

Notice of the 2016 Annual General Meeting of Shareholders



Fire Victor Public Company Limited

**Friday, 29 April 2016
at 14.00 hrs.**

Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok,
No. 92 Soi Saengcham, Rama9 Road, Huaykwang District, Bangkok

Registration opened at 13.00 hrs.

To speed up and facilitate the registration,
please bring the Registration Form containing Barcode
to the meeting venue.

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Enclosures

1. Annual Report 2015 in CD-ROM
2. Registration Form containing Barcode
3. Proxy Form B

Note : Enclosure 1, 2 and 3 are attached to this AGM invitation notice.

5 April 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' meeting of Fire Victor Public Company Limited ("FIRE" or "the Company") held on 26 February 2016 resolved to convene the 2016 Annual General Meeting of Shareholders on 29 April 2016 at 14.00 hrs. at Parichart Room, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham, Rama 9 Road, Bangkapi Subdistrict, Huay Khwang District, Bangkok 10320, to consider the following agenda items together with the Board of Directors' opinions:

Agenda no. 1 To consider and adopt minutes of the 2015 Annual General Meeting of Shareholders

Objective and rationale

The Company's 2015 Annual General Meeting of Shareholders was held on 24 April 2015, minutes of which have been prepared and submitted to the Ministry of Commerce within the period prescribed by law, and a copy of which is as attached in Annex 1.

Board of Directors' opinion

The Board views that the minutes of the Annual General Meeting of Shareholders mentioned above are correct, and thus deems it expedient to propose for the shareholders to consider and adopt such minutes.

Voting for resolution *Majority votes* of the total shareholders who attend and vote at the meeting are required.

Agenda no. 2 To acknowledge the Company's operating results for the year 2015

Objective and rationale

The Board deems it expedient to propose for the meeting to acknowledge the Company's operating results presented in the Annual Report 2015 as in Enclosure 1 in form of CD-ROM sent to the shareholders together with this invitation notice.

Board of Directors' opinion

It is deemed expedient for the shareholders to acknowledge the Company's operating results for the year 2015.

Voting for resolution

This agenda item is to report the Company's operating results for acknowledgment, so *no voting is required*.

Agenda no. 3 To consider and approve the financial statements for the year ended 31 December 2015

Objective and rationale

According to Section 112 of the Public Limited Companies Act B.E. 2535, and Clause 48 of the Company's Articles of Association, the Company is required to prepare and propose its balance sheet and statement of income as at the end of the Company's accounting period for the shareholders' consideration and approval.

Audit Committee's opinion

The 1/2016 Audit Committee meeting held on 26 February 2016 reviewed the Company's financial statements for the year ended 31 December 2015 and opinioned that such financial reports are correct and complete in accordance with the generally accepted accounting standards and in compliance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as appropriate in the material aspects, and with disclosure of which made in an appropriate, complete and reliable manner.

Board of Directors' opinion

It is deemed expedient to propose for the shareholders to consider and approve the Company's financial statements for the year ended 31 December 2015 duly audited and certified by the external auditor and reviewed by the Audit Committee as detailed in the Annual Report 2015 (on the section regarding financial statements)(Enclosure 1).

Voting for resolution Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 4 To consider and approve the appropriation of profit and payment of dividend for operating results of 2015

Objective and rationale

According to Clause 43 of the Company's Articles of Association, the shareholders are prescribed to consider and approve appropriation of profit and payment of dividend at the annual ordinary general meeting of shareholders. In addition, Clause 45 of the Articles of Association specifies for the Company to appropriate to the reserve fund at least 5% of its annual net profit deducted by accumulated loss balance brought forward (if any) until the reserve fund reaches the amount of no less than 10% of the Company's registered capital.

Board of Directors' opinion

The Board deems it expedient to propose for the shareholders to consider and approve the Company's appropriation of profit and payment of dividend for the operating results of 2015. In 2015, the Company recorded a net profit according to the consolidated financial statements of Baht 46,203,145.74 (forty-six million two hundred three thousand one hundred forty-five baht and seventy-four satang) or Baht 0.13 per share.

The Company has a policy to allocate dividend to its shareholders at a rate of at least 40% of its net profit after income tax and reserve of all types as required by law. Based on the Company-only financial statements, the Board deems it appropriate to propose payment of dividend for the operating results of 2015 at a rate of Baht 0.10 per share for a total of 350,000,000 shares, making up a total of Baht 35,000,000 (thirty-five million baht) in dividend payment. The dividend payment at such rate accords with the Company's dividend payment policy.

The unappropriated accumulated profit brought forward of Baht 5,191,072.17 (five million one hundred ninety-one thousand seventy-two baht and seventeen satang) has completely been appropriated to the statutory reserve at least 5% of the annual net profit, totaling Baht 2,310,157.29 (two million three hundred ten thousand one hundred fifty-seven baht and

twenty-nine satang). Therefore, upon dividend payment of Baht 35,000,000 (thirty-five million baht), the remaining unappropriated accumulated profit carried forward will total Baht 11,650,693.23 (eleven million six hundred fifty thousand six hundred ninety-three baht and twenty-three satang).

Ordinary shareholders that are individuals may not request income tax credit at a rate of 20/80 of dividend pursuant to the criteria set forth in Section 47 bis of the Revenue Code.

The Board deems its expedient to propose setting the record date to specify the shareholders who have the right to receive dividend payment on Thursday, 12 May 2016, and the closing date of the share register book for the purpose of compiling the shareholders list on Friday, 13 May 2016 in accordance with Section 225 of the Securities and Exchange Act. The dividend payment is scheduled to be made on Friday, 27 May 2016. (The proposed dividend payment is subject to approval by the 2016 Annual General Meeting of Shareholders to be held on Friday, 29 April 2016.)

Dividend payment rates over the past three years are shown in comparison below:

Dividend payment	2015 (Year proposed)	2014	2013
Interim dividend (Baht/share)	-	-	-
Earnings per share (Baht)	0.13	0.25	9.41
Annual dividend (Baht/share)	0.10	0.15	15.23
Dividend (Baht/share)	-	-	-
Dividend payment to net profit (%)	76.92	60.00	161.85
Par value (Baht/share)	0.50	0.50	10.00
Number of ordinary shares (shares)	350,000,000	350,000,000	6,500,000

Voting for resolution Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 5 To consider and approve election of directors to replace those due to retire by rotation

Objective and rationale

According to Clause 17 of the Company's Articles of Association, "at every annual ordinary general meeting of shareholders, at least one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three, the number of directors closest to one-third (1/3) shall retire." At present, the Company has a total of seven directors. At the 2016 shareholders' meeting, three directors due to retire by rotation are as attached in Annex 2.

Board of Directors' opinion

The Company has allowed shareholders to nominate qualified persons without prohibited characteristics for the election of directors by 31 December 2015. It has turned out that a shareholder has nominated one person for election of director at the 2016 shareholders' meeting. The Board, upon screening and consideration by the Audit Committee, has

considered the qualifications of the nominated person based on the criteria set forth, and found that such person is not qualified as a candidate for the election of directors. The Board has informed the nominating shareholder of the consideration result together with reasons by e-mail after the Board meeting.

The Board deems it expedient to propose for the shareholders to re-elect the following directors due to retire by rotation at this meeting as directors for another term:

1. Mr. Wirat Sukchai
2. Mrs. Valeeratn Chuerboonchai
3. Miss Voranuch Supaibulpipat

Voting for resolution Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 6 To consider and approve remuneration for Board and Committee members for 2016

Objective and rationale

To comply with Clause 30 of the Company's Articles of Association, the Company has a policy for the Board to take charge of considering and screening the nomination of directors and determination of directors' remuneration, taking into consideration the directors' performances in line with their duties and responsibilities, the Company's operating results and dividend payment to shareholders, as well as comparable to the practices of peers of similar size and type of industry.

Board of Directors' opinion

The Board deems it expedient for the shareholders to consider and approve remuneration for 2016 comprising meeting allowances for non-employee directors of the Board and Audit Committee members, and equal bonuses for all directors of the Board, as below:

Proposed remuneration for 2016 in comparison with 2015:

Remuneration for Board/Committee	2016 (Year proposed)	2015
1. Bonuses for directors of the Board	Total sum of All Directors not exceed 2,000,000 baht	-
2. Meeting allowances for Board and Committee members		
- Chairman of the Board	15,000 Baht/meeting	15,000 Baht/meeting
- Chairman of Audit Committee	15,000 Baht/meeting	15,000 Baht/meeting
- Board/Audit Committee members	10,000 Baht/meeting	10,000 Baht/meeting

Board and Committee members entitled to receipt of meeting allowances in 2016 are non-employees.

Voting for resolution At least two-thirds (2/3) of the total votes of the shareholders who are present and vote at the meeting are required.

Agenda no. 7

To consider and approve appointment of the Company's auditor and determination of the audit fee for 2016

Objective and rationale

To comply with Clauses 51 and 52 of the Company's Articles of Association, at every annual ordinary general meeting of shareholders, the auditor of the Company shall be appointed. The meeting may re-appoint the outgoing auditor as the auditor for another term. The meeting shall also determine remuneration that the auditor should receive.

Audit Committee's opinion

Over 2012-2015, the Company has appointed CPA holders from PV Audit Co., Ltd. as the Company's auditor considering them performing duty appropriately and having no relationship or beneficial interest with the Company or its major shareholder, as well as having independence in performing duty. The Audit Committee has concurred that an auditor is an independent professional crucial to ensuring confidence in the reliability of the information disclosed by a business entity, and upon thorough consideration, has considered it appropriate to change the auditor for 2016 to build confidence among both local and foreign investors, by selecting from two new candidates based on the following criteria:

1. Reputation and acceptability of the auditing firm pursuant to the Securities and Exchange Act B.E. 2535, and being the auditor approved by the SEC.
2. Independence in performing duties and complying with accounting standards.
3. Quality of audit work.
4. Competence and expertise of the auditor.
5. Audit fee.
6. Provision of other services and responsiveness to customer demand.

Board of Directors' opinion

The Board, upon screening and consideration by the Audit Committee, considers it appropriate to propose for the shareholders' meeting to consider and approve appointment of CPA holders from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditor for 2016, as they have no relationship or beneficial interest with the Company or its major shareholder, and have independence in performing duty. They also have qualifications that meet the consideration criteria of the Company. It is therefore deemed expedient for the shareholders to appoint CPA holders from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditor as follows:

- | | | |
|------------------|----------------|----------------------|
| 1. Mr. Chavala | Tienpasertkij | CPA license no. 4301 |
| 2. Mr. Suphamit | Techamontrikul | CPA license no. 3356 |
| 3. Mr. Choopong | Surachutikarn | CPA license no. 4325 |
| 4. Mrs. Nisakorn | Songmanee | CPA license no. 5035 |

Any one of the above CPA holders shall sign the auditor's audit report on financial statements of the Company for 2016, and the auditor's quarterly review report from quarter 1 to quarter 3 of 2016.

The Board deems its expedient to propose for the shareholders to consider and approve remuneration for the auditor's audit work for 2016 including the quarterly review work thereof as shown in the table below:

Remuneration for auditor	2016 (Year proposed)	2015
	Deloitte Touche Tohmatsu Jaiyos Co., Ltd.	PV Audit Co., Ltd.
1. Audit fee		
- Yearly (Baht/year)	610,000	400,000
- Quarterly (Baht/quarter)	220,000	200,000
2. Non-audit fee	0	0
Total remuneration for auditor (Baht/year)	1,270,000	1,000,000

The Company has no subsidiary/associated company to require auditing.

Voting for resolution Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 8 Other matters (if any)

The Company has invited the shareholders via its website to propose in advance any other agenda items for the shareholders' meeting in addition to those already set. It has turned out that no shareholder has proposed any other matters. In this regard, proposal of any other matters is subject to compliance with the criteria prescribed by law.

The Board has set the record date to specify the names of the shareholders who have the right to attend the 2016 Annual General Meeting of Shareholders on Tuesday, 15 March 2016, and the closing date of the share register book for the purpose of compiling the shareholders list on Wednesday, 16 March 2019 in accordance with Section 225 of the Securities and Exchange Act.

The Company therefore would like to invite the shareholders to attend the 2016 Annual General Meeting of Shareholders on Friday, 29 April 2016. Please bring the evidence documents representing the right to attend the meeting (Annex 7), together with the Registration Form having the barcode (Enclosure 2).

Should you want to appoint a proxy to attend and vote at the meeting on your behalf, please sign the Proxy Form B (Enclosure 3) attached hereto and submit it to the Company staff before attending the meeting. To speed up and facilitate the document examination process and the registration process to ensure start of the meeting on time, the Company would like to request that proxies kindly arrive early at the meeting venue. Please also note that the Company has a policy to give no souvenirs to the shareholders in all cases in order to comply with the guideline under the Securities and Exchange Act.

In case the shareholders would like to appoint the Company's independent directors to attend and vote at the meeting on their behalf, the Company has designated its independent directors, namely Mr. Thakol Nunthirapakorn or Mr. Sothitorn Mallikamas, independent directors, for the shareholders' proxy appointment (Annex 3 and Annex 4). The shareholders may sign the Proxy Form B (Enclosure 3) attached hereto and return it to the Company at least one day before the meeting date.

The shareholders may also request the Annual Report 2015 in publication form (Thai) by contacting the Finance Manager, Tel. 02-203-0868-9 ext. 449 or indicate so in the Annual Report Request Form (Annex 8) and send it by Fax no. 02-203-0030 or E-mail to the Finance Manager at montakarn@firevictor.co.th for our further proceeding as requested.

Sincerely yours,



Mr. Thakol Nunthirapakorn

Chairman

Minutes of the 2015 Annual General Meeting of Shareholders

Fire Victor Public Company Limited (“FIRE” or “the Company”)

Time and venue

The meeting was held on 24 April 2015 at 14.00 hrs. at Taratheap Hall, Taratheap Building, Chaophya Park Hotel, Bangkok, No. 247 Ratchadapisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok.

Directors present at the meeting Six directors

- | | | | |
|----|----------------|----------------|--|
| 1. | Mr. Parkphum | Wongpaitoon | Chairman |
| 2. | Mr. Wirat | Sukchai | Managing Director |
| 3. | Mrs. Valeeratn | Chuerboonchai | Director, Executive Director, and Deputy Managing Director |
| 4. | Mrs. Sirima | Iamsakulrat | Director and Executive Director |
| 5. | Mr. Thakol | Nunthirapakorn | Chairman of Audit Committee and Independent Director |
| 6. | Mr. Sothitorn | Mallikamas | Member of Audit Committee and Independent Director |

Directors absent from the meeting due to business engagement

- | | | | |
|----|---------------|---------------|--|
| 1. | Miss Voranuch | Supaibulpipat | Member of Audit Committee and Independent Director |
|----|---------------|---------------|--|

Auditor

- | | | | |
|----|------------|---------------|---|
| 1. | Mr. Prawit | Viwanthananut | Certified Public Accountant, PV Audit Co., Ltd. |
|----|------------|---------------|---|

Legal Advisor

- | | | | |
|----|------------|-----------------|--|
| 1. | Mr. Somyod | Suteerapornchai | Legal Advisor, Wayu and Partners Co., Ltd. |
|----|------------|-----------------|--|

Top executives present six top executives

- | | | | |
|----|------------------|-------------------|-------------------------------|
| 1. | Mr. Pracha | Phromphornchai | Project Sales Director |
| 2. | Mr. Suchat | Suwatnodom | Petrochemicals Sales Director |
| 3. | Mr. Rattanaphan | Mukhariwattananon | Sales Director |
| 4. | Mrs. Varinkan | Teraumranon | Operation Support Director |
| 5. | Miss Siriporn | Sasadeedet | Accounting Manager |
| 6. | Mr. Bhoonnasiwad | Thepthai | Finance Manager |

The Chairman assigned Miss Prawonwan Saipan, Company Secretary, to perform as secretary to the meeting and to explain to the meeting the criteria and procedure of the meeting, voting, and vote counting rules. The secretary gave explanation as below:

1. The Company invited the shareholders to nominate candidates for election as directors and to propose in advance any other agenda items for the shareholders' meeting via its Board of Directors. The relevant forms for such purpose could be downloaded at www.firevictor.co.th and details of which could be sent to the Board by post by 31 December 2014 so that the Board and the management could prepare for the meeting.

It turned out that no shareholder had proposed any candidates for directorship and any other matters to the meeting agenda.

2. The Company invited the shareholders to raise questions to the meeting in advance via its website www.firevictor.co.th by 31 December 2014 so that the Board and the management could prepare for explanation to the shareholders on the meeting day.

It turned out that no shareholder had raised questions in advance.

3. Two independent directors, namely Mr. Thakol Nunthirapakorn and Mr. Sothitorn Mallikamas, were designated for the shareholders' proxy appointment. Their profiles were as provided in Annex 5 of the invitation notice.

4. A meeting resolution shall be subject to a majority of votes of the shareholders who attend and vote at the meeting, except for Agenda no. 6: to consider and approve remuneration for Board and Committee members, where at least three-fourths of the total votes of the shareholders attending the meeting and having the right to vote shall be required, and Agenda no. 5: to consider and approve election of directors to replace those due to retire by rotation, where the Company will arrange for the shareholders to cast votes on the candidates individually and the ballot forms will then be collected from all the shareholders and proxies whether they approve, disapprove or abstain from voting, so as to conclude the resolution on election of the directors individually.

5. For proxies appointed under Proxy Form B where the grantors have indicated their vote casting in advance, the proxies will not receive any ballot forms as they do not need to cast votes at the meeting. The votes would be collected as indicated in the Proxy Form. In case no votes cast indicated therein, the proxies would then receive ballot forms so that they could cast votes on each agenda item on behalf of the shareholders in all respects as considered appropriate.

6. Each shareholder shall have one vote for each share held. After the Chairman has clarified and answered the questions raised, the shareholders attending the meeting in person and by proxies would cast votes to either approve, disapprove or abstain from voting on the matter in each agenda item. The shareholders who disagree or abstain from voting shall raise their hands and hand in the ballot forms to the Company staff for vote counting to conclude the meeting resolution. Those who do not raise their hands nor hand in the ballot forms, as well as invalid forms, shall be deemed as approving the matter as proposed.

To raise questions on any agenda item, the shareholder or proxy is requested to wait until the Chairman or the person assigned by him has completely presented details of such item, and then he/she may raise his/her hand so that the Chairman or the person assigned will invite him/her to the microphone. The shareholder or proxy shall introduce him/herself to the meeting by identifying his/her name and informing the meeting whether he/she attends the meeting in person or by proxy, and then he/she may raise questions. Any question not relating to the agenda item in discussion has to be raised in Agenda item 8 : other businesses.

7. In case where the shareholders or proxies would like to leave the meeting during any agenda item or before the end of the meeting, they may do so and exercise their rights by handing in the filled ballot forms in advance.

At this meeting, a vote counting committee was set up with Mr. Prawit Viwanthananut, the auditor, and Mr. Somyod Suteerapornchai, the legal advisor, as well as one volunteer from shareholders or proxies invited to join as members. He/She was requested to introduce him/herself to the meeting and inform whether he/she was a shareholder or a proxy.

Miss Urairat Harnthaweeapat, a shareholder, volunteered to join as member of the vote counting committee.

The Chairman invited the shareholders and proxies to additionally enquire about the vote casting. No questions were raised by any shareholder or proxy. The Chairman thus declared the meeting open.

The meeting was called to order at 13.52 hrs.

The Company had a total of 350,000,000 shares. There were altogether 75 shareholders attending the meeting in person and by proxy, holding shares in an aggregate number of 247,552,587 shares, representing 70.7293% of the total shares sold, divided into:

- 44 shareholders attending in person, holding 209,491,732 shares which represented 59.8548% of the total shares sold, and

- 31 shareholders attending by proxy, holding 38,060,855 shares which represented 10.8745% of the total shares sold.

This constituted a quorum according to the Company's Articles of Association, whereby a quorum of a shareholders' meeting shall be composed of at least twenty-five (25) shareholders and proxies or at least half of the total number of shareholders with shares held in an aggregate amount of at least one-third (1/3) of the Company's total shares sold.

The Chairman then proceeded with the businesses on the agenda as follows:

Agenda no. 1 To consider and adopt minutes of the Extraordinary General Meeting of Shareholders No. 1/2014

The Chairman informed the meeting that the Company had prepared and completed the minutes of the Extraordinary General Meeting of Shareholders (EGM) No. 1/2014 held on September 19, 2014. The minutes were submitted to the Ministry of Commerce within the period prescribed by law and the copy of which sent to the shareholders as in Annex 1 together with the meeting invitation notice so that they could study in advance. The Board of Directors deemed that the minutes were accurately and completely recorded. The Chairman thus proposed that the meeting adopt the minutes of the EGM No. 1/2014 of Fire Victor Public Company Limited. The Board of Directors already considered and deemed that the minutes were accurately recorded.

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

❖ **Mr. Suriyon Chitraphan, a shareholder, Thai Investors Association,** suggested that before voting on Agenda no. 3, the shareholders should be able to study the financial statements, so the Company should have provided the Annual Report 2014 in publication form on the date of this meeting and also the meetings in the following years. Although the Company had sent the Annual Report in CD-ROM to the shareholders together with the invitation notice, it was not so convenient for the shareholders to study on the CD-ROM.

The Chairman thanked the shareholder for such suggestion. He further clarified that, as the Company was just listed on the stock exchange in the end of the foregoing year, it had not yet been keen in preparing and arranging for the shareholders' meeting, hence some delay in sending the Annual Report. However, the Company had already made available the Annual Report in publication form for the shareholders who expressed intention to receive the document in publication form for ease of study and reference.

No further questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved by unanimous votes to adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on 19 September 2014, with the voting result as below:

(During this agenda item, four more shareholders attended the meeting, holding a total of 18,100 shares.)

Voting	Number of votes (votes)	As %
Approved	247,570,687	100.00
Disapproved	-	-
Abstained	-	-

Agenda no. 2 To acknowledge the Company's operating results for the year 2014

The Chairman assigned Mr. Wirat Sukchai to present this matter to the meeting.

Mr. Wirat Sukchai, Managing Director, informed the meeting that the Company had prepared report of operating results for 2014 as presented in the Annual Report 2014 duly sent to the shareholders in CD-ROM together with the invitation notice.

In 2014, the Company recorded a number of significant changes and developments as follows:

- It was appointed distributor of balancing control valves of OVENTROP (Germany).
- It increased registered capital from Baht 130 million to Baht 175 million.
- It changed its par value from Baht 1 to Baht 0.50.
- It was converted into a "public limited company" using the symbol "FIRE."
- Its stock went public through the IPO and listed on the stock exchange on 13 November 2014.

The Company's operating results in 2014 in comparison with those in 2013 were as shown here:

- Revenues from sales and services increased by Baht 53.43 million or 10.30%, coming from
 - Valves and equipment for fire protection system, up by 5.20%.
 - Valves and equipment for sanitary and air-conditioning systems, up by 0.38%.
 - Firefighting installation services, up by 91.22%.
- Gross profit, up by Baht 1.24 million or 0.83%, with a 2.46% drop in gross profit margin.
- Net profit, down by Baht 0.55 million or 0.90%, with a 1.34% decline in net profit margin.
- Return on equity (ROE), down by 19.43%.
- Return on assets (ROA), down by 5.19%.
- Debt to equity ratio, down from 0.60 time in 2013 to 0.24 time in 2014.

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

❖ **Mr. Suriyon Chitraphan, a shareholder**, raised altogether seven questions, and Mr. Wirat Sukchai, Managing Director, gave clarifications as follows:

Question no. 1 How many products are on hand at the stock keeping unit at present?

Answer Currently, the Company has more than 25 brands of products for distribution, of which 7-8 brands are procured from distributors, not under our direct distributorship.

Question no. 2 Which are the flagship products among the contractors? How much are the sales and profit from such products in each year?

Answer Our highest sales come from products under Nibco and Victaulic brands. Sales of other products of more than 20 brands are close to one another. We have project sales that involve multiple products. The Company thus not relying on any particular product.

❖ **Mr. Suriyon Chitraphan** further asked which product brand is comparatively superior between Nibco and KITAZAWA?

Mr. Wirat Sukchai responded that KITAZAWA is the brand of valves for sanitary, air-conditioning and industrial systems, so it is not competitor of the Company's products for fire protection system.

Question no. 3 How many employees of all levels are there in the Company?

Answer About 25-30 employees.

Question no. 4 How much is sales value per person of sales staff per month?

Answer About Baht 20 million per person per year.

Question no. 5 From a press news release, is it true that the Company is going to sign a new distributorship agreement?

Answer We will definitely have new products coming in looking forward. However, no details are available for disclosure at this moment pending the operating results of the following year. We have consistently entered into distributorship agreements for new products. Sales of products for which we have been appointed distributor for the past year have begun to generate concrete results this year.

Question no. 6 From the presentation, the profit has dropped, resulting in the fall of ROE and ROA. What is the cause of such drop?

Answer The ROE and ROA decline has been attributable to the Company's capital increase to 350,000,000 shares. Revenues from sales and services have increased but net profit has declined. As it is the year of our listing on the stock exchange, there are several expense items related to the listing procedure. Moreover, there are personnel recruitment expenses to increase our manpower, increase work units or departments to meet the public company standards, and increase sales teams to accommodate the greater work volume in the near future.

Question no. 7 Is the Company's turnover rate of sales staff high?

Answer Compared with our peers, our turnover rate is expected to be rather low. The average length of service of sales staff is not less than five years.

❖ **Mr. Suriyon Chitraphan** further asked what are the incentives used to retain the staff.

Mr. Wirat Sukchai responded that the Company has retained the staff via member of ways including commission and incentives-based packages.

❖ **Mr. Prayuth Hattakitjamroen, a shareholder**, raised altogether three questions, and Mr. Wirat Sukchai, Managing Director, gave clarification as below:

Question no. 1 How do the management view the Company's business prospects looking forward? How many competitors are there? How is about the competition status with peers? And what is the Company's ranking in the industry?

Answer The shareholders may study detailed information in the Annual Report made available to them. As regards current competition, at present, the Company has segmented its sales into sanitary and air-conditioning systems, fire protection system, industrial plant system, etc., and in the following year, petrochemical industrial sales will be added. There are 3-4 competitors with comparable sales or only minimal difference in sales.

Question no. 2 Is the Company the sole distributor in Thailand of all its main products at present?

Answer There are around 3-4 brands of which we are the sole distributor, around 3-4 brands of which we are among the one of two distributors. And there are 3 brands of which we are brand owner and distributor.

Question no. 3 Is the Company the sole distributor of Nibco in Thailand?

Answer There are two distributors of Nibco in Thailand. The products of which the Company is the sole distributor are Pressure Gauge, Weiss, and Potter Electric switch product from the USA. New product of which we have just been distributor in the past year is Oventrop from Germany.

❖ **Mr. Suriyon Chitraphan, a shareholder**, enquired about the payment conditions and credit terms of the Company, as well as the volume of the backlog and delivery period.

Mr. Wirat Sukchai, Managing Director, clarified that the Company has diversified payment conditions, including cash payment, credit payment, with credit terms of 30 days, 60 days or 90 days, as appropriate. If it is orders with high risk or system installation work or contractor work, we will collect deposit and require installment payment. Consideration of credit term for each customer is made on a prudent basis. The current backlog is worth approximately Baht 120-150 million with delivery period of 3-6 months.

No further questions and comments were raised by any shareholder or proxy. The Chairman informed the meeting that, as this agenda item was for the meeting's acknowledgment, no voting was required.

Agenda no. 3 To consider and approve the statement of financial position and the statement of income for the year ended 31 December 2014

The Chairman assigned Mrs. Valeeratn Chuerboonchai to present this matter to the meeting.

Mrs. Valeeratn Chuerboonchai, Director, provided detailed information to the meeting as follows: the Company has prepared the statement of financial position and the statement of income for the year ended 31 December 2014. The Board of Directors and the Audit Committee, upon consideration, have viewed that they are correct and complete in accordance with the generally accepted accounting standards. It was therefore proposed that the meeting consider and approve the Company's audited statement of financial position and statement of income for the year ended 31 December 2014 as exhibited in items titled "Financial Statements" and "Report of the Audit Committee" in the Annual Report duly sent to the shareholders together with the invitation notice. Salient points are as summarized here:

- Financial position in 2014 in comparison with 2013

Total assets	Baht 572.37 million	increasing 103.42% from 2013
Total liabilities	Baht 111.84 million	increasing 5.84% from 2013
Shareholders' equity	Baht 460.53 million	increasing 162.10% from 2013

- Statement of income in 2014 in comparison with 2013

Revenues from sales & services	Baht 572.04 million	increasing 10.30% from 2013
Costs of sales & services	Baht 422.05 million	increasing 14.11% from 2013
Selling & admin. expenses	Baht 83.78 million	increasing 13.05% from 2013
Gross profit	Baht 149.99 million	increasing 0.84% from 2013
Other revenues	Baht 11.39 million	increasing 329.81% from 2013
Net profit	Baht 60.61 million	declining 0.90% from 2013
Earnings per share	Baht 0.25	
Par value	Baht 0.50 per share	

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

- ❖ Mr. Suriyon Chitraphan, a shareholder, raised questions and Mrs. Valeeratn Chuerboonchai clarified as follows:

Question no. 1 From information in items titled "Financial Statements" on page 97 and "Notes to the Financial Statements" on page 114 in the Annual Report, please explain why there were expenses relating to receivables arising from Harn Engineering Co., Ltd. (Harn).

Answer In 2014, the Company received transfer of employees from Harn. Before then, Harn provided centralized supporting service to FIRE and related companies. After transfer of the employees, the Company carried out such service itself and also provided it to two related

companies. The transfer of employees also brought to the Company certain benefit commitment for which the Company had to be responsible.

Question no. 2 From information in Annual Report, page 100, regarding statement of cash flow, please explain why inventories went up significantly in 2014 after the drop in 2013.

Answer Mr. Prawit Viwanthananut, the auditor, clarified that the figure of 2 million was not in bracket, so it was the figure in decline from 2013, while the 4 million in bracket was the increase from that in 2013. Hence in 2014 the Company's inventory declined 2 million baht from 2013.

Question no. 3 How many employees were transferred from Harn? Are they still employees of the Company? How is about the impact on the benefit commitment?

Answer Around 25 employees. The number today may be less than this.

Miss Siriporn Sasadeedet, Accounting Manager, added that the current number is two less. Such two employees were lower level ones with short length of service, resulting in an around Baht 20,000 decline in benefit commitment, hence only a minimal impact.

No further questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved to approve the Company's statement of financial position and the statement of income for the year ended 31 December 2014, with the voting result as below:
(During this agenda item, four more shareholders attended the meeting, holding a total of 257,162 shares.)

Voting	Number of votes (votes)	As %
Approved	247,827,849	100.00
Disapproved	-	-
Abstained	-	-

Agenda no. 4 To consider and approve the appropriation of profit and payment of dividend for operating results of 2014

The Chairman assigned Mrs. Valeeratn Chuerboonchai to present this matter to the meeting.

Mrs. Valeeratn Chuerboonchai, Director, provided detailed information to the meeting as follows: Regarding the Company's operating results for the year 2014, the Company recorded a net profit in its financial statement in the amount of Baht 60,605,193.59 (sixty million six hundred and five thousand one hundred ninety-three baht and fifty-nine satang). The Company has already completed appropriation of 5% of its annual net profit as a reserve fund as required by law, so no additional appropriation is required this time. The Company has a policy to allocate dividend to shareholders at a rate of at least 40% of its net profit for the respective year.

The Board deems it expedient to propose for the shareholders to consider and approve the Company's payment of dividend for the operating results in 2014 at a rate of Baht 0.15 per share for a total of 350,000,000 shares, resulting in the total dividend payment of Baht 52,500,000 (fifty-two million and five hundred thousand baht). The Board has set the record date to specify the shareholders who have the right to receive dividend payment on Thursday, 7 May 2015, and the closing date of the share register book for the purpose of compiling the shareholders list on Friday, 8 May 2015 in accordance with Section 225 of the Securities and Exchange Act. The dividend payment is scheduled to be made on Friday, 22 May 2015.

Dividend payment	Year 2014	Year 2013
Interim dividend payment (Baht per share)	-	-
Annual dividend payment (Baht per share)	0.15	15.23
Stock dividend (Baht per share)	-	-
Net profit (Baht per share)	0.25	9.41
Par value (Baht per share)	0.50	10.00
Number of shares (shares)	350,000,000	6,500,000

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

❖ Mr. Suriyon Chitraphan, a shareholder, asked in what proportion the dividend received by the shareholders could be entitled to tax credit.

Answer Mrs. Valeeratn Chuerboonchai, Director, responded that the dividend payment to the shareholders is derived from profit taxable at 20% of net profit. Individual ordinary shareholders may request tax credit at 20/80 of the dividend as prescribed by law.

The shareholder also suggested that the above information should be put in the table presented to the shareholders at the shareholders' meetings in the following years.

No further questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved by unanimous to approve the appropriation of profit and payment of dividend for operating results of 2014, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	247,827,849	100.00
Disapproved	-	-
Abstained	-	-

Agenda no. 5 To consider and approve election of directors to replace those due to retire by rotation

The Chairman informed the meeting that, according to Clause 17 of the Company's Articles of Association, "at every annual ordinary general meeting of shareholders, at least one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three, the number of directors closest to one-third (1/3) shall retire." At present, the Company has a total of seven directors. In 2015, three directors due to retire by rotation are as below.

- 1) Mr. Parkphum Wongpaitoon
- 2) Mrs. Sirima Iamsakulrat
- 3) Mr. Sothitorn Mallikamas

The Company invited the retail shareholders to nominate qualified persons for election as directors of the Company via www.firevictor.co.th by 31 December 2014. It turned out that no shareholders nominated any persons.

To conform with good corporate governance, the three directors left the meeting room during this agenda item to facilitate the meeting's full discussion and consideration.

The Chairman appointed Mr. Thakol Nunthirapakorn, Chairman of Audit Committee and Independent Director, to perform duty as Chairman of the meeting during this agenda item.

Mr. Thakol Nunthirapakorn informed the meeting that the Board of Directors, excluding directors with beneficial interest, considered and discussed the retiring directors individually in line with the criteria, i.e. having full qualifications according to the Public Limited Companies Act, B.E. 2535 and the consideration criteria of directorship, taking into account their capabilities, expertise, experience and appropriateness, as well as their respective directorship performance for the past years. Their expertise and competence should benefit and support the Company's business operation toward success. It was thus considered appropriate for the meeting to re-elect the three directors due to retire by rotation as the Bank's directors for another term, comprising:

- 1) Mr. Parkphum Wongpaitoon Director
- 2) Mrs. Sirima Iamsakulrat Director
- 3) Mr. Sothitorn Mallikamas Independent director

Profiles of the retiring directors and relevant information were as presented in Annex 3 sent to the shareholders together with the invitation notice.

At this meeting, the independent director proposed to be re-elected for another term, namely Mr. Sothitorn Mallikamas, has the qualifications of an independent director according to the definition of independent director prescribed by the Company as provided in Annex 4.

To conform with good corporate governance, the shareholders or proxies were requested to cast votes for election of each director individually in the ballot forms, as follows:

5.1 Election of Mr. Parkphum Wongpaitoon to serve as director for another term

The shareholders who disagreed or abstained from voting were requested to raise their hands so that the Company staff would collect the ballot forms. The Chairman then invited the shareholders or proxies to ask questions and give comments on this agenda item.

No questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved to approve the election of Mr. Parkphum Wongpaitoon to serve as director for another term, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	241,717,849	100.00
Disapproved	-	-
Abstained	6,110,000	-

5.2 Election of Mrs. Sirima Iamsakulrat to serve as director for another term

The shareholders who disagreed or abstained from voting were requested to raise their hands so that the Company staff would collect the ballot forms. The Chairman then invited the shareholders or proxies to ask questions and give comments on this agenda item.

No questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved to approve the election of Mrs. Sirima Iamsakulrat to serve as director for another term, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	212,760,329	100.00
Disapproved	-	-
Abstained	35,067,520	-

5.3 Election of Mr. Sothitorn Malikamas to serve as independent director for another term

The shareholders who disagreed or abstained from voting were requested to raise their hands so that the Company staff would collect the ballot forms. The Chairman then invited the shareholders or proxies to ask questions and give comments on this agenda item.

No questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved to approve the election of Mr. Sothitorn Mallikamas to serve as independent director for another term, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	247,827,849	100.00
Disapproved	-	-
Abstained	-	-

The Chairman then invited the three directors to return to the meeting room to continue considering the remaining agenda items.

Mr. Parkphum Wongpaitoon, Director, thanked Mr. Thakol Nunthirapakorn, Chairman of Audit Committee and Independent Director, for performing duty as Chairman of the meeting on his behalf during Agenda no. 5.

For the remaining agenda items, Mr. Parkphum Wongpaitoon would resume performing duty as Chairman of the meeting.

Agenda no. 6 To consider and approve remuneration for Board and Committee members for 2015

The Chairman assigned Mrs. Sirima Iamsakulrat to present this matter to the meeting.

Mrs. Sirima Iamsakulrat, Director, presented to the meeting that, to comply with Clause 30 of the Company's Articles of Association, the Company has a policy for the Board to take charge of considering and screening the nomination of directors and determination of directors' remuneration, taking into consideration the directors' performances in line with their duties and responsibilities, the Company's operating results and dividend payment to shareholders, as well as comparable to the practices of peers of similar size and type of industry. The Board deems it expedient for the shareholders to consider and approve remuneration for the Board and Committee members for 2015 duly endorsed by the Board, as detailed below:

Remuneration	2015	2014
1. Bonuses for directors of the Board	15% of incremental net profit above the past highest net profit	Baht 1,515,129
2. Meeting allowances for Board and Committee members		
- Chairman of the Board	15,000 Baht/meeting	15,000 Baht/meeting
- Chairman of Audit Committee	15,000 Baht/meeting	15,000 Baht/meeting
- Board/Audit Committee members	10,000 Baht/meeting	10,000 Baht/meeting

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

No questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved by over two-thirds of the total votes of the shareholders who were present and voted at the meeting to approve remuneration for Board and Committee members for 2015, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	247,290,849	99.7833
Disapproved	-	-
Abstained	537,000	0.2167

Agenda no. 7 To consider and approve appointment of the Company's auditor and determination of the audit fee for 2015

The Chairman assigned Mrs. Valeeratn Chuerboonchai to present this matter to the meeting.

Mrs. Valeeratn Chuerboonchai, Director, presented to the meeting that, to comply with Clauses 51 and 52 of the Company's Articles of Association, at every annual ordinary general meeting of shareholders, the auditor of the Company shall be appointed. The meeting may re-appoint the outgoing auditor as the auditor for another term. The meeting shall also determine remuneration that the auditor should receive.

With endorsement by the Audit Committee, the Board deems it expedient to propose for the shareholders' meeting to consider and approve appointment of CPA holders, as named below, from PV Audit Co., Ltd. as the Company's auditor for 2015 for another year, after having performed this duty for three years since 2012, considering that they can perform duty appropriately and have no relationship or beneficial interest with the Company or its major shareholder, hence being independent in performing duty.

	CPA license holders		CPA license no.	Years of service as Company auditor
1.	Mr. Prawit	Viwanthananut	4917	3 years (2012 – 2014)
2.	Mr. Bunjong	Pichayaprasat	7147	3 years (2012 – 2014)
3.	Mr. Thirdthong	Thepmongkorn	3787	3 years (2012 – 2014)
4.	Mr. Kraisit	Silapamongkonkul	9429	3 years (2012 – 2014)

Any one of the above CPA holders shall sign the audit report on financial statements of the Company for the year 2015, and the quarterly review report thereon for quarters 1-3 of 2015.

Proposed remuneration for the auditor for 2015 in comparison with 2014 is as shown here:

Auditor remuneration	2015	2014
Audit fee		
- Yearly	400,000 Baht/year	420,000 Baht/year
- Quarterly	200,000 Baht/quarter	160,000 Baht/quarter
Total auditor remuneration	1,000,000 Baht/year	900,000 Baht/year

The Chairman invited the shareholders or proxies to raise questions and comments on this agenda item.

❖ Mr. Suriyon Chitraphan, a shareholder, requested clarification from Mr. Thakol Nunthirapakorn, Chairman of Audit Committee, on auditor selection and comparison criteria as well as consideration of remuneration. He found that other listed companies of similar capital size and industry type to FIRE with equal number of CPA and based on comparable audit fee to those of Big 4 have audit fee about Baht 200,000-300,000 lower than audit fee charged by the Company's auditor.

Mr. Thakol Nunthirapakorn, Chairman of Audit Committee, clarified that the Company had taken into account the greater duties and responsibilities of the auditor for 2015 compared with 2014, including also the more detailed preparation of accounting items in each quarter. Besides the audit work, the auditor has provided consultancy to our staff on accounting preparation in accordance with the accounting standards. Moreover, the Board has been concerned about possible adverse impact on the Company and the shareholders if we change the auditor during this transition where we have just been listed on the stock exchange.

Mrs. Valeeratn Chuerboonchai, Director, added that PV Audit Co., Ltd. had been the Company's auditor for three years to date. CPAs of PV Audit have performed their duties appropriately and provided beneficial suggestions on accounting and internal control works. To be a public company, the Company has still been in lack of personnel with expertise in accounting preparation in accord with the required accounting standards. In this respect, the auditor has assisted us until that we have managed to be listed on the stock exchange. Therefore, we consider such proposed audit fee is reasonable.

❖ Mr. Suriyon Chitraphan, a shareholder, said that his question was not intended for the Company to change the auditor but the Company should compare the audit fee of PV Audit with those of other audit companies, so that it could negotiate if PV Audit's quoted price was too high compared with those of other companies of the similar size. This would help the Company save expenses. Mr. Suriyon additionally suggested that any future change of the auditor should be carried out based on the above-mentioned principle and conditions

Mr. Thakol Nunthirapakorn thanked the shareholder for the additional suggestion.

No further questions and comments were raised by any shareholder or proxy. The Chairman requested the meeting to cast votes.

Resolution The meeting resolved by majority votes to approve appointment of the Company's auditor and determination of the audit fee for 2015, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	247,001,349	99.6665
Disapproved	-	-
Abstained	826,500	0.3335

Agenda no. 8 Other matters (if any)

The Chairman invited the shareholders to raise questions and comments on other issues.

The Company had invited the shareholders via its website to propose in advance any other agenda items for the shareholders' meeting in addition to those already set. It turned out that no shareholder had proposed any other matters. In this regard, proposal of any other matters is subject to compliance with the criteria prescribed by law.

❖ **Mr. Prayuth Hattakitjamroen, a shareholder**, raised altogether two questions, and Mr. Wirat Sukchai, Managing Director, gave clarifications as follows:

Question no. 1 What is the Company's investment direction? In what way will the funds raised be used? What are the Company's business prospects in the next 2-5 years?

Answer The proceeds from fund raising will partly be used as working capital. The Company has planned to launch new products, increase stocks to accommodate expansion into the market not yet penetrated, especially in this year, the Company will expand to serve petrochemical industry works for which additional sales, service and design & installation teams would be required. Moreover, the funds raised will be used to set up a branch in Rayong, implementation of which is underway. Looking forward, the Company is now studying and considering an investment plan to expand business to neighboring countries. There is a likelihood of a merger with relevant engineering business, subject to result of study of certain circumstances.

Question no. 2 What is the Company's business merger perspective and position so far?

Answer We have studied this issue to some extent, and have funds available for the investment. However, there should be further study of appropriateness as regards whether the merged or invested business would benefit the Company and in what way, so as to ensure a frog-leap growth for the Company.

❖ Mr. Chao Boonyamarn, a right protection volunteer from Thai Investors Association, raised altogether four questions, and Mr. Wirat Sukchai, Managing Director, gave clarifications as follows:

Question no. 1 Is it true that the Company has already expanded to the petrochemical business and made trial sales for some time now?

Answer The Company has distributed products in the petrochemicals market, but only in a small volume with market share of less than 5%. We have thus formed a petrochemicals market sales unit, set up a branch in Rayong, and increase sales teams, in order to boost its sales.

Question no. 2 Do the 3-4 close competitors of the Company also expand to the petrochemicals market?

Answer They do, but still in minimal proportion. We are confident that, with our existing product suit, we will be able to position our business firmly in this market and have prospects to launch more products to expand our customer base in this market.

Question no. 3 To grow business in the petrochemicals market, do the Company need to expand the warehouse? And how much sales volume can the existing warehouse serve?

Answer There is some vacant space left in the existing warehouse. In case of inadequate space, we can expand the warehouse. Anyway, this type of product does not need much space for the stocks. We can sell products in the stocks when available. For new products, we normally place orders on a project-specific basis, hence not so much stockpiling space required.

Question no. 4 What is the Company's stance on participation in the anti-corruption coalition?


Answer The Chairman took this opportunity to respond the shareholder's question. The Company has all along for the past several years operated its business with adherence to righteousness and business ethics. So far, there has not been a single sign of our deviation from such stance and principle. We have arranged for our directors, executives and staff concerned to attend training courses of the Thai Institute of Directors (IOD) to prepare for anti-corruption self-assessment. The next step is to implement the anti-corruption policy and procedure to be put in place. In overall, we are pleased to participate in the private sector coalition to counter corruption. However, it may take some time for us to get more prepared for such participation. We will propose the anti-corruption issue to the Board meeting for consideration accordingly.

No further questions and comments were raised by any shareholder or proxy.

The Chairman thanked the shareholders for attending the meeting and enquiring about the Company's operations in 2014. He also apologized for any inconvenience that might have been caused in relation to holding of the meeting.

On behalf of the Board of Directors, the Chairman would like to thank all our shareholders, customers, trade partners, business alliances, and all concerned parties, for their continued supports. Please be assured that the Board, the management and all employees will put fully dedicated efforts in driving the Company toward sustainable growth under corporate governance principles for the maximum benefits of all parties concerned.

The meeting adjourned at 15.32 hrs.


..... Chairman of the meeting
(Mr. Parkphum Wongpaitoon)


..... Company Secretary
(Miss Prawonwan Saipan)

Profiles of Nominated Candidates to be Directors in Replacement of Those due to Retire by Rotation

Director due to retire by rotation proposed to be re-elected as Director for another term:

- **Name** Mr. Wirat Sukchai
- **Present Position** Managing Director / Executive Committee Member /
Authorized Director
- **Age** 50
- **Nationality** Thai
- **Appointment Date** 25 November 2012
- **Education**



- MBA (E-MBA), National Institute of Development Administration (NIDA)
- BBA (Sales and Marketing), Bangkok University

➤ Director Training Program

- Training program of Thai Institute of Directors Association (IOD):
 1. Director Accreditation Program (DAP), Class SET/2012
 2. Anti-Corruption for Executive Program (ACEP), Class 14/2005
 3. Role of the Chairman Program (RCP), Class 36/2015
 4. Director Certification Program (DCP), Class 204/2015
 5. Successful Formulation & Execution of Strategy (SFE), Class 24/2015

➤ Work Experience

2012 - present	Managing Director	Fire Victor Plc.
2001 - 2012	General Manager	Fire Victor Co., Ltd.
1997 - 2000	Sales Manager	Harn Engineering Co., Ltd.
1995 - 1996	Deputy Sales Manager	Harn Engineering Co., Ltd.

- **FIRE Shareholdings (as of 31 December 2015)** 86,190,000 shares (24.63%)
- **Terms of Directorship** 1 terms (3 years : 25 November 2012 – present)
- **Director Type** Director
- **Meeting Attendance during Directorship of Year 2015**
 - Board of Directors Of the total 4 meetings, attending 4 meetings
 - Audit Committee Of the total - meeting, attending - meeting

➤ **Positions in Other Listed/Non-listed Companies**

Listed companies on the SET	-None-
Other organizations/agencies/businesses (non-listed)	-None-
Businesses in competition with/in relation to FIRE business that may have conflict of interest	-None-

➤ **Having prohibited characteristics according to notification of Capital Market Supervisory Board** -None-➤ **Record of illegal acts in the previous 10 years** -None-➤ **Family relationship with other directors** -None-➤ **Having beneficial interest in the agenda item at this meeting-** Agenda item 5 To consider and approve election of directors to replace those due to retire by rotation

Profiles of Nominated Candidates to be Directors in Replacement of Those due to Retire by Rotation

Director due to retire by rotation proposed to be re-elected as Director for another term:

- **Name** Mrs. Valeeratn Chuerboonchai
- **Present Position** Director / Assistant Managing Director /
Executive Committee Member /
Authorized Director

- **Age** 61
- **Nationality** Thai
- **Appointment date** 12 June 2007

- **Education**

- B.B.A (Accounting), Assumption University

- **Director Training Program**

- Training program of Thai Institute of Directors Association (IOD):
 1. Director Accreditation Program (DAP), Class SET/2012
 2. Anti-Corruption for Executive Program (ACEP), Class 14/2005
 3. Director Certification Program (DCP), Class 205/2015
 4. Financial Statements for Directors (FSD), Class 28/2015

- **Work Experience**

2013 - present	Assistant Managing Director	Fire Victor Plc.
2009 - 2015	Director	Promark Co., Ltd.
2007 - present	Member of Executive Committee	Chillmatch Co., Ltd.
2007 - present	Member of Executive Committee	QIIS Co., Ltd.
2007 - 2013	Member of Executive Committee	Fire Victor Co., Ltd.
2004 - 2012	General Manager (Finance and General Administration)	Harn Engineering Co., Ltd.
1999 - 2004	Accounting and Finance Manager	Harn Engineering Co., Ltd.
1987 - 1999	Accounting and Finance Manager	Carpet International Thailand Plc.
1982 - 1987	Accounting and Finance Division	Carpet International Thailand Plc.

- **FIRE Shareholdings (as of 31 December 2015)** 6,003,127 shares (1.72%)

- **Terms of Directorship** 3 terms (9 years : 12 June 2007 – present)

- **Director Type** Director



➤ **Meeting Attendance during Directorship of Year 2015**

- Board of Directors Of the total 4 meetings, attending 4 meetings
- Audit Committee Of the total - meeting, attending - meeting

➤ **Positions in Other Listed/Non-listed Companies**

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	2 companies:	1. Chillmatch Co., Ltd. 2. QIIS Co., Ltd.
Businesses in competition with/in relation to FIRE business that may have conflict of interest	-None-	

➤ **Having prohibited characteristics according to notification of Capital Market Supervisory Board** -None-➤ **Record of illegal acts in the previous 10 years** -None-➤ **Family relationship with other directors** -None-

➤ **Having beneficial interest in the agenda item at this meeting-** Agenda item 5 To consider and approve election of directors to replace those due to retire by rotation

Profiles of Nominated Candidates to be Directors in Replacement of Those due to Retire by Rotation

Director due to retire by rotation proposed to be re-elected as Director for another term:

- **Name** Miss Voranuch Supaibulpipat
- **Present Position** Member of Audit Committee / Independent Director
- **Age** 52
- **Nationality** Thai
- **Appointment date** 10 October 2012



- **Education**
 - MBA, Middle Tennessee State University, U.S.A.
 - BA (Economic), Chulalongkorn University
- **Director Training Program**
 - Training program of Thai Institute of Directors Association (IOD):
 1. Director Accreditation Program (DAP), Class SET/2012

➤ Work Experience

2012 - present	Independent Director and Member of Audit Committee	Fire Victor Plc.
1987 - present	First Senior Vice President	Tisco Financial Group Plc.

- **FIRE Shareholdings (as of 31 December 2015)** -None-
- **Terms of Directorship** 1 term (3 years : 10 October 2012 – present)
- **Director Type** Independent Director
- **Meeting Attendance during Directorship of Year 2015**
 - Board of Directors Of the total 4 meetings, attending 4 meetings
 - Audit Committee Of the total 4 meeting, attending 4 meeting

➤ Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	9 companies:	1. K.T. Estate Co., Ltd. 2. Premier Guard and Services Co., Ltd. 3. Pipat Property Co., Ltd. 4. Pipat Rungruang Co., Ltd. 5. Maruay Town Co., Ltd. 6. Mit Insurance Broker Co., Ltd. 7. U. Lucky Co., Ltd. 8. Land and View Co., Ltd. 9. S and P Security Services Co., Ltd.

**Businesses in competition with/in relation to FIRE
business that may have conflict of interest**

-None-

➤ **Having prohibited characteristics according to notification of Capital Market Supervisory Board** -None-

➤ **Having qualifications of independent director pursuant to definition of independent director** -Yes-

(as detailed in definition of independent director in Annex 3 which is on par with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.)

➤ **Record of illegal acts in the previous 10 years** -None-

➤ **Family relationship with other directors** -None-

➤ **Having beneficial interest in the agenda item at this meeting** -Agenda item 5: To consider and approve
election of directors to replace
those due to retire by rotation
- Agenda item 6: To consider and approve
remuneration for Board and Committee
members for 2016

➤ **Involvement as executive, employee, staff member, or adviser who receives regular salary** -None-

➤ **Professional service provider, e.g. auditor, legal adviser, etc.** -None-

➤ **Material business relationship that may hinder independent performance of duties** -None-

Definition of Independent Director

The Company has defined the composition of the Board of Directors to include independent directors at least one-third of the total number of directors.

Qualifications of an independent director shall be as follows:

1. Holding not more than one percent of the total shares with voting rights of the Applicant, or its principal company, subsidiary company, associated company, major shareholder, or controlling person of the Applicant, which shall be inclusive of the shares held by any related person thereof;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Applicant, or its subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Applicant unless the foregoing status has ended for no less than two years before the independent director assumes the independent directorship, and such prohibited characteristics not including the case of having been government officer or adviser of the government agency which is the major shareholder or the controlling person of the Applicant;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of an executive, major shareholder, controlling person or person to be nominated as a director, an executive or a controlling person of the Applicant or its subsidiary company;
4. Neither holding nor having held a business relationship with the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person in a manner which may interfere with his/her independent judgement; and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;
5. Neither being nor having been an auditor of the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant; and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Applicant, principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;
6. Neither being nor having been any professional service provider including legal adviser or financial adviser who receives an annual service fee exceeding Baht two million from the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant; and not being a substantial shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;
7. Not being a director who has been appointed as a representative of a director of the Applicant, major shareholder, or shareholder related to the major shareholder of the Applicant;

8. Not undertaking any business the nature of which is the same as that of the Applicant or subsidiary company and which, in any material respect, is competitive with the business of the Applicant or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than one percent of the total shares with voting rights of a company undertaking any business the nature of which is the same as and is competitive with that of the Applicant or subsidiary company;

9. Not having any characteristics that prohibit the expression of independent opinion towards the Applicant's business undertakings.

Definition of Independent Director of the Company is in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

Profiles of Independent Directors for Proxy Appointment

The 2016 Annual General Meeting of Shareholders

Fire Victor Public Company Limited

- | | | |
|--|--|--|
| ➤ Name | Mr. Thakol Nunthirapakorn |  |
| ➤ Present Position | Chairman of Board of Directors /
Chairman of Audit Committee /
Independent Director | |
| ➤ Age | 70 | |
| ➤ Nationality | Thai | |
| ➤ Appointment Date | 10 October 2012 | |
| ➤ Address | 27 Soi Phatthanakan 69 Yaek 9-2, Prawate,
Bangkok 10250 | |
| ➤ FIRE Shareholdings (as of 31 December 2015) | - None - | |
| ➤ Years of Directorship | 3 years | |
| ➤ Beneficial interest | - In <u>Agenda item 6</u> To consider and approve remuneration for Board and
Committee members for 2016 | |

Note : Profiles of Directors are as detailed in Annual Report 2015, regarding Board of Directors.

Profiles of Independent Directors for Proxy Appointment

The 2016 Annual General Meeting of Shareholders

Fire Victor Public Company Limited

- **Name** Mr. Sothitorn Mallikamas
- **Present Position** Audit Committee Member /
Independent Director
- **Age** 53
- **Nationality** Thai
- **Appointment Date** 10 October 2012
- **Address** 75/1 Soi Sukhumvit 55 (Thonglor), Khlongton Nua,
Watthana, Bangkok 10110
- **FIRE Shareholdings (as of 31 December 2015)** - None -
- **Years of Directorship** 3 years
- **Beneficial interest** - In Agenda item 6 To consider and approve remuneration for Board and
Committee members for 2016



Note : Profiles of Directors are as detailed in Annual Report 2015, regarding Board of Directors.

Articles of Association

(Pertaining to the Annual General Meeting of Shareholders)

1. Meeting of Shareholders

Clause 32. The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Clause 33. In calling a general meeting of shareholders, the Board of Directors shall send a notice calling the meeting specifying the place, date, time, agenda of the meeting, and the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, including the opinions of the Board on such matters, to the shareholders and the Registrar for their attention at least seven (7) days before the date of the meeting. Furthermore, publication of the notice calling the meeting shall be made in a newspaper at least three (3) days before the date of the meeting for at least three (3) consecutive days.

2. Meeting Quorum

Clause 34. At a general meeting of shareholders, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxies (if any) present at the meeting or at least half of the total number of shareholders, and representing altogether not less than one-third (1/3) of the total number of shares sold.

In the event that after the lapse of one (1) hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified above and if such general meeting of shareholders has been requested by the shareholders, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. In the latter case, a notice calling the meeting shall be sent to the shareholders at least seven (7) days before the meeting date. At the second meeting, a quorum is not needed.

Clause 36. The chairman of the Board of Directors shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to perform his duties, and if a vice-chairman is present, he shall perform as chairman. If there is no vice-chairman or if there is one but he is unable to perform his duties, the shareholders shall elect one among them to be chairman of that meeting.

3. Voting at the Meeting

Clause 37. At the general meeting of shareholders, each share held shall be counted as one vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, unless it is the voting on the election of directors.

Clause 38. Any resolution or approval of any business shall be subject to the majority votes of the shareholders who attend and vote at the meeting, unless otherwise specified in the Articles of Association or specified by law.

4. Dividend and Reserve Fund

Clause 43. Dividend shall not be paid unless an approval resolution is passed by the shareholders' meeting, or by the Board of Directors in case of payment of interim dividend. A written notice of the dividend payment is to be sent to the shareholders and advertised in a newspaper for at least three (3) consecutive days. The dividend payment shall be made within one (1) month from the date of the resolution.

Clause 45. The Company shall allocate to the reserve fund part of the annual net profit an amount not less than five (5) percent of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund balance becomes not less than ten (10) percent of the registered capital. Besides, the Board of Directors may propose for the shareholders' meeting to resolve allocating to other reserves as deemed beneficial to the business operation of the Company.

5. Board of Directors

Clause 15. The directors may or may not be shareholders of the Company.

Clause 16. The shareholders' meeting shall elect the directors in accordance with the following criteria and procedure:

- 1) Each shareholder has number of votes entitled to cast equal to number of shares held.
- 2) Each shareholder shall cast all the votes he has to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- 3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Clause 17. At every annual ordinary general meeting of shareholders, one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three, the number of directors closest to one-third (1/3) shall retire.

Clause 30. Directors' gratuity and remuneration shall be subject to determination by the shareholders' meeting. The directors shall be entitled to receipt of remuneration from the Company in form of reward, meeting allowance, gratuity, bonus or remuneration of other nature as specified in the Articles of Association or as considered and resolved by the shareholders' meeting. The shareholders' meeting may set the definite amount of remuneration or set out the guidelines thereof, either from time to time or on a permanent basis until there is any change otherwise

afterward. The remuneration shall also cover the daily allowances and welfare in accordance with the Company's regulations.

6. Accounting, Finance and Auditing

Clause 51. The annual ordinary general meeting of shareholders shall appoint the auditor every year.

The outgoing auditor may be re-appointed. The shareholders' meeting shall also determine the remuneration that should be received by the auditor.

Clause 52. The auditor shall not be a director, staff member, employee or officer holding any position in the Company.

Guidelines for Proxy Appointment, Registration and Voting at the Meeting

Annual General Meeting of Shareholders of Fire Victor Public Company Limited

Appointment of Proxy

In the event that a shareholder is unable to attend the shareholders' meeting in person, he may appoint a proxy by proceeding as follows:

1. The shareholder shall use Proxy Form B (Attachment 3) as provided by the Company only.
2. The shareholder may either appoint any one person who comes of age, or any one independent director of the Company in the proposed list as proxy to act as per the objectives of the shareholder by indicating the name and details of the person the shareholder intends to appoint as proxy as prescribed in the Proxy Form B. (Attachment 3)
3. A shareholder may indicate names and details of up to a maximum of three proxies. However, only one of them is eligible to attend and vote at the meeting on behalf of the shareholder, and allocation of shares to several proxies to vote at the meeting is not allowed.
4. Return the Registration Form (Attachment 2) and the Proxy Form B (Attachment 3) to the Company by contacting Miss Montakarn Kuntonsurakarn (Finance Manager) at the head office of Fire Victor Public Company Limited, Tel. 0 2203 0868-9 ext. 449 by Thursday, 28 April 2016 or at least one hour before the meeting is declared open so that the Company officer can verify the documents before the meeting is declared open.

Registration for Meeting Attendance

- The Company will allow the shareholders to register for meeting attendance at least one hour before the meeting is declared open or from 13.00 hrs. onward at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok, No. 92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320, as shown in the map as in Annex 9.
- To speed up and facilitate the registration process, the shareholders and/or proxies are requested to bring the Registration Form having the barcode (Enclosure 2) together with the evidence documents representing the right to attend the meeting (Annex 7).

Voting at the Meeting

Voting criteria

1. General agenda items

- 1.1 In casting votes on each agenda item, the shareholders shall indicate in the voting ballots, one vote for each share held. Each shareholder or proxy shall cast votes either as approval, disapproval or abstention. The shares may not be split to separate the votes.

1.2 In case of proxy appointment

- The proxy shall cast votes by the method in 1.1 only. Any vote casting in the way otherwise shall be deemed as invalid and shall not be counted as vote casting by the shareholders.
- In case of consideration or vote casting in the matters other than those indicated in the agenda, including changes or addition of factual information, the proxy has the right to consider and vote as appropriate.

2. Agenda item on election of directors

Clause 16 of Articles of Association of the Company states that:

- 1) Each shareholder has number of votes entitled to cast equal to number of shares held.
- 2) Each shareholder shall cast all the votes he has to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- 3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Voting Procedure, Vote Counting and Announcement of Voting Results on Each Agenda Item

1. The Chairman of the meeting / person proceeding with the meeting shall clarify to the meeting the voting mechanism and vote counting method before the meeting begins.
2. The Chairman of the meeting / person proceeding with the meeting shall ask the shareholders or proxies to vote on each agenda item one by one by marking in the box in the ballot form.
3. After the shareholders or proxies have cast their votes on each agenda item, vote counting shall be made and the result of which shall be announced to the meeting after completion of vote counting on each agenda item.

Resolution of the Meeting

- In a normal case, the resolution shall be subject to the majority votes of the shareholders who attend the meeting and have the right to vote.
- In cases otherwise prescribed by law or Articles of Association of the Company as different from the normal case, the resolution shall be as prescribed by law or Articles of Association of the Company and as notified by the Chairman of the meeting before voting on each agenda item.
 1. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.
 2. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, and the Chairman of the meeting may ask that shareholder to temporarily leave the meeting room, unless it is voting on the election of directors.

Identification Documents Required for Meeting Attendance

Annual General Meeting of Shareholders of Fire Victor Public Company Limited

Shareholders and/or proxies who will attend the meeting are requested to bring the Registration Form having the barcode (Enclosure 2) and/or the Proxy Form B (Enclosure 3) sent to the shareholders together with the invitation notice and supporting documents for the registration to present to the Company staff on the meeting date, which are in accordance with the corporate governance guideline practice 2012. Documents required in the registration process comprise:

1. For Individual Shareholders

1.1 Attendance in person

- The identification document (identification card or driver's license) of the shareholder.
- Registration Form containing Barcode (Attachment 2) completely filled in.

1.2 Attendance by proxy

- Registration Form containing Barcode (Attachment 2) completely filled in.
- Proxy Form B (Attachment 3) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license of the proxy grantor and the proxy.

2. For Juristic Shareholders

2.1 Attendance in person by the authorized representative of the shareholder:

- Registration Form containing Barcode (Attachment 2) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license.
- A certified true and correct photocopy of the Affidavit or Certificate of Incorporation of the juristic shareholder, issued by Ministry of Commerce not longer than 3 months, signed by the juristic person's representative.

2.2 Attendance by proxy in general:

- Registration Form containing Barcode (Attachment 2) completely filled in.
- Proxy Form B (Attachment 3) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license of the authorized representative and the proxy.
- A certified true and correct photocopy of the Affidavit or Certificate of Incorporation of the juristic shareholder, issued by Ministry of Commerce not longer than 3 months, signed by the juristic person's representative.

2.3 Attendance by proxy of non-Thai shareholder with appointment of a custodian in Thailand

- Prepare and present documents as in case of juristic shareholder in 2.1 or 2.2 above.
- In case where the custodian is authorized to sign the Proxy Form on the shareholder's behalf, the following additional documents have to be submitted:
 1. Power of Attorney from the non-Thai shareholder authorizing the custodian to sign the Proxy Form on the shareholder's behalf.
 2. Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

Annual Report Request Form
of
Fire Victor Public Company Limited

To: Finance Manager

I/We acknowledge that the Company has prepared Annual Report 2015 (which presents its financial statements) in form of CD-ROM (bilingual) and sent it to the shareholders together with the invitation notice.

I/We..... Last name.....
Contact telephone no. E-mail
would like to request the Annual Report 2015 in publication form (Thai) which has the same content as in the CD-ROM. Please send it to me/us in the following address:

☐ **Send by postal mail (registered) to the same address as that for the invitation notice**

☐ **Send by postal mail (registered) to the address below:**

No.....Moo.....Soi.....Housing Estate.....

Road.....Subdistrict.....District.....

Province.....Postal code.....

I/We have sent this form by fax no. 02-203-0030 or by e-mail to the Finance Manager at montakarn@firevictor.co.th for the Company's further proceeding as I/we have requested.

Signed Shareholder

Date.....

Shareholders having enquiries or suggestions, please contact:

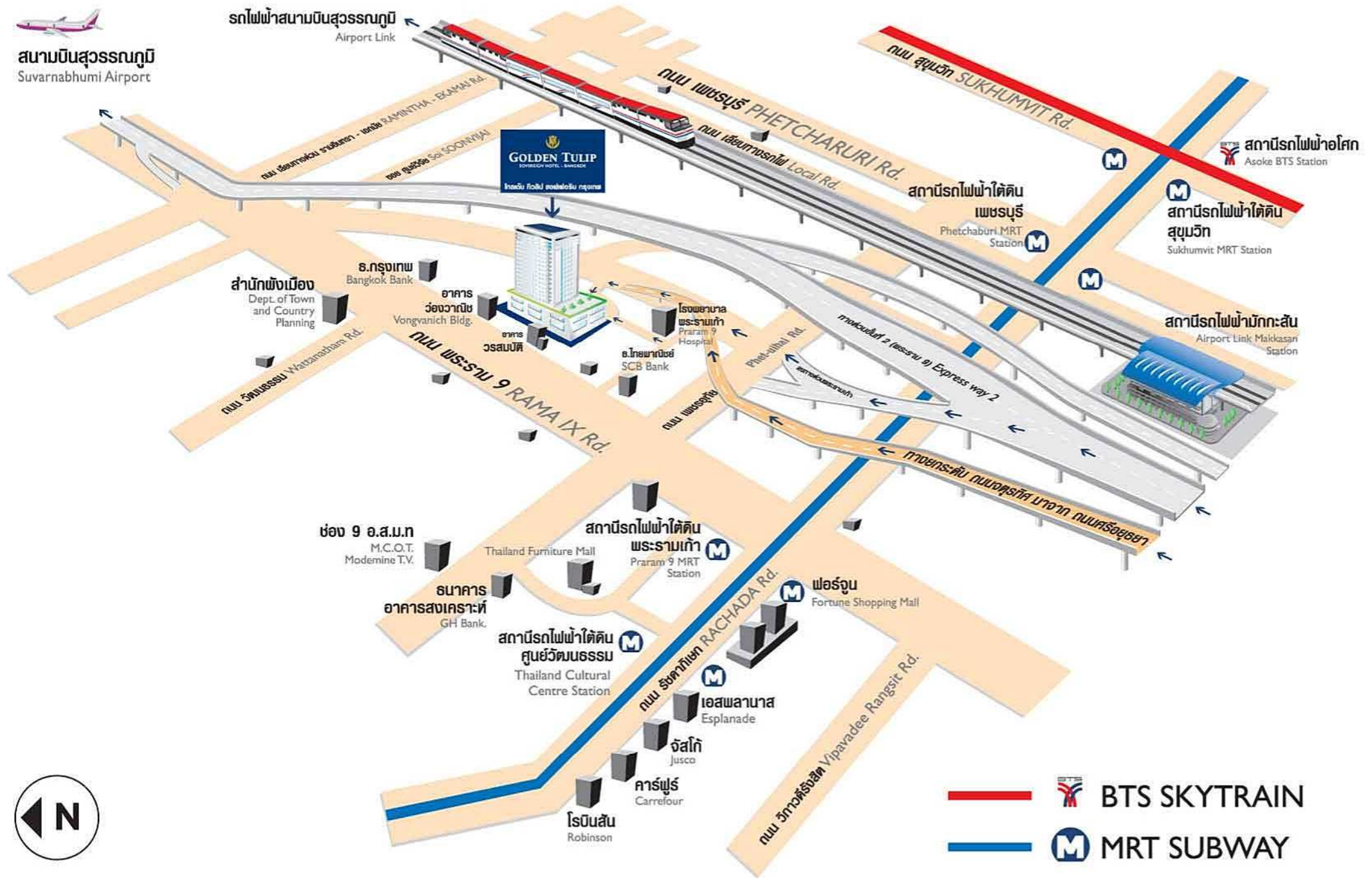
Mrs. Valeeratn Chuerboonchai Tel. 0-2203-0868-9 ext. 310 or

Miss Montakarn Kuntonsurakarn Tel. 0-2203-0868-9 ext. 449



สนามบินสุวรรณภูมิ
Suvarnabhumi Airport

รถไฟฟ้าสนามบินสุวรรณภูมิ
Airport Link





บริษัท ไฟริคเตอร์ จำกัด (มหาชน)
FIRE VICTOR PUBLIC COMPANY LIMITED

สิ่งที่ส่งมาด้วย 2

Enclosure 2

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

เป็นผู้ถือหุ้นของ บริษัท ไฟริคเตอร์ จำกัด (มหาชน)
am/are a shareholder of Fire Victor Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total number of

หุ้นสามัญ
ordinary share

หุ้นบริวาร
Preferred share

หุ้น
shares

หุ้น
shares

หุ้น
shares

แบบฟอร์มลงทะเบียน
Registration Form

การประชุมสามัญผู้ถือหุ้นประจำปี 2559
The 2016 Annual General Meeting of Shareholders

บริษัท ไฟริคเตอร์ จำกัด (มหาชน)
Fire Victor Public Company Limited

วันศุกร์ที่ 29 เมษายน 2559 เวลา 14.00 น.
Friday, April 29, 2016 at 14.00 hrs.

ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม9 เขตห้วยขวาง กรุงเทพฯ 10320
at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok, 92 Soi Saengcham, Rama9 Road, Huaykwang District, Bangkok 10320

ข้าพเจ้า เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
I/We am/are a shareholder or proxy holder of

บริษัท ไฟริคเตอร์ จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน

Fire Victor Public Company Limited whose identification number is

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น

do hereby confirm that I/we have attended the above mentioned meeting.

ลงชื่อ ผู้เข้าประชุม
Sign Attendant
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม
โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

To facilitate the registration process, the shareholder or proxy holder is kindly requested to
bring this registration form to our staff at the meeting.

หนังสือมอบฉันทะ แบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550
Proxy Form B

ติดอากร
แสตมป์ 20 บาท
Revenue Stamp
20 Baht

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month Year

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

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Address Road Tambol / Khwaeng

อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์.....
Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ **บริษัท ไฟรวิคเตอร์ จำกัด (มหาชน)**
being a shareholder of **Fire Victor Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
preference share shares and have the right to vote equal to votes

3) ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามเอกสารแนบท้าย 4)
Hereby appoint (May grant proxy to the Company's independent Director of which details as in Annex 4)

ดร.ถกล นันธิราภากร 27 ซ.พัฒนาการ 69 แยก 9-2

☐ 1. ชื่อ **Mr. Thakol Nunthirapakorn** อายุ **70** ปี อยู่บ้านเลขที่ **27 Soi Phatthanakan 69 Yaek 9-2**
Name age years, residing at ประเวศ
ถนน ตำบล/แขวง **Prawate** อำเภอ/เขต **Prawate**
Road **กรุงเทพมหานคร** Tambol/Khwaeng Amphur/Khet
จังหวัด **Bangkok** รหัสไปรษณีย์ **10250** หรือ
Province Postal Code or

ดร.โสทธิธร มัลลิกะมาส 75/1 ซ.สุขุมวิท 55 (ทองหล่อ)

☐ 2. ชื่อ **Mr. Sothitorn Mallikamas** อายุ **53** ปี อยู่บ้านเลขที่ **75/1 Soi Sukhumvit 55 (Thonglor)**
Name age years, residing at วัฒนา
ถนน ตำบล/แขวง **Khlongton Nua** อำเภอ/เขต **Wattana**
Road **กรุงเทพมหานคร** Tambol/Khwaeng Amphur/Khet
จังหวัด **Bangkok** รหัสไปรษณีย์ **10110** หรือ
Province Postal Code or

☐ 3. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันศุกร์ที่ 29 เมษายน 2559 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders on Friday, 29 April 2016 at 14.00 hours. at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok, No. 92 Soi Saengcham, Rama9 Road, Huaykwang District, Bangkok 10320 or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

Agenda Item 1 To consider and adopt minutes of the 2015 Annual General Meeting of Shareholders

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2558

Agenda Item 2 To acknowledge the Company's operating results for the year 2015

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2558 สิ้นสุด ณ วันที่ 31 ธันวาคม 2558

Agenda Item 3 To consider and approve the financial statements for the year ended 31 December 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการกำหนดจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2558

Agenda Item 4 To consider and approve the appropriation of profit and payment of dividend for operating results of 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ต้องออกตามวาระ

Agenda Item 5 To consider and approve election of directors to replace those due to retire by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการบริษัท และคณะกรรมการเฉพาะเรื่อง สำหรับปี 2559

Agenda Item 6 To consider and approve remuneration for Board and Committee members for 2016

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 7 พิจารณานุมัติการแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2559

Agenda Item 7 To consider and approve appointment of the Company's auditor and determination of the audit fee for 2016

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 8 Other matters (If any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Agreed

Disagreed

Abstained

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The votes in each agenda by the proxy did not be in line with that specified in this proxy shall not be deemed to be the votes performed by myself/ourselves in the position of shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy have not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
The agenda of election of Directors could be voting all Directors or individual Director.
3. กรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไฟรวิคเตอร์ จำกัด (มหาชน)

The proxy is granted by a shareholder of Fire Victor Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 วันศุกร์ที่ 29 เมษายน 2559 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพมหานคร เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

For the 2016 Annual General Meeting of Shareholders on Friday, 29 April 2016 at 14.00 hours. at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok, No.92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320 or such other date, time and place as the meeting may be adjourned.

วาระที่ เรื่อง.....
Agenda Item Matter

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Favor | Against | Abstain |

วาระที่ เรื่อง.....
Agenda Item Matter

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Favor | Against | Abstain |

วาระที่ เรื่อง.....
Agenda Item Matter

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Favor | Against | Abstain |

วาระที่ เรื่อง.....
Agenda Item Matter

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Favor | Against | Abstain |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)
วันที่/Date.....

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)
วันที่/Date.....