



Invitation to the Annual General Shareholders

Meeting No. 39

Pan Asia Footwear Public Co.,Ltd.

Tuesday 25, April 2017 at **15.00** hrs.

At Chao Phraya Room 2, Montien Riverside Hotel
Rama 3 Road, Bangklo Subdistrict,
Bangkorleam District, Bangkok



AF 006/2017

22nd March 2017

Attn: Shareholders

- Enclosures :
1. Copy of Minutes of the Annual General Meeting of Shareholders No. 38 on April 26, 2016
 2. Annual Report of 2015 containing in CD, consisting of the Report of the Board of Directors, and Financial Statements for the year ended December 31, 2016
 3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
 4. The definition of “Independent Director”
 5. The Profile data of Independent Directors and Audit Committee that Company nominated the name as the authorized person from shareholders.
 6. The Articles of Association which related to The General Meeting of Shareholders.
 7. Documents and evidence required prior to attend the meeting and regulation for the meeting.
 8. The process of attending the General Meeting of Shareholders.
 9. Map of the meeting place of the General Meeting of Shareholders.
 10. Proxy Form B
 11. Requirement Form of the Annual Report (Printed Form)
 12. Registration Form (Present on Meeting Day)

The Board of Directors of the Company fixed to arrange the General Meeting of Shareholders No. 39 on Tuesday, April 25th 2017 at 15.00 hrs. at Chao Praya Room 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Khwaeng Bangklo, Khet Bangkkolerm, Bangkok 10120. For this meeting, Company had given the opportunity to shareholders to propose agenda and/or nominate candidates to be elected as directors during December 20th, 2016 to January 16th, 2017 and there was not any shareholders propose agenda and/or nominate candidates to be elected as directors. Therefore, Company determined agenda to consider as follow;

1. To certify the minutes of the Annual General Meeting of Shareholders No. 38 on April 26, 2016

Fact and reason : The minutes was arranged and submitted to The Stock Exchange of Thailand and publicized on company’s website www.paf-group.com within 14 days from the day of the Extraordinary Meeting of Shareholders and also Ministry of Commerce according to the requirement of the laws, herewith **the Attachment No.1**

Comment of the Board : Such minutes as stated above was recorded correctly and should be submitted to the General Meeting of Shareholders for approval.

2. To acknowledge the Report of the Board of Directors for the previous year

Fact and reason : Report of the Board of Directors and the operating results of the company in 2016 provided in the annual report of 2016 submitted together with the notice of the General Meeting of Shareholders in accordance with the requirements of the Securities and Exchange Commission and The Stock Exchange of Thailand herewith **the Attachment No.2**

Comment of the Board : Such report should be submitted to the General Meeting of Shareholders for acknowledgement.

3. To approve of the Financial Statements for the year ended December 31, 2016

Fact and reason : Such Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors. The summary of the financial status and performance of the Company during the year 2016 are as follows:

(Unit: million Baht)

Descriptions	Consolidated financial statements	Separate financial statements
Total assets	761	635
Total liabilities	276	215
Shareholders' equity	485	420
Total income	908	53
Net profit Equity holders of the Company	242	73
Earnings per share (Baht)	0.45	0.14

The details are shown in Financial Statements 2015 herewith the Attachment No.2

Comment of the Board : Such Financial Statements should be submitted to the General Meeting of Shareholders for approval.

4. Consideration for the approval on the appropriation of Profit and Dividend Payment.

Fact and reason : The Company has the policy to pay the dividend at least 50% by the consideration of business results and economic conditions. In 2016, profit for the year of the separate



financial statements is the total amount of 73 million Baht, unappropriated retained earnings are 131 million Baht, the Board considered it should be reserved some for the operation. The Board proposes shareholders to approve on dividend payment allocated as follow;

1. Legal reserve 5% of net profit shown on the separate financial statements to be Baht 3,656,630.00
2. Dividend payment is Baht 0.0222 per share, to be Baht 11,988,000.

Comment of the Board : It was agreed to propose to the General Meeting of Shareholders the appropriation of profit and dividend payment as follow;

1. Legal reserve 5% of net profit shown on the separate financial statements 2016 to be Baht 3,656,630.00 บาท
2. Dividend payment is Baht 0.0222 per share, to be Baht 11,988,000 Baht to the Shareholders entitling to receive the dividend according to the name listed in the record date on May 8th, 2017 and to collect the name according to Sector 225 of Securities and Exchange Act by closing share register book on May 9th, 2017 and determine dividend payment date on May 24th, 2017. Details of dividend payment are as follows;

(the Separate Financial Statements)

Details of Dividend Payment	Unit	2016 (Propose to Pay)	2015 (Paid)
Dividend per Share	(baht/share)	0.0222	0.0204
Total dividend payment	(Baht)	11,988,000	11,016,000
Proportion of Dividend from Net Profit	(%)	16.39%	5.88%

5. To consider the election of directors in replacement of those who are retired by rotation

Fact and reason : According to the Articles of Association, Article 22, in every general meeting of shareholders, one-third of the directors are retired on rotation. If the number of directors cannot divided into three part, the nearest to such one-third of the directors shall retire from office and the retiring directors may be re-elected. In this General Meeting of Shareholders, there are 3 Directors who are retired by rotation;

- | | |
|--------------------------------|--|
| 1. Mr. Sujarit Patchimnun | Independent Director and Audit Committee |
| 2. POL.MAJ.GEN Panurat Meepien | Independent Director and Audit Committee |
| 3. Mr.Surat Wongrattanapassorn | Director |

Comment of the Board : The selection process has not been a director of the Company, through the Audit Committee because the Company has not yet appointed a Nominating Committee. However, The Board of Directors, excluding the Directors who are nominated persons, the above three mentioned retiring directors should be proposed to be directors to replace Directors who are retired by rotation with the consideration of individual person who had knowledge, competence and experience from various professionals and including the qualifications according to law, notifications and the articles of association. The Board of Directors resolved to endorse the proposal to nominate the 3 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors (The three nominated candidates' profiles are enclosed on the **attachment No. 3**)

6. To consider the Board of Director's remuneration

Fact and reason : According to the Articles of Association, Article 33, the company is not allowed to pay money or provided any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. It also excludes the remuneration and a welfare which Directors received as company's employee or staff. In 2016, the General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed 5 million Baht a year, the company had actually paid Baht 3,922,500 consisting of, Baht 305,000 of meeting attendance fee, Baht 3,500,000 of the annum remuneration, Baht 117,500 of meeting attendance fee for Audit Committee.

Comment of the Board : The Board of Directors to consider on evaluation of company's operation result, the amount approved by the General Meeting of Shareholders, the amount paid for the past year including power, duties and responsibilities. It is appropriate to propose to the Annual shareholders' General Meeting to fix the remuneration to the Board of Directors is not over 5 million baht. by the Executive Directors who allocated. The amounts of remuneration had considered from the suitability of the duties and responsibilities of the directors and the audit committee detail as follows

- (1) Board of Directors
 - Meeting attendance fee (paid to attending directors only)

	2016	2015
Chairman	5,000 (Baht/Meeting)	5,000 บาท/ครั้ง (Baht/Meeting)
Director	5,000 (Baht/Meeting)	5,000 (Baht/Meeting)



- Annual Remuneration is paid to all directors and allocated by the Board of Directors.

(2) Audit Committee

- Meeting attendance fee is paid by quarter

	2016	2015
Chairman	12,500 (Baht/Meeting)	12,500 (Baht/Meeting)
Director	10,000 (Baht/Meeting)	10,000 (Baht/Meeting)

The amount excluded the remuneration and welfare which Directors received as Company's employee or staff with the consideration on evaluation of Board of Directors operation. The fixing of remuneration has not passed the consideration of the committee for scrutiny of remuneration. However, the fixing of remuneration for Board of Directors has been carefully considered by the meeting of the Board of Directors of the Company by comparing with and referring to the same type of industry.

- Remuneration of other subcommittees, which were organized by the Board, will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities. From the General Meeting of Shareholders approval until changes, the remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders.

7. To appoint the Company's auditor and to consider the auditor fees

Fact and reason : Reference to the Company's regulation on the Article 50 and Article 51, the auditor must not be the director, employee, staff, or person holding any position of the Company. An auditor shall be elected at the Annual General Meeting of Shareholders on every year and retiring auditor shall be re-elected for another term. In 2016, at the Annual General Meeting of the Shareholders. 1.Mr.Termpong Opanaphun C.P.A.(Thailand) Registration no.4501 and/or 2.Miss Wissuta JariyaTanakorn C.P.A.(Thailand) Registration no.3853 and/or 3.Miss Manee Rattanabunkij C.P.A.(Thailand) Registration no.5313 of EY Office Limited were appointed as the Company's auditor and the audit fee was set to 1,660,000 Baht.

In 2017,the Audit Committees has considered their well performance and ethics on independence of the auditors and agrred to have the Board propose the shareholders to appoint 1. Mr.Termpong Opanaphun C.P.A.(Thailand) Registration no.4501 and/or 2.Miss Wissuta JariyaTanakorn



C.P.A.(Thailand) Registration no.3853 and/or 3.Miss Manee Rattanabunkij C.P.A.(Thailand) Registration no.5313 of EY Office Limited to be the Company's auditor for the year 2017

Comment of the Board : The Board, with the recommendation from the Audit Committees, considered their well performance and ethics on independence of the auditors, which the auditors and the partners of EY Office Limited have not been the Company's shareholders and its related companies. Moreover, EY Office Limited has provided only the audit services to the Company. The auditors have also qualifications in accordance with ;the regulations of the Company and the Securities and Exchange Commission. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders to appoint

1. Mr.Termpong Opanaphun C.P.A.(Thailand) Registration no.4501
(He had audited the company's financial 2013-2014) and/or
2. Miss Wissuta JariyaTanakorn C.P.A.(Thailand) Registration no.3853
(She has never audited the company's financial statements) and/or
3. Miss Manee Rattanabunkij C.P.A.(Thailand) Registration no.5313
(She has audited the company's financial statements in 2015-2016)

As the Company's auditor in 2017 and the approved audit fees as shown in the table below;

	<u>2017</u>	<u>2016</u>
Review of the financial statements for quarter 1,2,3	900,000 Baht	825,000 Baht
Audit fee for the year ended December 31	<u>980,000 Baht</u>	<u>835,000 Baht</u>
Total	<u>1,880,000 Baht</u>	<u>1,660,000 Baht</u>

For the shareholders' acknowledgement, the other services fee from the office of auditor, In 2016 are Fee Review of financial statements of subsidiaries 9 companies that are not audited by EY Office Limited failure to limit the preparation of the consolidated financial statements amounting to Baht 160,000.



In addition, the Board found it appropriate to report to the shareholders the audit fee of the Company's subsidiaries, which have the same auditor of the audit office the Company appoints, as follows;

Audit Fee for Subsidiaries	2017 (6 companies)	2016 (6 companies)
Review of the financial statements for quarter 1,2,3	897,000 Baht	859,000 Baht
Audit fee for the year ended December 31	1,490,000 Baht	1,324,500 Baht
Total	2,387,000 Baht	2,184,000 Baht

The nominated auditors do not have any relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons.

8. Other matters (if any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 13.00 p.m. onwards. It is Company policy for shareholders to participate in Company operation, shareholders can submit questions in advance. Shareholders, who have the questions related to any agenda of the General Meeting of Shareholders, are able to send the questions in advance at E-Mail : parichart.p@pan-group.com or registered mail to Mrs.Parichart Phobang (the Company's Secretary), Pan Asia Footwear Public Company Limited, 620/5 Mo11 Nongkham Sriracha Chonburi 20230 or Fax No. 038-480080 within April 18, 2017, and specify the name, address and telephone number which is able to contact. The Company's Secretary will collect all questions submitted to the President for consideration orderly and answer questions submitted in advance on the meeting day.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or download only one of three Proxy Forms from the company's website www.paf-group.com. Foreign investors who authorize the custodian in Thailand to keep and oversee their shares can choose only one of the Proxy Form: Form A, Form B or Form C. Another shareholders can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the independent directors and being an Audit Committee that company nominated the name as the authorized person from shareholders, details are attached as **attachment No.5**



Your are kindly requested to submit the complete Proxy Form at least one day prior to the meeting in order to facilitate the verification of the evidence. The company will process registration with the barcode system, for registration convenience, shareholders and proxy, please bring the Registration Form with signature **(as the attachment No.12)** on the meeting day for the rights to meeting attendance.

Yours faithfully,

Sommat Khunset

(Mr. Sommat Khunset)

Managing Director



TRANSLATION

PAF ASIA FOOTWEAR PUBLIC COMPANY LIMITED

The Minutes of the General Meeting of Shareholders No.38

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangklo, Khet Bangkok, Bangkok 10120 on April 26, 2016. There were shareholders in person and proxies 37 persons, equivalent to 42 shareholders, representing 296,342,220 shares or 54.88% of the total outstanding and paid-up shares (the Company had 540,000,000 outstanding and paid-up shares in total).

The meeting commenced at 15.00 hours

Mr. Boonkiet Chokwattana, Chairman of the Board and Chief Executive Officer acting as Chairman of the meeting.

Mrs. Parichart Phobang, Company Secretary, informed that Pan Asia Footwear Public Company Limited there were shareholders and proxies 37 persons, representing 42 shareholders, holding 296,342,220 shares or 54.88% of the issued and paid up shares was 540,000,000 shares which constituted the quorum. According to the Company's Articles of Association no.37, shareholders and proxies must be not less than 25 persons or not less than half (1/2) of the total number of shareholders, holding shares not less than one-third (1/3) of the total number of shares sold. Number of shareholders in accordance with Section 225 of The Securities and Exchange Act B.E. 2535. By closing the shares registration book on Friday, March 18, 2016 Altogether, there were 4,950 shareholders holding the combined total of 540,000,000 shares eligible to attend this meeting and invited Chairman to open the meeting

Mr. Boonkiet Chokwattana, Chairman, opened the meeting that, The shareholders and proxies constituted the quorum according to the Company's Articles and declared the meeting open Before proceeding on the meeting, the Chairman, Introduced the Board of Directors and Company's Secretary, as follows :

The names of 9 company directors attending the meeting were as follows

- | | | |
|---|--------------------------|--|
| 1 | Mr. Boonkiet Chokwattana | Chairman and Chief Executive Officer |
| 2 | Mr. Payont Pantsri | Director and Senior Vice President |
| 3 | Mr. Siripong Sombutsiri | Chairman of the Audit Committee and Independent Director |
| 4 | Mr. Sujarit Patchimnan | Audit Committee and Independent Director |

5	Pol. Maj. Gen. Panurat	Meepien	Audit Committee and Independent Director
6	Mr.Sommat	Khunset	Managing Director
7	Mr.Wichit	Prayoonwiwat	Director
8	Mr.Veerawuthi	Dechampiratkul	Director
9	Mr. Surat	Wongratanapassorn	Director

Company Secretary

1	Mrs. Parichart	Phobang
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And to count the votes in the Extraordinary General Meeting of shareholders in this with transparency as Assessment of the Office of the Securities and Exchange Commission, recommend attendance of Auditor as follow :-

Attendance of Auditor and representatives, 2 persons from EY Office Limited

1. Miss Manee Rattanabunnakit Certified Public Accountant (Thailand) No.5313
2. Miss Supattra Ekakkharapong Representative

Company's Lawyer

Mr.Apisak Teerakosol to be the witness in counting votes of meeting.

For the vote process in this meeting, the Chairman assigned Mrs. Parichart Phobang, Company Secretary to provide information relating to the voting procedures.

Mrs.Parichart Phobang Company's Secretary, informed the meeting that, In the General Meeting of Shareholders No.38 Company had given the opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors during November 13, 2015 to December 30,2015 and there was not any shareholders propose agenda and nominate candidates to be elected as directors.

For the Meeting details and cast the vote process in this meeting, it is in accordance with the Company's Articles of Association no. 44 that one share was equal to one vote. The casting of vote would be with revelation, the shareholder could cast the vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain only by deducting from all attended votes. The remaining of vote counted to be the agreement of that agenda. In case shareholders do proxy to



other person to attend the Meeting and to cast the vote according to shareholders' objective. Shareholders sent the proxy form to Company in advance. Company has already recorded votes according to shareholders' objective in the system.

In case the shareholders registered to attend the Meeting after the Meeting started the shareholders had the rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the Meeting during the meeting from the agenda which they voted for recording in the minutes.

For the orderly and transparency vote, Company would count the vote with Barcode System that shareholders would see on screen simultaneously, by dividing into the case as follows;

1. Any agenda, except the agenda of election of Directors, in case of disapproval or abstention vote, the shareholders / proxies have to raise their ballot paper which have already received since the meeting attendance registration, the Company officers will count the votes including distribute the voting card, please fill registration no. and specify opinion in the voting card with signature, and return promptly to the officer.
2. The election of Directors agenda, all shareholders have already received the voting card since the meeting attendance registration, please specify opinion regarding the election of director individually with signature. In case of disapproval or abstention vote in the election of director, the shareholders / proxies have to raise their ballot paper. The company officers will count the votes. The officers collect voting card from a shareholders and proxies at the end of this agenda.

Directors as shareholders reserved the right to vote for approval in every agenda according to the Board of Directors' proposal. In case of Shareholder gave a proxy to Director to vote, Director would vote according to Power of Proxy. In this Meeting, if shareholders had questions, please raise hand and ask in that agenda.

After that, the Chairman assigned Mr.Sommat Khunset, Managing Director, to further conduct the meeting for all meeting agenda.



Before starting the 1st agenda, Mrs.Parichart Phobang, Company's Secretary informed there was 1 person, representing 1 shareholder attending the Meeting, holding 5,000 shares, the total of shareholders and proxies were 38 persons, representing 43 shareholders, holding 296,347,220 shares or 54.88% of the issued and paid up shares.

Agenda 1 Consideration for the approval on the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 on October 19th, 2015.

Mr.Sommat Khunset, Managing Director, reported that the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 on October 19th, 2015 was arranged and submitted to the Stock Exchange of Thailand and publicized on company's website www.paf-group.com within 14 days from the day of the General Meeting of Shareholders and also sent to Department of Business Development, the Ministry of Commerce according to the requirement of the laws. The Copy of the Minutes was sent with the Notice of the General Meeting of shareholders which the Board of Directors had the opinion that it was recorded correctly, should propose to the Meeting of Shareholders for consideration.

After consideration, the Meeting had resolution to approve the Minutes of the Extraordinary Meeting of Shareholders No.1/2015 on October 19th, 2015 as proposal, with the totally votes of Shareholders who attended the meeting and were eligible to vote, details are as follow,

Agree	296,347,220	votes	or to be	100 %
Disagree	-	vote	or to be	-
Abstain	-	vote	or to be	-

Before starting the 2nd agenda, Mrs.Parichart Phobang, Company's Secretary informed there was 1 person, representing 2 shareholder attending the Meeting, holding 320,200 shares, the total of shareholders and proxies were 39 persons, representing 45 shareholders, holding 296,667,420 shares or 54.94 % of the issued and paid up shares.



Agenda 2 Acknowledgement of the Report of the Board of Directors for the past year.

Mr. Wichit Prayoonwiwat, Director, proposed the report of the Board of Directors and the Company's result for the year 2015 which had already stated in the Annual Report for the year 2015 and delivered to all shareholders in CD-ROM with the Notice of the General Meeting of shareholders prior to this meeting.

The Extraordinary General Meeting of the Shareholders No. 1/2015 on Monday 19th October 2015 The meeting resolved to approve the reduction of the Company's registered capital and paid-up capital in order to compensate accumulated loss and the amendment of the memorandum of association to be consistent with the capital reduction. The Company completely registered the reduction of the registered capital and paid-up capital with the Department of Business Development, the Ministry of Commerce on 24 December 2015.

On December 14, 2015, The Company has send Information Memorandum on the Acquisition of Assets of Pan Asia Footwear Public Company Limited and the subsidiaries offer to Shareholders about receive payment from PA Capital Company Limited. In the Present, The Company and the subsidiaries receive payment from PA Capital Company Limited payment was premises total amount 99.31 Million Baht and was the assorted Company's stock share total amount 37.30 Million Baht.

In 2015, The Company Board of Directors approved anti-corruption policy. On March 24, 2016, the Company Board of Directors has approved the Practices of Anti-corruption Policy to practice guideline. In 2016, Certification Process from The Director. The Company will apply for certification to CAC Certification Committee.

Before starting the 3rd agenda, shareholders had provided additional comments and question, Managing Director, answered the comments and questions of shareholders, the summary are as follows;

Mr. Anu Wongsarakit shareholder 10 shares had provided additional comments as follows;

- What do you do with the acquired property?

Mr. Sommat Khunset, reported to the meeting that, Is being considered the cash assets conversion.

Mr. Wichit Prayoonwivat, Director, reported to the meeting that, this agenda was for acknowledgement, the Meeting only acknowledged the said report.

Before starting the 3rd agenda, Mrs. Parichart Phobang, Company's Secretary informed there was 1 person, representing 1 shareholder attending the Meeting, holding 1,000 shares, the total of shareholders and proxies were 40 persons, representing 46 shareholders, holding 296,668,420 shares or 54.94 % of the issued and paid up shares.

Agenda 3 Consideration for the approval on the Financial Statements for the year ended December 31th, 2015

Mr. Wichit Prayoonwivat, Director, proposed the Financial Statements as at December 31, 2015 were prepared in accordance with generally accepted accounting principles and examined and certified by a Certified Public Accountant, agreed by the Audit Committee and the Board of Directors, the Board of Directors appropriated to propose to the General Meeting of shareholders to approve the Financial Statements as at December 31, 2015 as stated in the Annual Report for the year 2015 delivered to all shareholders together with the Notice of the General Meeting of shareholders prior to this Meeting for consideration. The major of contents were as follows:

(Unit : Million Baht)

Descriptions	Consolidated financial statements	Separate financial statements
Total assets	753	645
Total liabilities	479	287
Shareholders' equity	274	358
Total Income	686	57
Net Profit	166	187
Earnings per share (Baht)	0.30	0.35

Before voting, shareholders had provided additional comments and question, Managing Director, answered the comments and questions of shareholders, the summary are as follows;

Mr.Anu Wongsarakit shareholder 10 shares had provided additional comments as follows;

- In 2015,the profit increase from the elimination of deficit and Profit from operations increased or not?

Mr.Sommat Khunset, reported to the meeting that, the profit increase from the elimination of deficit and profit from operation some increase.

The Meeting had resolution to approve the Financial Statements as at December 31, 2015 as proposal, with the majority votes of Shareholders who attended the meeting and voted, details are as follow,

Agree	296,668,420	votes	or to be	100%
Disagree	-	votes	or to be	-
Abstain	-	votes	or to be	-

Before starting the 4th agenda, Mrs.Parichart Phobang, Company’s Secretary informed there was 2 person, representing 2 shareholder attending the Meeting, holding 120,000 shares, the total of shareholders and proxies were 42 persons, representing 48 shareholders, holding 296,788,420 shares or 54.96 % of the issued and paid up shares.

Agenda 4 Consideration for the approval on the appropriation of Profit and Dividend Payment.

Mr.Sommat Khunset, Managing Director, reported to the meeting that,

Net Profit (Loss)	187	Million Baht
Unappropriated Retained Earnings	82.26	Million Baht

Board of Company’s Directors proposed to the General Meeting of Shareholders to approve to allot as follows;

1. Legal reserve 5% of net profit 9.37 Million Baht for the Separate financial statements.
2. Dividend payment is Baht 0.0204 per share, to be 11.02 Million or 5.88% of the Company’s net profit on separation financial statements 2015, to be drawn from the company’s retained earnings subject to 20% corporate income tax deduction to the Shareholders entitling to receive the dividend according to the



name listed in the record date on May 12 , 2016 and to collect the name according to Sector 225 of Securities and Exchange Act by closing share register book on May 13, 2016 and determine dividend payment date on May 25 , 2016.

After consideration, the Meeting had resolution to approved the appropriation of profit and dividend payment as follows;

Agree	296,788,420	votes	or to be	100 %
Disagree	-	vote	or to be	-
Abstain	-	vote	or to be	-

Before starting the 5th agenda, Mrs.Parichart Phobang, Company's Secretary informed there was 2 person, representing 2 shareholder attending the Meeting, holding 56,850 shares, the total of shareholders and proxies were 44 persons, representing 50 shareholders, holding 296,845,270 shares or 54.97 % of the issued and paid up shares.

Agenda 5 Consideration for the election of company directors in replacement of those who are retired by rotation

Mr.Sommat Khunset, Managing Director, proposed to the Meeting that according to the Company's Articles of Association no. 22, on every General meeting of Shareholders, one-third of the Directors shall retire from the office. If the member of Directors cannot be divided into three portion, the nearest to such one-third of the Directors shall retire from the office. Director who retires from the office may be re-elected. In the General Meeting of Shareholders No. 38, there were retired Directors as follows:

1. Mr.Boonkiet Chokwattana
2. Mr.Payont Pantsri
3. Mr.Siripong Sombutsiri

According to the opinion of the Board of Directors, excluding the retiring directors, the 3 retired directors should be proposed to resume their position for the administration. They also have such a valuable knowledge and capability, business experiences and long contribution to the Company.



The Company's selection process directors has not passed recruitment committee because the Company has not yet appointed a recruitment committee. However, the Board of Directors has considered qualifications in various fields which must have appropriate qualifications, knowledge, experience and expertise of a professional. Including management performance and must not be disqualified under Section 68 of the Companies Act B.E. 2535 and the requirements of the Securities and Exchange Commission and the Stock Exchange.

Profile of 3 nominated persons to be directors has already been sent to shareholders with Notice of the General Meeting of Shareholders. Therefore, proposed to the General Meeting of Shareholders to elect individual persons, the following persons to be Directors of Company in replacement of Directors who are retired by rotation;

After consideration, the meeting unanimously resolved to elect 3 resigned directors by voting to each individual person as follows:

Name	Approval		Disapproval		Abstain	
	Votes	%	Votes	%	Votes	%
1. Mr.Boonkiet Chokwattana	296,845,270	100	-	-	-	-
2. Mr.Payont Pantsri	296,845,270	100	-	-	-	-
3. Mr.Siripong Sombutsiri	296,845,270	100	-	-	-	-

Therefore, the Board of Directors for the year 2016 has completely 9 members namely as following;-

- | | | |
|---|------------------------|-------------------|
| 1 | Mr.Boonkiet | Chokwattana |
| 2 | Mr.Payont | Pantsri |
| 3 | Mr.Sommat | Khunset |
| 4 | Mr.Wichit | Prayoonwivat |
| 5 | Mr.Veerawuthi | Dechapiratkul |
| 6 | Mr.Sujarit | Patchimnan |
| 7 | Pol. Maj. Gen. Panurat | Meepien |
| 8 | Mr.Siripong | Sombutsiri |
| 9 | Mr. Surat | Wongratanapassorn |

And there are 3 members of the Audit committee, which is composed of

- | | | |
|---|------------------------|------------|
| 1 | Mr.Siripong | Sombutsiri |
| 2 | Mr.Sujarit | Patchimnan |
| 3 | Pol. Maj. Gen. Panurat | Meepien |

Before starting the 6th agenda, Mrs.Parichart Phobang, Company's Secretary informed there was 1 person, representing 1 shareholder attending the Meeting, holding 5,000 shares, the total of shareholders and proxies were 45 persons, representing 51 shareholders, holding 296,850,270 shares or 54.97 % of the issued and paid up shares.

Agenda 6 Consideration for the determination the remuneration of company directors.

Mr.Sommat Khunset, Managing Director, proposed to the Meeting that according to the Company's Articles of Association No. 33, the company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company excluding the remuneration and welfare incentive which Directors received as Company's employee or staff. The General Meeting of shareholders in the year 2015 agreed to approve the remuneration to Directors not exceed 4 million Baht a year, the company had actually paid Baht 4,000,000.- consisting of, Baht 425,000.- and Baht 3,445,000.- of the annual remuneration, Baht 130,000.- of meeting attendance fee for Audit Committee.

In 2016, The Board of Directors to propose to the General Meeting of Shareholders to approve the remuneration of Directors not exceed 5 Million Baht a year, allocated by Executive Directors as propose by consideration on Company's operation result, the amount approved by the General Meeting of Shareholders, the amount paid for past year including power, duties and responsibilities and proposed to pay as follow;

(1) Directors

- Meeting attendance fee (paid to attending directors only)
- Annual Remuneration is paid to all directors.



(2) Audit Committee, Meeting attendance fee is paid by quarter

However, the carefully scrutinizing for determine remuneration by using reference from the same type of business of nearly the same size industry, the Remuneration Committee then deemed appropriate to determine the directors' remuneration allocated by Executive Directors until there is a change.

According to the Public Limited Companies Act B.E.2535, Section 90 to determine to pay the remuneration according to the resolution of the General Meeting of Shareholders which is not less than 2/3 votes of all shareholders who are attended the Meeting.

After consideration, the Board had resolution to determine the remuneration of Directors should not exceed 5 million Baht a year. It also excludes the remuneration and welfare which Directors received as Company's employee or staff and pay as stated above from the General Meeting of Shareholders approval until there is a change and the remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders with the totally votes of Shareholders who attended the meeting, details are as follow,

Agree	296,850,270	votes	or to be	100 %
Disagree	-	vote	or to be	-
Abstain	-	vote	or to be	-

Before starting the 7th agenda, Mrs.Parichart Phobang, Company's Secretary informed there was 1 person, representing 1 shareholder attending the Meeting, holding 3,000 shares, the total of shareholders and proxies were 46 persons, representing 52 shareholders, holding 296,853,270 shares or 54.97 % of the issued and paid up shares.

Agenda 7 Consideration for the appointment of the Auditors and determination the remuneration of auditors.

Mr.Siripong Sombutsiri, Chairman of Audit Committee, proposed to the Meeting that according to the Article of Association of Company, Article 50 and 51 "the auditor must not be the Director Officer employee or held any position in company. The auditor could be elected annually by the General Meeting



of Shareholders. The retiring auditor may be re-elected. The auditor of company for the year 2015 is Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 and/or Miss Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 and/or Miss Manee Rattanabunnakit, Certified Public Accountant No. 5313 of EY Office Company Limited. The remuneration of auditors is Baht 1,565,000.

In 2016, the Board of Directors agreed with Audit Committee consideration and proposal. It should propose to General Meeting of Shareholders to appoint, Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 (audited the company’s financial statement since 2013-2014) and/or Miss Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 (never be the authorized signature in the Financial Statements of the Company) and/or Miss Manee Rattanabunnakit, Certified Public Accountant No. 5313 (audited the company’s financial statement in 2015) of EY Office Company Limited to be the Company’s Auditor for the year 2016 with consideration of the complete qualifications according to the Company’s Articles of Association and the Regulations of the Securities and Exchange Commission, independence, professional standard and performance and approve the audit fee as follows:

(unit: Baht)

Description	2015
1. Review of the financial statement for quarter 1,2,3	825,000
2. Audit fee for the year ended December 31	835,000
Total	1,660,000

In addition, the Board found it appropriate to report to the shareholders the audit fee of the Company’s subsidiaries as follows:

(unit: Baht)

Auditor Fee 13 companies	2015
1. Review of the financial statement for quarter 1,2,3	1,099,500
2. Audit fee for the year ended December 31	1,584,500
Total	2,684,000



The nominated auditors do not have any relationship and/or conflict of interest with the company, subsidiaries, managements, major shareholders, or related persons.

After consideration, the Meeting had resolution to appoint Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 and/or Miss Vissuta Jariyathanakorn, Certified Public Accountant No. 3853 and/or Miss Manee Rattanabunnakit, Certified Public Accountant No. 5313 of EY Office Company Limited to become the Auditor of the Company for the year 2016 and determine the audit fee Baht 1,660,000.- as stated above,

With the totally votes of Shareholders who attended the meeting and were eligible to vote, details are as follow,

Agree	296,853,270	votes	or to be	100 %
Disagree	-	vote	or to be	-
Abstain	-	vote	or to be	-

Before starting the 8th agenda, Mrs.Parichart Phobang, Company's Secretary informed there were no shareholder attending the Meeting, the total of shareholders and proxies were 46 persons, representing 52 shareholders, holding 296,853,270 shares or 54.97 % of the issued and paid up shares.

Agenda 8 Consideration for the approval on the amendment of Memorandum of Association No. 3, the Company's objective by the adding 1 item from 16 existing objectives, the totaling of the objectives are 17 items.

Mr.Sommat Khunset, Managing Director, proposed to comply with the business operation at present and to be able to support the Company's business operation, it should amend the Memorandum of Association No.3, the Company's objective by adding 1 item from 16 existing objectives, the totaling of the objectives are 17 items, as follow;

Clause 17. To operate the business produce and sell agricultural product, herbal products include processed agricultural products , buy , sell , import , export also domestic and export.

And propose to the General Meeting of Shareholders for approval by a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote.

Before voting, shareholders had provided additional comments and question, Managing Director, answered the comments and questions of shareholders, the summary are as follows;

Mr.Anu Wongsarakit shareholder 10 shares had provided additional comments as follows;

- What added to the objective?

Mr.Sommat Khunset, reported to the meeting that, in order to prepare the project in the future. Thailand have chance to agricultural products, in between the study.

After consideration, the meeting had resolution to approval on the amendment of Memorandum of Association No. 3, the Company's objective by the adding 1 item from 16 existing objectives, the totaling of the objectives are 17 items To comply with the business operation at present and to be able to support the Company's business operation as follow:

Clause 17. To operate the business produce and sell agricultural product, herbal products include processed agricultural products , buy , sell , import , export also domestic and export.

With the totally votes of Shareholders who attended the meeting and were eligible to vote, details are as follow,

Agree	296,853,270	votes	or to be	100 %
Disagree	-	vote	or to be	-
Abstain	-	vote	or to be	-

Agenda 9 Other matters (If any)

shareholders had provided additional comments and question, Managing Director, answered the comments and questions of shareholders, the summary are as follows;

Mr.Anu Wongsarakit shareholder 10 shares had provided additional comments as follows;

- What to do after the elimination of deficit?

Mr.Sommat Khunset, reported to the meeting that,

- 1.The Company is Holding Company must be drive the company's sustainable growth.
2. New Business, follow agenda the amendment of Memorandum of Association No. 3, the Company's objective, in between the study.

Mr.Anu Wongsarakit shareholder 10 shares had provided additional comments as follows;

1. How to increase revenues subsidiaries?
2. What is the risk of getting small orders?
3. Can use the same standard quality and standard cost?
4. The order is currently?

Mr.Sommat Khunset, reported to the meeting that,

1. The size of the smaller subsidiary a chance to get the order by considering the price which many customers ordered less orders. But no manufacturer can accommodate small orders, which the Company is able to meet demand.
- 2.The Small Companies to consider the price and Margin which has a very high mobility and to increase the number of customers
- 3.In quality, with knowledge that can satisfy the customer and there are advantages in cost management.
4. Export orders there are about 10%, mostly domestic orders.

There was no any other matter proposed for consideration, therefore, Mr.Boonkiet Chokwatana, Chairman, express thanks to all shareholders and called the Meeting adjourned.

The Meeting was adjourned at 15.40

Mr.Boonkiet Chokwattana
(Mr.Boonkiet Chokwattana)
Chairman of the meeting

Profile of the nominated candidates to be directors in replacement of the retiring directors by rotation

1. Mr. Sujarit Patchimnun

Age	72 years old
National	Thai
Educations	- Master of Arts in Political Science, Thammasat University - Bachelor of Arts in Political Science, Thammasat University
Seminar Program	- Director Accreditation Program (DAP) 41/2005 Thai Institute of Directors Association (IOD)
Position in Company	- Independent Director and Audit Committee
Number of years as director	- 6 years (Appointed as Director on April 22, 2011)
Shareholding	- shares or to be -%
Number of Listed companies	3 companies
Number of Non-Listed companies	5 companies
Meeting Attendance record	- The Board of Directors' meeting 6/6 times - The Board of Audit Committee meeting 4/4 times - The General Shareholders meeting 1/1 times
Specialization	- Management and coordination with government department - Governance and Management
Type of Directorship being nominated	- Independent Director and Audit Committee who is considered from the Board of Directors
Prohibitive aspect	- Having no criminal offence record regarding dishonest Assets acquisition



2. POL.MAJ.GEN Panurat Meepien

Age	70 years old
National	Thai
Educations	- Master of Public Affairs, U.S.A. - Bachelor of Political Science, Chiang Mai University
Seminar Program	- Director Accreditation Program (DAP) 77/2009 Thai Institute of Directors Association (IOD)
Position in Company	- Independent Director and Audit Committee
Number of years as director	- 6 years (Appointed as Director on April 22, 2011)
Shareholding	- shares or to be -%
Number of Listed companies	2 companies
Number of Non-Listed companies	- None -
Meeting Attendance record	- The Board of Directors' meeting 6/6 times - The Board of Audit Committee meeting 4/4 times - The General Shareholders meeting 1/1 times
Type of Directorship being nominated	- Independent Director and Audit Committee who is considered from the Board of Directors
Prohibitive aspect	- Having no criminal offence record regarding dishonest Assets acquisition



3. Mr.Surat Wongrattanapassorn

Age	51 years old
National	Thai
Educations	- Ph.D. (Business Administration) Nova Southeastern University, U.S.A. - Master of Engineering (Computer) Assumption University
Seminar Program	- Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Position in Company	- Director
Number of years as director	- 3 years (Appointed as Director on May 6,2014)
Shareholding	- shares or to be -%
Number of Listed companies	1 company
Number of Non-Listed companies	3 companies
Meeting Attendance record	- The Board of Directors' meeting 6/6 times - The General Shareholders meeting 1/1 times
Type of Directorship being nominated	- Director who is considered from the Board of Directors
Prohibitive aspect	- Having no criminal offence record regarding dishonest Assets acquisition



Definitions of “Independent Director”

The company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board.

(1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.

(2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.

(3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.

(4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Equity Market Committee on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

(5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

(7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.

(8) The person must not be in a business of the same nature as and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.

(9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

The details of Audit Committee who are Independent Director and can be performed as

Shareholder's proxy

1. Name - Mr. Siripong Sombatsiri
Position - Chairman of Audit Committee and Independent Director
Age - 62 Years
Nationality - Thai
Address - 111/12, Moo 7, Bang Kao, Cha-am, phetchaburi, 76120



Interest of each agenda - None

2. Name - Pol.MaJ.Gen.Panurat Meepien
Position - Audit Committee and Independent Director
Age - 70 Years
Nationality - Thai
Address - 299/8 Moo 13, Ladyao ,Chatuchak, Bangkok 10900



Interest of each agenda - The Conflict of interest in agenda 5 Appointment of directors to succeed those retired upon term completion due to the directors are retired on rotation and the retiring directors may be re-elected.

3. Name - Mr.Sujarit Patchimnun
Position - Audit Committee and Independent Director
Age - 72 Years
Nationality - Thai
Address - 250 /35 Moo 3, Saphansung, Saphansung, Bangkok 10250



Interest of each agenda - The Conflict of interest in agenda 5 Appointment of directors to succeed those retiring upon term completion due to the directors are retired on rotation and the retiring directors may be re-elected.

The Articles of Association which related to General Meeting of Shareholders

of

PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED

The Closing Date of the Shareholders' Registration Book to Determine the Shareholders' Right to Attend the General Meeting of Shareholders.

Article 34 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.

Article 35 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 36 The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

Article 37 At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

Article 38 At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again

and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 39 The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 40 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Article 41 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Article 45 The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace retiring directors;
5. Appointment of auditor and fixing of auditing fee;
6. Other matters.

Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.

Article 42 The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment

the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 43 Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 44 In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
 - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - d. The amendment of the Memorandum or Articles of Association of the Company;
 - e. The increase and reduction of a capital or issuance of debentures of the Company;
 - f. The amalgamation or dissolution of the Company.

Dividend Payment

Article 56 No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

Article 57 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 58 The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

Article 59 The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Qualification, Election and Term Expiration of Directors.

Article 19 The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall select one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman. Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

Article 20 The directors shall be natural persons and shall

1. be sui juris ;
2. not be bankrupt, incompetent or quasi-incompetent;
3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

Article 21 The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

Article 22 At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire. A director who retires from office may be re-elected.

Article 31 No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board Directors.

Article 33 No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders.

Article 50 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

Article 51 An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

Article 52 A remuneration of an auditor shall be determined by a shareholder meeting.

Article 55 An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

(Translation)

Documents and evidence that the attendance must present before attending the meeting and regulation for the meeting.

The registration of the Annual General Meeting of Shareholders No.39 of Pan Asia Footwear Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with barcode on the meeting day.

1. Documents of the attended person present before attend the meeting.

For General person

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) The shareholders have appointed an authorized person to attend the meeting,
 - (2.1) please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.paf-group.com) and shall completely fill and sign of Grantor and Proxy.
 - (2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

In case of juristic person

The shareholders have appointed an authorized person to attend the meeting,

- (1) please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.paf-group.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares

If the shareholders have appointed an authorized person to attend the meeting,

- (1) please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.paf-group.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
 - (1.1) The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
 - (1.2) The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

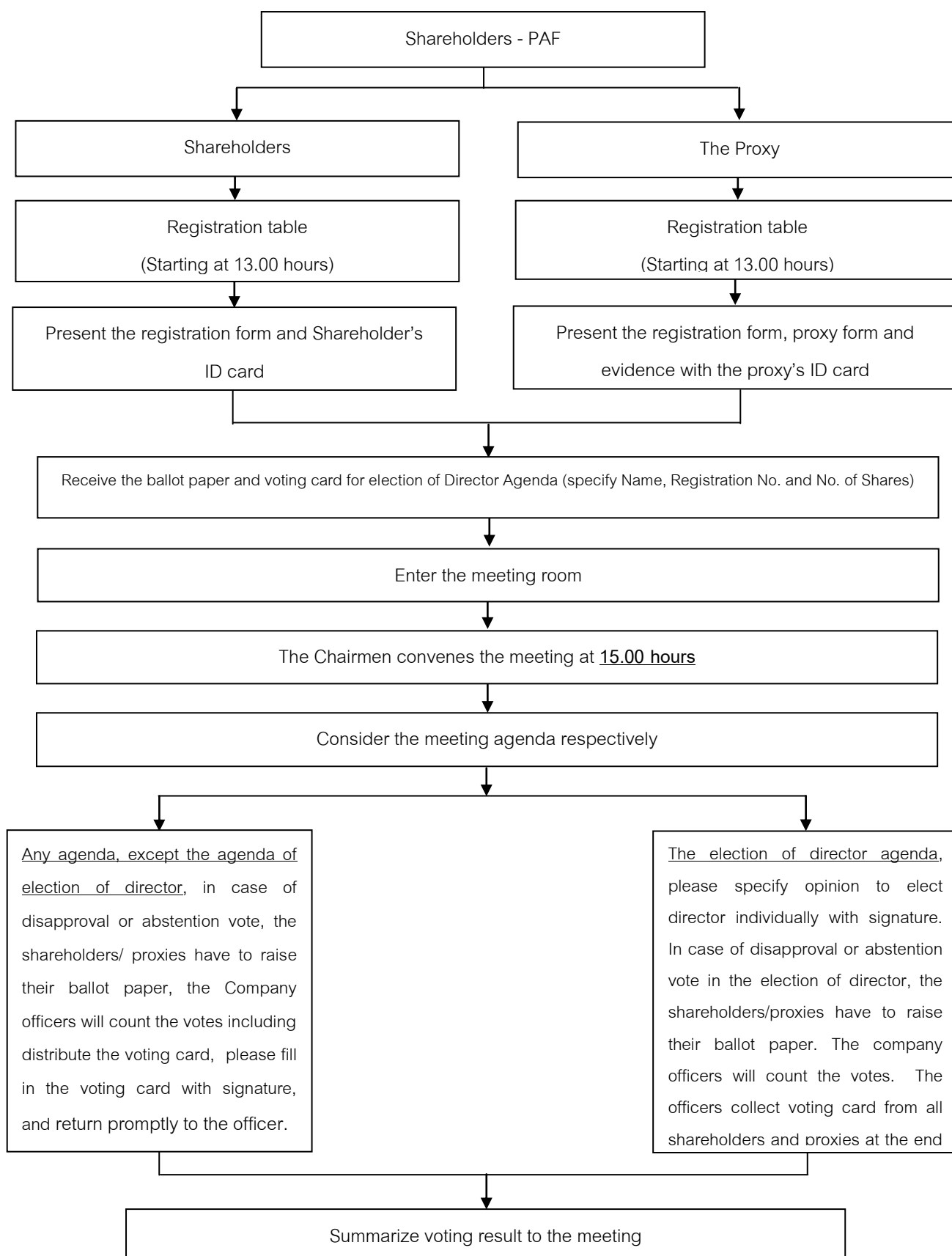
2. The regulations for the meeting

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

The process of Registration for the General Meeting of Shareholders No. 39th

Pan Asia Footwear Public Company Limited

on Tuesday, April 25th 2017



TO DONMUANG AIRPORT

TO SUVARNABHUMI AIRPORT BY MOTORWAY

TO SUVARNABHUMI AIRPORT BY BANGNA EXPRESSWAY

1 Exit **SATHU PRADIT** then go straight and **turn right** at **RAMA 3 ROAD**, the hotel is 1Km. away on the left handside.

2 Exit **CHAN ROAD** into Charoenrat Road (Nua-Tai) then go straight and **turn right** at **RAMA 3 ROAD**, stay on the left lane to turn left into the hotel. If you miss **CHAN ROAD** you must exit **BANG KHLO EXIT**, **turn right** at Rama 3 Road, the hotel is 1Km. away on the left handside.

System (BTS) Sky Train Station MRT Hotel Expressway

MONTIEN RIVERSIDE HOTEL
BANGKOK

372 Rama 3 Road, Bangkok 10120 Tel. 02-292-2999, 02-292-2888 Fax: 02-292-2962-3 E-mail: riverside@montien.com www.montien.com

ทางไปสนามบินดอนเมือง

ไปสนามบินสุวรรณภูมิโดยมอเตอร์เวย์

ไปสนามบินสุวรรณภูมิโดยทางด่วนบางนา

1 จากทาง **ด่วนฝั่งแดง-ถาวรทอง** ลงที่ทางลง **สถานีประดิษฐ์** ขึ้นผ่านสี่แยกไฟแดงโดยใช้ช่องทางเพื่อตรงไปถนนพระราม 3 และเลี้ยวขวา ออกได้สะพานแชนพรวรรณ 9 ตรงไปประมาณ 1 กิโลเมตร โรงแรมเรา อยู่ทางซ้ายมือ

2 จากทาง **ด่วนฝั่งวัดชนะ-บางมด** ลงที่ทางลง **ถนนอินทพร** สู่ถนนเจริญราษฎร์ (เหนือ-ใต้) ขึ้นผ่านสี่แยกแล้วควงไปจนสุดถนน เลี้ยวขวาเข้าถนนพระราม 3 และจัดซ้ายเลี้ยวเข้าโรงแรมเรา **หากขับเลี้ยวทางออกถนนอินทพรให้ตรงลงบางมด** (ก่อนถึงสะพานแชนพรวรรณ 9) และตรงไปจนสุดถนน เลี้ยวขวา ออกได้สะพานแชนพรวรรณ 9 ตรงไปประมาณ 1 กิโลเมตร โรงแรมเราอยู่ทางซ้ายมือ

สถานีรถไฟ บีทีเอส สถานีรถไฟฟ้ามหานคร โรงแรม ทางด่วน

โรงแรมเมอนเทิน ริเวอร์ไซด์
กรุงเทพฯ

372 ถนนพระราม 3 แขวงบางมด กรุงเทพมหานคร 10120 โทร. 02-292-2999, 02-292-2888 แฟกซ์ 02-292-2962-3 E-mail: riverside@montien.com www.montien.com

Requirement Form of the Annual Report (Printed Form)

To Shareholders

Pan Asia Footwear Public Company Limited would like to inform that shareholders who intend to receive the Annual Report in printed form, please fill the details below and send back to the company with contact name: Mrs.Parichart Phobang, 620/5 Moo 11, Nongkharm, Sriracha, Chonburi 20230 Tel. 038-480020-1 Fax 038-480080 or E-mail parichart.p@pan-group.com
The Company will send such report to you soon.

I (elaborate handwriting).....

Address.....

.....

.....

Name of Contact Person.....

Telephone No.

Fax. No.

Email Address.....

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่.....

Written at

วันที่เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)

being a shareholder of **PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

ordinary share shares with the voting rights of votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี

Age Years

อยู่บ้านเลขที่..... ถนน ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต..... จังหวัด รหัสไปรษณีย์..... หรือ District

Province Postal Code or

(2) อายุ ปี
Age Years

อยู่บ้านเลขที่.....ถนน ตำบล/แขวง.....
with address at Road Sub-District
อำเภอ/เขต.....จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code or

(3) อายุ ปี
Age Years

อยู่บ้านเลขที่.....ถนน ตำบล/แขวง.....
with address at Road Sub-District
อำเภอ/เขต.....จังหวัด รหัสไปรษณีย์
District Province Postal Code

คนหนึ่งคนเดียวคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิจารณ์ ครั้งที่ 39 ในวันอังคารที่ 25 เมษายน 2560 เวลา 15.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting~~ / the General / the Extraordinary Meeting of Shareholders No. 39 to be held on Tuesday, April 25, 2017 at 3.00 p.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 38 เมื่อวันที่ 26 เมษายน 2559

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 38 on April 26, 2016.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the Report of the Board of Directors for the previous year.

วาระที่ 3 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2559

Agenda 3 To approve the Financial Statements as at December 31, 2016.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและพิจารณานุมัติจ่ายเงินปันผล

Agenda 4 To approve the profit allocation and dividend payment.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider the election of directors in replacement of those who are retired by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy must cast the votes in accordance with my / our following instruction:

การแต่งตั้งกรรมการทั้งชุด

To elect directors as a whole

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

ชื่อกรรมการ นายสุจริต ปัจฉิมนันท์

Name of Director **Mr. SUJARIT PATCHIMNAN**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ พลตำรวจตรีภาณุรัตน์ มีเพียร

Name of Director **POL. MAJ. GEN. PANURAT MEEPIEN**

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายสุรัตน์ วงศ์รัตนภัสสร

Name of Director **Mr. SURAT WONGRATANAPASSORN**

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัท

Agenda 6 To consider the Board of Director's remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 7 To appoint the Company's auditor and to consider the auditors fees.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other business (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

อากรแสตมป์ Duty Stamp 20 บาท 20 Baht	ลงชื่อ/Signed..... ผู้มอบฉันทะ/Shareholder (.....)
	ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy (.....)
	ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy (.....)
	ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy (.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่ สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED

ในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 39 ในวันอังคารที่ 25 เมษายน 2560 เวลา 15.00 น. ห้องเจ้าพระยา 2 โรงแรมมณเฑียรริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the ~~Share Subscription Meeting~~/ the General / the ~~Extraordinary~~ Meeting of Shareholders No. 39 to be held on Tuesday, April 25, 2017 at 3:00 p.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

.....

วาระที่ เรื่อง

Agenda No. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

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(B) The Proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda No. Subject

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วาระที่ เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda No. Election of Directors (continued)

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda No. Subject

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เอกสารสำคัญ – โปรดนำมาในวันประชุม
Important – Please bring this document to the Meeting

แบบฟอร์มลงทะเบียน
 Registration Form

ข้าพเจ้า
I/We

สัญชาติ
Nationality

อยู่บ้านเลขที่
Address

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เป็นผู้ถือหุ้นของ บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)
 being a shareholder of Pan Asia Footwear Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of
หุ้นสามัญ
ordinary share

หุ้น
shares
หุ้น
shares

การประชุมสามัญผู้ถือหุ้นครั้งที่ 39 ของ บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน)
 The General Meeting of the Shareholders No.39 of Pan Asia Footwear Public Company Limited

วันอังคารที่ 25 เมษายน พ.ศ. 2560 เวลา 15.00 น.
 On Tuesday, April 25th, 2017 at 15.00 hrs.

ณ ห้องเจ้าพระยา 2 โรงแรมมณฑิยริเวอร์ไซด์ เลขที่ 372 ถนนพระราม3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120
 At Chaophaya 2, The Montien Riverside Hotel , Situated at no.372 , Rama 3 Road,
 Bangklo,Bangkholaem,Bangkok,10120,Thailand

ข้าพเจ้า _____ เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
 I _____ shareholder or proxy holder of

บริษัท แพนเอเชียฟุตแวร์ จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน _____
 Pan Asia Footwear Public Company Limited of which the identification number _____
 ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
 attend the above mentioned meeting

ลงชื่อ _____ ผู้เข้าประชุม
 Sign _____ Meeting Attendant
 (_____)