

(TRANSLATION)

Pan Asia Footwear (Public) Co.,Ltd

The Report of Annual General Meeting of Shareholders No.34

on 26th April 2012 at Head office of Pan Asia Footwear (Public) Co.,Ltd. No.177/20 Moo 5, Nong-kharm Sub-district, Sriracha District, Chonburi Province (Research and Development Center where same place in the previous year) , 38 Shareholders and proxies have attended the meeting, with the counted number of 336,890,686 shares from 540,000,000 shares which is equivalent to 62.39 % which completed a quorum.

.....
The meeting opened at 10.00 O'clock.

Mr. Boonchai Chokwatana, as Chairman of the Board of Director of the Company, opened the General Meeting of Shareholders No. 34 of Pan Asia Footwear (Public) Co.,Ltd. He declared opening of the meeting and commit to manage the meeting along agenda, methods of voting in the meeting and in Agenda 1,2 and 6, to

Mr. Sommat Khunset., as Director and Chief Administrative Officer and commit to Mr. Wichit Prayoonwiwat, as Managing Director in Agenda 3,4 and 5 and commit to Mister Veerawuthi Dechampiratkul, as Director and Chief Operation Officer in Agenda 7 and 8. In this meeting, the Directors who joint as follows

- | | |
|----------------------------------|-----------------------------|
| 1. Mr. Boonchai Chokwattana | 2. Mr. Payont Pantsri |
| 3. Mr. Wichit Prayoonwiwat | 4. Mr. Sommat Khunset |
| 5. Mr. Veerawuthi Dechampiratkul | 6. Mr. Sujarit Patchimnun |
| 7. Pol.MaJ.Gen.Panurat Meepien | 8. Mr. Vichit Tantianunanon |

Mister Sommat Khunset, Director and Chief Administrative Officer clarified various methods of voting in the meeting according to clause 44 of the Article of the Association of the Company whereas 1 share is equivalent to 1 vote. The voting shall be done openly.

1. If you do not agree with the opinion of the Board of Directors or abstain. Please sign the banners has been raised
2. If you agree do not raise the banners. The directors as a shareholder or proxy vote for the proposal approved by the Board of Directors and shareholders of each agenda item at this meeting.

And to count the votes in the General Meeting of shareholders in this with transparency as Assessment of the Annual General Meeting of shareholders of the Office of the Securities and Exchange Commission, recommend a representative of the auditor of the company that attended the Annual General Meeting of Shareholders is Mrs. Somjintana Pholhirunrat and Mr. Noprauk Phitsanuong of D.I.A. International Audit Co.,Ltd, the Company's auditors, the witness for voting in this meeting. The meeting started with the following agenda:-

Agenda 1. Consider to confirm the minutes of the shareholders' general meeting no. 33 on 11th April 2011

Mr. Sommat Khunset, Director and Chief Administrative Officer, requested the meeting to confirm the minutes of the Annual General Meeting of shareholders no.33 on 11th April 2011. The report were prepared within 14 days from the day of shareholders' general meeting and sent to the Stock Exchange of Thailand, Securities and Exchange Commission and Ministry of Commerce within the period of time prescribed by law as well as already publicized the minutes through the website of the Company (www.pan-ptr.com) and according to the copies of the minutes of the

meeting of shareholders no.33 on 11th April 2011 which were distributed together with the notice for this meeting to shareholders.

The meeting considered and have approved the minutes of Annual General Meeting of shareholders no.33 on 11th April 2011 with voting

Approve 304,757,185 Votes

Disapprove 32,133,501 Votes

Abstain -none-

Agenda 2.To be informed

Mr. Sommat Khunset, Director and Chief Administrative Officer informed to this meeting that the Board of Directors has approved the transaction, the acquisition and distribution of assets 2 times, January 27, 2011 sold the land where located at Nong Kham, Sriracha, Chonburi a total of 4 plots and 6 buildings to the ICC International (Public) Co.,Ltd for 245,540,000 Baht that are valued of transaction as 6.86 percent of total assets and April 28, 2011 sold the land where located at Sawang sub-district,Bungmalang sub-district, Warinchamrab ,Ubon Ratchathani a total of 31 plots to Teragro Co.,Ltd for 445,194,450 Baht that are valued of transaction as 12.83 percent of total assets. These transactions are third parties. Each of the parties is not related and when the transaction on the size of individual items does not exceed 15 percent of total assets. As requirement of the Securities and Exchange Board of Directors is authorized to do so the company has already made. But when included the disposition of assets during 6 months together, resulting in a sale transaction are valued of transaction as 19.91 percent of total assets as a transaction is excess 15 percent but not more than 50 percent of total assets so the company has to notify the Stock Exchange and the notify to shareholders to be informed already.

The Board of Director and The Audit committee has an opinion that this transaction of assets when included the distribution of assets are excess 15 percent but not more than 50 percent of total assets so has resolution that the company has to notify the transaction to shareholders to be informed because of this selling of land to the Stock Exchange of Thailand and notify to shareholders to get along with the Annual General Meeting of Shareholders (the 34th) because the sale of land, the company needs to invest money in the bag business, apparel and leather and more money to pay creditors (financial institutions and trade creditors) are used as working capital in the business in order to buy less. Also, the price of 445,194,450 baht is higher than the appraised market value of the independent appraiser, Fast and Fair Value co.,Ltd., that evaluated the total value of 172,142,000 baht is higher than book value as at April 2009, amount 197.31 million baht, which The company also profited from the sale of this land so this transaction are reasonable and the company and the shareholders of the company's get benefits.

The meeting acknowledged that Pan Asia Footwear Public Company Limited transactions and distribution of assets (land) in 2011.

Agenda 3. To acknowledge the report on the operating result of the Board of Directors for the previous year.

Mr.Wichit Prayoonwiwat, Managing Director, reported to the meeting that the operating result of the Board of Directors were printed in details in the annual report of 2011 which were distributed to shareholders in advance together with the notice for the meeting. No shareholders gave additional an opinion so the meeting was requested to acknowledge the operating result of the Board of Directors.

The meeting acknowledged the report on the operating result of the Board of Directors for the previous year.

Agenda 4. To consider and approve the balance sheet and the statement of income for the year ended 31th December 2011.

Mr. Wichit Prayoonwiwat, Managing Director, proposed to the meeting to consider and approve the balance sheet and the statement of income ended on 31st December 2011 were prepared under the generally accepted accounting principle which have been audited and attested by the certified auditor. For the year 2011, the financial statements has results of operations of the company in 2011 that were summarized as follows.

List	The consolidated financial statements.	The individual financial statement
Total asset	3,014	2,849
Total Liabilities.	2,516	1,644
The shareholders.	498	1,205
Total income.	3,631	2,125
Net profit	(248)	(360)
Gain (loss) per share (Baht).	(0.32)	(0.67)

The details are as shown in the financial statements as part of the Annual Report. 2011, the Company has delivered to shareholders in advance and the notice of meeting to consider a proposal to the shareholders for approval.

The meeting considered and had the unanimous resolution to approve the balance and the statement of income ended 31st December 2011 with voting

Approve 304,757,185 Votes Disapprove 32,133,501 Votes Abstain -none-

Agenda 5. To approve the suspension of payment of dividend during the year 2011.

Mr. Wichit Prayoonwiwat, Managing Director, made an announcement to the meeting that Under the Articles of Association of the Company No.56, Do not divide the dividend income from other than profit In the event that the Company has accumulated losses are forbidden to share dividends. So The company had the statement of income, accumulated loss for the year 2010 amount (1,141,883,419) baht and end of year 2011 had accumulated loss total (359,757,099) baht. So, the financial statements of company had accumulated loss on 31st December 2011 total (1,518,001,608) baht that it is impossible to pay dividend. Proposed to the shareholders' meeting that it was appropriate to cancellation of dividend payment for the year 2011

The meeting considered and had the unanimous resolution to cancellation of dividend payment for the year 2011 with voting

Approve 304,757,185 Votes Disapprove -none- Abstain 32,133,501 Votes

Agenda 6. To consider the election of new directors to replace directors who shall retire by rotation

Mister Sommat Khunset, Director and Chief Administrative Officer, Under the Articles of Association of the Company No.22 At every annual general meeting, one of third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one of third (1/3) of the directors shall retire from office. The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the director who has held office the longest shall retire. A director

who retires from office may be re-elected, in every shareholders' general meeting, one of third of all directors shall retire. And directors who retire may be re-elected. The first general meeting of shareholders on April 11, 2554, 33, left the Board of Directors. The meeting approved the new board of directors of 9 members, with term of office all together. The company operates the lottery under the regulation. Results show that the directors must retire from office on the first of 3 directors as follows: 1. Mr. Wichit Prayoonwiwat 2. Mr. Sommat Khunset, and 3. Mr. Veerawuthi Dechampiratkul

According to the board of director no 4/2555, 23 March 2012 has an opinion that a director retiring by rotation of 3 members who have knowledge and experience to benefit the Company has always been. Propose to the Annual General Meeting of shareholders to elect three directors, namely. 1. Mr. Wichit Prayoonwiwat 2. Mr. Sommat Khunset, and 3. Mr. Veerawuthi Dechampiratkul are re-elected as the director once term.

In addition, a public limited company under the law, notification that directors are forbidden to be directors of other companies which perform businesses of the same nature and are competitive with the business of the Company except that the meeting of shareholders is notified. So the meeting of shareholders was informed, before it considered and made a resolution to appoint directors, which some directors nominated for re-appointment were directors in other companies which perform businesses with the same nature and were competitive with the business of the Company were:

1. International Curity Footwear Co.,Ltd
2. Footwear Tech 1530 Co.,Ltd
3. Kabinburi Pan Asia Footwear Co.,Ltd
4. Advantage Footwear Co.,Ltd

Proposed to the meeting to consider and approve the appointment. And the meetings unanimously resolve to elect of 3 directors with voting as follow

- | | | |
|---|-------------------|--------------------------|
| 1. Mister Wichit Prayoonwiwat with voting | | |
| Approve 304,757,185 Votes | Disapprove -none- | Abstain 32,133,501 Votes |
| 2. Mister Sommat Khunset with voting | | |
| Approve 304,757,185 Votes | Disapprove -none- | Abstain 32,133,501 Votes |
| 3. Mister Veerawuthi Dechampiratkul with voting | | |
| Approve 304,757,185 Votes | Disapprove -none- | Abstain 32,133,501 Votes |

So, The Board of Director in 2012 has 9 directors as follow;

- | | |
|--------------------------------|-------------------------------------|
| 1. Mister Boonchai Chokwattana | 2. Mister Boonkiet Chokwattana |
| 3. Mister Payont Pantsri | 4. Mister Wichit Prayoonwiwat |
| 5. Mister Sommat Khunset | 6. Mister Veerawuthi Dechampiratkul |
| 7. Mister Sujarit Patchimnun | 8. Pol.MaJ.Gen.Panurat Meepien |
| 9. Mister Vichit Tantarananon | |

The Independent Director and Audit Committee are 3 persons (one by one in three of the company) is.

- | | |
|---------------------------------|--------------------------|
| (1) Mister.Sujarit Patchimnun | Chairman Audit Committee |
| (2) Pol.MaJ.Gen.Panurat Meepien | Audit committee |
| (3) Mister Vichit Tantarananon | Audit Committee |

Agenda 7. To consider an appointment and remuneration of the Company's auditors

Mister Veerawuthi Dechapiratkul, Director and Chief Operation Officer, announced to the meeting that under the Articles of Association of the Company, auditors shall not be directors, employees or people who hold any positions in the company. In the year 2011, the shareholders' meeting appointed Missis Wilairat Rojnakarin C.P.A.(Thailand) Registration no.3104 or Miss Somjintana Pholhirunrat C.P.A.(Thailand) Registration no.5599 of D.I.A. International Audit Co.,Ltd as auditors for the year 2011 of the Company

For the year 2012, the Audit Committee was considered appoint Mrs. Wilairat Rojnakarin C.P.A.(Thailand) Registration no.3104 or Miss Somjintana Pholhirunrat C.P.A.(Thailand) Registration no.5599 of D.I.A. International Audit Co.,Ltd. The auditor who are qualified according to the company and the requirements of the Securities and Exchange Commission. Appropriate to propose to the Annual General Meeting of shareholders to appoint such person as the auditor of the company is the second term. Although, D.I.A. International Audit Co.,Ltd is the auditor of our affiliated companies and subsidiaries and has no relationship with or interest in the Company, subsidiaries, executives, major shareholders or persons related to the mentioned persons. So it is proper to propose to the shareholders' general meeting to consider the appointment of such persons to be auditors of the Company by fixing the audit fees as follows

<u>Particulars</u>	<u>Year 2011</u>	<u>Year 2012</u>
1. Audit fee for review of the quarterly financial statements 1,2,3	390,000.- baht	390,000.- baht
2. Audit fee for review of the quarterly consolidated Financial statements 1,2,3	360,000.- baht	360,000.- baht
3. Audit fee for the period 31 st December	550,000.- baht	550,000.- baht
4. Service fee for the audit of the consolidated financial Statement for the period 31 st December	200,000.- baht	250,000.- baht
Total	1,500,000. - Baht	1,550,000. - Baht

Proposed to the meeting to consider and approve the appointment according to Audit Committee proposed.

The meeting considered and unanimously approved the appointment

1. Missis Wilairat Rojnakarin C.P.A.(Thailand) Registration no.3104

2. Miss Somjintana Pholhirunrat C.P.A.(Thailand) Registration no.5599 of D.I.A. International Audit Co.,Ltd as auditors for the year 2012 by prescribing the annual audit fees, for annual audit and quarterly review of financial statement and consolidated financial statement totaled to 1,550,000 baht (One million and five hundred and fifty thousand baht only) with voting

Approve 304,757,185 Votes

Disapprove -none-

Abstain 32,133,501 Votes

Agenda 8. To consider the remuneration of directors to the Board of Directors for the year 2012

Mister Veerawuthi Dechapiratkul, Acting Director and Chief Operation Officer, announced to the meeting that under the Articles of Association of the company no.33, the Company was forbidden to pay money or other property to directors unless such payment is the remuneration according the right and benefit of other nature in general as directors of the Company.

For the year 2011 the Company paid the remuneration for the total financial amount 1,724,435 baht that paid to Board of Director of the Company for meeting amount 726,935 baht, Annual remuneration amount 900,000baht and paid to Audit Committee for meeting amount 97,500 baht

The director had considered from operating of the company should be reduce remuneration to the board of Director as 4 million baht which less than previous year amount 1 million baht by the Executive Directors who

allocated. It is appropriate to propose to the Annual shareholders' General Meeting to fix the remuneration to the Board of Directors is not over 4 million baht. The amounts of remuneration had considered from the suitability of the duties and responsibilities of the directors and the audit committee detail as follows:

(1) Board of Directors

- The meeting payment : paid for directors who come in the meeting

- Remuneration in yearly : paid for all directors

(2) Audit Committee: paid for the meeting payment per quarter.

The fixing of remuneration has not passed the consideration of the committee for scrutiny of remuneration. However, the fixing of remuneration for Board of Directors has been carefully considered by the meeting of the Board of Directors of the Company by comparing with and referring to the same type of industry.

However specifying of director's remuneration pass consideration carefully from board of directors and audit committee through compare with the same industrial including consideration from progress of the company's business and proposed to the meeting to give the approval.

The meeting unanimously gave approval to the Company to pay the remuneration for the Board of Directors for the year 2012 total financial amount of not over 4 million baht that less than the previous year amount 1 million annually excluding the remuneration or welfare which the Board of Directors received in the capacity as employees or personnel of the Company and allowed the Board of Directors to consider the appropriation of this sum among themselves until there was any change with voting

Approve 304,757,185 Votes

Disapprove -none-

Abstain 32,133,501 Votes

Agenda 9. To consider other businesses (if any).

-None-

When nobody proposed other businesses, the chairman thanked every shareholder and declared closing of the meeting.

The meeting closed at 11.10 hr.

Mr. Boonchai Chokwatana

(Mr. Boonchai Chokwatana)

Chairman of the meeting