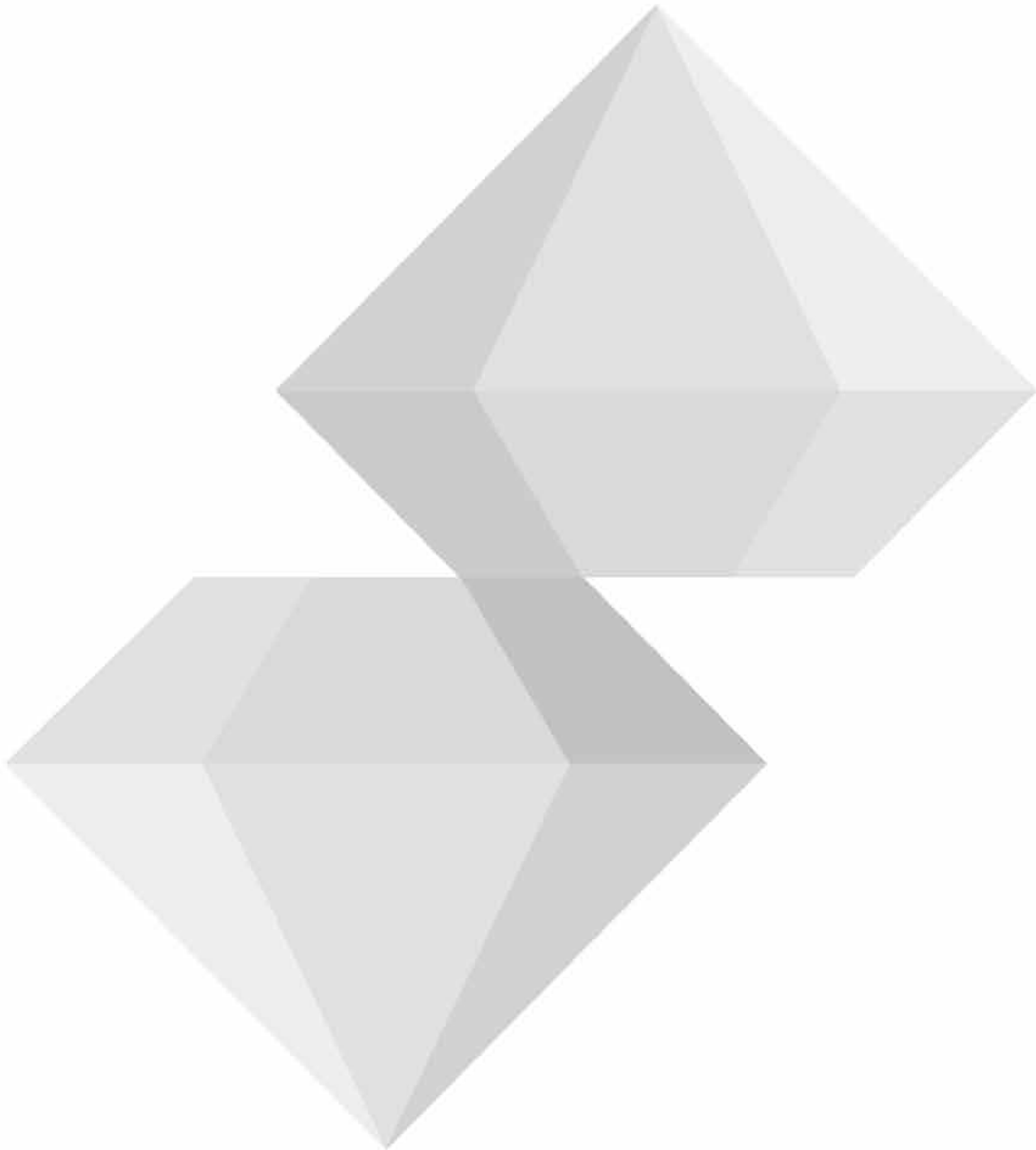




PRANDA
GROUP

PRANDA JEWELRY PUBLIC COMPANY LIMITED



Document for the Annual General Meeting of Shareholders for the year 2015

Wednesday, April 20th, 2016 at 3.00 p.m.

Auditorium Room, 5th Floor, B1 building,

Pranda Jewelry Public Company Limited

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

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For more information, please contact Corporate Secretary Office

Tel. 0-2769-9403 (Direct), 0-2769-9431 (Direct), 0-2769-9436 (Direct),
0-2769-9999, 0-361-3311 ext. 403, 431,436

Fax : 0-2398-2141

March 1st, 2016

Subject: Invitation to the ordinary general meeting of Shareholders for the year 2015

To: Shareholders

- Attachment:**
1. Copies of Minutes of Ordinary Shareholders' Meeting for the year 2014.
 2. Annual Report and Financial Statements as of December 31st, 2015.
 3. Supporting Document of Agenda 1 and Agenda 4 - 7
 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 2015 on Wednesday, April 20th, 2016 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 to conduct the following Agendas:

Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2014 held on April 21st, 2015.

Fact and reason: The Ordinary Shareholders' Meeting for the year 2014 was held on April 21st, 2015. 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 2014 in this website: www.pranda.com or www.pranda.co.th

Agenda 2: To acknowledge the Board of Directors' 2015 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 2015 as appeared in the Annual Report 2015 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, 2015.

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 2015, 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 2015 and 2014 are detailed below:

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

Unit : million baht

Description	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Total Assets	4,622	4,598	4,685	4,533
Total Liabilities	2,080	1,877	1,532	1,342
Total Revenues	2,924	3,341	2,031	2,412
Profit to Equity holders of the Company	(56)	146	67	147
Earnings per share (Baht/Share)	(0.1363)	0.3554	0.1639	0.3581

Details of which appears in the Annual Report of the Company for 2015 which has been sent to the shareholder with the Notice of the Annual General Meeting for 2015 as Enclosure.

Agenda 4: To consider and approve the earnings allocation and the dividend payment for operation 2015.

Fact and reason: According to operating results of the Company for the year 2015, the Company posted a profit to Equity holders of the Company in amount of Baht 67.05 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 2015 and approve the dividend payment for the year 2015 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 2015, at the rate of Baht 0.05 per share of business with exemption of corporate income tax. The board has resolved to set the record date on March 16th, 2016, to determine the list of shareholders who are entitled to receive dividends and the shareholders' registration book closing on March 17th, 2016, to collect shareholders' names according to Clause 225 of the Securities and Exchange Act that excluded treasury stocks. The dividend will be paid on May 9th, 2016.

The amount of such dividends approved by the Board of Directors at 30.01% of profit to equity holders of the Company from separate financial statements that excluded treasury stocks amount of 7,138,900 shares as of 29th February 2016. 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 2011 to 2015 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 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. Prida Tiasuwan
- 2) Mr. Prapee Sorakraikitikul
- 3) Ms. Pittaya Tiasuwan

Profile of the Directors retiring by rotation that proposed to re-appointing and a new director is shown in Supporting Document of Agenda 5

Agenda 6: To consider and approve the remuneration of the Board of Directors for 2016.

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 2016. However, it is suggested to inform the meeting the remuneration rate offered to the company's board of directors and executive directors in 2016 according Supporting Document of Agenda 6.

Agenda 7: To consider and approve the appointment of the Company's Auditors for 2016 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 2016 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 2.60 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 2.80 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 2016 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
(Ever signed on the Company Financial Statements since 2015)
- 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 2016 for a total remuneration up to Baht 2.60 million and other service fee for verifying BOI Certificate up to Baht 0.12 million, totaling not exceeding Baht 2.80 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 7.

Agenda 8: 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 2015, 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 1.00 p.m. 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. Rawittha Pongnuchit, the independent director, and the Company's Audit Committee or Mr. Chamnong Watanagase, 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 20th, 2016

Moreover, to provide the best convenience to the shareholders to attend the meeting, the Company has also arranged the shuttle buses at The Phuti Anan Shooting Range 20 meters from Bang Na BTS station which the shareholders could reach our shuttle bus drivers at 081-756-0001 (Mr. Sa-ad Prasertsri) and/or 081-113-5533 (Mr. Chitkron Phetrin) and could also inform in advance for using the shuttle bus service at during 12.30 - 2.30 p.m.. Corporate Secretary Office at telephone number 0-2769-9403 (Direct) or 0-2769-9431 (Direct) or 0-2769-9436 (Direct) or 0-2769-9999 or 02-361-3311 ext. 403, 431, 436. The Company has also provided map of office for those who travel by themselves to attend the meeting.

For AGM 2015, 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 Chongsutthanamane Tel. 0-2769-9431 (Direct), 0-2769-9999 or 0-2361-3311 ext. 431
 - Ms. Patcharaporn Sornsiri Tel. 0-2769-9403 (Direct), 0-2769-9999 or 0-2361-3311 ext. 403
 - Ms. Jaruwan Yodsilp Tel. 0-2769-9436 (Direct), 0-2769-9999 or 0-2361-3311 ext. 436

Supporting Document

of Agenda 1, and 4 - 7

Minutes of the 2014 Annual General Meeting of Shareholders
Of
Pranda Jewelry Public Company Limited

Date, Time & Venue

The Meeting was held on April 21st, 2015 at 15.00 hrs. At Auditorium room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, Bangkok

Mr. Kanching Devahastin Na Ayuthaya, Corporate Communication Manager introduced the Board of Directors, Executives Advisor, Auditors of EY Office Limited to the Meeting as follows:

Directors present at the Meeting:

- | | | |
|-------------------------------|-----------------|---|
| 1. Mr. Prida | Tiasuwan | Board Chairman |
| 2. Mrs. Prapee | Sorakraikitikul | Vice Chairman / Finance & Risk Management Director /
Nomination and Remuneration Director |
| 3. Mrs. Sunanta | Tiasuwan | Director / Chair of Group Executive Committee / Chair of Finance & Risk
Management Committee / Nomination and Remuneration Director |
| 4. Mrs. Pranee | Khunprasert | Director / Managing Director (Marketing) / Finance & Risk
Management Director / Nomination and Remuneration Director |
| 5. Mr. Pramote | Tiasuwan | Director / Managing Director (Manufacturing) /
Chair of Core Values & CSR Committee / Finance & Risk Management Director /
Nomination and Remuneration Director |
| 6. Mrs. Panidda | Tiasuwan | Director / Nomination and Remuneration Director |
| 7. Ms. Pittaya | Tiasuwan | Director / Executive Director / Finance & Risk Management Director |
| 8. Mr. Verachai | Tantikul | Independent Director / Chair of the Audit Committee /
Chair of Nomination and Remuneration Director Committee |
| 9. Mrs. Rawittha | Pongnuchit | Independent Director / Audit Committee |
| 10. Mr. Chamnong Wattanaquest | | Independent Director / Audit Committee |

Board Advisor present at the Meeting:

- | | | |
|----------------|------------------|---|
| 1. Lt. Jg Anan | Panananda R.T.N. | Advisor to the Company's Board of Directors |
| 2. Mrs. Sarita | Bunnag | Advisor to the Company's Board of Directors |

Executives present at the Meeting:

- | | | |
|------------------|-------------------|--|
| 1. Mr. Chanat | Sorakraikitikul | Executive Director / Finance & Risk Management Director |
| 2. Mr. Dusit | Chongsutthanamane | Finance & Risk Management Director / Corporate Secretary |
| 3. Mr. Thanet | Panjakrid | Accounting and Finance Department Manager |
| 4. Mr. Chartchai | Teekaveerakit | Executive Director / Managing Director Crystalline Co.,Ltd |
| 5. Ms. Rungnapa | Ngongamratana | Managing director Primagold Internation Co.,Ltd |

Auditors present at the Meeting:

Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant Registration No. 4523, of EY Office Limited.

Secretary to the Meeting: Mr. Dusit Chongsutthanamane, Finance & Risk Management Director / Corporate Secretary

Mr. Prida Tiasuwan, Chairman of the Board of Directors, presided as the Chairman of the Meeting. The Chairman then declared the 2014 Annual General Meeting of Shareholders ("AGM") of the Company opened.

When the Meeting began, there were 118 shareholders and proxies present at the Meeting, representing a total of 189,948,764 shares, or equal to 46.38 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 2014 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 10 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 votes of not less three-fourth (3/4) of the total votes of the shareholders present and voting shall prevail

Agenda 6: The resolution would be passed by votes of not less three-fourth (3/4) of the total votes of the shareholders present and voting shall prevail

Agenda 7: 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 34 under "One Share: One Vote". The Company, therefore, followed the Company's Articles of Association.

Agenda 8: 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 46,113,140 shares.

Agenda 9: The resolution would be passed by the majority votes of the shareholders attending the Meeting and are entitled to vote.

Agenda 10: 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 10 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 7 - 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 10 the Company's staff will collect all ballots from shareholders in order to safe record as evidence of votes casting at this Meeting.

Secretary of the Meeting has opened an opportunity for the shareholders to be a volunteer to act as a witness in the counting of votes which has no volunteer. Thus the secretary asked the representatives from Thailand Investors Association is an observer representing the shareholders.

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 2013 held on April 21st, 2014.

The Chairman proposed the Meeting to consider and certify the Minutes of the 2013 Annual General Meeting of Shareholders held on April 21st, 2014. The details of which were presented in documents that has been submitted to shareholders together with the Notice of the Meeting, Page 9-17, totaling 9 pages. Therefore, the Chairman then asked the shareholders to consider and certify such Minutes.

In this case, Mr. Owat Senitantikul, a shareholder, requested to amend the date, time and place of the Annual General Meeting of Shareholders for the year 2013.

From: Meeting on Tuesday, April 21 st, 2015 at 15.00 hrs. at the company's auditorium, 5th Floor, B1 Building, located at 28 Bangna - Trad Soi 28, Bangna, Bangkok.

To: Meeting on Monday, April 21 st, 2013 at 14.00 hrs. at Suan Luang Room, Hotel Novotel Bangkok Bangna, Srinakarin Road, Nong Bon, Prawet, Bangkok.

And to amend the Notice of the Annual General Meeting of Shareholders for 2014 on Page 2, Item 3 - Financial Position and Statements of the Company's Revenue (Partial) Table in the consolidated financial statements column on the right, by changing 2014 to 2013.

And to amend the minutes of the Annual Meeting of Shareholders in 2014 Page 7 - "during the shuttle service time from 12.30 - 13.30hrs." to "12.30 - 14.30 hrs."

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

Approved	172,107,004	votes	representing	90.59%
Disapproved	8,839,600	votes	representing	4.65%
Abstained	9,042,960	votes	representing	4.76%
Total	189,989,564	votes	representing	100.00%

Remark : While the Meeting was considering this agenda item, there additional shareholders were present with 40,800 shares.

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

The Chairman asked Secretary to the Meeting to clarify the Meeting to acknowledge the 2014 Annual Report of the Company's Board of Directors

- **Business Structure**

- 1) **Production**

- PRANDA operates factories based in 3 countries including Thailand, Vietnam and Indonesia

- 2) **Distribution**

- PRANDA has distribution base in 5 countries including US, UK, France, Germany and India

- 3) **Retail**

- The Company is operating its retail business in 3 countries including Thailand, Indonesia and Vietnam

- **Performance Comparison between the year 2014 and 2013**

Unit : Million (Baht)

	2014		2013		Increase / (Decrease)	
	Million	%	Million	%	Million	%
Total assets	4,598	100.0%	4,534	100.0%	64	1.4%
Total liabilities	1,877	40.8%	1,889	41.7%	(12)	(0.6%)
Total shareholders' equity	2,721	59.2%	2,645	58.3%	76	(2.9%)

Unit : Million (Baht)

Income Statements	2014		2013		Increase / (Decrease)	
	Million	%	Million	%	Million	%
Sales Revenue	3,295	100%	3,649	100%	(354)	(9.7%)
Gross Profit	1,001	0.4%	1,038	28.5%	(37)	(3.6%)
SG&A Expenses	1,009	30.6%	1,013	27.8%	(4)	(0.4%)
Operating Profit	(7)	(0.2%)	25	0.7%	(32)	(128%)
Gain / (Loss) from exchange rate	(74)	(2.3%)	93	2.6%	(167)	(179.6%)
Reversal allowance for loss on impairment of investment properties.	188	5.7%	-	-	-	-
Impairment loss on goodwill	(2)	(0.1%)	30	0.8%	(32)	(106.7%)
Profit for Equity Holders	146	4.4%	165	4.5%	(19)	(11.5%)

The Meeting acknowledged the 2014 Annual Report of the Company's Board of Directors as proposed by the Chairman

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

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 ended December 31st, 2014.

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 120-178 in the 2014 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)

	2010	2011	2012	2013	2014
Sales Revenue	4,056	4,122	4,177	3,649	3,295

Quarterly Sales Revenue

Unit : Million (Baht)

	2013	2014
1 st Quarter	971	866
2 nd Quarter	760	736
3 rd Quarter	988	788
4 th Quarter	930	905

Profitability

Unit : Million (Baht)

	2013	2014
Gross Profit	1,038	1,001
Operating Profit	25	(7)
Profit attributable to shareholders' equity of the Company	165	146

Debt and Shareholder's equity

Unit : Million (Baht)

	2010	2011	2012	2013	2014
Total Debt	1,517	1,779	1,785	1,889	1,877
Total Shareholders' equity	2,505	2,540	2,763	2,6455	2,721

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

Approved	190,034,964	votes	representing	99.98%
Disapproved	29,900	votes	representing	0.02%
Abstained	600	votes	representing	0.00%
Total	190,065,464	votes	representing	100.00%

Remark : After the completion of the consideration of agenda, there additional shareholders were present with 75,900 shares in this agenda item.

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

The Chairman asked Secretary to the Meeting to clarify the details of the allocation of profit and annual dividend payment for the 2014 operating results to the Meeting for consideration.

For the 2014 operating results, the Company had profit attributable to shareholders' equity from separate financial statements of Baht 146.6 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 December 31st, 2014, 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 2014 operating results at a rate of Baht 0.15 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 16, 2015 and set the shareholder register book closing date on March 17th, 2015 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act, and the dividend will be paid on May 8th, 2015. The total amount of dividend paid out of Baht 61.4 million, representing 41.9 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

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Dividend per share (Baht)	0.55	0.65	0.65	0.95	0.55	0.40	0.53	1.10	0.60	0.60	0.20	0.15
Dividend payout ratio / net profit (%)	46.0	57.3	59.6	89.7	54.9	52.8	59.0	128.5	54.9	58.9	37.3	41.9
Dividend Yield (%)	8.3	9.3	9.7	14.3	7.3	5.3	13.6	19.0	9.4	8.4	2.2	2.3

The average dividend yield was 9.3% per year.

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

Approved	190,094,964	votes	representing	99.98%
Disapproved	30,500	votes	representing	0.02%
Abstained	0	votes	representing	0.00%
Total	190,125,464	votes	representing	100.00%

Remark : After the completion of the consideration of agenda, there additional shareholders were 60,000 shares present the Meeting in this agenda item.

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 and to amend Clause 4 of the Memorandum of Association of the Company in order to be in line with the registered capital.

The Chairman asked Mr. Dusit Chongsutthanamane, Corporate Secretary to clarify the details of the decrease of the Company's registered capital to the Meeting for consideration

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 4 of the Memorandum of Association of the Company in order to be in line with the registered capital, as follows:

“ 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	(.....)

After due consideration, the Meeting resolved to certify the Minutes with a vote of not less three-fourth (3/4) as follows:

Approved	190,094,964	votes	representing	99.98%
Disapproved	29,900	votes	representing	0.02%
Abstained	600	votes	representing	0.00%
Total	190,125,464	votes	representing	100.00%

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

The Chairman asked Mr. Dusit Chongsutthanamane, Corporate Secretary to clarify the details of the issue and offer debentures in an amount of not exceeding Baht 500 million.to the Meeting for consideration

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.

After due consideration, the Meeting resolved to certify the Minutes with a vote of not less three-fourth (3/4) as follows:

Approved	190,094,964	votes	representing	99.98%
Disapproved	29,900	votes	representing	0.02%
Abstained	600	votes	representing	0.00%
Total	190,125,464	votes	representing	100.00%

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

The Chairman asked Mr. Dusit Chongsutthanamanee, Corporate Secretary to clarify the details of the new directors to replace those due to retire by rotation to the Meeting for consideration

According to Article 19, on Page 34 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) Mr. Verachai Tantikul
- 2) Mr. Pramote Tiasuwan
- 3) Mrs. Rawitha Pongnuchit

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:

2) Mr. Verachai Tantikul

Approved	189,991,964	votes	representing	99.93%
Disapproved	65,200	votes	representing	0.03%
Abstained	68,300	votes	representing	0.04%
Total	190,125,464	votes	representing	100.00%

3) Mr. Pramote Tiasuwan

Approved	189,988,864	votes	representing	99.93%
Disapproved	65,200	votes	representing	0.03%
Abstained	71,400	votes	representing	0.04%
Total	190,125,464	votes	representing	100.00%

3) Mrs. Rawitha Pongnuchit

Approved	190,027,264	votes	representing	99.95%
Disapproved	29,900	votes	representing	0.02%
Abstained	68,300	votes	representing	0.04%
Total	190,125,464	votes	representing	100.00%

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

The Chairman asked Mr. Verachai Tantikul, Chair of Audit Committee to clarify the details of the determination of directors' remuneration for the year 2015 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 2015 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 2014 are attached for the shareholders to acknowledge, on Page 23.

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 shareholding were 46,113,140 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 vote of not less two-thirds (2/3) as follows:

Approved	143,981,824	votes	representing	75.73%
Disapproved	29,900	votes	representing	0.02%
Abstained	600	votes	representing	0.00%
No voting rights	46,113,140	votes	representing	24.25%
Total	190,125,464	votes	representing	100.00%

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

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 2015

The Audit Committee has the process for selecting the external auditor for the year 2015 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 Ms.Siraporn Ouaanunkun, Certified Public Accountant Registration No. 3844, or Ms. Waraporn Prapasirikul, Certified Public Accountant Registration No. 4579, of EY Office Limited, as the Company's auditor for the year 2015.

The Audit Committee is of the opinion that EY 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 2.56 million, and other service fees which is the BOI Certificate of not exceeding Baht 0.12 million, the total amount shall not exceeding Baht 2.68 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	190,094,964	votes	representing	99.98%
Disapproved	29,900	votes	representing	0.02%
Abstained	600	votes	representing	0.00%
Total	190,125,464	votes	representing	100.00%

Agenda 10 To consider other issues (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 2014 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 10 included in the Meeting as required by laws.

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

Shareholders asked the following:

<p>Mr. Nitiphon Woonphan (Proxy of Investors Association of Thailand) 100 shares</p>	<p>1) First of all, congratulations to Pranda Jewelry Company, which has demonstrated a good anti-corruption stand. What will be the approach taken in this matter to demonstrate it in action? And the second question - the company’s revenue has been dropping for two consecutive years. In the following years, the company has guidelines for risk management. In the event that the world economy or the Thai economy is in decline, what are the company’s guidelines in managing the risks or liabilities that may arise in the future?</p>
<p>Answered by Mr. Prida</p>	<p>In dealing with anti-corruption issues, the company has been among the first companies to register with various anti-corruption organizations in Thailand. And globally, the company signed a compact with the United Nations 11 years ago titled the Global Compact, or, titled Global Treaty since Mr. Kofi Annan has become the Secretary General of the United Nations, making us the first company in Thailand to do so. At present, the United Nations has recognized the importance of developing anti-corruption guidelines, the care of the environment, employees and rights of communities, by which the United Nations has adopted a resolution that businesses have an obligation to society and must promote sustainability in society. The United Nations has pushed this matter all along and recognizes the importance of His Majesty King Bhumibol Adulyadej’s guidelines for economic self-sufficiency, of which the company is supportive. In addition, the company is among the group of companies that has been a good example in their practice all along also. As for the future, the company is not too worried as the company had experienced this before, since the sub-prime crisis in 2008, which happened to Lehman Brothers. We’d like to point out that this is a problem in the entire financial system of the world. In accounting terms, it is called balance sheet insolvency. So it is a matter of fundamental factors. For example in 1997, the balance sheet insolvency started in Thailand and spread throughout Asia because of trade with Thailand. The large European countries were not affected in any way because their economy is very large. As a result the economic recovery in Thailand, which depends on the world economy for about 70% of the country’s GDP, was very rapid, which was evident when the value of the baht went from 25 baht to 50 baht. And the company’s sales have also been very high. But now, on the contrary, the European countries are facing problems such as Greece, thus making Europe’s economy still depressed. There is also the problem between the Ukraine and Russia, which led to the US’s sanction of Russia. Moreover, in response, Russia itself has undertaken not to import goods from the United States as well, making Russia’s economy even worse. The ruble has fallen by about 40%. And since Russia is a major customer of the company, orders have dropped to around 50% by 2014, which could not be avoided. However, the company is still able to continue because we still have all our customers, and the number is increasing all the time from the walk-ins, which can be verified. Thus, the company’s total production for export is as high as 80%. And the company is confident that the company is in demand by the world market and the company is valued as a manufacturer of high quality products. Or as we call ourselves “The Architecture of Craftsmanship”. Also add to this the availability of qualified</p>

	<p>staff. The other 20% of the total production is retail sales in the country of which in 2014, Prima Diamond sales increased 51% and the first quarter of 2015 increased as much as 25%, whereas this year there were quite a lot of problems for retailers nationwide. Currently, in our group of companies there are a total of 12 brands, with seven brand going very strong, especially Julia brand sold in Indonesian, which, according to research results from abroad, has been chosen as the No. 1 brand in Indonesia having as many as 50 outlets.</p>
Mr. Nattaphol Mongkolpradit 6,600 shares	2) The new building, which is being used to hold this Annual General Meeting, how will it be used? And will the investors have the opportunity to visit the factory or not?
Answered by Mr. Prida	Holding the meeting here today saved costs by around 200,000 baht compared with last time when it was held at the hotel.
Answered by Ms. Pranee	The company was aware that the work space was limited and crowded in several divisions and departments making the operation inefficient. So the company decided to build this building to allocate the space so each department can work more efficiently And mainly the expansion will focus on R & D in terms of prototype design development, which will need two floors of the building for the design and development of product prototypes before they are forwarded to the factories in Bangkok, Nakhon Ratchasima and abroad. The fourth floor will be the sales department. The fifth floor will be used as a work area for the information technology department. As for the ground floor, it will be for the cafeteria which will be moved in order to improve the existing cafeteria. The site visit will be after the close of the meeting, but would have to be before the plant closes at 17.30. The tour will show parts of the Super Gold factory and the showroom.
Mr. Sumet Wattanarangsank 87,400 shares	3) The President has said previously that markets across Europe with economic problems caused declines in sales, but made new customers walk in. The question is customers who walk in are from the same or another country?
Answered by Mr. Decha	We can say that they are in almost every zone. Most companies will meet new customers at fairs. The company goes to fairs throughout America, Europe and Asia at least six times a year. In the past, the company went to Russia regularly, but in the last two years, the company stopped because of the economic problems as we all know.
Mr. Sumet Wattanarangsank 87,400 shares	4) I would like to ask about the primary market in the US and the secondary market in the European countries with economic problems, what is this year's forecast for the markets in these two groups? And the new promising markets such as Indonesia, as mentioned earlier, where are they? And the second question: the average share price in 2013 was 5-6 baht; in 2014, about how much is the average share price?
Answered by Mr. Decha	Currently the market condition in the US is recovering quite clearly. And the response from new customers in America that we have received has been reasonably good. But in Europe there is a problem as the Chairman has mentioned previously. However, we would like to inform you that we still have customers coming in from the fairs. As for the less affected countries in the Baltic regions still remain with us, such as Lithuania and Latvia; they keep coming. Scandinavia also. These are zones that help to compensate. On the part of Russia, which was affected earlier causing their currency to fall significantly, currently the currency has recovered considerably and our customers are gradually sending back their orders. We believe in the second half of the year Europe will improve, but not as rapidly as the US. Thus, the company is using the portion of the United States to compensate for the missing portion of Europe. And the new countries which includes Poland, Czech Republic, Eastern Europe, Brazil, China and the Middle East, the company hasn't neglected to study these markets since they have a rather high potential.

<p>Answered by Mr. Prida</p>	<p>In branding the company has been focusing on Asia. Let's start by talking about India, which there is a good sign, but still not very good in 2015 after the new prime minister came on the scene. In China we have recently closed down, but left a possibility for reopening later, but not for now. We have received an offer from the best retail store which is a sort of cluster in Kwangchow, near Shanghai. And the location is very suitable for our products because it is a tourist area as well as a well-to-do area of China. However, the company will not reopen yet because Prima Gold is for the high end income levels, and the Chinese government is trying to get rid of luxury items and subdue corruption. As a result people are afraid to use expensive products; so the company has to wait until the Chinese government relaxes its policy before we proceed.</p>
<p>Answered by Mr. Chanat</p>	<p>As Mr. Decha mentioned earlier, the ODM line of product had 75% of the sales in the Group of companies. As for Indonesia and India, as Mr. Preeda said, sales have come mostly from my own brand called OBM, which accounted for approximately 25% of the sales of the Group in 2014. All this has been mentioned by Mr. Preeda whether about the growth of Prima Diamond which has succeeded very well in the last year. Concerning the outlets Mr. Preeda mentioned, that in Indonesia has been expanded by a supplier under the name Julia to 50 branches with 20 branches owned by the company and 30 branches as franchise. There are also 3 branches of Prima Gold in Indonesia. And last year, Vietnam's growth is at around 40% due to a quite large market expansion of Prima Gold. Currently there are 8 branches in Vietnam. Right now the company will not increase outlets, but we will add some store sales growth because we have increased marketing and our brand is becoming more popular. You can find more detail in the Annual Report for 2014 on page 48.</p>
<p>Answered by Mr. Dusit</p>	<p>The average share price in 2014 was 6.25 baht.</p>
<p>Mr. Owat Senitantikul 67,700 shares</p>	<p>5) About sales, last year there was mention of E-Commerce that Pranda bought a website in the UK, which hasn't been mentioned at all this year. What is being done this year about that or has it been canceled?</p>
<p>Answered by Mr. Prida</p>	<p>That website is called Gemondo. It is an online shopping website. Or you can check it out at Net-a-Porter.com. Nowadays, people use the Internet quite a lot. Seven years ago, we started it in the UK; now there are 5 countries. And within less than a year we will open a shop in Germany. Gemondo is the top brand at Shop Chanel in Japan where Gemondo was given a lot of time in Shop Chanel in Japan being the top ranking in sales.</p>
<p>Ms. Wanida Thanyawut 300,000 shares</p>	<p>6) First, I would like to say that I strongly agree with meeting at the company to save costs. I would like to ask about the exchange rate, which had a dramatic effect on the income as in 2013 the company received an operating profit of 92 million baht, but in 2014 we had a 73 million baht loss in 2015. I would like to know what policy do we have in order to be in control of this situation?</p>
<p>Answered by Ms. Sunantha</p>	<p>About the exchange rates, the company has sold its products to many markets with different currencies such as the US dollar, the pound, the euro and we have invested in foreign companies. The money we used to invest was the euro, the pound and long-term loans, which we had not done currency forwarding since money has not yet been returned, so the deficit in the balance is an unrealized deficit. For most of our exports we have put together natural hedge and forwarding as appropriate.</p>

<p>Col. Kanung Akrakupt 10,000 shares</p>	<p>The share price used to go up to 11 baht, but the current price is reduced to 5 baht, down nearly 50%, is there any chance that the stock price will rise again as before? I bought it since it was 2-3 baht for which I am confident in the committee. So can I rely on the management that it will have the opportunity to come back to about 10 baht to 11 baht?</p>
<p>Answered by Mr. Dusit</p>	<p>The current ratio is 33% committee, 35% institutional, 30% retail, which is rather balanced. As for the chance of share prices increasing we have to look at the book value, of which the original price was seven baht. The company's share price is at more than 6 baht. So, in the future, if the price of the book value increases, the stock price will rise accordingly.</p>
<p>Answered by Mr. Prida</p>	<p>If you believe that Thailand is a country that can make the best jewelry in the world, Pranda Jewelry Public Company Limited (Thailand) will be there.</p>

The Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned at 17.00 hrs.



(Mr. Prida Tiasuwan)

The Meeting's Chairman



Mr. Dusit Chongsutthanamane)

Corporate Secretary / Minute's Recorder

Certified Correct Information



(Mrs. Sunanta Tiasuwan)



And Director



(Mr. Pramote Tiasuwan)

The information of the comparison of the dividend payment
for the year 2011 - 2015

Detail of the dividends payment		2015 (proposal)	2014	2013	2012	2011
1. Net profit	(Million baht)	67.05	146.62	219.73	414.27	441.14
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)	402.39	409.53	409.53	406.66	403.71
3. Total dividend paid per share	(Baht : share)	0.05	0.15	0.20	0.60	0.60
3.1 Interim dividend	(Baht : share)	-	-	-	0.10	0.10
3.2 Annual dividend	(Baht : share)	0.05	0.15	0.20	0.50	0.50
4. Total dividend paid	(Million baht)	20.12	61.43	81.91	243.96	242.19
Dividend Payout	(%)	30.01%	41.89%	37.28%	58.89%	54.90%

- Note:**
- Meeting No. 14/2007, held on June 18th, 2007, 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 2015, the Company's board of Directors had a resolution to approve the dividend payment in the rate of Baht 0.05 per share will pay to shareholders after the Annual General Shareholders' Meeting had a resolution to approve on April 20th, 2016.
 - The number of shares have entitled to receive the annual dividend totaling 402.39 million shares that deducted the number of treasury shares as of February 29, 2016 which not to be most recent number of shares on March 17, 2016.

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

Name - Surname Mr. Prida Tiasuwan
 Age 67 years
 National Thai
 Address 1092/154 M.12 Bangna, Bangna, Bangkok

Present Position

- Board Chairman

Previous Position

- Vice President of Thai Gem and Jewelry Traders Association for two times
- Director of Listed and Authorized Companies Association
- Director of Thailand-US Business Council
- Director of The Thai Chamber of Commerce for two times
- Director Duang Prateep Foundation for Klongtoey Slum
- Board Chairman of Social Venture Network Asia (Thailand)
- Director and Vice Chairman of International Coloured Stone Association (ICA)
- Commissioner Law Reform Commission of Thailand
 - Sub Committee Chairman of Low Reform on Fair Trade and Consumer Protection
- Director Assembly of Thailand Reform
- Director of Duang Prateep Foundation
- Director of 14 tula Foundation

Shareholding 21,996,420 shares or 5.37% (On December 30, 2015)

Year in service 3 Years (Year 2013 - 2015)

Education

- Higher National Diploma in Business Studies - Thames Valley University, England
- Distinguished Senior Executive Program in Government and Business, Harvard University, U.S.A.

Training attended with regard to roles and responsibilities of corporate directions

- Director Accreditation Program (DAP), Class 37/2005,
 Thai Institute of Directors Association (IOD)

Position in listed companies - None -

Position in other enterprises (unlisted companies)

- Board Chairman of Pranda Group, 6 Companies
- Director of Pranda Group, 5 Companies
- Director & treasurer May 1992 Memorial Foundation

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

Legal case(s) - None -

Attending the Meeting 2015

Attending the Meeting / Times to attend the Meeting	
The Board of Directors	13/16



Nominated for Director

Name - Surname Mrs. Prapree Sorakraikitkul
 Age 69 years
 National Thai
 Address 745 M. 15 Bangkeaw Sub-district, Bang Phli District, Samut Prakan
 Present Position
 • Vice Chairman / Finance & Risk Management Director / Nomination and Remuneration Director

Previous Position
 • Director of the Thai Gold Card Importer & Exporter Association
 • Director of the Thai Gem and Jewelry Business Traders Association
 • Director of Business woman Committee of the Thai Chamber of Commerce

Shareholding 7,332,460 shares or 1.79% (On December 30, 2015)

Year in service 3 Years (Year 2013 - 2015)

Education

- B.S.C. Accounting Woodbery University Major Accounting, Los Angeles, California, U.S.A.

Training attended with regard to roles and responsibilities of corporate directions

- Director Certificate Program (DCP), Class 17/2002, Thai Institute of Directors Association (IOD)

Position in listed companies -None-

Position in other enterprises (unlisted companies)

- Board Chairman of Pranda Group, 4 Companies
- Director of Pranda Group, 6 Companies
- Board of director of trade promotion of the Thai Chamber of Commerce
- Gem and Jewelry Business Development Committee of Thailand (GCT) Ministry of Commerce of Thailand
- Board of executive directors of The Gem and Jewelry Institute of Thailand (Public Organization)
- Board of directors of Gem and Jewelry Promotion Foundation

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

Legal case(s) - None -

Attending the Meeting 2015

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	14/16
Finance & Risk Management Committee	4/4
Nomination and Remuneration Committee	1/2



Name - Surname Mrs. Pittaya Tiasuwan

Age 60 years

National Thai

Address 131 Lakeside Villa 2 Dok Mai, Prawet, Bangkok

Present Position

- Director / Executive Director/ Deputy Managing Director (Manufacturing) / Finance & Risk Management Director

Nominated for Director

Education

- Kilburn - Polytechnic - London, England City and Guilds of London Institute
- Training Course about Gemological Sciences at the Asian Institute of Gemological Sciences (AIGS)
- Director Accreditation Program (DAP), Class 26/2004

Shareholding 18,070,960 shares or 4.41% (On December 28, 2015)

Year in service 3 Years (Year 2013 - 2015)

Education

- Kilburn - Polytechnic - London, England City and Guilds of London Institute
- Training Course about Gemological Sciences at the Asian Institute of Gemological Sciences (AIGS)

Training attended with regard to roles and responsibilities of corporate directions

- Director Certificate Program (DCP), Class 26/2004, Thai Institute of Directors Association (IOD)

Position in listed companies - None -

Position in other enterprises (unlisted companies)

- Director of Pranda Group, 2 company

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

Legal case(s) - None -

Attending the Meeting 2015

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	16/16
Group Executive Directors	12/12
Finance & Risk Management Committee	4/4

The report of remuneration of the Director and The Executive Committee for year 2015
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Remuneration of Director of the Company

Unit : million baht

Name	Remuneration of Directors			
	Position	Salary	Position's Allowance	Total
1. Mr. Prida Tiasuwan	Board Chairman	4,697		4,697
2. Mr. Verachai Tantikul	Independent Director/ Chair of Audit Committee/ Chair of Nomination and Remuneration Director Committee		0.720	0.720
3. Mrs.Rawittha Pongnuchit	Independent Director/ Audit Committee		0.480	0.480
4. Mr.Chamnong Watanagase	Independent Director/ Audit Committee		0.480	0.480
5. Mrs.Panida Tiasuwan	Director/ Nomination and Remuneration Director	1,200		1,200
6. Mrs.Prapee Sorakraikitikul	Director/ Finance & Risk Management Director/ Nomination and Remuneration Director	1,464		1,464
Total		7,361	1,680	9,041

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, Bonus and Retirement	12	25.951

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 2016 (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 2014 - 2016

Unit : million baht

	2016 (proposal)	2015	2014
The auditing fee	not more than 2.60	not more than 2.56	not more than 2.46
Non - Audit fee			
- Verifying BOI Certificate	0.12	0.12	0.12
Total	2.72	2.68	2.58
Proposed audit fee	2.80	2.68	2.58

- Regarding the auditors of Subsidiary Companies

EY Office Limited was 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 2015

**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 2015
Pranda Jewelry Public Company Limited
On April 20st, 2016**

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 / Chair 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 73 years
 National Thai
 Address 29 Sirintorn Road, Soi 2 Bangplad District, Bangkok, 10700
 Present Position
 • Independent Director / Chair of Audit Committee / Chair of Nomination and Remuneration Committee of the Pranda Jewelry Public Company

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 30th, 2015)

Year in service 3 Years (Year 2015 - 2017)

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 listed companies

- Tax Advisor of the Siam Commercial Bank Public Company Limited

Position in other enterprises (unlisted companies)

- Director of the SCB Life Assurance Public Company Limited
- Legal Advisor of SCG Legal Company Limited
- Director of the Petroleum Committee under the Petroleum Law

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

Legal case(s) - None -

Attending the Meeting 2015

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	16/16
Audit Committee	4/4
Nomination and Remuneration Committee	2/2

At this meeting, the proxy director has a stake in Agenda 6



Name - Surname Mrs. Rawittha Pongnuchit
Age 66 years
National Thai
Address 5/208 Lamlumka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka, Pathumthani 12150.

Present Position

- Independent Director, Audit Committee of Pranda Jewelry Public Company Limited

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
- Sub-committee of studying and audit of the contract the ministry of transport
- 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

Shareholding - None - (On December 30th, 2015)

Year in service 3 Years (Year 2015 - 2017)

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
- The Programme of Senior Executive of Justice Administration office of the Judicial Training Institute (class 19)
- Executive Program in Justice Management (Class 3)
- Top Executive Program in Commerce and Trade TEPC (T) Class 1
- Top Executive Program, Capital Market Academy (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 listed companies

- 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 Committee of Synnex (Thailand) Public Company Limited

Position in other enterprises (unlisted companies)

- Advisor of the Institute of Management Consultants Association of Thailand
- Advisor of the Economics and Finance Academy
- 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.
- Board of Chairman of Chankham Residence Co., Ltd.
- Independent Director, Chair of the Audit Committee of NamHeng Concrete (1992) Co., Ltd.

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

Legal case(s) - None -

Attending the Meeting 2015

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	15/16
Audit Committee	3/4

At this meeting, the proxy director has a stake in Agenda 6



Name - Surname Mr. Chamnong Watanagase
Age 64 years
National Thai
Address 99 Baring Soi 3 Sukhumvit 107 Bangna, Bangna, Bangkok 10260

Present Position

- Independent Director, Audit Committee of Pranda Jewelry Public Company Limited

Previous Position

- Chairman of the Audit Committee, Chairman of the Risk Management Committee, Indara Insurance, Plc. (2000-2012)
- President of the following joint ventured companies with the Siam Commercial Bank, Plc. (1994-1998)
 - 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) (1999-2000)
- Member of the Executive Committee, Thailand Science Park, the National Science and Technology Development Agency
- Adviser, the Technical Services Center, Mahidol University (1997)
- Audit Committee member, John Hancock Life Assurance, Plc. (2000-2006)
- Cultural Affairs staff, United States Information Agency, US Department of State, Washington, DC (1985-1991)
- Insurance instructor, School of Management Science, Prince of Songkla University, Haad Yai, Songkla (1980-1982)
- Manager, the Technical Service Center, Interlife Assurance, Ltd. (1977-1982)
- Adjunct professor of Linguistics and Philosophy, Graduate School of Humanities, Ram Khamhaeng University (2004-2013)
- Advisor (Director, 2011-2015) of Thai Investors Association)
- Director and past president, Rotary Club of Bangkok (chartered in 1927)

Shareholding 92,200 shares or 0.02% (On December 30th, 2015)

Year in service 3 Years (Year 2014 - 2016)

Education

- Bachelor Degree in Accounting, Chulalongkorn University, 1974
- MBA, University of Central Missouri, 1982
- Completed Ph.D. coursework in Political Science and Philosophy, Thammasat University, "Finished the PhD coursework and quit without pursuing the doctoral dissertation"
- 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
- Marketing Coaching, Tack Training International, London, UK, 1991

Position in listed companies

- Chairman of the Audit Committee, member of the Investment Committee, LDC Dental, Plc. (2013-present)

Position in other enterprises (unlisted companies)

- Chairman of the Audit Committee, member of the Selection & Compensation Committee, Thai Cardif Life Assurance, Plc. (2007-2016)

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

Legal case(s) - None -

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

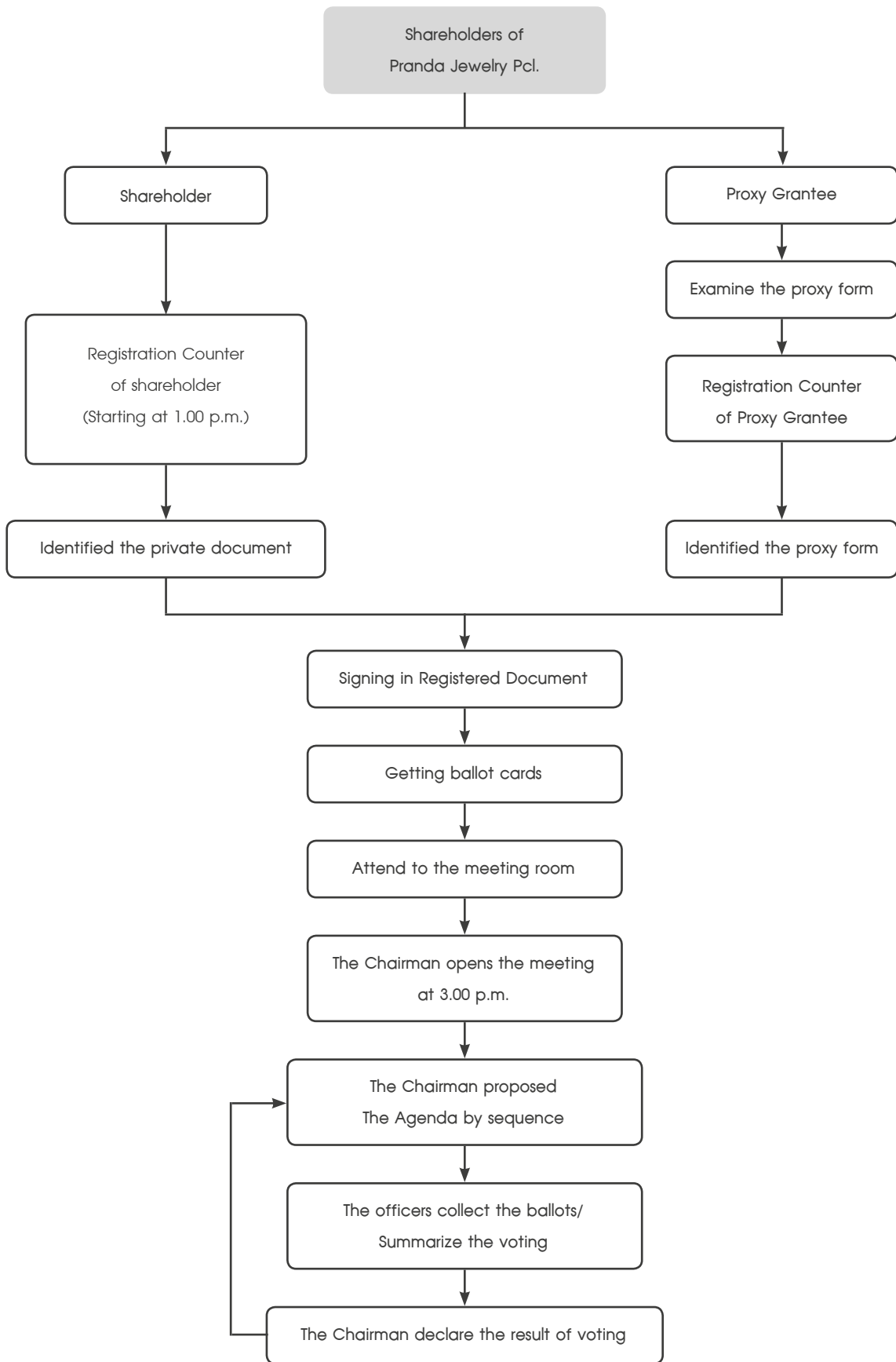
Legal case(s) - None -

Attending the Meeting 2015

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	16/16
Audit Committee	4/4

At this meeting, the proxy director has a stake in Agenda 6

Procedures for Attending the Annual General Meeting of Shareholders 2015



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.

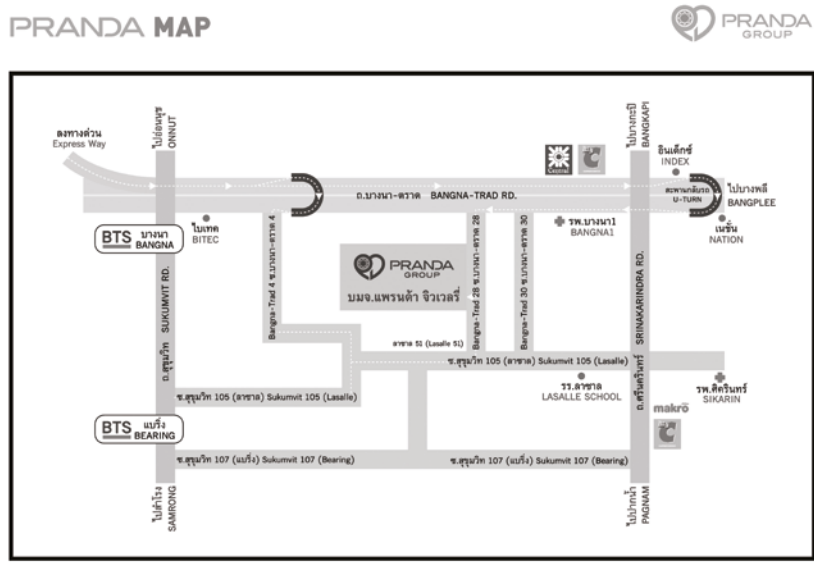
36. In the shareholders' meeting, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of share shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than 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



The Company has also arranged the shuttle buses at The Phuti 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.Chitkron Phetnin) and could also inform in advance for using the shuttle bus service at during 00.30-02.30 pm. Corporate Secretary Office at telephone number 0-2769-9403 (Direct) or 02-769-9999, 02-361-3311 ext. 403, 436

ROXY 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.....

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 2015 Wednesday, April 20th, 2016 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 73 Years
	Or <input type="checkbox"/>	2. Mrs. Rawittha Pongnuchit	Director/ Audit Committee	Age 66 Years
	Or <input type="checkbox"/>	3. Mr. Chamnong Watanagase	Director/ Audit Committee	Age 64 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 2015 Wednesday, April 20th, 2016 at 3.00 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna, 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 2014, held on April 21st, 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 2 To acknowledge the Board of Directors' 2015 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, 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 4 To consider and approve the earnings allocation and the dividend payment for operation 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 5 To consider and approve the new directors to replace those due to retire by rotation.

- (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 the appointment of the whole directors
- Approve Disapprove Abstain
- The appointment of individual director
- | | | | | |
|--------------------------------------|-----------------|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Mr. Prida | Tiasuwan | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Mrs. Prapee | Sorakraikitikul | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Ms. Pittaya | Tiasuwan | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Agenda 6 To consider and approve the remuneration of the Board of Directors for 2016.

- (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 appointment of the Company's auditors for 2016 and fixing their remuneration.

- (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 8 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 2015 on Wednesday, April 20th, 2016 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 2014, held on April 21st, 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 2 To acknowledge the Board of Directors' 2015 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, 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 4 To consider and approve the earnings allocation and the dividend payment for operation 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 5 To consider and approve the new directors to replace those due to retire by rotation.

- (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. Prida | Tiasuwan | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Mrs. Prapee | Sorakraikitikul | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| <input type="checkbox"/> Ms. Pittaya | Tiasuwan | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Agenda 6 To consider and approve the remuneration of the Board of Directors for 2016.

- (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 7 To consider and approve the appointment of the Company's auditors for 2016 and fixing their remuneration.

- (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 8 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.



PRANDA JEWELRY PCL.
Corporate Secretary Office
28 Soi Bangna-Trad 28,
Bangna, Bangna,
Bangkok 10260 Thailand

www.pranda.com

Tel: +66 2 769 9999 Ext. 403, 431, 436
Fax: +66 2 398 2141