



บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
YUASA BATTERY (THAILAND) PUBLIC COMPANY LIMITED.

OFFICE & FACTORY : 164 Moo 5, Soi Thedsaban 55, Sukhumvit Road,  
Tambol Taibanmai, Amphur Muangsamutprakan, Samutprakan 10280, Thailand.  
Tel : +66 (0) 2769-7300 Fax : +66 (0) 2769-7349, +66 (0) 2769-7379

March 4, 2016

Subject: Invitation to the Annual General Shareholders' Meeting 2016

To : Shareholders

- Enclosures
1. A copy of the Minutes of the Annual General Shareholders' Meeting 2015
  2. The Annual Report 2015 (CD-ROM type)
  3. Management Discussion and Analysis (MD&A)
  4. Profile of Directors who are elected to be Director for another term
  5. Definition of an Independent Director
  6. Proxy Form type B, the proxy for participation of Annual General Shareholders' Meeting and Curriculum vitae of the Independent Director who will be assigned as proxy
  7. Articles of Association of Company which related with the Annual General Shareholders' Meeting
  8. Documents or evidence showing and identity of Shareholder or a representative of shareholder entitled to attend the meeting
  9. Request Form for Annual Report 2015 (hard copy)
  10. Map of Annual General Shareholders Meeting's place
  11. A registration form (must be presented at the meeting)

The Board of Directors of Yuasa Battery (Thailand) Public Co., Ltd. (Company) has resolved to hold the Annual General Shareholders' Meeting 2016 on April,8 2016 at Kingkanya Room, 5<sup>th</sup> Floor, The Four Wings Hotel, Bangkok, 40 Sukhumvit 26 Rd., Klongtoey, Klongtoey, Bangkok 10110, at 09.00 hrs., to consider the following agendas:-

1. To approve a Minutes of the Annual General Shareholders' Meeting 2015
2. To acknowledge the Company's Operation of 2015 and the Director's Annual Report 2015
3. To consider and approve the audited financial statements for the year 2015 ended as at December 31, 2015 of auditor.
4. To consider and approve the payment of dividend for year 2015
5. To consider and approve the election of Directors in replacement of those who are retired by rotation
6. To acknowledge the payment of Audit Committee's allowance and payment of Directors' remuneration for year 2015
7. To consider and approve the criterion of remuneration payment for Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee of year 2016
- \8. To consider.....



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8. To consider and approve the payment of special remuneration for EX-Chief Executive Officer
9. To consider and approve the appointment of the External Auditor and determine the remuneration of 2016
10. Others (if any)

**Agenda 1 To approve a Minutes of the Annual General Shareholders' Meeting 2015**

**Background Information;** The Annual General Shareholders' Meeting 2015 was held on April 10, 2015 and the Minutes has been submitted to the Stock Exchange of Thailand within the timeframe prescribed by laws, with the details in the copy of the Minutes which had already been distributed to shareholders together with this Notice (Enclosure 1).

**Opinion of the Board of Directors;** As the Minutes was recorded correctly and completely as the resolution of the Annual General Shareholders' Meeting. The stated minutes should be proposed to the Shareholders' Meeting for approval.

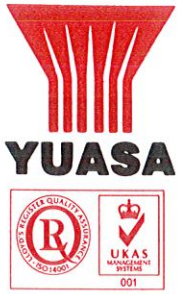
**Agenda 2 To acknowledge the Company's Operation of 2015 and the Director's Annual Report 2015**

**Background Information;** The report of the Company's Operation of 2015 appeared on the Annual Report 2015 and "Management Discussion and Analysis" (MD&A) which had already been distributed to the shareholders together with this Notice (Enclosure 2 and 3).

**Opinion of the Board of Directors;** The Board was of the opinion that the Annual Report 2015 was made in line with the regulations of Securities Exchange Commission and Stock Exchange of Thailand. The Board agreed to propose the Annual Report 2015 in which the performance of Company for year 2015 was summarized for the shareholders' acknowledgement.

**Agenda 3 To consider and approve the audited financial statements for the year 2015 ended as at December 31<sup>st</sup>, 2015 of auditor**

**Background Information;** Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 46 of the Company's Articles of Association, which stipulated that the Board of Directors shall arrange for preparation of the balance sheet and income statement as of the end of the accounting period of the Company, and shall submit the same to the shareholders at the Annual General Shareholders' Meeting to consider and approve the balance sheet and income statement, the Board of Directors therefore propose the Shareholders' Meeting to consider and approve the audited financial statements for the year ended December 31, 2015, which have been audited by Company's External Auditor and have been reviewed by the Audit



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Committee as shown in the Annual Report 2015 which had already been distributed to the shareholders together with this Notice (Enclosure 2).

**Opinion of the Board of Directors;** The Board was of the opinion that the said financial statements were prepared in the proper manner, audited by the certified public accountant and was already approved by Audit Committee. The Shareholders' Meeting should approve the said financial statements. The important details were summarized as the following:-

Balance sheet and Income statement (Partly)		
	Company and Subsidiary	Company
Total asset (million baht)	894.89	957.21
Total liability (million baht)	519.64	485.39
Total income (million baht)	1,754.04	1,706.67
Net profit (million baht)	43.94	37.60
Profit per share (bath)	0.41	0.35

**Agenda 4 To consider and approve the payment of dividend for 2015**

**Background Information;** Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 49 of the Company's Articles of Association, the Company is required to allocate not less than 10 percent of its annual net profit less the accumulated losses brought forward (if any), until the legal reserve reaches the amount not less than 25 percent of the registered capital. Presently, the Company has the legal reserve at the amount of Baht 25,906,250 which reached 25 percent of the registered capital. Therefore, the Company is not required to allocate another net profit as legal reserve.

The Company has the policy to pay dividend not less than 40 percent of the net profit after corporate income tax, legal reserve and other reserve of consolidation financial statements. And pursuant of Section 115 of the Public Limited Companies Act B.E. 2535 and Article 48 of the Company's Articles of Association, the dividend shall not be paid other than out of profit and while the Company has accumulated losses. The dividend shall be distributed according to the number of shares, with each share receiving an equal amount, and shall be approved by the Annual General Shareholders' Meeting.

The performance and financial position of Company, for 2015, the Company has profit 43.94 million baht. Therefore, the Company considered to pay an annual 2015 dividend at amount of 8.61 million or Baht 0.08 per share, representing 19.59% of the net profit after corporate income tax, legal reserve and other reserve of consolidated financial statements which is lower than the policy because Company must use the money for investment of improvement of building, equipments and machines in the factory continuously, and economic



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situation is not good making the company should have the reserved money for emergency case.

The date for determination of the shareholders for the right to receive the dividend, shall be determined on March 4, 2016 and the date for closing of Share Register shall be done on March 7, 2016 as clause 225 of Securities and Exchange Act. The date of dividend payment shall be determined on May 9, 2016.

The detail of dividend payment for 2013-2015

Item	2015Y	2014Y	2013Y
Accumulated gain(loss) Unappropriated (Million Baht)	69.64	25.10	47.07
Net profit (Loss) (Million Baht)	43.94	(9.05)	15.39
Number of shares (Million Share)	107.63	107.63	107.63
Dividend payment per share (Baht/Share)	0.08	-	0.03
Total dividend payment (Million Baht)	8.61	-	3.23
Payout ratio (as a percentage)	19.59	-	20.99

**Opinion of the Board of Directors;** The Board was of the opinion that the issue should be submitted to the Shareholders' Meeting to consider and approve dividend payment for the operating results of the year 2015 to the Company's shareholders as proposed.

**Agenda 5 To consider and approve the election of Directors in replacement of those who are retired by rotation**

**Background Information;** Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 17 of the Company's Articles of Association, which stipulate that the one-third of all the directors are required to retire by rotation at the Annual General Shareholders' Meeting every year, The directors who have been in the longest term are required to retire by rotation. They are entitled to be re-elected to resume the positions of the director of the Company.

The Company had 10 directors in total. Therefore, there are 4 directors who are retired by rotation, 1) Mr. Ichiro Murata as a Chairman of Board of Directors (Acting), Vice Chairman and Chief Executive Officer 2) Mr. Pornchak Manutham as Director 3) Pol.Maj.Gen. Supchan Manutham as Director 4) Mr. Yothin Vimoogtayon as an Independent Director and member of Audit Committee

The Company had announced on Company's website (www.yuasathai.com) during September 29, 2015 to December 31, 2015 providing an opportunity to the shareholders to propose agenda and to nominate candidates with qualifications required by the Public Company Limited Act B.E.2535, Laws governing securities and Stock Exchange, and the Company's



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corporate governance policy to be elected as an director. There were no director candidates nominated by minor shareholders. As the company has no the Nomination Committee, the Board of Directors' meeting no.1/2016 on February 18, 2016 had considered the appropriation, qualifications, knowledge, capabilities and experience of directors that will be useful to the Company's business. For Independent Director, Independence to give the comments and qualification or condition of being the independent director (Enclosure 5) shall be considered. Therefore, the Board of Director proposed the list of qualified candidates to the Annual General Shareholders' Meeting for consideration. The vote of directors, who had conflicts of interest, would be abstained.

Opinion of the Board of Directors; The Board was of the opinion that the issue should be submitted to the consideration of the meeting to re-elect the Directors for another term of those four Directors who retired, were Mr. Ichiro Murata, Mr. Pornchak Manutham, Pol.Maj.Gen. Supchan Mamutham and Mr. Yothin Vimoogtayon. The detail of profile of directors, its position period and its number of meetings attended, who were proposed for reelection to be a director for another term, had already been distributed to the shareholders together with this Notice (Enclosure 4).

**Agenda 6 To acknowledge the payment of Audit Committee's allowance and payment of directors' remuneration for year 2015**

Background Information; The Annual General Shareholders' Meeting 2015 held on April 10, 2015 has passed the resolution to pay Director's Bonus of 2015 at not over 4% of profit after tax of consolidated financial statements which is to be allocated by the Board of Directors, and to pay the Audit Committee's allowance as following detail; annual allowance at amount of Baht 100,000 for the Chairman of Audit Committee and Baht 80,000 for the member of Audit Committee per person per year, and quarterly allowance at amount of Baht 10,000 per person of Audit Committee.

Opinion of the Board of Directors; The Board was of the opinion that the issue should be submitted to the acknowledgement of the meeting to pay the Director's remuneration for year 2015 at the amount of Baht 1,700,000 or 3.87% of profit after tax of consolidated financial statements which allocated into 10 Directors or Baht 170,000 per person, and to acknowledge payment of Audit Committee's allowance as approved.

**Agenda 7 To consider and approve the criterion of remuneration for the Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee for 2016**

Background Information; According to the Good Corporate Governance, the Annual General Shareholders' Meeting should consider to determine the remuneration of directors every year.



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The Board concurred with the remuneration policy for the Directors as proposed by the Remuneration Committee. The committee applies the previous practice by considering competitiveness of remuneration in listed companies in the same industry, performance business size, current economic situation, experience and responsibility. Therefore, the committee proposes the 2016's remuneration policy equal to the 2015's remuneration as follows:-

The remuneration of the Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee	2016Y	2015Y
1) The meeting allowance for every committee	Per time (Baht)	Per time (Baht)
Chairman of the meeting	15,000	15,000
Director	12,500	12,500
2) The quarterly remuneration	Per quarter (Baht)	Per quarter (Baht)
Chairman of Audit Committee	10,000	10,000
Audit Committee	10,000	10,000
3) Annual Remuneration	Per Year (Baht)	Per Year (Baht)
Chairman of Audit Committee	100,000	100,000
Audit Committee	80,000	80,000
4) Monthly allowance	Per month (Baht)	Per month (Baht)
- Mr. Pornchak Manutham	150,000	150,000
- Pol.Maj.GenSupchan Manutham	41,500	41,500
- Mr. Subhavas Bandhuvadh	50,000	50,000
5) Annual remuneration of Board of Directors	Not over 4% of profit after tax of consolidated financial statement which is to be allocated by Board of Director	Not over 4% of profit after tax of consolidated financial statement which is to be allocated by Board of Director
6) Other Benefits		
Member of Siam Country Club	Yearly member fee (Baht)	Yearly member fee (Baht)
• Mr. Ichiro Murata	35,000	35,000
• Mr. Pornchak Mautham	35,000	35,000



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Further, Mr. Pornchak Manutham and Pol.Maj.Gen. Supchan Manutham had also received the monthly allowance as counselor of Yuasa Sales and Distribution Co., Ltd that is subsidiary Company, at the amount of Baht 20,000 and Baht 80,000 respectively

Opinion of the Board of Directors; The Board was of the opinion that the issue should be submitted to the consideration of the meeting to approve the remuneration of the Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee at the rate proposed.

**Agenda 8 To consider and approve payment of special remuneration for EX-Chief Executive Officer**

Background Information; Considered for the remuneration of Mr. Katsumi Nakato, Ex-CEO of company, at amount of 1 million baht (one million baht) as the position of CEO of Company who gave the good contributions to Company continuously. Furthermore, throughout nearly 10 Years (since July 20, 2006) of holding the CEO position at Company, the special remuneration was not paid to him. However, he resigned from being the position since 1 January 2016 due to his health and retirement age but he still held the position of director until 8 April 2016 after Annual General Shareholders' Meeting. The above-mentioned remuneration, Board of Directors had considered and compared with the bonus payment of employees in the preceding year and criteria of executive's remuneration when retirement.

Opinion of the Board of Directors; The Board was of the opinion that the issue should be submitted to the consideration of the meeting to pay the remuneration of Ex-CEO of company.

**Agenda 9 To consider and approve the appointment of the External Auditor and determine the remuneration of 2016**

Background Information; Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company's Articles of Association, which provide that every year of the Annual General Shareholders' Meeting shall appoint auditor and determine the remuneration which has considered the proposal by the Audit Committee when we considered the experience, capability, auditing quantity and remuneration comparing with other auditors. And Audit Committee was of the opinion to propose the appointment of current Auditor from KPMG Phumchai Audit Co., Ltd. and determine the remuneration at the same rate because of its satisfied operation. Board of Directors was of the opinion that the issue should be submitted to the consideration of the meeting to appoint the Auditor and determine the remuneration of year 2015 as proposed by Audit Committee, as the following details:-

1) Names of auditors and the company; The Board was of the opinion that the issue should be submitted to the consideration of the meeting to appoint Mr. Sakda Kaothanthong



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CPA no. 4628 or Mrs. Siripen Sukcharoenyingyong CPA No.3636 or Mr. Bunyarit Thanormcharoen CPA No.7900 of KPMG Phumchai Audit Co., Ltd.

2) Annual Remuneration Fee for year 2016; To determine the remuneration at Baht 1.3 million per year which equaled to the rate of year 2015, as follows:

Remuneration Fee (Unit : Baht)	2016Y	2015Y
Quarterly review	480,000	480,000
Quarterly review-Consolidation	120,000	120,000
Audit fee for year ended December 31 <sup>st</sup>	620,000	620,000
Audit fee-Consolidation for year ended December 31 <sup>st</sup>	80,000	80,000
<b>Total</b>	<b>*1,300,000</b>	<b>*1,300,000</b>

\*The above fees excluded out of pocket.

3) Relation with the Company; There is no relation and conflict of interest between 3 auditors, KPMG Phumchai Audit Co., Ltd. Company, Director and Management.

4) Years of being the company's auditor; this is the second year for Auditors to work with Company.

5) Service to other companies; The auditors who is proposed to appoint, is the auditor of Subsidiary Company, Yuasa Sales and Distribution Co., Ltd. Its remuneration of 2016 was Baht 0.4 million which equaled to the rate of year 2015. And the auditor confirms that preparation of consolidated financial statements of both companies could be completed in time.

Opinion of the Board of Directors; The Board was of the opinion that the issue should be submitted to the consideration of the meeting to approve the appointment of the Auditor and determine the remuneration as proposed.

#### Agenda 10 Others (if any)

The date for determination of the shareholders for the right to attend the Annual General Shareholders' Meeting 2016 shall be determined on March 4, 2016 and the date for closing of Share Register shall be done on March 7, 2016 as clause 225 of Securities and Exchange Act for the right to attend the Annual General Shareholders' Meeting 2016.

You are cordially invited to attend the meeting on the above-mentioned date, time and place. In the event you are not able to attend the meeting, you may appoint the proxy by filling in the enclosed proxy and return to the company 1 hour prior to the meeting time.

If you need to assign the Independent Director as proxy, Independent Directors, 1) Assoc.Prof.Dr. Lawan Thanadsillapakul as Independent director and Chairman of Audit Committee or 2) Mr. Prasert Kitisakkul as Independent director and member of Audit Committee are assigned to be proxy



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Furthermore, if any shareholder would like to receive a hard copy of the 2015 Annual Report, please contact us by E-mail address; [matthaneeya@yuasathai.com](mailto:matthaneeya@yuasathai.com) or [woraluk@yuasathai.com](mailto:woraluk@yuasathai.com) or call at 02-769-7342 or fill in the requisition form (Enclosure 8) and send this form to the facsimile number 02-769-7349.

By the order of the Board of Directors

  
Ichiro Murata

Chairman of the Board (Acting)



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Minutes of Annual General Shareholders' Meeting 2015  
Yuasa Battery (Thailand) Public Company Limited

Place and time

The Annual General Shareholders' Meeting of Yuasa Battery (Thailand) Public Company Limited was held on Friday, April 10, 2015 at 9.00 hrs. at Kanyalak Room, 3<sup>rd</sup> Floor, The Four Wings Hotel Bangkok Hotel, 40 Sukhumvit 26 Rd., Klongtoey, Bangkok 10110.

Directors present

- |   |   |
|---|---|
| 1. Mr. Katsumi Nakato                   | Chairman of Board of Director (Acting)/<br>Chief Executive Officer              |
| 2. Mr. Pornchak Manutham                | Director/ Chairman of Remuneration Committee                                    |
| 3. Pol.Maj.Gen. Supchan Manutham        | Director  |
| 4. Mr. Kazuhiko Noda                    | Director/Remuneration Committee   |
| 5. Mr. Goro Iwami                       | Director  |
| 6. Mr. Masashi Morimitsu                | Director/Chief Executive Engineering  |
| 7. Mr. Subhavas Bandhuvadh              | Director  |
| 8. Asst.Prof.Dr. Lawan Thanadsillapakul | Independent Director/<br>Chairman of Audit Committee/<br>Remuneration Committee |

Directors absent

- |                           |   |
|---------------------------|---|
| 1. Mr. Prasert Kitisakkul | Independent Director/Audit Committee/<br>Remuneration committee |
| 2. Mr. Yothin Vimoogtayon | Independent Director/Audit Committee                            |

Persons present and observer

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Sukthae Ruengwattanachot | Chief Operating Officer/Company Secretary       |
| 2. Mr. Komson Arunpan           | General Manager (Quality)                       |
| 3. Mr. Tadahito Nakahira        | General Manager (Marketing)                     |
| 4. Mrs.Phanchita Xixivadh       | Asst. General Manager (REM)                     |
| 5. Mr. Supan Somphopsasn        | Asst. General Manager (Special Product Dept.)   |
| 6. Ms. Janchai Sisawart         | Asst. General Manager (Import and Export Dept.) |
| 7. Ms. Pilaiwan Machcha         | Sales Manager (Modern Trade)                    |

\8. Ms. Patcharee...



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- |                                   |   |
|-----------------------------------|---|
| 8. Ms. Patcharee Apirak           | Asst. General Manager (Financial and Accountancy of Company and its Subsidiary) |
| 9. Ms. Darawan Suksawat           | Internal Audit Manager  |
| 10. Mr. Jerayos Yothinparetat     | Purchasing Manager  |
| 11. Mr. Peerasak Khantawichai     | Lawyer  |
| 12. Ms. Matthaneeya Thanatharanit | Assistant Company Secretary   |

The meeting commenced at 09.00 hrs. Mr. Katsumi Nakato, Chairman of Board of Director (Acting)/Chief Executive Officer, as a Chairman of the meeting, ("Chairman") noted that 50 shareholders were present in person and by proxy representing 78,052,085 shares or 72.52% of total shareholders, a quorum was present according to the Public Company Limited Act B.E.2523 (1992) and the Article of Association of Company.

Then, the Chairman called the Annual General Shareholders' Meeting for 2015 and delivered a welcoming speech to the shareholders which attended the meeting on that day.

Before consideration of the matters under the agenda, the Chairman assigned Mr. Sukthae Ruengwattanachot as company secretary to inform following issues:- 1). Introducing the Directors and Executives as the name listed above 2) Voting process and meeting procedures. And 3) order of the meeting respectively.

Mr. Sukthae introduced the Directors and Executives. 8 of 10 Directors or 80% attended the meeting. Directors who could not attend today meeting due to having important duties were Mr. Prasert Kitisakkul and Mr. Yothin Vimoogtayon.

Then, Mr. Sukthae informed about voting process for each agenda. For the convenience in the Annual General Shareholders' meeting would be implemented as follows:-

- 1) The voting of each agenda would be done openly and the Chairman would ask for the resolution from the meeting agenda by agenda, would firstly ask about the objection or abstention. If there was no objection or abstention, it would be deemed that such agenda was unanimously approved. If any shareholders or proxies object or abstain, they had to input the detail and his/her name into the voting card, and the Company would count and collect the voting card and keep for evidence.
- 2) One share should be counted one vote and a shareholder should have his/her votes at equal to total number of shares held.
- 3) Collection of the voting; number of disapproval or abstention would be deducted



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from the total votes of shareholders, who attended the meeting and had the rights for voting. The remaining would be approval.

4) For agenda no.5 of appointment of Director, the meeting would consider and vote for appointment of Directors one by one, and Company would collect the voting card in case of approval, objection or abstention and keep for evidence.

5) For agenda no.2 "To acknowledge the Company's Operation of 2014 and the Director's Annual Report 2014" and agenda no.6 "To acknowledge the payment of Audit Committee's allowance and no payment of the Director's bonus of 2014", the agenda were not voted because the agenda were needed for only acknowledgement.

And the Chairman would inform the meeting about voting result, number of votes for approval, disapproval or abstention.

First of all for accurate and complete recording of the minutes, if shareholders or proxies wish to express their views or ask questions on each agenda item, they were requested to inform their name and surname, and attending status (shareholders or proxies) before giving questions and opinions.

Mr.Teera Pourpankaseamsuk and Ms.Sasithorn Tardthong, the volunteers from the shareholder would be witness in the vote counting for this time.

Then, the Chairman preceded the meeting with the following agendas:-

**1. To approve Minutes of the Annual General Shareholders Meeting for 2014**

The Chairman informed to the meeting that the Annual General Shareholders' Meeting for 2014 was held on April 24, 2014 which the minutes of meeting was reported to the Stock Exchange of Thailand and Securities and Exchange Commission. Accordingly, the Board of Directors found it appropriate to propose to the meeting to certify the minutes of the Annual General Shareholders' Meeting for year 2014 as its detail was recorded correctly and completely with the details in the copy of the Minutes which had already been distributed to the Shareholders together with the letter of invitation.

Then, The Chairman opened the opportunities for the shareholders to ask the question or to propose the amendment or any opinion on the relevant issues.

As no any question or comment from the shareholders, the Chairman requested to consider the resolution for this agenda.

The meeting unanimously resolved to approve the Minutes of the Annual General Shareholders Meeting for year 2014 with the following votes:-



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Approved	78,123,795	Share	Equivalent to	100.00%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

While the meeting was considering the agenda, addition shareholders were present with 71,710 shares.

**2. To acknowledge the Company's Operation of 2014 and the Director's Annual Report 2014**

The Chairman informed that the Board of Directors was of opinion that the report of year 2013 was made in line with the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET). The details of Company's operation and the Annual Report of year 2014 had already been distributed to the Shareholders together with the letter of invitation.

Then, The Chairman opened the opportunities for the shareholders to question and comment on the relevant issues. And the issues were raised by the shareholders as follows:-

Ms. Phetcharat Tungdumgrongtrakul, representative from Thai Investor Association. (TIA), asked that so far, Company had no a policy or a regulation related with anti-corruption. What confidence was that the Company would not involve in every type of corruption.

The Chairman explained that Company had issued the rules and regulations about anti-corruption and announced to all employees. Moreover, we informed the suppliers of Company by official letter that Company would not accept any bribe, money or gift, etc. if Company found some wrongdoing, Company would take action for punishment. Moreover, the Board of Directors had already considered and issued anti-corruption policy, and the Management had assigned the concerned department to make a plan in order to bring concrete and sustainable implementation. During last two or three years, the Management has monitored and followed this issue time to time, but did not find some wrong doing related with corruption.

Mr. Sukthae additional informed that Company had several activities about anti-corruption as the followings: 1) in case of receiving gift basket, such gift baskets would be collected by Operation Department for employees' a drawing of New Year, and 2) Contract was added some wording. If Company found wrong doing related with corruption, Company would terminate the contract and deny doing business with such suppliers immediately.



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Mr. Nakato additional informed that Company had supported anti-corruption which was done by outsider, for example, in case of donation; the Management would consider whether such donation would related with bribe or corruption or not.

Mr. Ritthichai Yipcharoenporn, a shareholder, asked two questions as follows:- 1) according to Annual Report 2014 which stated that the Company had made high performance battery to expand into Old Equipment Market (OEM) and domestic market. He asked whether selling the said battery could make increasing Company's profit. And 2) As Company informed that Company had a plan to increase production capacity in 2015, if such plan were done completely, whether the profit would increases and how much production cost would be reduced.

The Chairman explained that Company had developed several types of new battery such as YTZ7V and YTZ10 for big bike. And Company had started mass production and sold to Yamaha and Kawasaki respectively. The Company has got reasonable profit from selling the batteries making overall operation of Company improved. Company could not make the profit last year because demand of such battery in domestic and export market was limited. and had not enough to generate the profit in previous year. However, sales result of motorcycle battery made Company's operation improved in the third and the fourth quarter.

Mr. Ritthichai Yipcharoenporn, a shareholder, asked that 1) what the proportion of new batteries sale in the last year was. 2) How much sales and profit of new battery that Company expected in the future. And 3) whether the competitors could make such battery to compete with the company or not.

The Chairman informed that actual sales and profit for the new batteries could not be disclosed. He informed that such battery had reasonable profit and could make Company's profit in the future.

The Chairman informed that he could not disclose actual figure of sales amount and profit from selling such motorcycle battery (bigger size battery). However, selling the bigger size battery had reasonable margin and make the profit in the future for the Company. In term of competition, other battery makers could go into the market because bigger size battery was the profitable business. So, Company tried to develop new model to be in line with car and motorcycle demand continuously especially development of motorcycle battery because we had an advantage more than the competitor and we also got thoroughly support from GS Yuasa International Limited which was Parent Company in Japan.



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Mr. Arnu Wongsarakit, a shareholder, asked whether Company had the idea for making other batteries or not such as solar cell battery because uncertain economic situation might be cause of deflation and decreasing of car and motorcycle demand.

The Chairman informed that currently, such battery was already produced and sold by Company, but they were small size of battery. In this year, Company started to sell these batteries to a new customer, needed to follow their sales result and what market expansion was. However, the growth of solar cell battery market was not so high now and competition in the market was quite strong.

Mr. Suriyont Aukritchon, a shareholder, asked several questions as follows:- 1) when the bigger size battery was launched into the market and how much its sales in average per year. 2) Whether Company had an idea for making hybrid battery or not because the growth of hybrid car market continually increased. And 3) whether Company planned to make battery for forklift to support transportation and logistics industry in the country.

And he had one suggestion that TIA should make the circular to listed company for an inquiry in order to save time for the other shareholders.

The Chairman answered the questions one by one as the following:- 1) the bigger size battery was already launched in the market. Company started to sell YTZ7 type to Yamaha since February of last year and to sell YTZ10 type to Kawasaki since October of last year. Moreover, Company were looking for new buyers and developing additional new type of battery. Development of new model of motorcycle and car battery would be time consuming process due to having several stages such as testing the performance of battery, approval process of car and motorcycle manufacturing, etc. After mass production was approved, product life cycle would be around 5-10 years, depended on acceptant of the market of each car and motorcycle model. And Company would be able to expect sales forecast after seeing the growth of such car or motorcycle. However, it was expected that the growth of big bike market would increase due to relocation of production base to Thailand. The chairman believed that such market could be expended. 2) Making hybrid battery still was under the consideration of Company, but we could not come to the conclusion because making the hybrid battery required high investment. So, the Company needed to make feasibility study in all aspect. 3) Forklift battery was profitable market, but its growth would up and down in accordance with economic situation. The Chairman believed that car and motorcycle battery market was business stabilized and had better growth. We had decided in several previous years to focus on car and motorcycle battery business.



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Ms. Phetcharat Tungdumrongtrakul, representative from TIA, expressed the thanks for the suggestion of Mr. Suriyont and would propose his suggestion to TIA for consideration. And she explained about what was the reason why she asked about anti-corruption, if anti-corruption cooperation from all companies would help to improve capital market of Thailand.

After giving opportunity to shareholders to question and comment and there was no more questions or comments, the meeting acknowledged the Company's operation of 2014 and Director's Annual Report 2014 as reported.

While the meeting was considering the agenda, addition shareholders were present with 62,814 shares.

**3. To consider and approve the audited Financial Statements for the year 2014 ended December 31<sup>st</sup>, 2014 of Auditor**

Pursuant to the Section 112 of the Public Limited Companies Act B.E. 2535 and the Article 46 of the Company's Articles of Association, which stipulated that the Board of Directors shall arrange for preparation of the balance sheet and statement of income as of the end of the accounting period of the Company, and shall submit the same to the Annual General Shareholders' Meeting to consider and approve the balance sheet and statement of income.

The Chairman reported the Company's performance in year 2014 and financial statements as of December 31<sup>st</sup>, 2014 which was unqualified by external auditor, to the meeting. The details were summarized that because market situation was not good since 2013 due to political and economic problem, sales amount in the first quarter decreased. Further, cost was high at that time. So, the Company made loss in the first quarter. We tried to make the promotion to increase the sale in the second quarter. Due to higher cost and expenses, we could not make the profit in the second quarter. However, Company could make the profit in the third and fourth quarter due to having more efficiency of sales promotion. Sales amount increased especially motorcycle battery sale, making the ratio of cost per sale was lower. Further, we controlled the selling and administration expenses strictly together with improvement of the management of factory continuously such as production process's improvement, decrease of operators in the production process with the maintain of current production volume. The Chairman was of the opinion that the result



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of factory improvement that was done since 2012 started to show the performance. However, net profit in the second quarter was not enough to compensate the net loss which was happened in the first half year. So, in year 2014, our operation of Company was net loss by Baht 7.47 million.

The other detail was shown in the attached document which had already been distributed to the Shareholders together with the letter of invitation.

Then, The Chairman opened the opportunities for the shareholders to ask question or comment on the relevant issues. And the issues were raised by the shareholders as follows:-

Mr. Arnu Wongsarakit, a shareholder, expected that in year 2015, the trend of operation would be better certainly when we considered the market situation in the preceding time And he asked whether Company had a plan to make more sales promotion and if market demand became higher, how to increase the production volume.

The Chairman explained that making the sales promotion of Company would be changed in accordance with market situation and sales promotion of competitors in order that our sales promotion would be set efficiently and could compete with the competitors. And due to the result of factory improvement as abovementioned, Company had a chance to make more efficient sales promotion. We tried the best to make the profit as much as possible in order to compensate the loss of last year.

Mr. Ritthichai Yhipcharoenporn, a shareholder, asked that how to manage the import to be able to purchase the material with low cost because main raw materials especially lead must be imported from oversea.

The Chairman explained that for lead that was main raw materials of production, the price would be changed in line with LME price (LME; London Metal Exchange). Company had followed the movement of lead price closely. If lead price was significant change, Company would find out the way to adjust the selling price to be in line with cost increased. For OEM market, selling price would be adjusted every three months. Average lead price of last three month would be used for the calculation base of new selling price. This system was called "lead slide system". For the adjustment of selling price in replacement market, it could not be done easily because of current marketing situation making every battery makers tried to



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to sell at low price. So, adjusting the selling price of replacement market was not easy task.

Mr. Arnu Wongsarakit, a shareholder, asked that currently what country was export market of company and whether Company made the contract to protect exchange rate risk or not?

The Chairman explained that currently, the Company exported into many countries such as neighbor countries and Middle East area countries. In last year, we got more benefit from exchange rate for importing raw materials due to making forward contract. However, we had no forward contract of export market because the sales amount of export market was not stable. The Company would always follow the movement of exchange rate and would find out the other ways to reduce the impact from fluctuation of exchange rate.

After giving opportunity to shareholders to question and comment, and there were no more questions or comments from the shareholders, the Chairman requested to consider the resolution for this agenda.

The meeting unanimously resolved to approve the company's Financial Statements and the report of the auditor for the year 2014 with the following votes:-

Approved	78,223,511	Shares	Equivalent to	100.00%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

While the meeting was considering the agenda, addition shareholders were present with 36,902 shares.

4. To consider and approve no payment of dividend for 2014

The Chairman apologized to shareholders for no payment of dividend for year 2014 because the Company's operation was made net loss by Baht 7.47 million. Board of Directors proposed the Shareholder Meeting to consider no dividend payment for year 2014. However, Company would try to make the profit by this year to compensate the loss of last year in order to be able to pay the dividend to shareholders in the next year.

Then, Chairman provided opportunities for the shareholders to ask and comment on the relevant issues. And there were no more questions or comments from the shareholders, the Chairman requested to consider resolution of this agenda.

The meeting unanimously resolved to approve not to pay the dividend for year 2014 with the following votes;



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Approved	78,223,511	Shares	Equivalent to	100.00%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

5. To consider and approve the election of Directors in replacement of those who are retired by rotation

Before entering into this agenda, Interested Directors of this agenda, which attended the meeting, were 1) Mr. Katsumi Nakato as Chairman of Board of Directors (acting)/Chief Executive Officer, 2) Mr. Subhavas Bandhuvadh as director and 3) Asst.Prof.Dr. Lawan Thanadsillapakul as Independent Director, Chairman of Audit Committee and member of Remuneration Committee withdrew from the meeting temporarily. And the Chairman who was interested director of this agenda, proposed Mr. Pornchak to be Chairman of the meeting and the meeting agreed with the proposal of Mr. Nakato.

Then, Mr. Pornchak made the Chairman of the meeting and informed that Company had announced on our website ([www.yuasathai.com](http://www.yuasathai.com)) providing an opportunity to the shareholders to propose agenda and to nominate candidates with qualifications to be elected as directors from October 3, 2014 to December 31, 2014. However, there was no proposal of the shareholders to the Company. The Company had 10 Directors in total. Therefore, four Directors were retired by rotation, namely 1) Mr. Katsumi Nakato as Chairman of Board of Directors (acting), 2) Mr. Subhavas Bandhuvadh as director and 3) Asst.Prof.Dr. Lawan Thanadsillapakul as Independent Director and 4) Mr. Prasert Kittisakkul as Independent Director. The Board of Directors' meeting no.2/2015, on April 23, 2015 had considered their qualifications, knowledge, capabilities and experience of Directors that would be useful to the Company's business, and agreed to propose the list of qualified candidates, 1) Mr. Katsumi Nakato 2) Mr. Subhavas Bandhuvadh, 3) Asst.Prof.Dr. Lawan Thanadsillapakul and 4) Mr. Prasert Kittisakkul. Profile of 4 Directors who are elected to be Director for another term, were sent together with the invitation letter as attached no.3. And the Chairman informed about a vote of this agenda that consideration for voting shareholders to re-elect and appoint the directors would be done one by one, and Company would collect the voting card in case of approval, objection or abstention to be kept for evident.

Then, The Chairman provided opportunities for the shareholders to question and comment on the relevant issues. And there were no more questions or comments from the shareholders, the Chairman requested to consider the resolution of this agenda.



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The meeting resolved to approve the reappointment of 4 directors, with following votes of each director:-

**1) Mr. Katsumi Nakato**

The result of the votes was as follows;

Approved	78,233,511	Shares	Equivalent to	100.00%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

**2) Mr. Subhavas Bandhuvadh**

The result of the votes was as follows;

Approved	78,233,011	Shares	Equivalent to	100.00%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	500	Share	Equivalent to	0.00%

**3) Mr. Prasert Kittisakkul**

The result of the votes was as follows;

Approved	78,230,511	Shares	Equivalent to	100.00%
Disapproved	3,000	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

**4) Asst.Prof.Dr. Lawan Thanadsillapakul**

The result of the votes was as follows;

Approved	78,230,511	Shares	Equivalent to	100.00%
Disapproved	3,000	Share	Equivalent to	0.00%
Abstained	0	Share	Equivalent to	0.00%

Then, 1) Mr. Katsumi Nakato, 2) Mr. Subhvas Bandhuvadh and 3) Asst.Prof.Dr. Lawan Thanadsillapakul returned to attend the meeting. And Mr. Katsumi Nakato made the Chairman of the meeting.

**6. To acknowledge the payment of Audit Committee's allowance and the Director's Bonus of 2014**

The Chairman informed to the meeting that the payment of Audit Committee's yearly and quarterly allowance that yearly allowance of Audit Committee comprised of Baht 100,000 of the Chairman of Audit Committee and Baht 80,000 of member of Audit Committee per person and quarterly allowance of Audit Committee comprised of Baht



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10,000 per person. And there was no remuneration of Directors for year 2014 because the Company made net loss making it did not comply with the criterion of payment. The said allowance of Audit Committee was in line with the resolution of shareholders' meeting of year 2014 on April 24, 2014.

Then, the Chairman provided opportunities for the shareholders to question and comment on the relevant issues, and there was no any question or comment from the shareholders. The meeting acknowledged the payment of Audit Committee's allowance and the no payment of Director's Bonus of 2014 as reported.

While the meeting was considering the agenda, addition shareholders were present with 9,500 shares.

7. To ratify the payment of monthly allowance of the directors for 2012-2014 and from January to March of 2015

The Chairman informed that interested Directors of this agenda were, Mr. Pornchak Manutham as a director and Chairman of Remuneration Committee, Pol.Maj.Gen. Supchan Manutham as a director and Mr. Subhavas Bandhuvadh as a director would leave from the meeting temporarily in order that this agenda would be considered freely. Further, the Directors, who were interest and held the Company's share, would have no vote. And Chairman informed that Board of Director had considered appointing three Directors to be Company Advisor and to pay monthly allowance as following details.

Name	Position	Appointment Date as Company Advisor	Monthly allowance (Baht)	Total allowance Until March 2015 (Baht)
1. Pol.Maj.Gen.Supchan Manutham	Director	May 2012	41,500	1,452,500
2. Mr. Pornchak Manutham	Director	March 2013	150,000	3,750,000
3. Mr. Subhavas Bandhuvadh	Director	February 2015	50,000	100,000

The Board of Directors was of the opinion to propose the issue to the shareholder to ratify the said payment of monthly allowance.

Mr. Sukthae additionally informed that Mr. Pornchak Manutham and Pol.Maj.Gen.Supchan Manutham who were son of Pol.Lt. Chan Manutham, ex-Chairman of



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Board of Directors, was appointed to be authorized directors and Company Advisor of Company and Yuasa Sales and Distribution Co., Ltd. (Subsidiary Company) after Pol.Lt. Chan Manutham had passed away. And Board of Directors had resolved to appoint Mr. Subhavas Bandhuvadh, who was ex-Chief Operating Officer which retired from Company since December 31st, 2014, to be a Company Advisor to give the suggestion of sales and others. The said allowance was summarized as above.

Then, The Chairman provided opportunities for the shareholders to question and comment on the relevant issues. And no any question or comment from the shareholders, the Chairman requested to consider the resolution of this agenda.

The meeting majority resolved to ratify the payment of monthly allowance of said Directors as following:-

Approved	77,917,610	Shares	Equivalent to	99.58%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	325,500	Share	Equivalent to	0.42%

While the meeting was considering the agenda, addition shareholders were present. with 99 shares.

8. To consider and approve the criterion of remuneration of Director, Audit Committee and Remuneration Committee of 2015

The Chairman informed to the meeting that Remuneration Committee had reviewed the criterion of remuneration of Director, Audit Committee and Remuneration Committee of 2015 by considering responsibility, performance of Company, current economic situation and comparing with the remuneration of listed companies which was in the same industry. And the Committee had proposed the 2015 remuneration policy equal to the 2014 remuneration, to the Board of Directors' meeting no.2/2015, on February 23, 2015. And The Board of Directors agreed to propose the Shareholders Meeting to approve the criterion of remuneration of Director, Audit Committee and Remuneration Committee of year 2015 at the same rate as follows:-



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The remuneration of the Board of Directors, Audit Committee and Remuneration Committee	2015Y
1) The meeting allowance for every committee	Per time (Baht)
Chairman of the meeting	15,000
Director	12,500
2) The quarterly remuneration	Per quarter (Baht)
Chairman of Audit Committee	10,000
Audit Committee	10,000
3) Annual Remuneration	Per Year (Baht)
Chairman of Audit Committee	100,000
Audit Committee	80,000
4) Monthly allowance	Per month (Baht)
- Mr. Pornchak Manutham	150,000
- Pol.Maj.Gen Supchan Manutham	41,500
- Mr. Subhavas Bandhuvadh	50,000
5) Annual remuneration of Board of Directors	Not over 4% of profit after tax of consolidated financial statement which is to be allocated by Board of Director
6) Other Benefits	No

Further, Mr. Pornchak Manutham and Pol.Maj.Gen. Supchan Manutham had also received the monthly allowance by Baht 20,000 and Baht 80,000 respectively as an advisor of Yuasa Sales and Distribution Co., Ltd. that is subsidiary Company.

The other detail was attached and had been distributed to the Shareholders together with the letter of invitation.

Mr. Sukthae additionally informed that for year 2015, the Board of Directors might consider appointing additional sub-committee. If the meeting was called to consider any issue, the Company might consider paying the meeting allowance at the amount of current rate of other committees. The current meeting allowance rate of Chairman of the meeting and member would be Baht 15,000 per person and Baht 12,500 per person respectively.



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And such payment would be proposed to seek for the ratification of the Shareholders' Meeting for paying the meeting allowance in the next meeting.

The Chairman added that the Management was considering and would propose the Board of Directors' meeting for appointing the additional sub-committee to supervise the risk management, corporate governance and investment. If we got the conclusion, it would be proposed to seek for approval of Board of Directors.

Then, the Chairman provided opportunities for the shareholders to question and comment on the relevant issues, and there was no more question or comment from the shareholders. The Chairman requested to consider the resolution of this agenda.

The meeting majority resolved to approve the remuneration of Director, Audit Committee and Remuneration Committee of 2015 with the following votes:-

Approved	78,213,774	Shares	Equivalent to	99.96%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	32,799	Share	Equivalent to	0.04%

While the meeting was considering the agenda, addition shareholders were present with 3,463 shares.

9. To consider and approve the appointment of the Auditor and determine the remuneration of 2015

The Audit Committee had considered and compared working experience and auditing fee of each external auditor and proposed their opinion to the Board of Directors for consideration. The Board was of the opinion that the issue should be submitted to the shareholders' meeting to consider and appoint Mr. Sakda Kaothanthong CPA no. 4628 or Mrs. Siripen Sukcharoenyingyong CPA No.3636 or Mr. Bunyarit Thanormcharoen CPA No.7900 of KPMG Phumchai Audit Co., Ltd. (KPMG) to be external auditor of the Company and the Subsidiary for the year 2015 and to determine the auditing fee for Company at Baht 1.3 million per year, which equaled the auditing fee of last year. The audit fee of the Subsidiary was lower than the previous year by Baht 100,000.

Mr. Sukthae added that three auditors and KPMG Phumchai Audit Co., Ltd. had no relation and conflict of interest between the Company, Directors and Management. The other detail was attached and had been distributed to the Shareholders together with the letter of invitation.



**บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)**  
**YUASA BATTERY (THAILAND) PUBLIC COMPANY LIMITED.**

**OFFICE & FACTORY :** 164 Moo 5, Soi Thedsaban 55, Sukhumvit Road,  
Tambol Taibanmai, Amphur Muangsamutprakan, Samutprakan 10280, Thailand.  
Tel : +66 (0) 2769-7300 Fax : +66 (0) 2769-7349, +66 (0) 2769-7379

Then, the Chairman provided opportunities for the shareholders to inquire about the appointment of the Auditor and to determine the remuneration. The details were summarized as following:-

Mr. Chawalit Boonhuad, a shareholder, was of the opinion that if we considered the remuneration of each item. Auditing fee at December 31st was higher than the current rate. It was proposed to negotiate the said auditing fee before considering the appointment of said new external auditor.

The Chairman expressed the thanks for the suggestion of shareholder and explained that Board of Directors considered the details and agreed that KPMG was a famous firm and good performance and its auditing fee was reasonable price. Auditing fee was considered by Board of Director in term of package at Baht 1.3 million. Normally, Board of Directors would review the work and consider selecting the external auditor to propose to shareholders meeting for approval of appointment every year.

Acting Second Lieutenant Phisit Sutheeluksanaporn gave 2 suggestions, 1) To be transparency of voting in meeting of next year, Company was requested to provide a pen for shareholders to fill in the data into the voting card to replace a pencil, and 2) To certify that performance of new sub-committee that would be appointed, was efficient, it was proposed that sub-committee should show the efficient performance first and then, the allowance would be proposed to shareholders meeting for consideration.

The Chairman explained that now we had no proposal to Board of Director to consider and approve any allowance because it was being considered by the management. 2 Sub-committees, Corporate Governance Committee and Investment Committee, might be proposed to appoint in year 2015.

After giving opportunity to shareholders to question and comment, and there was no any more questions or comments from shareholders, the Chairman requested to consider the resolution of this agenda.

The meeting majority resolved to approve the appointment of Mr. Sakda Kaothanthong CPA no. 4628 or Mrs. Siripen Sukcharoenyingyong CPA No.3636 or Mr. Bunyarit Thanormcharoen CPA No.7900 of KPMG Phumchai Audit Co., Ltd. to be the External Auditor of the Company for the year 2015 and to determine the remuneration at Baht 1.3 million per year with following votes:-

Approved	78,210,376	Shares	Equivalent to	99.95%
Disapproved	0	Share	Equivalent to	0.00%
Abstained	36,599	Share	Equivalent to	0.05%

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/While the meeting...



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While the meeting was considering the agenda, addition shareholders were present with 402 shares.

10. Other (if any)

No any business was proposed to the meeting.

Then, the Chairman re-provided opportunities for the shareholders to question and comment.


Mr. Arnu Wongsarakit, a shareholder, asked whether Company had a project to invite shareholders to visit the factory or not.

The Chairman noted that currently our factory was being improved. So, many projects of construction were not complete. If the improvement was already completed, Company would invite shareholders to visit the factory.

As there were no more questions or comments from the shareholders, the Chairman expressed his sincere thanks to the support of the shareholders and, expressed to adjourn the meeting.

After the meeting commenced on 9.00 hrs., additional shareholders arrived and registered for the meeting. At the close of meeting, 99 Shareholders attended the meeting, divided into 57 shareholders who attended the meeting in person and 42 proxy holders, amounting to a total of 78,246,975 Shares, or 72.70 % of the total issued and outstanding shares, and the meeting adjourned at 11.50 hrs.

Written by  
Mr. Sukthae Ruengwattanachot  
Company Secretary

Signed..........Chairman of the meeting  
(Katsumi Nakato)  
Chairman of Board of Directors (Acting)



บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
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This translation is merely for your information, no responsibility for any mistake or incorrect which may occur.

Very truly yours,

A handwritten signature in blue ink, appearing to read "คตุมิ นาคะโท".

(Katsumi Nakato)

Chairman of the Board (Acting)

**(Management Discussion and Analysis: MD&A)**Financial Position

## Total Assets

The Company and its subsidiary had the total assets of 894.89 million baht as at December 31<sup>st</sup>, 2015, rose by 21.49 million baht or 2.46 percent from 2014. This was because the account receivables increased by 21.47 million baht; other account receivables at amount of 1.65 million baht; the inventory at amount of 14.12 million baht; and the property, plant and equipment at net amount of 6.63 million baht. While cash and cash equivalents declined by 20.59 million baht. For the decrease of the cash and the cash equivalents at the end of 2015 mainly derived from repayment of short-term loan to the financial institutions at amount of 40 million baht and payment of investing in improvement of building, equipment, machine and internal environment prolonging from 2013 after the sales of assets and relocation of the Gateway Plant to Bangpoo Plant. For the increase of account receivables, it was derived from higher domestic sales whereas the increase of inventory came from the higher raw material at amount of 29.62 million baht, due to the reserve of raw material for adequate production in accordance with the increased sales.

## Total Liabilities

The Company had the total liabilities of 519.64 million baht as at December 31<sup>st</sup>, 2015, declined by 23.04 million baht or 4.25 percent from the previous year. The reason of the decline was derived from repayment of short-term loan to the financial institutions at amount of 40 million baht. While account receivables and other account payables of 2015, totally 369.17 million baht was rose by 14.29 million baht from the previous year due to the number of purchase order of raw material for production, sales promotion and increased creditor of Revenue Department at amount of 2.24 million baht which was set the reserve for payment of income tax from profit in 2015.

## Shareholders' Equity

As at December 31<sup>st</sup>, 2015, the Company had the Shareholders' Equity of 375.25 million baht, rose by 44.54 million baht or 177.42 percent compared with the previous year. The reason came from net profit after deducting corporate income tax of Company in 2015.

Cash Flow

At the end of the 2015 accounting period, the Company had net cash from operation activities was 69.96 million baht, up to 25.90 million baht compared with the previous year. The reasons came from (1) the increase of account receivables at amount of 21.22 million baht from the increased sales of replacement market; (2) the increase of inventory at amount of 17.14 million baht due to the increase of purchasing the raw material for adequate production in accordance with the increased sales; (3) the profit from operation of 2015 at amount of 44.54 million baht which increased from 2014 that the Company got net loss only amount of 9.05 million baht while (1) the increase of account payables and other creditors at

amount of 8.65 million baht because of purchasing the raw material and sales promotion, and (2) the decrease of commitment of employees' benefit at amount of 5.73 million baht from paying the compensation and retirement of employees.

For cash from investment activities at amount of 45.85 million baht, it was spent for purchasing the fixed assets and intangible assets at amount of 46.67 million baht while we got money from sales of fixed assets at amount of 0.62 million baht. When comparing with 2014, the cash usage from investment activities decreased by 25.77 million baht. The main reason came from the decreased investment of fixed assets and intangible assets.

For cash from financing activities at amount of 44.70 million baht, the Company paid for the short-term loan to the financial institutions at amount of 40 million baht with the interest from the short-term loan was at amount of 4.70 million baht. The activity was increased at amount of 16.20 million baht compared with 2014 because the Company repaid the short-term loan to the concerned company at amount of 74.23 million baht. The payment of short-term and long-term loans to the financial institutions at amount of 55 million baht and payment of interest loan at amount of 6.04 million baht and dividend at amount of 3.23 million baht respectively. Meanwhile, the Company increased the short-term borrowing from the financial institutions at amount of 110 million baht. The loan was spent for purchasing the fixed assets and intangible assets, including with the cash flow for operation and some of money was repaid to the concerned company for short-term loan.

#### Business Results

In 2015, the Company and its subsidiary had the total income of 1,754.04 million baht, increased from 2014 at amount of 85.77 million baht or 5.14 percent due to the increase of sales from replacement market and the Company gained from foreign exchange rate at amount of 3.90 million baht, decreased from 2014 at amount of 1.47 million baht from the fluctuation of foreign currency. There was also other income at amount of 4.65 million baht, decreased from 2014 at amount of 1.52 million baht from the decrease of revenue of selling the assets and service.

The cost of goods sold; the Company had the cost of goods sold at amount of 1,423.59 million baht or 81.16 percent of total income. The cost of goods sold decreased from the previous year by 2.37 percent because the decreased of production cost from the decrease of lead price which was the main raw material and improvement of Company's productivity.

For the prices of pure lead from London Metal Exchange (LME), was the main raw material of battery production. In 2015, the average price of lead was at USD 1,785/ton, declined by USD 308/ton or 17 percent from USD 2,094/ton of 2014. The lead prices during 2015 fluctuated between USD 1,680-1,945/ton. The average price in the first half of 2015 was at USD 1,805/ton, declined from 2014. The average price in the second quarter was adjusted to be higher and it was the highest price in that period at USD 1,945/ton. After the second half of the year, the price was adjusted to be lower continuously even some months were adjusted to be higher. However, the average price in the third and fourth quarters were at USD 1,711/ton and USD 1,680/ton respectively. This situation led to lower production cost of Company compared with the previous year.

In 2015, total selling and administrative expenses were at amount of 287.93 million baht or 16.42 percent of the total income, declined by 3.52 million baht or 1.21 percent from 2014. The decrease came from lower expense of employees' benefit while higher selling expenses from excise tax and royalty fee due to higher sales.

In 2015, the interest payment at amount of 4.55 million baht, decreased from the previous year by 1.08 million baht or 19.21 percent. It was the result of repayment of the short-term loan to the financial institutions at amount of 40 million baht which led to lower interest expense

In conclusion, the Company and its subsidiary had the net comprehensive profit of 44.54 million baht or net profit of 0.41 baht per share in 2015.

#### Financial Ratio

The ratio of current capital in 2015 was 1.20 times, rose from the previous year. The current assets increased by 16.65 million bath and the current liabilities decreased by 23.47 million baht. The decrease in the current assets came from the decrease of cash and cash equivalents at amount of 20.59 million baht, the repayment of short-term loan at amount of 40 million baht and the purchases and improvement of machine and equipment as well as improvement of the building and the internal environment at amount of 6.63 million baht. Whereas the account receivables, other debtors and inventory increased by 21.47 million baht, 1.65 million baht and 14.42 million baht respectively. The current liabilities reduced came from the repayment of the short-term loan to the financial institutions as stated.

The account receivable turnover in 2015 was 8.39 times approximately. The average period of collecting debt was around 43 days, slightly increased from the previous year of 42 days. The period of debt repayment was around 65 days, slightly decreased from the previous year of 68 days.

The gross profit ratio of 2015 was 18.84 percent, rose from 2014. The main reason was from lower production cost from lead price which was the raw material decreased and improvement of Company's productivity.

In 2015, the ratio of liabilities per shareholders' equity was 1.38 times, decreased from as of 31 December 2014 of 1.64 times, due to the lower liabilities. However, the shareholders' equity increased from in 2015.

Furthermore, as the net profit increased, the performance to repay the debt in 2015, considered based on the ratio of performance to pay the interest, increased to 10.78 times compared with the previous year of 0.61 times. And the ratio of performance to repay the liabilities in 2015 was 0.36 times, increased from 2014 of 0.03 times.

For dividend payment, according to the 2015 Shareholders' Meeting which was held on April 10<sup>th</sup>, 2015, the meeting had the resolution and approval not to pay the dividend from performance of 2014 because of getting net loss. For the dividend payment in 2016, Board of Directors' Meeting no. 1/2016 which was held on 18 February 2016 had a resolution to propose to Shareholders' Meeting in 2016 to pay the dividend to the shareholders for the performance of 2015 for 107,625,000 shares at 0.08 baht per share, totally 8.61 million baht.


**Mr. Ichiro Murata**
**Position Director**
**Date of Appointment December 9, 2015**
**Period of Position 1 Month**

Age / Nationality / Proportion of shareholding / Relation to Management	Education Background / Training / Holding the position in other business	Working Experience in the Last 5 Years	
		Period	Position and Institution/Company
<b><u>Holding the position of Company's subcommittee</u></b> <ul style="list-style-type: none"> <li>Corporate Governance Committee (To be appointed as Corporate Governance Committee from January 1, 2016)</li> </ul> <b><u>Age</u></b> <ul style="list-style-type: none"> <li>50 Years</li> </ul> <b><u>Nationality</u></b> <ul style="list-style-type: none"> <li>Japanese</li> </ul> <b><u>Proportion of shareholding</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b><u>Relation to Management</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b><u>Legal Action</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul>	<b><u>Education</u></b> <ul style="list-style-type: none"> <li>Mechanical Engineering ,Faculty of Engineering , University of Fukui, Japan</li> </ul> <b><u>Training</u></b> <ul style="list-style-type: none"> <li>was not yet trained by Thailand Institute of Directors (IOD)</li> </ul> <b><u>Holding the position of director in the listed company</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b><u>Holding the position of director in other company</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b><u>Holding the position in other business that may lead to conflict of interest</u></b> <ul style="list-style-type: none"> <li>Nil</li> </ul>	Present	Director, Yuasa Battery (Thailand) PLC.
		2013	Division Manager, Production Engineering Division, Global Technical Headquarters, GS Yuasa International Ltd.
		2010	General Manager, Production Division, Automotive Battery Business Unit and Promotion Division, International Business Unit, GS Yuasa International Ltd.
		2009	Manager, Kyoto Automotive Battery Manufacturing Department, Production Division, Automotive Battery Business Unit, GS Yuasa Power Supply Ltd.
		2005	Director and Chief Executive Engineer, Yuasa Battery (Thailand) PCL.
		2004	Manager, Production Engineering dept., Production Engineering Center, GS Yuasa Manufacturing Ltd. Assistant Manager, Production Engineering DC, Yuasa Corporation.
		<b><u>Number of meetings attended/Number of total meetings (Times/2015)</u></b> Yuasa Battery (Thailand) PLC <ul style="list-style-type: none"> <li>Board of Directors Meeting : 0/0 Times</li> <li>Annual General Shareholder Meeting : 0/0 Times</li> <li>Corporate Governance Committee Meeting : 0/0 Times</li> </ul> Yuasa Sales and Distribution Co.,Ltd. <ul style="list-style-type: none"> <li>Board of Directors Meeting : 0/0 Times</li> <li>Annual General Shareholder Meeting : 0/0 Times</li> </ul>	
<b><u>Remark</u></b> : Mr. Ichiro Mutara has been appointed as Chief Executive officer from January 1, 2016 and Chairman of the Board (Acting) and Vice Chairman of the Board from February 18, 2016			



**Mr. Pornchak Manutham**

**Position** Director

**Date of Appointment** December 8, 2003

**Period of Position** 12 Years

Age/Nationality/Proportion of shareholding/ Relation to Management	Education Background and Training	Working Experience in the Last 5 Years	
		Period	Position and Institution/Company
<p><b>Holding the position of Company's subcommittee</b></p> <ul style="list-style-type: none"> <li>Chairman of Remuneration Committee 3 Years</li> </ul> <p><b>Age</b></p> <ul style="list-style-type: none"> <li>61 Years</li> </ul> <p><b>Nationality</b></p> <ul style="list-style-type: none"> <li>Thai</li> </ul> <p><b>Proportion of shareholding</b></p> <ul style="list-style-type: none"> <li>325,000 shares or 0.30%</li> </ul> <p><b>Relation to Management</b></p> <ul style="list-style-type: none"> <li>Younger brother of Pol.Maj.Gen. Supchan Manuthan</li> </ul> <p><b>Legal Action</b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul>	<p><b>Education</b></p> <ul style="list-style-type: none"> <li>Master of Business Administration, Thammasart University</li> <li>Bachelor of Business Administration, Ramkhamhaeng University</li> <li>Bachelor of Science, Chulachomklao Royal Military Academy School</li> </ul> <p><b>Training</b></p> <ul style="list-style-type: none"> <li>Certificate of Thailand Institute of Directors (IOD) <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) 23/2004</li> <li>Director Certification Program (DCP) 156/2012</li> <li>Role of the Chairman Program (RCP) 28/2012</li> <li>Role of the Compensation Committee (RCC) 15/2012</li> </ul> </li> </ul>	<p>2003-Present</p>	<p>Director, Chairman of Remuneration Committee Yuasa Battery (Thailand) PLC. Director; Yuasa Sales and Distribution Co., Ltd</p>
		<p><b>Holding the position of director in the listed company</b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b>Holding the position of director in other company</b></p> <ul style="list-style-type: none"> <li>Director; Yuasa Sales and Distribution Co.,Ltd. 12 Years</li> <li>Director; Metropolitan Motor Service Co.,Ltd. 20 Years</li> <li>Director; Fuij mercantile Co.,Ltd. 17 Years</li> <li>Director; Central Agency Co.,Ltd. 19 Years</li> </ul> <p><b>Holding the position in other business that may lead to conflict of interest</b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b>Number of meetings attended/Number of total meetings (Times/2015)</b></p> <p>Yuasa Battery (Thailand) PLC</p> <ul style="list-style-type: none"> <li>Board of Directors Meeting : 5/6 Times</li> <li>Annual General Shareholder Meeting : 1/1 Times</li> <li>Remuneration Committee meeting : 2/2 Times</li> </ul> <p>Yuasa Sales and Distribution Co.,Ltd.</p> <ul style="list-style-type: none"> <li>Board of Directors Meeting : 5/6 Times</li> <li>Annual General Shareholder Meeting : 1/1 Times</li> </ul>	



**Pol.Maj.Gen.Supchan**

**Manutham**

**Position**

**Director**

**Date of Appointment**

**May 8, 2012**

**Period of Position**

**3 Years 7 Months**

Age/Nationality/Proportion of shareholding/ Relation to Management	Education Background and Training	Working Experience in the Last 5 Years	
		Period	Position and Institution/Company
<p><b><u>Holding the position of Company's subcommittee</u></b></p> <ul style="list-style-type: none"> <li>Corporate Governance Committee 1 Month (Appointed as Corporate Governance Committee from December 5, 2015).</li> </ul> <p><b><u>Age</u></b></p> <ul style="list-style-type: none"> <li>69 Years</li> </ul> <p><b><u>Nationality</u></b></p> <ul style="list-style-type: none"> <li>Thai</li> </ul> <p><b><u>Proportion of shareholding</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Relation to Management</u></b></p> <ul style="list-style-type: none"> <li>Older brother of Mr. Pornchak Manuthan</li> </ul> <p><b><u>Legal Action</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul>	<p><b><u>Education</u></b></p> <ul style="list-style-type: none"> <li>Master of Public Administration, Chulalongkorn University</li> <li>Bachelor of law, Thammasart University</li> </ul> <p><b><u>Training</u></b></p> <ul style="list-style-type: none"> <li>Certificate of Thailand Institute of Directors (IOD)</li> <li>Director Accreditation Program (DAP) 91/2011</li> </ul>	Present	Director and Corporate Governance Committee, Yuasa Battery (Thailand) PLC. and Director; Yuasa Sales and Distribution Co., Ltd
		1992-Present	Director, Manutham Mansion Dept.Co., Ltd
		2011-Present	Director, North East Green Energy (Thailand) Co.,Ltd.
		2011-Present	Chairman, Zeer property Public Co.,Ltd.
		<b><u>Holding the position of director in the listed company</u></b>	
		<ul style="list-style-type: none"> <li>Chairman Zeer property Public Co.,Ltd. 4 Years</li> </ul>	
		<b><u>Holding the position of director in other company</u></b>	
		<ul style="list-style-type: none"> <li>Director; Yuasa Sales and Distribution Co.,Ltd. 3 Years</li> <li>Director; Manutham Mansion Dept.Co., Ltd 23 Years</li> <li>Director; North East Green Energy (Thailand) Co.,Ltd 4 Years</li> </ul>	
		<b><u>Holding the position in other business that may lead to conflict of interest</u></b>	
		<ul style="list-style-type: none"> <li>Nil</li> </ul>	
<b><u>Number of meetings attended/Number of total meetings (Times/2015)</u></b>			
Yuasa Battery (Thailand) PLC			
<ul style="list-style-type: none"> <li>Board of Directors Meeting : 6/6 Times</li> <li>Annual General Shareholder Meeting : 1/1 Times</li> <li>Corporate Governance Committee Meeting : 0/0 Times</li> </ul>			
Yuasa Sales and Distribution Co.,Ltd.			
<ul style="list-style-type: none"> <li>Board of Directors Meeting : 6/6 Times</li> <li>Annual General Shareholder Meeting : 1/1 Times</li> </ul>			



**Mr. Yothin Vimoogtayon**

**Position Independent Director and Audit Committee**

**Date of Appointment April 22, 2008**

**Period of Position 7 Years 8 Months**

Age/Nationality/Proportion of shareholding/ Relation to Management	Education Background and Training	Working Experience in the Last 5 Years	
		Period	Position and Institution/Company
<p><b><u>Holding the position of Company's subcommittee</u></b></p> <ul style="list-style-type: none"> <li>Audit Committee 7 Years 8 Months</li> <li>Corporate Governance Committee 1 Month (Appointed as Corporate Governance Committee from December 5, 2015)</li> </ul> <p><b><u>Age</u></b></p> <ul style="list-style-type: none"> <li>68 Years</li> </ul> <p><b><u>Nationality</u></b></p> <ul style="list-style-type: none"> <li>Thai</li> </ul> <p><b><u>Proportion of shareholding</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Relation to Management</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Legal Action</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul>	<p><b><u>Education</u></b></p> <ul style="list-style-type: none"> <li>Political Science, Burapha University.</li> <li>Bachelor of Laws, Thammasart University.</li> <li>Mini MBA, Thammasart University.</li> <li>B.A. Economics Chiang Mai University.</li> </ul> <p><b><u>Training</u></b></p> <ul style="list-style-type: none"> <li>Certificate of Thailand Institute of Directors (IOD)</li> <li>Director Certification Program (DCP) 72/2006</li> </ul>	Present	Independent Director and Audit Committee and Corporate Governance Committee, Yuasa Battery (Thailand) PLC.
		Present	Director, Wat Benchamabopitr Dusitanaram Association.
		2004-2007	Deputy director of Excise Department.
		<p><b><u>Holding the position of director in the listed company</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Holding the position of director in other company</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Holding the position in other business that may lead to conflict of interest</u></b></p> <ul style="list-style-type: none"> <li>Nil</li> </ul> <p><b><u>Number of meetings attended/Number of total meetings (Times/2015)</u></b></p> <p>Yuasa Battery (Thailand) PLC</p> <ul style="list-style-type: none"> <li>Board of Directors Meeting : 4/6 Times</li> <li>Annual General Shareholder Meeting : 0/1 Times</li> <li>Audit Committee Meeting : 12/15 Times</li> <li>Corporate Governance Committee Meeting : 0/0 Times</li> </ul>	

## Definition of Independent Director of Yuasa Battery (Thailand) PLC.

Company has set the definition of Independent Directors the same as the minimum principles of Capital Market Supervisory Board (CMSB) and Stock Exchange of Thailand (SET). Details are as follow:

Independent directors are those not under the influence of major shareholders or groups of major shareholders, and command the following qualifications:

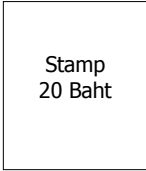
- (a) Their shareholdings must not exceed 1% of all shares entitled to voting rights of the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the company. In this regard, the shares owned by persons related to them shall be counted as theirs.
- (b) They must not now be nor ever have been involved as executives, employees, hired workers, salaried consultants, or anyone with controlling authority of the Company, i.e. the parent company, its subsidiaries, its joint ventures, its associated subsidiaries, or juristic entities in potential conflict with the company, unless such association ended no less than 2 years before.
- (c) They are not related by blood or registered as being parents, spouses, siblings, children or spouses of the children and the executives, major shareholders, persons with controlling authority, or persons to be nominated as executives or persons of controlling authority in the Company or its subsidiaries.
- (d) They have no business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the company in ways that might impair their independent judgment. They must also not be nor have been major shareholders, directors other than independent directors, or executives of entities having business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the company, unless such association ended no less than 2 years before.
- (e) They are not be auditors of the Company, its corporations, its subsidiaries, its joint ventures, its major shareholders or its authorized persons and not significant shareholders, persons of controlling authority or partners of the auditing companies which employ the auditors of the Company, i.e. the parent company, its subsidiaries, its joint ventures, its major shareholders or

its authorized persons, unless such association ended no less than 2 years before.

- (f) They must not now be nor ever have been a professional service provider i.e. legal consultants, financial advisors : receiving compensation for services rendered exceeding THB 2 million per annum from the Company i.e. the parent company, its subsidiaries, its joint ventures, major shareholders, persons with controlling authority, and not as significant shareholders, persons of controlling authority or partner of professional service provider unless such association ended no less than 2 years before.
- (g) They are not directors appointed as representatives of directors of the Company, major shareholders or of shareholders related to the major shareholders of the Company.
- (h) They shall not operate the same business and a significant competitive business with the Company, its parent company, its subsidiaries, its joint ventures, its major shareholders and not the legal entities that may have conflict of interest, the executives, employees, hired workers, consultants receiving salaries or holding more than 1% of the overall ordinary share of the other companies which operate the same business and be significant competitors with the Company, its subsidiaries, its joint ventures, its major shareholders or the legal entities that may have conflict of interest.
- (i) They have no other attributes that obstruct them from forming independent opinions on operation of the Company. Generally, forming an independent opinion means giving an opinion or making a report as assigned, regardless of any benefits related to assets or positions, influence of any persons or any groups of persons and pressure from any situations which obstruct them from giving a direct opinion.

After the appointment of the Independent Directors qualified under the above clause (a) to (i), the Independent Directors may be assigned by the Board of Directors to review, check or follow up the relevant issues of the Company, its subsidiaries, its joint ventures, its subsidiaries which are in the same ranking, its major shareholders or the persons with controlling authority in the form of collective decision and report such issues to the Board of Directors.

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Enclosure 6

**Proxy Form B.**

**Written at** .....

Date..... Month..... Year.....

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

Residing at No..... Road..... Tambol / Khwaeng.....

Amphur / Khet..... Province..... Postal Code .....

(2) Being a shareholder of Yuasa Battery (Thailand) Public Company Limited

Holding the total amount of..... shares and have the rights to vote equal to..... votes

as follows:

Ordinary share..... shares and have the rights to vote equal to..... votes

Preferred share..... shares and have the rights to vote equal to..... votes

(3) Hereby appoint

1..... Age..... years

Rresiding at No..... Road..... Tambol / Khwaeng.....

Amphur / Khet..... Province..... Postal Code..... or

2..... Age..... years

Rresiding at No..... Road..... Tambol / Khwaeng.....

Amphur / Khet..... Province..... Postal Code..... or

3..... Age..... years

Rresiding at No..... Road..... Tambol / Khwaeng.....

Amphur / Khet..... Province..... Postal Code..... or

4. Asst.Prof.Dr. Lawan Thanadsillapakul Independent Director Age 59 years  
Address : 89/116 Moo 9 Chuanchuen village, Liangmuang Pakkred Road, Tambol Bangpood,  
Amphur Pakkred, Nonthaburi 11120

5. Mr. Prasert Kitisakkul Independent Director Age 65 years  
Address : 72-74 Yotha Road, Talat Noi, Samphanthawong, Bangkok 10110

Only one was to be my/our proxy in attending and voting on my/our behalf at the Annual General Shareholders' Meeting 2016 on April 8, 2016 at Kingkanya Room, 5<sup>th</sup> Floor, The Four Wings Hotel Bangkok, 40 Sukhumvit 26 Rd., Klongtoey, Klongtoey, Bangkok 10110 at 9.00 hrs., or later meeting to be held at a different time and place, in case of postponement.

(4) In this Meeting, I / we grant my/our proxy to vote on my/our behalf as follows:

Agenda 1 To approve a Minutes of the Annual General Shareholders' Meeting 2015  
(The detail of which was attached to the document for the meeting No. 1)

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 2 To acknowledge the Company's Operation of 2015 and the Director's Annual Report 2015  
(The detail of which was attached to the document for the meeting No.2)

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 3 To consider and approve the audited financial statement for the year 2015 ended as at  
December 31, 2015 of auditor

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 4 To consider and approve payment of dividend of 2015

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 5 To consider and approve election of Directors in replacement of those who are retired by  
rotation (The detail of which was attached to the document for the meeting No.4 Profile of  
Director who was elected to be Director for another term).

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:

- (b.1) Whole Director to be appointed
  - Approve
  - Disapprove
  - Abstain

- (b.2) To appoint individual Director

Director's name Mr. Ichiro Murata

- Approve
- Disapprove
- Abstain

Director's name Mr. Pornchak Manutham

- Approve
- Disapprove
- Abstain

Director's name Pol.Maj.Gen. Supchan Manutham

- Approve
- Disapprove
- Abstain

Independent Director's name Mr. Yothin Vimoogtayon

- Approve
- Disapprove
- Abstain

Agenda 6 To acknowledge the payment of Audit Committee's allowance and payment of  
remuneration for directors for year 2015

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 7 To consider and approve the criterion of remuneration for Board of Directors, Audit  
Committee, Remuneration Committee and Corporate Governance Committee of the year  
2016

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.

- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 8 To consider and approve payment of special remuneration for EX-Chief Executive Officer

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 9 To consider and approve the appointment of the External Auditor and determine the remuneration of 2016

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 10 Others (if any)

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

(5) If the proxy did not vote in line with my/our desire, the vote is not correct and did not my/our vote as shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except in case of the proxy did not vote at my/our desire, shall be deemed as having been performed by myself/ourselves in all respects.

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Notes

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and can not split the number of shares to several proxies for splitting votes.
2. For director appointing s agenda, the whole Directors or individual directors can be appointed.
3. In the event, there is more agenda than the above mentioned, Grantor can specify in the paper attached with the proxy form B

## Annex to the Proxy Form (Form B)

Grant of Power to a proxy as a shareholder of Yuasa Battery (Thailand) Public Company Limited

At the 2016 Annual General Shareholders' Meeting on April 8, 2016 at Kingkanya Room, 5<sup>th</sup> Floor, The Four Wings Hotel Bangkok, 40 Sukhumvit 26 Rd., Klongtoey, Klongtoey, Bangkok 10110 at 9.00 hrs., or later meeting to be held at a different time and place, in case of postponement.

-----  
Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... Re :.....

- (a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.
- (b) To grant my/our proxy to vote at my/our desire as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda..... To consider and approve the election of Directors (Continued)

Director's name.....

- Approve
- Disapprove
- Abstain

Director's name.....  
 Approve                       Disapprove                       Abstain

Director's name.....  
 Approve                       Disapprove                       Abstain

Director's name.....  
 Approve                       Disapprove                       Abstain

Director's name.....  
 Approve                       Disapprove                       Abstain

Director's name.....  
 Approve                       Disapprove                       Abstain

I/We hereby certify that all the contents hereof are true, accurate and complete in all respects.

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

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

## The Proxy of Annual Ordinary Shareholders' meeting

As Department of Business Development had announced the order no. 5 to improve the proxy form into 3 type for Annual Shareholders' meeting which effected as from February 2, 2007.

1. Form A (General proxy)
2. Form B (Specific proxy)
3. Form C (Case of foreign shareholder and appoint custodian in Thailand to be custodian)

Yuasa Battery (Thailand) Public Company Limited has determined to use the proxy form B which could be proposed in each agenda. In each Shareholder's meeting, if Shareholder is unable attend the meeting, Shareholder may assign the Independent Director of Company as proxy to attend the meeting. The 2015 Annual Shareholders' meeting, Audit Committee has resolved to assign **Assoc.Prof.Dr. Lawan Thanadsillapakul as an Independent Director or Mr. Prasert Kitisakkul as an Independent Director** to be representative to attend the meeting (as following the appointed Independent Director who attends the 2016 Annual General Shareholders' Meeting)

### The vote

1. The casting of vote is to be done openly, one share is for one vote and the resolution of shareholders' meeting shall consist of the following votes:-

- In an ordinary event, the majority vote of the shareholders present at the meeting and casting their votes is required.
  - In case of a tie vote, the Chairman of the meeting shall have a casting vote.
  - The Chairman shall ask the resolution of each agenda, if any shareholder disapproves or abstains, shareholder should fill the form and deliver to staff of Company.
  - The Company shall collect the vote of attendant, shareholder and proxy, and the Chairman shall inform the vote of each agenda before closing the meeting.
2. The vote of proxy, the proxy must vote in line with the demand of grantor.
  3. In the case that the proxy has any interest in any matter, he/she be prohibited to vote in such matter and the Chairman may invite he/she not to attend the meeting temporarily.

### Remarks :-

1. The Company shall assign any Independent Director to be the proxy of Shareholders meeting in each time.
2. In case of proxy, the proxy form with attached documents should be submitted to the Company 1 hours prior to the meeting time.
3. Shareholder is able to download the proxy form at Company web site, [www.yuasathai.com](http://www.yuasathai.com)

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**Independent Director  
who attends the 2016 Annual General Shareholders' Meeting**



Name-Surname : Assoc.Prof. Dr.Lawan Thanadsillapakul  
Age : 59 Years  
Nationality : Thai  
Position : Independent Director, Chairman Audit Committee, Remuneration Committee and Corporate Governance Committee  
Period : 5 years and 8 months  
Education : Ph.D. (Law) Lancaster University (UK)  
: LL.M. (International Comparative Law and European Law) Vrije Universiteit Brussels, Belgium  
: Master degree of Law (International Law), Thammasat University  
: Bachelor degree of Law, Thammasat University  
Working experiences in the last 5 years  
Present : Independent Director, Chairman Audit Committee and Remuneration Committee Yuasa Battery (Thailand) Public Company Limited  
: Associate Professor of Graduate School, Faculty of Law, Kyushu University, Japan  
: Assistant Professor, School of Law, Sukhothai Thammathirat Open University  
: Director of the Institute for International Economic and Business Law Study  
: Arbitrator of the Office of Arbitration  
: Auditor of the Internal Quality Assurance at the university level  
: Visiting Professor and Associate Professor in foreign University such as Japan, Belgium and United Kingdom etc.  
: Invited Lecturer in the university such as Sripatum University and Thai Chamber of Commerce University etc.  
Relation to Management : -Nil-  
Legal action in 5 Years : -Nil-  
The total proportion of shareholding for voting right : -Nil-  
Meeting Attendance / Number of Meeting (Times/Year 2015)  
Yuasa Battery (Thailand) Public Co., Ltd  
◆ Board of Directors Meeting : 6/6 Times  
◆ Remuneration Committee : 2/2 Times  
◆ Annual General Shareholder Meeting : 1/1 Times  
◆ Audit Committee : 15/15 Times  
Current other position  
◆ Listed Company : -Nil-  
◆ Company : -Nil-  
Other business that may lead to conflict of interest : -Nil-  
Address : 89/116 Moo 9 Chuanchuen village, Liangmuang Pakkred Road, Tambol Bangpood, Amphur Pakkred Nonthaburi 11120  
Conflict of interest in relating considered agenda : Having conflict of interest in agenda no. 7 : To consider and approve the criterion of remuneration for Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee of year 2016

**Independent Director  
who attends the 2016 Annual General Shareholders' Meeting**



Name-Surname : Mr. Prasert Kitisakkul  
Age : 65 ปี  
Nationality : Thai  
Position : Independent Director, Audit Committee and Remuneration Committee  
Period of Position : 5 years 8 months  
Education : Bachelor degree of science (Business Administration) La Salle University, USA  
Working experiences in the last 5 years  
Present : Independent Director, Audit Committee and Remuneration Committee, Yuasa Battery (Thailand) Public Company Limited  
: Board Director, Tien Fah Hospital  
: Chairman of the Monitoring and Auditing Committee of the Police Management Plabplachai 2 Police Station  
Relation to Management : -Nil-  
Legal action in 5 Year : -Nil-  
The total proportion of shareholding for voting right : 2,000 shares

Meeting Attendance / Number of Meeting (Times/Year 2015)

Yuasa Battery (Thailand) Public Co., Ltd

◆ Board of Directors Meeting	: 6/6	Times
◆ Remuneration Committee	: 2/2	Times
◆ Annual General Shareholder Meeting	: 0/1	Times
◆ Audit Committee	: 15/15	Times

Current other position

◆ Listed Company : -Nil-  
◆ Company : -Nil-

Other business that may lead to conflict of interest : -Nil-

Address : 72-74 Yotha Road, Talat Noi, Samphanthawong, Bangkok 10110

Conflict of interest in relating considered agenda : Having conflict of interest in agenda no. 7 : To consider and approve the criterion of remuneration for Board of Directors, Audit Committee, Remuneration Committee and Corporate Governance Committee of year 2016

Articles of Association  
Of  
Yuasa Battery Thailand Public Co., Ltd  
General Meeting of Shareholders

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**1. In calling a general meeting of shareholders**

**Article 35.** The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four months from the last day of the fiscal year of the Company. Meetings other than that mentioned above shall be called extraordinary meeting. The Board of Directors may call an extraordinary meeting of shareholders whenever the Board deems appropriate.

**Article 36.** The shareholders holding shares totaling not less than one-fifth of the total number of shares sold, or shareholders of not less than twenty-five in number whose shares are totally not less than one-tenth of the total number of shares sold, may submit a written request signed by them to ask the Board of Directors to call an extraordinary meeting of shareholders at any time, but they shall clearly state their reasons in such written request. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

**Article 37.** In calling a general meeting of shareholders, the Board of Directors shall send notices for the meeting specifying the place, Date, Time, agenda of the meeting, as well as the subject matters to be submitted to the meeting together with reasonable details, by stating clearly anyone of which will be for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in such matters, and shall send notices to the shareholders and the Registrar for their information no less than seven days before the date of meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of three consecutive days and not less than three days before the date of meeting.

**2. The quorum**

**Article 38.** At a general meeting of shareholder, there shall be shareholders and proxies (if any) present at the meeting in a number of not less than twenty-five persons or no less than one-half of the total number of shareholders, and in either case such shareholder shall hold shares totaling no less than one-third of the total number of shares sold, in order to constitute quorum, unless otherwise stipulated by the Acts. In the event that after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum, and if such general meeting shareholders was requested by the shareholders, such meeting shall be cancel. If such meeting of shareholders was not called by the shareholders' request, the meeting shall be called again, and, in the later case, notices calling the meeting shall be to shareholders not less than seven days before the meeting. In the second meeting a quorum is not needed.

**Article 41.** The chairman of the Board shall be the chairman of the general meeting of shareholders. If the chairman is absent or in unable to discharge his duties, and if a vice-

chairman is present, he shall act as chairman or if there is one but he is not able to discharge his duties, the shareholders shall elect one among themselves to be chairman of that general meeting.

**Article 42.** The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with these Articles of Association and in the order of the agenda stated in the notices calling a meeting, Unless the general meeting passed a resolution changing the order of priority in the agenda with a vote of not less than two-thirds of the Number of the shareholders attending the meeting.

**Article 43.** Shareholder may authorize other person as proxies to attend and vote At any meeting of shareholders on their behalf, provided that the instrument appointing proxies shall be submitted to the chairman of the Board of Directors or the person designated by the chairman of the Board of Directors at the place of and prior to the meeting. The instrument for appointing proxies shall be made in the form specified by the Registrar.

### **3. A resolution of the shareholder meeting**

**Article 39.** 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 casting their votes is required.
- (2) In the following events, a vote of not less than three-fourths the total number of votes of 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 regulations of the Company;
  - (e) the increase and reduction of a capital, issuance of debenture, amalgamation or dissolution of the Company.

### **4. Agenda of the meeting**

**Article 40.** The annual ordinary general meeting of shareholders shall consider the following matters:

- (1) Acknowledgement of the report of the Board of Directors concerning the Company's operating performance during the preceding year, together with opinions of future business operation.

- (2) Consideration and approval of the balance sheet, and the profit and loss statement.
- (3) Consideration and approval of the profit allocation.
- (4) Election of directors in place of those directors retiring by rotation.
- (5) Appointment of an auditor and fixing of his remuneration
- (6) Other matters.

## **5. Remuneration and Retirement of the Board of Directors**

**Article 17.** At every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Company shall retire. If the number of directors cannot be divided by three the number of directors cannot be divided by three the number of directors closest to one-third shall retire.

The directors to retire from their offices in the first and second years following the registration of the Company shall be determined by drawing lots. In any subsequent year, the directors who have been in office the longest shall retire. Retired directors may be re-elected.

**Article 26.** The board of directors have the right to receive a remuneration relating to their performances of the duties namely salary, meeting allowance, allowance for food and other expenses, premium and bonus Moreover such remuneration, the board of directors have the right to receive a reimbursement of all expenses occur as well relating to their performances as the board of directors and to receive welfare as mentioned in the regulation of company.

## **6. Payment of dividends and allocation of the profit**

**Article 48.** No dividends shall be paid other than out of profit. Remaining profit shall be arranged to any reserved as the directors think fit.

The board of directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the Company justify such payment. After the dividends have been paid, such the payment shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within the period prescribe by the Act. The Company shall notify their shareholders as well as publish in a newspaper.

**Article 49.** The company shall allocate not less than ten percent of its annual net Profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than twenty-five percent of the registered capital.

### Documents or evidence identified shareholders or proxy holders status

On February 19, 1999 the Security Exchange of Thailand (SET) set up a policy and procedure in good practice on holding a shareholders meeting of the listed companies aiming to create confidence for shareholders, investors and all relevant parties as well as to create transparent, fair and beneficial meetings to shareholders. The company has set up a verification procedure, which require certain identifications or documents to show the legitimacy of shareholders, and proxy holders who have the right to attend the shareholders meeting. However, as some of the shareholders do not fully familiarize with this procedure, the company reserve the right to consider the legitimacy of each shareholders or proxy holders who do not have complete documentation on a case by case basic.

#### The Required documents or evidence to identify the right to attend the 2016 Annual General Meeting of Shareholders

##### **For a Individual Person**

###### *1. A Thai Nationality*

- 1.1 Identification card (Citizen I.D., government officer I.D. or state enterprise officer I.D.)
- 1.2 In case of proxy holder, attach the grantor's a copy of I.D. card and I.D. card or passport (In case of a foreigner) of the proxy holder.

###### *2. A Non-Thai Nationality*

- 2.1 Passport
- 2.2 In case of proxy holder, attach the grantor's a copy of I.D. card and I.D. card or passport (In case of a foreigner) of the proxy holder.

##### **For Juristic Person**

###### *1. A Juristic Person registered in Thailand*

- 1.1 Juristic Person Certificate issued within 30 days by Department of Commercial Registration, Ministry of Commerce.
- 1.2 I.D. card or passport (in case of a foreigner) of authorized director(s) who sign(s) on the proxy form including I.D. card or passport (in case of foreigner) of proxy holder.

###### *2. A Juristic Person registered outside Thailand*

- 2.1 Juristic Person Certificate
- 2.2 I.D. card or passport (in case of a foreigner) of the authorized director(s) who sign(s) on proxy form including I.D. card or passport (in case of a foreigner) of proxy holder.

A copy of documents must be certified true copy. In case of any documents or evidence procedure or executed outside Thailand, such documents or evidence should be notarized by Notary Public.

Shareholders or proxy holders may register and submit documents or evidence for verification at the meeting venue from 8.00 hours on April 8, 2016



บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
YUASA BATTERY (THAILAND) PUBLIC COMPANY LIMITED.

OFFICE & FACTORY : 164 Moo 5, Soi Thedsaban 55, Sukhumvit Road,  
Tambol Taibanmai, Amphur Muangsamutprakan, Samutprakan 10280, Thailand.  
Tel : +66 (0) 2769-7300 Fax : +66 (0) 2769-7349, +66 (0) 2769-7379

Enclosure 9

Ref.no. CEO/005/2016

March 1, 2016

Subject: The request of Annual Report of 2015 (Book type)

To : Shareholders

As the Stock Exchange of Thailand (SET) and Department of Business Development, Ministry of Commerce has allowed the listed company to make the Annual Report in the type of book and/or CD-ROM.

Thus, We, Yuasa Battery (Thailand) Public Company Limited, would like to send the Annual Report 2015 in CD-ROM type to shareholders.

However, if any shareholder would like to have the Annual Report 2015 in book type, please kindly fill in the form enclosed herewith and send by mail to the Company or by fax to 0-2769-7349.

The Company's address

Policy and planning Department  
Yuasa Battery (Thailand) Public Company Limited  
164 Moo 5 Soi Thedsaban 55, Sukhumvit Road,  
Tambol Taibanmai, Amphur Muangsamutprakan,  
Samutprakan 10280

Please be informed accordingly,

Sincerely yours,

Ichiro Murata  
Chief Executive Officer

Policy and planning Department  
Tel. 0-2769-7300 ext. 7341, 7342

To Manager, Policy and Planning Department

I, .....the shareholder of Yuasa Battery (Thailand) Public Company Limited., would like to get the Annual Report 2015 in book type, and to send to current address: Village/Building.....  
Moo.....Road.....Sub-district.....  
District..... Province.....Zip Code.....

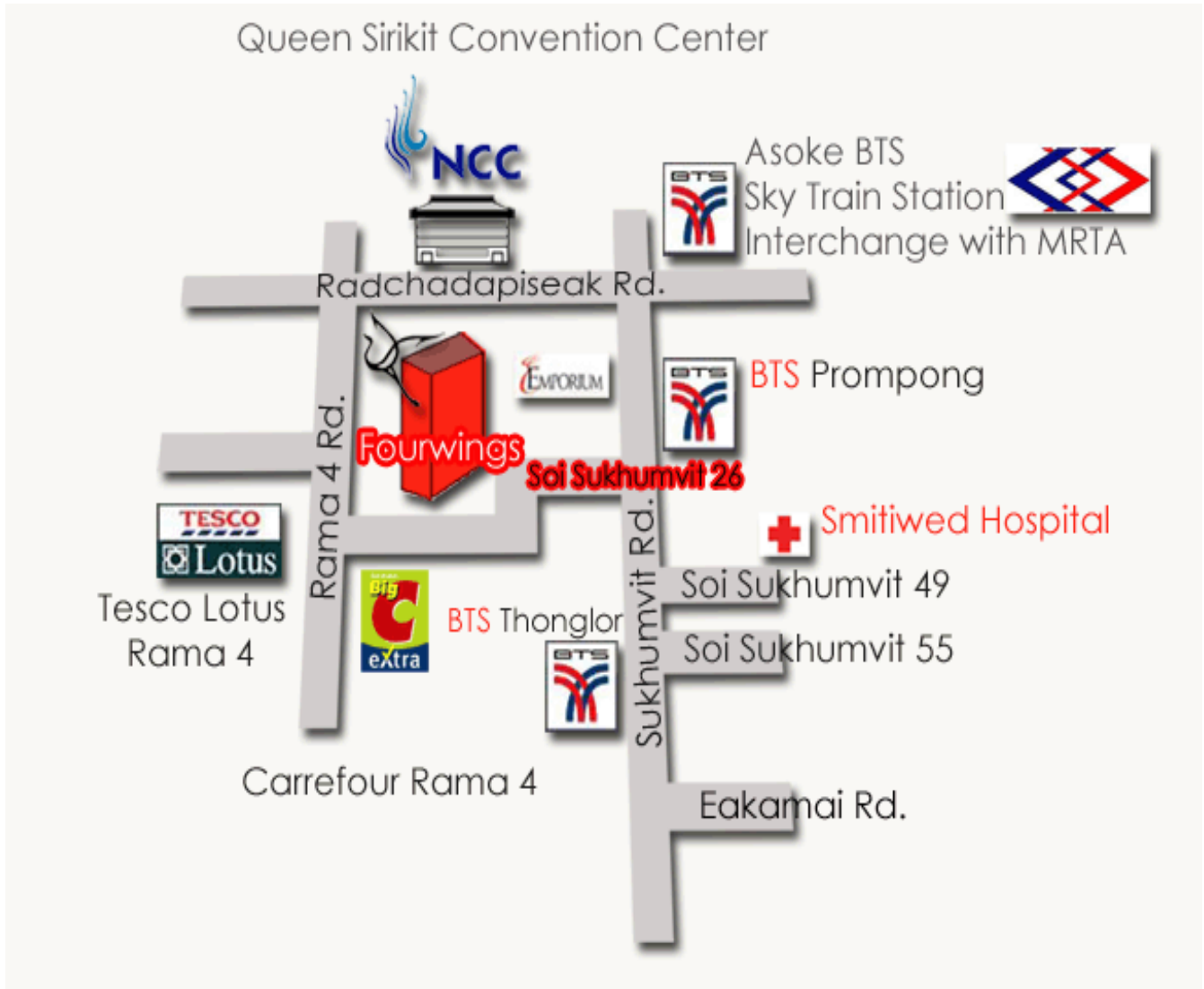
แผนที่โรงแรมโฟร์วิงส์ กรุงเทพฯ  
**The Four Wings Hotel Bangkok Map**

ที่อยู่ : 40 ถนน สุขุมวิท 26 เขตคลองเตย กรุงเทพฯ 10110

โทร (02) 260 – 2100

Address : 40 Sukhumvit Road 26, Klongtoey, Bangkok 10110

Tel(02) 260 – 2100



**วิธีการเดินทาง**

1. รถยนต์ เข้าถนนสุขุมวิทซอย 26 ไปประมาณ 200 เมตร  
โรงแรมโฟร์วิงส์ อยู่ทางขวามือ
2. รถไฟฟ้า ลงสถานีรถไฟฟ้าพร้อมพงษ์  
แล้วใช้เส้นทางถนนสุขุมวิทซอย 26
3. รถประจำทาง 2, 25, 40 ปอ.501, 508  
แล้วใช้เส้นทางถนนสุขุมวิทซอย 26

**Map of the meeting venue**

1. Vehicle; Go into Sukhumvit road soi. 26 by  
200 meters. The hotel shall be the right side
2. BTS Sky Train to Phrompong station.  
Then, going into Sukhumvit road soi. 26
3. Bus no.2, 25, 40, PO.501, 508  
Then, going into Sukhumvit road soi. 26



บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
Yuasa Battery (Thailand) Public Company Limited

สิ่งที่ส่งมาด้วย 11

เลขทะเบียนผู้ถือหุ้น .....  
Shareholders' registration no.

ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality

บัตรประจำตัวประชาชนเลขที่             
ID card no.

อยู่บ้านเลขที่.....  
Address

เป็นผู้ถือหุ้นของ บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
Being a Shareholder of Yuasa Battery Thailand Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น  
Holding the total amount of Shares  
หุ้นสามัญ ..... หุ้น  
Ordinary Share Shares

แบบฟอร์มลงทะเบียน  
Registration Form

การประชุมสามัญผู้ถือหุ้น ประจำปี 2559  
The Annual General Shareholders' Meeting 2016

บริษัท ยัวซ่าแบตเตอรี่ ประเทศไทย จำกัด (มหาชน)  
Yuasa Battery (Thailand) Public Company Limited

วันศุกร์ ที่ 8 เมษายน 2559 เวลา 9.00 น.  
Friday, April 8, 2016 at 9.00 a.m.

ณ ห้องกิ่งกัญญา ชั้น 5 โรงแรมโฟร์วิงส์ กรุงเทพฯ  
เลขที่ 40 ถนนสุขุมวิท 26 แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110  
at Kingkanya Room, 5<sup>th</sup> Floor, The Four Wings Hotel Bangkok,  
40 Sukhumvit 26 Rd., Klongtoey, Klongtoey, Bangkok 10110

ข้าพเจ้า.....  
I/We

- ผู้ถือหุ้น / Shareholder  
 ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อ ..... ผู้เข้าประชุม  
Sign Meeting Attendant  
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุม สำหรับผู้ถือหุ้นที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประชาชนตัวจริง หรือบัตรข้าราชการตัวจริง หรือหนังสือเดินทางตัวจริง (กรณีผู้ถือหุ้นชาวต่างประเทศ) พร้อมกับแบบฟอร์มลงทะเบียน

For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly present this document to our staff at the meeting for registration. For shareholders who will attend the meeting by themselves, the original of identification card or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form.