,432	votes	representing	100.00%
Disapproved	0	votes	representing	0.00%
Abstained	0	votes	representing	0.00%
Total	204,311,432	votes	representing	100.00%

Remark : While the Meeting was considering this agenda item, There additional shareholders were present with 2,565,300 shares.

Agenda 2 To acknowledge the Board of Directors' 2013 Annual Report.

The Chairman asked Secretary to the Meeting to clarify the Meeting to acknowledge the 2013 Annual Report of the Company's Board of Directors

• **Business Structure**

The Company's core business is production, distribution and retail of fine jewelry products. The Company has become one of Thailand's leading jewelry exporters with customer base spanning in key regions of the world from North America to Europe and Asia. The Company has established solid foundations to achieve such vision as is evident by the Company's balanced management structure as follows

1) **Production**

- With the sale of Baht 1,653 million, representing 45% of total sales
- The production capacity of more than 10 million pieces of jewelry per year
- The Group operates 7 factories in 4 countries including Thailand, Vietnam, Indonesia and Germany

2) **Distribution**

- With the sale of Baht 1,216 million, representing 33% of total sales
- PRANDA distributors are located in key regions worldwide including US, UK, Germany, France, Italy, Spain, Japan and India. The distribution channel is the major distributors all over the world
- Currently, PRANDA has set up 5 subsidiaries of distribution base in 5 countries, namely; 1) Pranda North America 2) Pranda U.K. 3) H.GRINGOIRE 4) Pranda Jewelry Private and 5) Pranda and Kroll

3) **Retail**

- With the sale of Baht 780 million, representing 22% of total sales
- The Company has subsidiaries which are versatile in retail management both for own retail outlets and franchise enabling the Company to gain access to consumers. Currently, the Company is operating its retail business mainly through four subsidiaries in Thailand, China, Indonesia and Vietnam.

• **Performance Comparison between the year 2013 and 2012**

Unit : Million (Baht)

	2013		2012		Increase / (Decrease)	
	Million	%	Million	%	Million	%
Total assets	4,534	100.0%	4,548	100.0%	(14)	(0.3%)
Total liabilities	1,889	41.7%	1,785	39.3%	104	5.8%
Total shareholders' equity	2,645	58.3%	2,763	60.7%	(118)	(4.3%)

Unit : Million (Baht)

Income Statements	2013		2012		Increase / (Decrease)	
					Million	%
Sales Revenue	3,649	100%	4,177	100%	(528)	(12.6%)
Gross Profit	1,038	28.5%	1,418	34.0%	(380)	(26.8%)
SG&A Expenses	1,013	27.8%	946	22.7%	67	7.1%
Operating Profit	25	0.7%	472	11.3%	(447)	(94.7%)
Gain / (Loss) from exchange rate	93	2.6%	12	0.3%	81	675.0%
Reversal allowance for loss on impairment of investment properties.	-	0.0%	34	0.8%	-	N.A.
Impairment loss on goodwill	30	0.8%	(30)	0.7%	60	200%
Profit for Equity Holders	165	4.5%	450	10.8%	(285)	(63.3%)

The Meeting acknowledged the 2013 Annual Report of the Company's Board of Directors as proposed by the Chairman

Agenda 3 To acknowledge the payment of the interim dividends from the profit for the year 2013 ended 31 December 2013.

The Chairman asked Secretary to the Meeting to clarify the details of the payment of an interim dividend in respect of the profit for the year 2013 ended 31 December 2013.

To comply with the laws and the Company's Articles of Association, the Company must prepare a statement of financial position and income statement at the end of each year of the Company. The preparation of financial statements in accordance with generally accepted accounting principles, which has been certified by the auditor of the Company. The details appear on Pages 105-106 in the 2013 Annual Report, which has been distributed to all shareholders prior today's meeting, as well as have already been summarized the financial statements and income statement (in part) on the Notice in agenda item 3, and in order to allow shareholders to acknowledge any changes to the results of operations, the details of which can be summarized as follows:

Sales Revenue

Unit : Million (Baht)

	2009	2010	2011	2012	2013
Sales Revenue	3,664	4,056	4,122	4,177	3,649

Quarterly Sales Revenue

Unit : Million (Baht)

	2013	2012
1 st Quarter	971	996
2 nd Quarter	760	876
3 rd Quarter	988	1,106
4 th Quarter	930	1,229

Profitability

Unit : Million (Baht)

	2012	2013
Gross Profit	1,418	1,038
Operating Profit	472	25
Profit attributable to shareholders' equity of the Company	450	165

Quarterly Profitability

	Operating Profit	Net Profit
1 st Quarter	39	(21)
2 nd Quarter	(38)	18
3 rd Quarter	(5)	71
4 th Quarter	28	96

Debt and Shareholder's equity

Unit : Million (Baht)

	2009	2010	2011	2012	2013
Total Debt	1,402	1,517	1,779	1,785	1,889
Total Shareholders' equity	2,866	2,505	2,540	2,763	2,645

After due consideration, the Meeting resolved to certify the Minutes with a majority of the vote as follows:

Approved	213,064,964	votes	representing	99.99%
Disapproved	0	votes	representing	0.00%
Abstained	30,000	votes	representing	0.01%
Total	213,094,964	votes	representing	100.00%

Remark : After the completion of the consideration of agenda item 2-3, there additional shareholders were present with 8,783,532 shares in this agenda item. And there was shareholder asked questions as follows:

Mr. Saijai Seekot: In financial statement page 107, in the year 2013, there were additional land, building and equipments of approximately Baht 210 million. Had the Company invested something special in 2013?

Mr. Dusit Chogsuthanamane: the Company has been building a new building. Our new building is located at the same location with our plant, which the new building will have space around 10,000 square meters, with 5 floors to accommodate the development and product design center. Some part of the old building will be renovated to expand production capacity. The actual investment is approximately Baht 300 million which come from financial institutions by Baht 150 million and other Baht 150 million will come from the Company itself.

Mr. Saijai Seekot: In 2013, the Selling and Administration expenses increased to Baht 100 million. Is it the result of the Company's promotional price campaign last year?

Mr. Dusit Chogsuthanamane: No, because the promotional price campaign is related with product pricing which will affect to Gross Margin. But the Selling and Administration expenses is divided into 2 items: Firstly, the Selling Expenses, which is the marketing expenses for example the marketing staffs are included in this section. Secondly, the Administration Expenses, it is only office matter. So normally we control the compensation of employees and executives to increase not more than 5% each year. And another reason that we have additional cost is we had to incorporate one of our subsidiaries in 3rd Quarter 2013. It is Pranda Marketing (Indonesia) Company.

Mr. Saijai Seekot: On page 110, it is said that our sales revenue are approximately Baht 3,600 million. And there are 2 effects as you described. It is the declining in sales revenue. So I would like to know that whether we lose market share to our competitors or the economy slow down in EU?

Mrs. Pranee Khunprasert: The main reason is EU economy itself. Because of the impact in EU is like a chain of impact which transfers from one country to another country.

Mr. Prida Tiasuwan: The economy crisis started from Greece, Malta and Spain. In the previous year, there was talking that EU might be shattered. It affected the consumer's psychology and the jewelry industry fell around 30% in line with the market. We did not lose market share to our competitors.

Agenda 4 To consider and approve the earnings allocation and the dividend payment for operating 2013.

The Chairman asked Secretary to the Meeting to clarify the details of the allocation of profit and annual dividend payment for the 2013 operating results to the Meeting for consideration.

For the 2013 operating results, the Company had profit attributable to shareholders' equity from separate financial statements of Baht 219.73 million. As a result, the Company can also pay dividends to shareholders in accordance with the laws and regulations of the Company, as well as the Company shall allocate a reserve fund not less than five percent (5%) of net profit until the reserve fund reaches an amount equal to ten percent (10%) of the registered capital required by laws. The Board of Directors, therefore, asked the Meeting to consider as follows:

1. Requested the Meeting to acknowledge the allocation of annual net profit to set aside a legal reserve which as of 31 December 2013, the Company's registered capital in the amount of Baht 410 million required by laws and regulations of the Company.

2. Requested the Meeting to consider and approve the dividend payment for the 2013 operating results at a rate of Baht 0.20 per share. The Board of Directors resolved to set the record date for determining the list of shareholders who are entitled to receive the dividend on March 17, 2014 and set the shareholder register book closing date on 18 March, 2013 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act, and the dividend will be paid on 9 May 2015. The total amount of dividend paid out of Baht 81.91 million, representing 37.27 percent of profit attributable to shareholders' equity from separate financial statements which in comply with the Company's dividend payment policy and the remaining are allocated as retained earnings of the Company.

The picture shows the dividend per share of the Company has paid 12 consecutive years and shows the dividend yield, dividend payout ratio and average stock price.

Unit : Baht per share

	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dividend per share (Baht)	0.80	0.55	0.65	0.65	0.95	0.55	0.40	0.53	1.10	0.60	0.60	0.2
Dividend payout ratio / net profit (%)	45.3	46.0	57.3	59.6	89.7	54.9	52.8	59.0	128.5	54.9	58.9	37.3
Dividend Yield (%)	14.8	8.3	9.3	9.7	14.3	7.3	5.3	13.6	19.0	9.4	8.4	2.2
Average Stock Price (Baht)	5.39	6.62	6.98	6.68	6.66	7.50	7.57	3.90	5.79	6.42	7.18	9.86

After due consideration, the Meeting resolved to approve with a majority of the vote as follows:

Approved	213,155,021	votes	representing	100.00%
Disapproved	0	votes	representing	0.00%
Abstained	10,000	votes	representing	0.00%
Total	213,165,021	votes	representing	100.00%

Remark : After the completion of the consideration of agenda item 4, there additional shareholders were 70,057 shares present the Meeting in this agenda item. And there was shareholder asked questions as follows:

Mr. Jirawat Paisarnsril: From the presentation, there will be a special dividend in every 3 years. Is it the dividend payment policy?

Mr. Dusit Chogsuthanamane: That is not the dividend payment policy. Normally we set the policy to pay dividend not more than 60% of annual earnings. In every year, we will pay 60% and we will have to reserve 40% of annual earnings, the reservation is for the business expansion. Therefore, the remaining amount after investing in each year, we will have to pay back to the shareholders.

Mrs. Sunanta Tiasuwan: In the last 4-5 years, we have paid extra dividend to the shareholders due to the BOI privileges, which allow the Company had not to pay the tax for dividend payment. Meanwhile, when we had sufficient cash, we would pay it back to the shareholders in term of extra dividend. The Company has gotten the benefit from BOI without tax payment for 8 years and another 5 years for 50% tax payment.

Agenda 5 To consider and approve the new directors to replace those due to retire by rotation and to appoint a new director and also change of the authorized directors.

The Chairman asked Mr.Verachai Tantikul, Chair of Audit Committee to clarify the details of the election of directors to replace the directors who are due to retire by rotation to the Meeting for consideration

According to Article 19, on Page 30 of the Notice of this Meeting stipulates that at every Annual General Meeting of Shareholders, one-third of the members of the Board of Directors or the longest members must retire by rotation. Those retiring directors are eligible for re-election. The Company's Board of Directors comprises ten (10) directors, and this year there are three (3) directors who must retire by rotation, namely;

- 1) Mrs. Sunanta Tiasuwan
- 2) Mrs. Panidda Tiasuwan
- 3) Mrs. Pranee Khunprasert

The Nomination and Remuneration Director Committee, which excluding directors who are stakeholders has considered that all three (3) directors have full qualifications according to the Public Limited Companies Act, knowledge, experience in related business operations of the Company. The brief resume of the three directors who are due to retire by rotation were presented on Pages 17-19 of documents for consideration. Moreover, the Company takes into account the rights of all shareholders by made an announcement to the Stock Exchange of Thailand (SET) regarding to allow the shareholders to nominate persons for election as director of the Company. The announcement was posted on the Company's website from October - December. For this year, no shareholder nominated any persons for election as director of the Company. The Nomination and Remuneration Committee then propose the directors to the shareholders consider and approve those three (3) directors to hold the position for another term.

The Chairman asked the Meeting to consider and approve the election of directors to replace the directors who are due to retire by rotation.

After due consideration, the Meeting resolved to approve with a majority of the vote as follows:

- 1) Mrs. Sunanta Tiasuwan

Approved	212,559,221	votes	representing	99.72%
Disapproved	582,800	votes	representing	0.27%
Abstained	31,000	votes	representing	0.01%
Total	213,173,021	votes	representing	100.00%

2) Mrs. Panidda Tiasuwan

Approved	212,559,221	votes	representing	99.72%
Disapproved	582,800	votes	representing	0.27%
Abstained	31,000	votes	representing	0.01%
Total	213,173,021	votes	representing	100.00%

3) Mrs. Pranee Khunprasert

Approved	212,559,221	votes	representing	99.72%
Disapproved	582,800	votes	representing	0.27%
Abstained	31,000	votes	representing	0.01%
Total	213,173,021	votes	representing	100.00%

Agenda 6 To consider and approve the remuneration of the Board of Directors for 2014.

The Chairman asked Mr.Verachai Tantikul, Chair of Audit Committee to clarify the details of the determination of directors' remuneration for the year 2014 to the Meeting for consideration.

The Board of Directors approved the guidelines for remuneration of directors proposed by the Nomination and Remuneration Committee which will be considered the suitability in various respects, including the Company's operating results, and suitability for their duties, responsibility, works and benefits of each directors, with the budget for the year 2014 in the amount of not exceeding Baht 12.0 million, which excluding the remuneration of directors who are Executive Director. However, the remuneration's report of the Board of Directors, Executive Committee, and Management of the year 2013 are attached for the shareholders to acknowledge, on Page 20.

The counting of votes for this agenda item, the votes of directors who are stakeholders will be separated to a part of no voting rights, the total number of share holding were 48,333,540 votes, and used as the base of the counting of votes. For this agenda item, the resolution would be passed by the votes of not less two-thirds (2/3) of the total votes of shareholders who attending the Meeting in accordance with Section 90 of the Public Limited Companies Act.

After due consideration, the Meeting resolved to approve with a majority of the votes as follows:

Approved	164,808,481	votes	representing	77.31%
Disapproved	0	votes	representing	0.00%
Abstained	31,000	votes	representing	0.01%
No voting rights	48,333,540	votes	representing	22.67%
Total	213,173,021	votes	representing	100.00%

Remark: There additional shareholders were 8,000 shares present the Meeting in 5-6 agenda items.

Agenda 7 To consider and approve the appointment of the Company's auditors and determine their remuneration for the year 2014.

The Chairman asked Mr.Verachai Tantikul, Chair of Audit Committee to consider and approve the appointment of auditors and determine audit fee for the year 2014

The Audit Committee has the process for selecting the external auditor for the year 2014 and proposed the Company's Board of Directors to consider and propose the Shareholders' Meeting to consider the appointment of Mr. Narong Pantawong, Certified Public Accountant Registration No. 3315, or Mr. Supachai Punyawattano, Certified Public Accountant Registration No. 3930, or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant Registration No. 4523, of Ernst & Young Office Limited, as the Company's auditor for the year 2014.

The Audit Committee is of the opinion that Ernst & Young Office Limited has a network coverage is accepted in many countries. This will enable the audit of the Company internationally, and determine the audit fee in the amount of not exceeding Baht 2.46 million, and other service fees which is the BOI Certificate of not exceeding Baht 0.12 million, the total amount shall not exceeding Baht 2.58 million which is reasonable, and the above three (3) auditors, including the Ernst & Young Office Limited have no any relationships or transactions which may cause conflict of interest with the Company.

After due consideration, the Meeting resolved to approve with a majority of the vote as follows:

Approved	213,142,021	votes	representing	99.99%
Disapproved	0	votes	representing	0.00%
Abstained	31,000	votes	representing	0.01%
Total	213,173,021	votes	representing	100.00%

Agenda 8 To consider other matters (if any)

The Chairman asked Secretary to the Meeting to clarify to the meeting to acknowledge on other important matters that the Company's Board of Directors recognizes the importance of the Shareholders' Meeting, as well as the rights and equitable treatment of shareholders by providing an opportunity for shareholders to propose additional matters which they deemed important and appropriate to be included in the agenda item of the 2013 Annual General Meeting of Shareholders in advance during October 1 - December 31, informally published on the Company's website before the shareholders must be submitted in writing to the Board of Directors in at a later date, and after the Board of Directors considered the matters that proposed by shareholders and were no resolutions to be included in the agenda item of the 2013 Annual General Meeting of Shareholders, will be available for the shareholders to acknowledge through the Company's website and through the channels of the Stock Exchange of Thailand before the meeting and will inform to the Shareholders' Meeting again on the Meeting day.

However, at the 2013 Annual General Meeting of Shareholders, there was no shareholder submitted any agenda to the Company in advance, unless there are any shareholders proposed agenda item according to Section 105 of the Public Limited Companies Act B.E. 2535, stipulates that "the shareholder whose total shares are no less than one-thirds (1/3) of the total issued shares, may request for consideration of other agendas apart from what included in the Notice of this Meeting", there is Agenda 8 included in the Meeting as required by laws.

In conclusion, after asking the Meeting, there was no additional matter for other agendas.

The Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned at 15.50 hrs.



Mr. Dusit Chongsutthanananee)
Corporate Secretary / Minute's Recorder

Certified Correct Information



And Director



(Mr. Prida Tiasuwan)
The Meeting's Chairman



(Mrs. Sunanta Tiasuwan)



(Mr. Pramote Tiasuwan)

The information of the comparison of the dividend payment
for the year 2010 - 2014

Detail of the dividends payment		2014 (proposal)	2013	2012	2011	2010
1. Net profit	(Million baht)	146.62	219.73	414.27	441.14	344
2. Number of share						
2.1 No. of shares entitled to interim dividend	(Million Share)	-	-	406.28	403.33	-
2.2 No. of shares entitled to annual dividend	(Million Share)	409.529	409.529	406.66	403.71	401.09
3. Total dividend paid per share	(Baht : share)	0.15	0.20	0.60	0.60	0.50
3.1 Interim dividend	(Baht : share)	-	-	0.10	0.10	-
3.2 Annual dividend	(Baht : share)	0.15	0.20	0.50	0.50	0.50
4. Total dividend paid	(Million baht)	61.43	81.91	243.96	242.19	200.54
Dividend Payout	(%)	41.89	37.28%	58.89%	54.90%	58.33%

- Note:**
- Meeting No. 14/2007, held on June 18th, 2008, passed the resolution that the Company's dividend policy would be to not exceed 60% of the net profit from the separate financial statements.
 - For operation result of year 2013, the Company's board of Directors had a resolution to approve the dividend payment in the rate of Baht 0.15 per share will pay to shareholders after the Annual General Shareholders' Meeting had a resolution to approve on April 21st, 2015.

Profile of the Directors retiring by rotation that proposed to re-appointing



Nominated for
Independent Director

Name - Surname Mr. Verachai Tantikul
 Age 71 years
 National Thai
 Address 29 Sirintorn Road, Soi 2 Bangplad District, Bangkok, 10700

Present Position

- Independent Director / Chairman of Audit Committee
- Director of the SCB Life Assurance Public Company Limited
- Tax Advisor of the Siam Commercial Bank Public Company Limited
- Advisor, the Law of SCG Company Limited
- Director of the Petroleum Committee under the Petroleum Law

Previous Position

- The National Legislative Assembly, Thailand.
- Director General, the Treasury Department, Ministry of Finance
- Director General, the Excise Department, Ministry of Finance
- Deputy Permanent Secretary, Ministry of Finance
- Inspectors - General, Ministry of Finance
- Deputy Director - General, the Revenue Department

Shareholding - None - (On December 27th, 2013)

Year in service 3 Years (Year 2012 - 2014)

Education

- LL.M., the University of California, at Berkely, U.S.A.
- Barrister-at-law, Thai Bar Association
- LL.B (Honors D), Thammasat University
- Certificate, National Defense College of Thailand. Class 37
- Senior Executive Development Program of the Office of the Civil Service Commission (OCSC) Class 13.
- Certificate of Director Certification Program (DCP), Class 37/2003, Thai Institute of Directors Association (IOD)

Position in other enterprises which may cause the conflict of interest - None -

Legal case(s) - None -

Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	20/20
Audit Committee	4/4
Nomination and Remuneration Committee	2/2



Name - Surname Mr. Pramote Tiasuwan

Age 62 years

National Thai

Present Position

- Director / Managing Director (Manufacturing) / Chair of Group Corporate Values Committee / Finance Director / Nomination and Remuneration Director

Previous Position

- Director of Gem and Jewelry Industry Club of the Federation of Thai Industries

Nominated for Director

Shareholding 10,280,560 shares or 2.54% (On December 30th, 2011)

Year in service 3 Years (Year 2012 - 2014)

Education

- Ordinary National Diploma in Technology (Mechanical Engineers) From Willesden College of Technology, London England
- Certificate of Director Certification Program (DCP) Class 46/2004
- Certificate of Director Accreditation Program (DAP) Class 16/2004
- Certificate of Finance for Non-Finance Program (FN) Class12/2004

Position in other enterprises which may cause the conflict of interest - None -

Position in other enterprises (unlisted firms) - None -

Position in other enterprise which may cause the conflict of interest - None -

Legal case(s) - None -

Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
Board of Directors	19/20
Executive Directors	9/9
Nomination and Remuneration Committee	2/2
Finance & Risk Management Committee	3/4
Core Values & CSR Committee	4/4



Nominated for
Independent Director

Name - Surname Mrs. Rawittha Pongnuchit
Age 64 years
National Thai
Address 5/208 Lamlumka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka, Pathumthani.

Present Position

- Independent Director, Chairman of the Audit Committee of Solartron Public Company Limited
- Independent Director, Member of the Audit Committee, and Chairman of the Sub-Committee on Law of Synnex (Thailand) Public Company Limited
- Sub-Committee in studying and monitoring the contracts, Ministry of Transport
- Advisor of The Institute of Management Consultants Association of Thailand
- Permanent Advisor of the Economics and Finance Academy
- Vice President of the Revenue Officers Association
- Vice President of the Revenue Officers Association
- Director of the Fiscal Policy Research Institute Foundation (FPRI)
- Director of the Capital Market Academy Alumni Association
- Director of Class 1, Top Executive program in Commerce and Trade (TEPCOT)
- Chairman of the Class 59 of the Director Certificate Program (DCP59)
- Board of Chairman of Pootra Corporation Co., Ltd.
- Independent Director, Member of the Audit Committee of NamHeng Concrete (1992) Co., Ltd.

Previous Position

- Inspector-General, Ministry of Finance
- Deputy Director-General, the Revenue Department
- Director of Bureau of Tax Appeals, the Revenue Department
- Lawyer 9 (Expert in protection and counter destroying of the tax system), Office of Tax Auditing, the Revenue Department
- Deputy Finance Ministry Spokesman
- The Revenue Department Spokesman
- Secretariat to the Revenue department
- Clearing Director of Thai Asset Management Corporation
- Chairman of the Audit Committee / Director of KTB Law Co., Ltd.
- Advisor to the Finance Minister
- Member of the Doing Business of Alien Committee, the Department of Trade Development, the Ministry of Commerce
- Member and Chairman of the Audit Committee of Sukhumvit Assets Management Co., Ltd.
- Director, Member of the Audit Committee, and Chairman of the Selection and Remuneration Committee of Thai Petrochemical Industry Public Company Limited
- Director, Member of the Audit Committee, and Member of the Risk Management Committee of the Thai Credit Guarantee Corporation
- Director of Airport Authority of Thailand Public Company Limited
- Representative of the Ministry of Finance in the Committee of the Tourism Authority of Thailand (TAT), the Ministry of Tourism and Sport
- Chairman of the Executive Committee of Office of Market Affairs Administration of Bangkok Metropolitan
- The Committee in the Sub-Committee on Monetary, Fiscal, Banking, and Financial Institution, Senate

Shareholding - None - (On December 30th, 2014)

Year in service 3 Years (Year 2012 - 2014)

Education

- LL.B. Ramkhamhaeng University
- M. Pol. Sc. Thammasart University
- Director Certificate Program (DCP) Class 59/ 2005 Thai Institute of Directors (IOD)
- Top Executive Program, Capital Market Academy (Class 3)
- Top Executive Program in Commerce and Trade (TEPCOT) Class 1
- Top Executive Program in Justice Management (Class 3)
- Public Administration and Public Law Program, King Prajadhipok's Institute, Class 3
- National Defense College, The Joint State - Private Sector Course Class 15, Thailand National Defense College

Position in other enterprises which may cause the conflict of interest - None -

Legal case(s) - None -

Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	19/20
Audit Committee	3/5

At this meeting, the proxy director has a stake in Agenda 8

The report of remuneration of the Director and The Executive Committee for year 2014

Remuneration of Director of the Company

Name	Remuneration of Directors			
	Position	Salary / Bonus	Position's Allowance	Total
1. Mr. Prida Tiasuwan	Chairman	5.506		5.506
2. Mr. Verachai Tantikul	Independent Director / Chair of the Committee		0.779	0.779
3. Mrs.Rawittha Pongnuchit	Independent Director		0.519	0.519
4. Mr.Chamnong Watanagase ^{/1}	Independent Director		0.360	0.360
5. Mrs.Panida Tiasuwan	Director	1.416		1.416
6. Mrs.Prapee Sorakraikitikul	Director	1.717		1.717
-. Mrs.Sarita Bunnag ^{/2}			0.165	0.165
Total		8.639	1.823	10.462

Note: /1 Appointed on March 25, 2014

/2 Resigned from Director, effective on March 23, 2014

Remaining four directors of the company are entitled to receive remuneration in capacity of the company's executive directors.

	Type of Remuneration	No. (person)	Salary / Bonus (million baht)
Executive directors and management	Salary and Bonus	12	33.016

Note: 1) There are 4 Board of Directors who have received remuneration as Executive Directors

2) Remuneration for Accounting and Finance Manager is not included in such remuneration

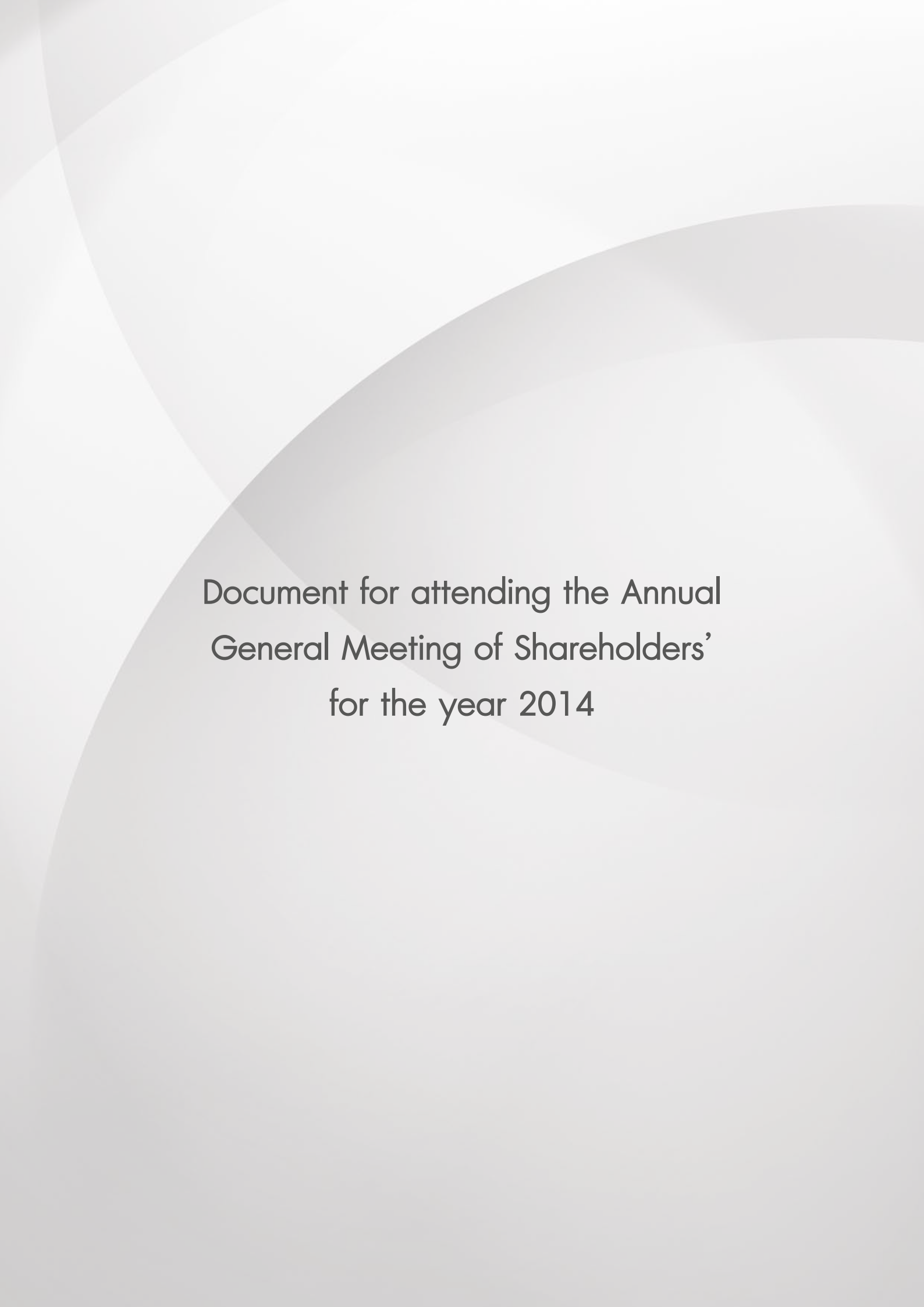
The Selection and Remuneration Committee has proposed remuneration of the company's Board of Directors in 2015 (year of proposal) based on the company's operating results and appropriateness determined by responsibility, task, performance of each directors, and benefits the company receives from each director in amount of **not exceeding 12.0 million baht**

The information of the comparison of the auditing fee for the year 2013 - 2015

Unit : million baht

	2015 (proposal)	2014	2013
The auditing fee	not more than 2.56	not more than 2.46	2.40
Non - Audit fee			
- Verifying BOI Certificate	0.12	0.12	0.12

- Regarding the auditors of Subsidiary Companies
Ernst & Young were admitted to be the auditors of Subsidiary Companies 3 units are:-
 1. Primagold International Co., Ltd.
 2. Crystalline Co., Ltd.
 3. Pranda Lodging Co., Ltd.



Document for attending the Annual
General Meeting of Shareholders'
for the year 2014

**Explanation of Procedures on Execution of Proxy, Registration, Submission of Documents for Attending the Meeting and Voting
For the Annual General Meeting of Shareholders for the Year 2014
Pranda Jewelry Public Company Limited
On April 21st, 2015**

Proxy

The Company has delivered a proxy form A, form B, and C, as prescribed by the Ministry of Commerce to shareholders, who cannot attend the meeting in person, to consider authorizing other person or any of the Company's three directors as proposed in the proxy instrument and named:

- | | | | |
|----|---------------|------------|--|
| 1. | Mr. Verachai | Tantikul | Independent Director / Chairman of the Audit Committee |
| 2. | Mrs. Rawittha | Pongnuchit | Independent Director / Audit Committee |
| 3. | Mr. Chomnong | Watanagase | Independent Director / Audit Committee |

Profiles of the above directors are also attached for consideration.

To authorize the Company's director as proposed,

- The grantor shall mark in for one name only in either 1. or 2. or 3. of Clause (3) and then affix his/her signature.
- The grantor shall deliver via post by using the business acceptance envelope attached hereto without stamp affixed, the original signed proxy instrument to "Corporate Secretary / Investor Relations Office" prior to the meeting date.

Registration

The Company will review completion of the proxy instrument and begin registration from 13.00 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok according to the steps of attending the Meeting. The attendants were required to bring following documents before entering the Meeting

1. Individuals

1.1 Required document for self-attended individual is an unexpired official document bearing the holder's photo such as identification card, driving license or passport

1.2 Proxy holders

- 1.2.1) Proxy Form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder.
- 1.2.2) A certified copy of the shareholder's official document, as specified in 1.1 and
- 1.2.3) The proxy holder's official document, as underlined in 1.1

2. Juristic Persons

2.1 Delegates of the shareholders

- 2.1.1) The delegate's official document, as underlined in 1.1
- 2.1.2) A certified copy of the registration document or certificate of juristic person and affixed common seal of the company (if any)

2.2 Proxy holders

- 2.2.1) Proxy form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder
- 2.2.2) A certified copy of the registration document or certificate of juristic person and affixed the common seal of the company (if any)
- 2.2.3) The proxy holder's official document, as underlined in 1.1

3. For the non-Thai individual or juristic person shareholder Use the document according to item 1 or 2 according to the following conditions,
- 3.1 copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, and head office location.
- 3.2 The document with the original copy written in the language other than English must be submitted together with the English translation. The translation copy must be certified by the juristic person's authorized person.

Voting

- In voting method, one share is entitled to one vote and resolutions of the shareholders' meeting must consist of following votes:
 - (1) On normal circumstance, the resolution shall be resolved according to the majority votes of the present shareholders. If the votes are equal on both sides, the meeting chairman shall make the final decision.
 - (2) In other case which the law or the Company's regulations state otherwise, it should count on the votes of not fewer than three-fourth of the total votes of shareholders who are attending the meeting and possess voting rights such the cases as business disposal or acquisition, merger, connected transaction items and empowering other persons to manage business on their behalf.
- Directors of the Company shall be elected by the shareholders meeting in accordance with the rules and procedures as follows:
 - (1) One shareholder possesses one voting right for each share held.
 - (2) Each shareholder is required to exercise his voting rights in full according to the number of shares held (1) to nominate one or several persons as Directors, but may not share his voting rights with others.
 - (3) Persons with the highest number of votes in descending order will be nominated as Director, according to the number of Directors or the requirement to appoint. In the event that a person nominated as a Director has the same number of votes as the next nominee, but both nominees exceed the number of Directors which the Meeting of Shareholders is required to appoint, the Chairman will cast the deciding vote.

Shareholders are therefore not eligible to split their votes in electing directors according to Article 70 (Cumulative Voting System) of the Public Listed Company Act.

- Decision or resolution of the shareholders meeting shall be made by voting. The shareholder will always have one vote for one share, regardless of the voting procedure. In case of equality of votes, the chairman of the meeting shall have a casting vote even though he is not a shareholder of the Company.

In an event that any shareholder has conflict of interest in any matter to be voted in the meeting, such shareholder shall not be entitled to vote for that matter, except for casting his/her vote for election of directors of the Company.

- Procedures on Casting Votes
The Chair of Group Executive will explain the procedure for cast votes before the meeting commences. Officers of the Company shall count and sum up votes on each agenda based on votes indicating in a proxy from upon registration and/or ballot submitted by the shareholder in the meeting. The Chairman of the meeting shall announce the results for each item on the agenda before the agenda is finished.

Profile of the independent directors whom shareholders can consider as their proxy holders



Name - Surname Mr. Verachai Tantikul
 Age 71 years
 National Thai
 Address 29 Sirintorn Road, Soi 2 Bangplad District, Bangkok, 10700

Present Position

- Independent Director / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee of the Pranda Jewelry Public Company
- Director of the SCB Life Assurance Public Company Limited
- Tax Advisor of the Siam Commercial Bank Public Company Limited
- Legal Advisor of SCG Legal Company Limited
- Director of the Petroleum Committee under the Petroleum Law

Previous Position

- The National Legislative Assembly, Thailand.
- Director General, the Treasury Department, Ministry of Finance
- Director General, the Excise Department, Ministry of Finance
- Deputy Permanent Secretary, Ministry of Finance
- Inspectors - General, Ministry of Finance
- Deputy Director - General, the Revenue Department

Shareholding - None - (On December 27th, 2013)

Year in service 3 Years (Year 2012 - 2014)

Education

- LL.M., the University of California, at Berkely, U.S.A.
- Barrister-at-law, Thai Bar Association
- LL.B (Hons), Thammasat University
- Certificate, National Defense College of Thailand. Class 37
- Senior Executive Development Program of the Office of the Civil Service Commission (OCSC), Course 1, Class 13.

Training attended with regard to roles and responsibilities of corporate directors

- Certificate of Director Certification Program (DCP), Class 37/2003, Thai Institute of Directors Association (IOD)

Position in other enterprises which may cause the conflict of interest - None -

Legal case(s) - None -

Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	20/20
Audit Committee	4/4
Nomination and Remuneration Committee	2/2

At this meeting, the proxy director has a stake in Agenda 8



Name - Surname Mrs. Rawittha Pongnuchit
Age 64 years
National Thai
Address 5/208 Lamlumka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka, Pathumthani.

Present Position

- Independent Director, Audit Committee of Pranda Jewelry Public Company Limited
- Independent Director, Chairman of the Audit Committee of Solartron Public Company Limited
- Independent Director, Member of the Audit Committee, and Chairman of the Sub-Committee Risk Management on Law Committee of Synnex (Thailand) Public Company Limited
- Director of the Institute of Management Consultants Association of Thailand
- Director of the Economics and Finance Academy
- Director of the Revenue Officers Association
- Director of the Fiscal Policy Research Institute Foundation (FPRI)
- Director of the Capital Market Academy Alumni Association
- Director of Class 1, Top Executive program in Commerce and Trade (TEPCOT)
- Chairman of the Class 59 of the Director Certificate Program (DCP59)
- Board of Chairman of Pootra Corporation Co., Ltd.
- Board of Chairman of Chankham Residence Co., Ltd.
- Independent Director, Member of the Audit Committee of NamHeng Concrete (1992) Co., Ltd.

Previous Position

- Inspector-General, Ministry of Finance
- Deputy Director-General, the Revenue Department
- Director of Bureau of Tax Appeals, the Revenue Department
- Lawyer 9 (Expert in protection and counter destroying of the tax system), Office of Tax Auditing, the Revenue Department
- Deputy Finance Ministry Spokesman
- Secretariat to the Revenue department
- The Revenue Department Spokesman
- Clearing Director of Thai Asset Management Corporation
- Chairman of the Audit Committee / Director of KTB Law Co., Ltd.
- Advisor to the Finance Minister
- Member of the Doing Business of Alien Committee, the Department of Trade Development, the Ministry of Commerce
- Member and Chairman of the Audit Committee of Sukhumvit Assets Management Co., Ltd.
- Director, Member of the Audit Committee, and Chairman of the Selection and Remuneration Committee of Thai Petrochemical Industry Public Company Limited
- Director, Member of the Audit Committee, and Member of the Risk Management Committee of theThai Credit Guarantee Corporation
- Director of Airport Authority of Thailand Public Company Limited
- Representative of the Ministry of Finance in the Committee of the Tourism Authority of Thailand (TAT), the Ministry of Tourism and Sport

Shareholding - None - (On December 30th, 2014)

Year in service 3 Years (Year 2012 - 2014)

Education

- LL.B. Ramkhamhaeng University
- M. Pol. Sc. Thammasart University

Training attended with regard to roles and responsibilities of corporate directors

- Director Certificate Program (DCP) Class 59/ 2005
- Top Executive Program, Capital Market Academy (Class 3)
- Top Executive Program in Commerce and Trade Class 1
- Top Executive Program in Justice Management (Class 3)
- Public Administration and Public Law Program, King Prajadhipok's Institute, Class 3
- National Defense College, The Joint State - Private Sector Course Class 15, Thailand National Defense College

Position in other enterprises which may cause the conflict of interes - None -

Legal case(s) - None -

Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	19/20
Audit Committee	3/5

At this meeting, the proxy director has a stake in Agenda 8



Name - Surname Mr. Chamnong Watanagase
 Age 62 years
 National Thai
 Address 99 Baring Soi 3 Sukhumvit 107 Bangna, Bangna, Bangkok 10110

Present Position

- Chairman of the Audit Committee, member of the Investment Committee, LDC Dental, Plc.
- Chairman of the Audit Committee, member of the Selection & Compensation Committee, Thai Cardif Life Assurance, Plc.
- Chairman of the Selection Committee, Thai Investors Association, under the patronage of the Stock Exchange of Thailand
- Director, The Open Forum for Democracy Foundation
- Director and past president, Rotary Club of Bangkok (chartered in 1927)

Previous Position

- Chairman of the Audit Committee, Chairman of the Risk Management Committee, Indara Insurance, Plc.
- President of the following joint ventured companies with the Siam Commercial Bank, Plc.
 - Siam Commercial Link, Ltd.
 - Science Commercial Link, Ltd., with the National Science and Technology Development Agency (NSTDA) as 3rd partner
 - SCB Technology, a venture capital of the Siam Commercial Bank, Plc.
- Founding Manager, Business Advisory Center for SMEs, Kenan Institute Asia Foundation (funded by USAID)
- Member of the Executive Committee, Thailand Science Park, the National Science and Technology Development Agency
- Adviser, the Technical Services Center, Mahidol University
- Audit Committee member, John Hancock Life Assurance, Plc.
- Advisor, the Senate Committee on Public Participation
- Cultural Affairs staff, United States Information Agency, US Department of State, Washington, DC
- Insurance instructor, School of Management Science, Prince of Songkla University, Haad Yai, Songkla
- Manager, the Technical Service Center, Interlife Assurance, Ltd.
- Adjunct professor of Linguistics and Philosophy, Graduate School of Humanities, Ram Khamhaeng University

Shareholding 92,200 shares or 0.022% (On December 30th, 2014)

Year in service 3 Years (Year 2014 - 2016)

Education

- Bachelor Degree in Accounting, Chulalongkorn University, 1974
- MBA, University of Central Missouri, 1982
- Ph.D. (Political Science), Thammasat University, 2006
- Certificate in Advanced English (Hons), National Institute of Development Administration (NIDA), 1975

Training attended with regard to roles and responsibilities of corporate directors

- Director Certification Program (DCP) Class 5/2001, Chartered Director Class 1/2007 Thai Institute of Directors (IOD)
- Certificate in Top Executive Program, Capital Market Academy (CMA), Class 6
- Tactical Training in Hostage Rescues, US Marshal Service, Department of Justice, Baton Rouge, Louisiana, USA, 1990 (1-month)
- Marketing Coaching, Tack Training International, London, UK, 1991 (5-week)

Position in other enterprises which may cause the conflict of interest - None -

Legal case(s) - None -

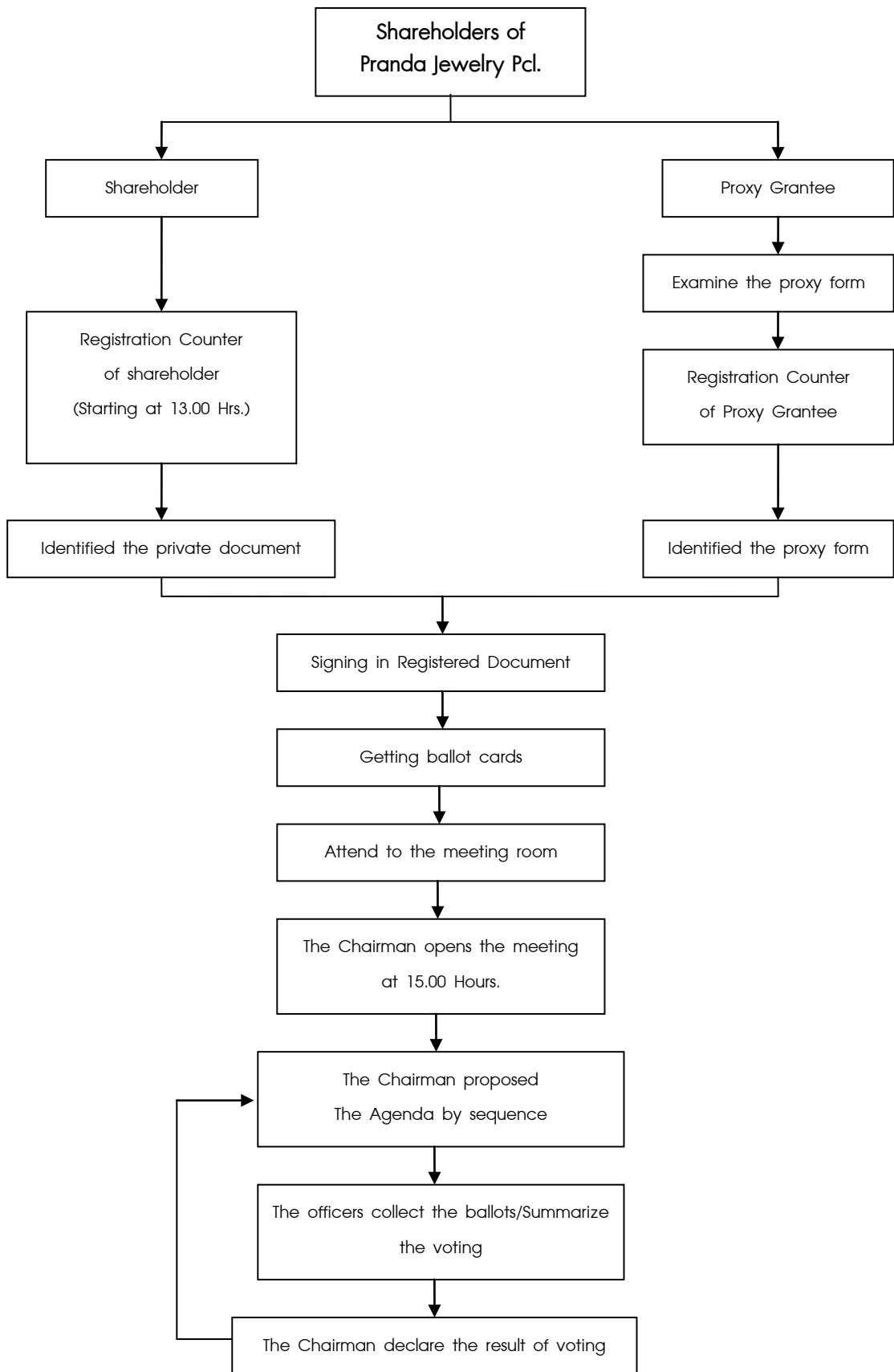
Attending the Meeting 2014

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	14/14
Audit Committee	4/4

Note: Appointed on March 25, 2014

At this meeting, the proxy director has a stake in Agenda 8

Procedures for Attending the Annual General Meeting of Shareholders 2014



Director

10. The Company is prohibited from owning or accepting a pledge of its own shares
- (1) The Company may repurchase shares from shareholders who disagree with the resolution of the Shareholders' Meeting which amend the Company's regulation on voting right and the right to receive dividends which shareholders believe that they do not receive justice.
- (2) The Company may repurchase shares for financial operating purpose when the Company has excess retained earnings and liquidity. Such stock repurchase does not cause the Company's financial difficulty and shall be approved by the Shareholders' Meeting except in the case of the Company repurchase shares not exceeding 10 percent of total paid-up capital; this will be under the Board of Directors' authority.
- Shares held by the Company as a result of the repurchase are not counted in the quorum of the Shareholders' Meeting, nor the right to vote and the right to receive dividends.
- Shares repurchase, sales of repurchased shares and cancellation of repurchased shares must be following the regulations and procedures of the Public Limited Companies Act and the Securities and Exchange Law enforcement at that time.
16. The directors are not required to be the Company's shareholders.
17. The board of director shall consist of not less than 5 but not more than 20 directors and not less than half of the total directors shall have their permanent residence in the Kingdom and the director shall be qualified by law.
18. The meeting shall appoint the directors on the following criteria and methods:
- (3) A shareholder shall have votes equal to the number of shares held.
- (4) Each shareholder shall vote using all of his/her shares available on (1). Voting for single or several individuals to be the directors.
- (5) The individuals voted for highest scores in a descending order will be appointed directors according to the number of directors so available or required at that time. If the voted individuals in the descending order have equal votes which exceeds the number of directors so available or required, the chairman shall have a casting vote.
19. In each annual general meeting, one third of the directors shall retire from office. If the number of directors is indivisible into 3 parts, the one nearest to one-third shall prevail. The directors who are subject to retire from office in the first and second years following the company registration shall be determined by draw lot. As for the subsequent years, the directors who have longest held office shall retire from office for the then rotation. The directors retiring by rotation may be reelected in office.
23. Any directors may be resolved to retired earlier by the votes of the shareholders' meeting of not less than three-fourth of the shareholders present and entitled to vote, and with aggregate number of shares not less than half of the number of shares of the shareholders present and entitled to vote in that meeting.

Shareholders' Meeting

34. The annual general meeting of shareholders shall be convened by the board of directors within four months from the accounting year-end of the Company.
- Any shareholders' meetings other than that pursuant to the first paragraph convened shall be called "Extraordinary Meeting". The board of directors may convene extraordinary meetings at any time as they think fit or the shareholders holding an aggregate number of shares not less than one-fifth of the total shares sold or not less than 25 shareholders holding an aggregate number of shares not less than one-tenth of the total shares sold gather their names to produce a notice specifying clearly the reason of requesting a meeting. The board of directors shall hold the extraordinary meeting as requested by the shareholders within 1 month from the receipt of notice of the shareholders.
35. In holding a shareholders' meeting, the board of directors shall within not less than 7 days prior to the date of meeting send to the shareholders a notice of meeting, including the detailed issues to be proposed to the meeting, specifying clearly whether to be informed, approved or considered, as the case may be, including the opinions of the board of directors in respect of such issues, and shall advertise the date of meeting in newspaper 3 days consecutively for not less than 3 days prior to the date of meeting.

The board of director shall specify the date, time and place for holding the shareholders' meeting, which place must be the location of the headquarters or branch offices or be the province near the headquarters or branch offices or be other province the board of directors may think fit.

36. In the shareholders' meeting, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of share shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total shares sold in the event of less than 25 shareholders present, to constitute a quorum.
- If within 1 hour from the time appointed for the shareholders' meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders, request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.
37. In the shareholders' meeting, a shareholder may give proxy to other individual reaching legal age to attend the meeting and vote on his/her behalf. The proxy letter shall specify the date and be signed by the shareholder giving proxy as required by the registrant. The proxy letter shall be given to the chairman or his designee at the place of meeting before the proxy attends the meeting.
38. In voting, a share shall have one vote and the resolutions of the shareholders' meeting shall consist of votes as follows:
- (1) In normal circumstances, the majority votes of the shareholders present and voting shall prevail. In the case of equality of votes, the chairman shall have one more vote for casting vote.
 - (2) For the following circumstances, three-fourth of the total votes of the shareholders present and voting shall prevail:
 - (a) Selling or transferring the business of the Company, in whole or in essential part, to others;
 - (b) Acquiring or being transferred for the business of other company or public company to be the Company's;
 - (c) Making, amendment or cancellation of the contract with respect of rent of the business of the Company, in whole or in essential part;
 - (d) Delegating others to handle the Company's business;
 - (e) Merging with other business for the purpose of sharing profit and loss;
 - (f) Amendment to the Memorandum of Association or Articles of Association;
 - (g) Raising or reducing the Company's capital or issuance of debentures; and
 - (h) Acquisition or dissolution.
39. The Agenda in the annual general meeting shall include:
- (1) considering the report of operation results of previous year as proposed to the meeting by the board of directors;
 - (2) considering approval of the balance sheet;
 - (3) considering appropriation of profit;
 - (4) appointing directors to replace those retiring by rotation; and
 - (5) other Agenda.

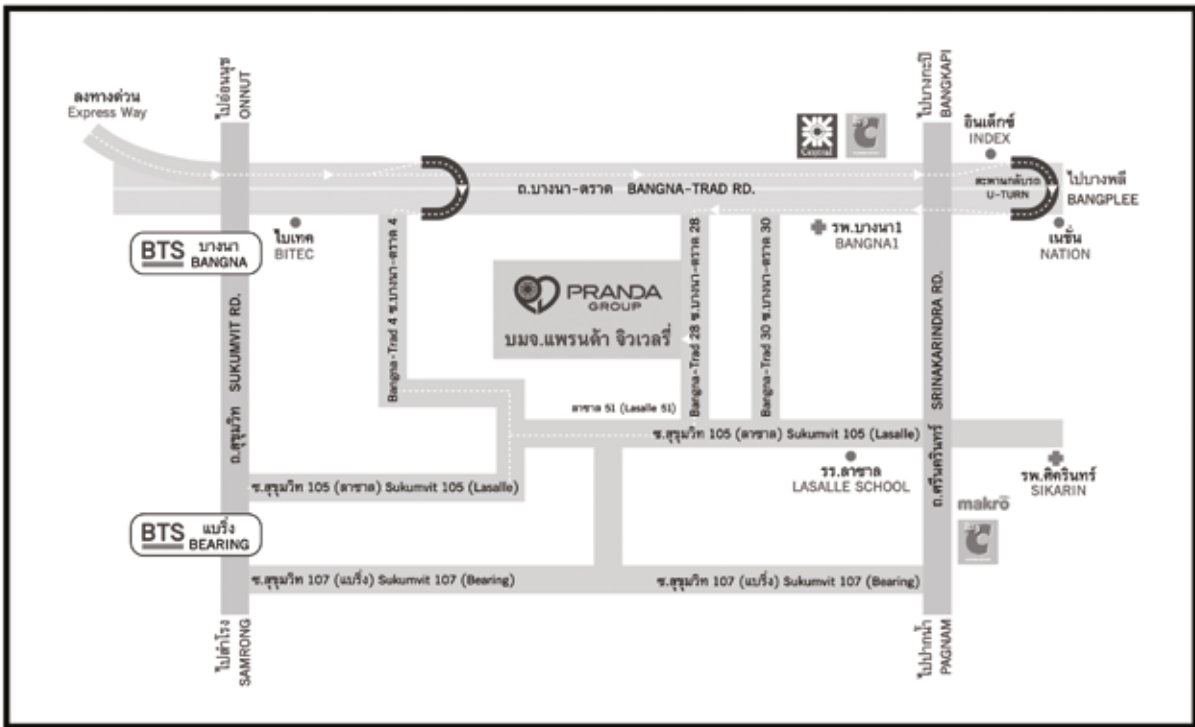
Accounting, Financing, Auditing and Dividends

40. The accounting of year of the Company shall commence on 1st January and terminate on 31st December of every year.
41. The Company shall produce and well maintain the records and have them audited in accordance with law with respect thereof and shall produce the balance sheet and profit and loss statement at least once every 12-month cycle which is the Company's accounting period.
- The Company's books and records shall be made in Thai in accordance with the international accounting principle generally accepted in Thailand.
42. The board of directors shall cause the balance sheet and profit and loss statement to be produced at the end of the Company's accounting period in order to propose to the shareholders' meeting in the annual general meeting for their consideration and approval of the balance sheet and profit and loss statement produced during the accounting period to be proposed to and get approval from the shareholders' meeting. The board of directors shall have the auditor complete the audit before proposing to the shareholders' meeting.

43. The board of directors shall send to the shareholders the following documents together with the notice of annual general meeting:
- (1) A copy of audited balance sheet and profit and loss statement together with the audit report of the auditor; and
 - (2) An annual report of the board of director.
44. Subject to Article 45, no appropriation of dividends from monies other than profits can be made. No dividends distribution can be made should accumulative losses remain.
- The dividends from ordinary shares shall be distributed equally per share by the number of shares.
- The board of directors may from time to time pay interim dividends to the shareholders should they consider that the profits are adequate for so doing and shall report to the shareholders in the next shareholders' meeting.
- The dividend payment shall be made within 1 month from the date the shareholders' meeting or board of directors resolves, as the case may be. Such payment shall be notified in writing to the shareholders and be announced in newspaper within 1 month from the date the shareholders' meeting approves or the board of director resolves, as the case may be.
45. The Company must set aside part of the annual net profits as reserves not less than 5 percent of the annual net profits less carried accumulative losses (if any) until the reserves is not less than 10 percent of the registered capital. In addition to the said reserves, the board of director may propose the shareholders, meeting to resolve retention of the net profits as other reserves as they may consider appropriate for the Company's operation.
46. The auditor is authorized to audit the document and any other evidence in respect of income, revenue, as well as the Company's assets and liabilities during the working hours. To this end, the auditor is authorized to inquire from the directors, staff members, employees, individuals holding any positions in the Company and its representative, including requesting explanation with respect of facts or evidence documents in relation to the Company's operation.

Map of Pranda Jewelry Public Company Limited

PRANDA MAP



The Company has also arranged the shuttle buses at The Phut Anan Shooting Range (20 meters from Bang Na BTS station) which the shareholders could reach our shuttle bus drivers at 087-756-0001 (Mr. Sa-ad Prasertsri) and/or 090-091-1174 (Mr. Prateep Pachon) and could also inform in advance for using the shuttle bus service at during 12.00-13.30 Corporate Secretary Office at telephone number 0-2769-9403 (Direct) or 02-769-9999, 02-361-3311 ext.403, 436, 545

ROXY FORM

Made at.....

Date..... MonthYear.....

(1) I (We).....Nationality.....
 Residing at No.Road.....Sub-District.....
 District.....Province.....Postal Code.....

(2) As a shareholder ofPranda Jewelry.....Public Company Limited
 Holding a total number ofShares, with voting rights equivalent tovote

(3) Hereby grant

(1).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....or

(2).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....or

(3).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the annual ordinary general meeting in 2014 Tuesday, April 21st, 2015 at 3.00 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok or as postponed to other date, time and at other place.

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

(Signed).....Grantor

.....

(Signed).....Proxy

.....

(Signed).....Proxy

.....

(Signed).....Proxy

.....

Remarks

A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.

PROXY FORM

Made at.....

Date..... MonthYear.....

(1) I(We).....Nationality.....

Residing at No.Road.....Sub-District.....

District.....Province.....Postal Code.....

(2) As a shareholder of Pranda Jewelry Public Company Limited

Holding a total number ofShares, with voting rights equivalent tovote

(3) Hereby grant

(1).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....or

(2).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....or

(3).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....

Independent Director as proxy:-

- | | | | | |
|--|-----------------------------|-----------------------------|--------------------------------------|--------------|
| Please mark tick <input type="checkbox"/> in front of the name of one proxy holder | <input type="checkbox"/> | 1. Mr. Veachai Tantikul | Director/Chairman of Audit Committee | Age 71 Years |
| | Or <input type="checkbox"/> | 2. Mrs. Rawittha Pongnuchit | Director/ Audit Committee | Age 64 Years |
| | Or <input type="checkbox"/> | 3. Mr. Chamnong Watanagase | Director/ Audit Committee | Age 62 Years |
- Residing at No. 29 Sirintorn Road, Soi 2 Bangplad District, Bangkok, 10700
Resident at No. Soi Lamlumka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka, Pathumthani.
Resident at No. 99 Bearing Soi 3 Sukhumvit 107 Bangna, Bangna, Bangkok 10110

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the annual ordinary general meeting in 2014 Tuesday, April 21st, 2015 at 3.00 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok or as postponed to other date, time and at other place.

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

Agenda 1 To Consider and adopt the Minutes of the Annual General Meeting of shareholders for 2013, held on April 21st, 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 2 To acknowledge the Board of Directors' 2014 Annual Report.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 3 To consider and approve the Statements of Financial Position and Income Statements the year ending December 31st, 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 4 To consider and approve the earnings allocation and the dividend payment for operation 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 5 To consider and approve the decrease of registered capital of the Company from the current registered capital of the Company from the current registered capital of Baht 410,000,000 to be the new registered capital of Baht 409,529,000 by decreasing the registered ordinary shares balance from Employee Stock Option Program (ESOP) that the warrant holders waived share conversion amount of 471,000 ordinary shares with par value Baht 1 and to amend Clause 4 of the Memorandum of Association of the Company in order to be in line with the registered capital.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 6 To consider and approve the issue and offer debentures in an amount of not exceeding Baht 500 million.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 7 To consider and approve the new directors to replace those due to retire by rotation, appoint a new director and also change of the authorized directors.

- (A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-

- Approve the appointment of the whole directors
- Approve Disapprove Abstain
- The appointment of individual director
- | | | | |
|---|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Mr. Verachai Tantikul | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Mr. Pramote Tiasuwan | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Mrs. Rawittha Pongnuchit | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Agenda 8 To consider and approve the remuneration of the Board of Directors for 2015.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 9 To consider and approve the appointment of the Company's auditors and to determine their remuneration for 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 10 Others (if any)

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

(5) Voting of the proxy holder in Agenda which is not compliant with what is stipulated in the proxy is considered inaccurate and not my/our votes as the shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any Agenda, or if there is any Agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate

Any act(s) undertaken by the proxy at such meeting, except the case in which the proxy holder does not vote according to my/our wish stated in the proxy, shall be deemed as my (our) own act(s) in every respects.

(Signed).....Grantor

(.....)

(Signed).....Proxy

(.....)

(Signed).....Proxy

(.....)

(Signed).....Proxy

(.....)

Remarks

1. A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
2. For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. In case there is more Agenda to consider at the meeting than those mentioned above, the proxy holder can add in the Annex to the Proxy Form as attached.

PROXY FORM C

The form used specially for foreign shareholders and those who appoint custodians in Thailand

Made at.....

Date..... MonthYear.....

(1) I(We).....Nationality.....
 Residing at No.Road.....Sub-District.....
 District.....Province.....Postal Code.....
 As the custodian to.....
 Shareholder of.....Public Company Limited
 Holding a total ofshares and voting equivalent to.....votes

(2) Hereby grant

(1).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....or

(2).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....or

(3).....Age.....Year Residing at No.....
 Road.....Sub-districtDistrict.....
 Province.....Postal Code.....

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the annual ordinary general meeting in 2014 on Tuesday, April 21st, 2015 at 3.00 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok or as postponed to other date, time and at other place.

(3) I/we hereby authorize to Proxy to vote on my/our behalf in this meeting as follows:-

- Grant proxy equivalent to the total number of shares for which I/we am/are entitled to cast the votes
 Grant partial proxy as follows:-
 Ordinary shares.....share(s) for which I/we am/are entitled to cast the votes.....votes
 Preferred shares.....share(s) for which I/we am/are entitled to cast the votes.....votes
 Total voting rights.....votes

(4) I/we hereby authorize to Proxy to vote on my/our behalf in this meeting as follows:-

Agenda 1 To Consider and adopt the Minutes of the Annual General Meeting of shareholders for 2013, held on April 21st, 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
 (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
 Approve Disapprove Abstain

Agenda 2 To acknowledge the Board of Directors' 2014 Annual Report.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
 (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
 Approve Disapprove Abstain

Agenda 3 To consider and approve the Statements of Financial Position and Income Statements the year ending December 31st, 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 4 To consider and approve the earnings allocation and the dividend payment for operation 2014.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 5 To consider and approve the decrease of registered capital of the Company from the current registered capital of the Company from the current registered capital of Baht 410,000,000 to be the new registered capital of Baht 409,529,000 by decreasing the registered ordinary shares balance from Employee Stock Option Program (ESOP) that the warrant holders waived share conversion amount of 471,000 ordinary shares with par value Baht 1 and to amend Clause 4 of the Memorandum of Association of the Company in order to be in line with the registered capital.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 6 To consider and approve the issue and offer debentures in an amount of not exceeding Baht 500 million.

- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 7 To consider and approve the new directors to replace those due to retire by rotation, appoint a new director and also change of the authorized directors.

- (A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-

- Approve the appointment of the whole directors
- Approve Disapprove Abstain
- The appointment of individual director
- Mr. Verachai Tantikul Approve Disapprove Abstain
- Mr. Pramote Tiasuwan Approve Disapprove Abstain
- Mrs. Rawittha Pongnuchit Approve Disapprove Abstain

Agenda 8 To consider and approve the remuneration of the Board of Directors for 2015.

- (A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 9 To consider and approve the appointment of the Company's auditors and to determine their remuneration for 2015 .

- (A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
- Approve Disapprove Abstain

Agenda 10 Others (if any)

- (A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects
- (B) The Proxy may consider the matter and vote on my/our behalf as follows:-
 - Approve
 - Disapprove
 - Abstain

(5) Voting of the proxy holder in Agenda which is not compliant with what is stipulated in the proxy is considered inaccurate and not my/our votes as the shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any Agenda, or if there is any Agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate

Any act(s) undertaken by the proxy at such meeting, except the case in which the proxy holder does not vote according to my/ our wish stated in the proxy, shall be deemed as my (our) own act(s) in every respects.

(Signed).....Grantor
 (.....)

(Signed).....Proxy
 (.....)

(Signed).....Proxy
 (.....)

(Signed).....Proxy
 (.....)

Remarks

1. This proxy form C is applicable only in the case that shareholders whose names appear in the book registration are foreign investors and appoint custodians in Thailand.
2. Document needed to be enclosed with the proxy as follows:-
 - (1) Power of Attorney from the shareholders to custodian to sign in the proxy on his/their behalf
 - (2) Confirmation that signatory in the proxy form is licensed custodian.
3. A shareholder shall grant only one proxy to attend vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
4. Agenda appointing the directors allow the appointment of the whole directors or certain directors.
5. In case there are more Agenda raised in the meeting than those mentioned above, the Proxy is entitled to add in the Annex in the Proxy Form C as attached.



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