

Minutes of General Meeting of Shareholders No. 1/2012

Of

Porn Prom Metal Public Company Limited

Date and Place The meeting was held on April 20, 2012 at 2.00 – 3.00 pm at the conference room of Porn Prom Metal Plc., Porn Prom Building, 229 Nakornratchasima Road, Dusit, Bangkok 10300.

Board of Directors that Attend the Meeting

1. Mr. Pakorn	Borimasporn	Chairman of the board and Chairman of the Audit Committee
2. Mr. Chongchet	Boonkerd	Deputy Chairman of the board and Deputy Chairman of the Audit Committee
3. Mr. Nuttavatchara	Phansangthong	Audit Committee
4. Mr. Chamnarn	Pornpilailuck	Executive Director and Managing Director
5. Mrs. Kanokkorn	Tankaisorn	Executive Director and Deputy Managing Director
6. Mrs. Nuntira	Rittimontree	Executive Director and Account & Finance Director
7. Mr. Vitoon	Suthiprapa	Independent Director
8. Mr. Thailuck	Leetavorn	Independent Director
9. Mrs. Weerawan	Suwannachat	Independent Director

The Auditor that Attend the Meeting

1. Mr. Pisit Cheevaruangroch CPA License No.2803 of M.R.& Associates Co., Ltd.

Inspector

1. Ms. Waraporn Wareesawetsuvan of M.R.& Associates Co., Ltd.

Mr. Pakorn Borimasporn, chairman of the meeting, opened General Meeting of Shareholders No. 1/2012 and declared that 34 shareholders and their proxies attended the meeting with total share of 142,555,400 shares, representing 89.10% this total is more than enough to perform and proceed with the meeting.

The chairman introduced Board of Directors, Auditor and Inspector, Company Secretary and Investor Relationship Officer (IR). Before the meeting started the Chairman informed regarding the casting of vote method and the counting of votes for those who attended by themselves and the proxy as follows:

1. Shareholders who attended the meeting themselves allowed to vote in the meeting, the shareholder who appointed a proxy and requested the proxy to cast the vote as may be appropriate for each agenda, and sent to staff for minor with shareholders appointed to Independent Director.
2. The chairman will ask the shareholders for voting. Except the fifth agenda, will vote by using the ballot book. To count 1 share / 1 vote by the majority vote of the shareholders attending the meeting who have the rights to cast their votes, should

the result of votes is equally the same then the Chairman of the Board can cast his vote which will be counted as final result.

3. For voting of the fifth agenda, to elect directors in replacement for the directors who are due to retire by rotation, the chairman will ask the shareholders to vote each director one by one. Shareholders have to use the ballot book for voting.

After inform how to vote, the chairman announced the agenda to the participants.

1. To approve the minutes of Annual General Meeting of Shareholders No. 1/2011 which took place on April 21, 2011.

The chairman proposed the meeting to consider and approve the Minutes of Annual General Meeting of Shareholders No.1/2011 which was held on April 21, 2011. The said minutes were attached and submitted to each shareholder together with the notice calling for the meeting.

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

The Minutes of Annual General Meeting of Shareholders No. 1/2011 were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting considered and adopted its accuracy, then unanimously resolved to approve the minutes of Annual General Meeting of Shareholders No.1/2011, with 142,555,400 unanimous votes.

2. To acknowledge the company's operating results for the year 2011.

The Chairman requested the shareholders of the Company's results of operations for the year 2011, which has been described in the annual report (in CD).

Mr.Chamnarn Pornpilailuck, The Managing Director presented the company's operating results for the year 2011 comparing to year 2009-2010.

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

The Company's 2011 operating results and the Board of Directors' Annual Report were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the company's operating results for the year 2011, with 142,555,400 unanimous votes.

3. To approve the Financial Statements for the year ended December 31, 2011.

The chairman proposed the meeting to consider and approve the Financial Statements for the year ended December 31, 2011 certified by the auditor.

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

The Financial Statements for the year ended December 31, 2011 were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the said Financial Statements, with 142,555,400 unanimous votes.

4. To consider the appropriation of profits for year 2011 and the dividends payment.

The chairman informed the participants that according to the company's regulation issued No.38, the company must keep not less than 5% of annual net profit minus the accumulative loss (if any) to be a reserved fund until there was less than 10% of registered capital stocks. In year 2011, this amount of fund was already 10% of registered capital stock (160,000,000 bath) so there was no more collection. For dividends, the company would pay once a year not less than 30% of net profit after tax. Based on the committee meeting, the company would pay 0.10 baht per share. The shareholders must register for dividends before 12 a.m. of April 30, 2012. Then the company would pay the dividends (equivalent to 57.89% of net profit) on May 21, 2012.

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

The legal reserve and dividend payment were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the legal reserve and dividends payment as proposed by the chairman, with 142,555,400 unanimous votes.

5. To elect directors in replacement for the directors who are due to retire by rotation.

The chairman announced that 3 committees would retire. According the regulation issued No. 14 of the company and The directors who retire by rotation are

- 1) Mr. Vitoon Suthiprapa
- 2) Ms. Weerawan Suwannachat
- 3) Mr. Thailuck Leetavorn

The chairman asked the shareholders to consider the election for each person.

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

Mr. Vitoon Suthiprapa , Ms. Weerawan Suwannachat and Mr. Thailuck Leetavorn were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

1) Mr. Vitoon Suthiprapa (Independent Director)

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

2) Ms. Weerawan Suwannachat (Independent Director)

For	142,545,400	Votes, equal to	99.99%
Against	-	Votes, equal to	- %
Abstain	10,000	Votes, equal to	0.01%

1) 3) Mr. Thailuck Leetavorn (Independent Director)

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the election of (1) Mr. Vitoon Suthiprapa (2) Ms. Weerawan Suwannachat (3) Mr. Thailuck Leetavorn to be directors of the company for another term as proposed.

6. To consider the remuneration of directors for year 2012.

The chairman proposed the meeting to consider the total remuneration of directors and audit committee for the year 2012.

Position	Year 2011 Meeting allowance (baht/meeting)	Year 2012 (To consider) Meeting allowance (baht/meeting)
Chairman of the board	25,000	25,000
Chairman of the audit committee	25,000	25,000
Deputy chairman of the board	20,000	20,000
Audit Committee	20,000	20,000
Independent Director	10,000	15,000
Executive Director	10,000	10,000

The chairman let the participants ask questions. However, there was no questions and suggestions. Therefore, the chairman invited the participants to vote.

The Remuneration of Directors were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the total remuneration of directors for the year 2012 as proposed by the chairman, with 142,555,400 unanimous votes.

7. To appoint the auditor and determine the auditor's remuneration for year 2012.

The chairman proposed to the meeting that Mr. Pisit Cheevaruangroch CPA License No.2803 of M.R.& Associates Co., Ltd. or Mr. Methee Ratanasrimatha, CPA License No. 3425 of M.R.& Associates Co., Ltd. to be nominated as the company's auditors for year 2012. For year 2012, the total remuneration for the company's auditors is Baht 775,000.00 same as year 2012.

The auditor and The auditor's remunerations for year 2012 were approved with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	142,555,400	Votes, equal to	100%
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %

The meeting resolved to approve unanimously the appointment of Mr. Pisit Cheevaruangroch CPA License No.2803 of M.R.& Associates Co., Ltd. or Mr. Methee Ratanasrimatha, CPA License No. 3425 of M.R.& Associates Co., Ltd. To be nominated as the company's auditors for year 2012. The auditor's remuneration for year 2012 is at Baht 775,000.00, same as the previous year.

8. To consider other matters (if any)

The Chairman opened the opportunity for shareholders to ask questions and / or explained to the Board for any questions or doubts, together with the company's business plan to be presented by directors.

Mr. Chamnarn Pornpilailuck, Executive Director and Managing Director, introduced K-Roof Brand, Aluminium Sheet for Roofing. The company also proposed a project to the Department of Highways for 500 public rest-house roofs to install with K-Roof Aluminum Sheet in year 2012.

Mrs. Kanokkorn Tankaisorn, Executive Director and Deputy Managing Director, thanked the shareholders and proposed a plan with the construction perspectives for the PIXEL MALL project, nearby the Mahidol University Salaya. The project will utilize and be decorated by the company's materials, and schedule to be finished within year 2013. This is another company's business opportunities for expansion.

There is no further question from the shareholders, the chairman thanked the shareholders for attending the meeting and declared the meeting adjourn.

The meeting adjourned at 3.00 p.m.

Signature Chairman
(Mr. Pakorn Borimasporn)



CHAMNARN P. KANOKKORN TANKAISORN

Signature Director
(Mr. Chamnarn Pornpilailuck, Mrs. Kanokkorn Tankaisorn)