



## Notice to the Ordinary General Meeting of Shareholders

### Amata VN Public Company Limited

CS/16/004

March 28, 2016

To : Shareholders

Subject : Invitation to attend the Ordinary General Meeting of Shareholders

Attachments :

1. A copy of minutes of the Ordinary General Meeting of Shareholders for the Year 2015
2. Annual Report for the year 2015
3. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation
4. Company's Articles of Association relating to the General Meeting of Shareholders
5. Documents Required Prior to Attending the Meeting, Proxy Form, Registration and Voting Rights
6. Names of Independent Directors that shareholders can grant proxy
7. Map of Golden Tulip Sovereign Hotel – Bangkok
8. Proxy Form

The Board of Directors of Amata VN Public Company Limited has passed a resolution to call the Ordinary General Meeting of Shareholders for the year 2016 to be held on Wednesday, April 20, 2016 at 14:00 hrs. at the Bu-Nga room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand to consider the matters according to the agenda together with the Board's opinions as follows :

**Agenda 1 To Certify and Approve the Minutes of the Meeting of Shareholders for the Year 2015 held on April 16, 2015.**

**Preamble** : The Ordinary General Meeting of Shareholders for the year 2015 was held on Thursday, April 16, 2015 and the Minutes of such Meeting were submitted to Ministry of Commerce within 14 days according to the requirement of the laws.

**Board of Directors' opinion** : The Board agrees that the Minutes of the last meeting have correctly been stated and recommends the approval of the said Minutes. A copy of the said Minutes is attached as Attachment No. 1.

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Agenda 2      To Acknowledge the Company's Annual Report and the Board of Director's Report for 2015.

Preamble : The summary of the Company's performance and major changes during the year 2015 are contained in the Annual Report for the year 2015.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2015 reporting on the Company's performance and major changes during the year 2015, details of which are attached as Attachment No. 2.

Agenda 3      To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2015.

Preamble : In compliance with Public Limited Company Act, the company shall prepare financial statements at the end of the fiscal year of the company which were audited and certified by the Company 's auditor and ready for shareholders' approval.

Board of Directors' opinion : The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2015, as duly audited and certified by the auditor of EY Office Limited and reviewed by the Company's Audit Committee. Summary of the Company's financial status and performance during the year 2015 is as follows:

The Statements of Financial Position and the Income Statements

	Unit : Million Baht	
	Consolidated	Company Only
Total Assets	4,915.18	2,624.41
Total Liabilities	1,625.12	1,042.62
Total Revenues	809.65	1.32
Profit attributable to equity holders of the Company	121.37	(50.17)
Earnings per Share	0.16	(0.06)
(Baht)		

Details of the above are shown in the Company's Annual Report for the year 2015 as Attachment No. 2.

Agenda 4      To Consider and Approve the Retained Earnings Appropriated as a Legal Reserve and the Distribution of a Dividend from the Operating Performance from January 1 to December 31, 2015.

Preamble : The Company has a policy to pay the dividend not less than 40% of net profits after tax and legal reserves of unconsolidated financial statement. However, the Board of Directors will make decisions regarding dividend payment for the greatest benefits to shareholders. To illustrate, retaining profits for the purpose of future capital expansion or debt repayment or working capital management may be more preferable to dividend payment in some cases.

Board of Directors' opinion : The Board recommends the Meeting to consider and approve the abstention from annual dividend payment for the Company's operating results of the year 2015 to the shareholders as the Company has been investing in assets and projects under its new subsidiary in Vietnam that is expected to lay a good foundation for the Company's future growth.

However, the Company currently has adequate source of funds for new project investments. Moreover, the shareholders' meeting of Amata (Vietnam) Joint Stock Company, a subsidiary of the Company, held on 25 March 2016 approved the dividend payment to its shareholders which becomes income of the Company recorded in the first quarter of year 2016. The Board of Directors of Company shall consider the interim dividend payment of the Company at the next meeting of the Board of Directors.

Agenda 5      To Consider and Approve the Election of Directors in Place of those whose Terms are to be Expired and to Specify Directors' Authority.

Preamble : In compliance with Public Limited Companies Act, and Clause 17 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Three Directors who are retired by rotation in this Meeting are Dr. Huynh Ngoc Phien, Prof. Dr

Warapatr Todhanakasem and Mrs. Somhatai Panichewa. The Board proposes to re-elect 3 retiring directors as Directors of the Company for another term, comprising: Dr. Huynh Ngoc Phien, Prof. Dr Warapatr Todhanakasem and Mrs. Somhatai Panichewa.

Board of Directors' opinion : The Board of Directors, excluding the Directors having special interest and not being in this Meeting, has extensively discussed and considered the nomination of directors by taking into consideration the qualifications of nominees, of whom shall be knowledgeable with business expertise from various occupations, being a visionary leader with high standard of ethics, transparent and clean working record, being capable of expressing their opinions independently, having suitable qualifications and having well performed their duties as directors. The Board of Directors, excluding the Directors having special interest and not being in this Meeting, agrees and recommends the Meeting to elect the said three retiring Directors, i.e. Dr. Huynh Ngoc Phien, Prof. Dr Warapatr Todhanakasem and Mrs. Somhatai Panichewa to be Directors of the Company for another term.

The curricula vitae of the nominated persons, number of shares held in the Company, position as director of managerial level in the listed company and other business including relationship of the nominated person are shown in Attachment No. 3.

Agenda 6      To Consider and Approve the Remuneration for the Company's Directors.

Preamble : According to Clause 22 of the Company's Articles of Association, the remuneration to be paid to directors will be fixed by the shareholders meeting.

Board of Directors' opinion : The Board has considered that the directors' remuneration shall be determined from the performance of the Company including the duties and responsibilities of each committee, and of the opinion that this Shareholder Meeting fix the remunerations to the directors as follows:

Remunerations to all Committees of the company for the year 2016 payable as follows;

## 1 Remuneration to the Board comprising of

## 1.1 monthly compensation payable to

	2016	2015
Chairman	35,000 Baht/month	35,000 Baht/month
Vice-Chairman	25,000 Baht/month	25,000 Baht/month
other Board members	20,000 Baht/month	20,000 Baht/month

## 1.2 meeting allowance to the Board payable per meeting to

	2016	2015
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
Vice-Chairman	40,000 Baht/ meeting	40,000 Baht/ meeting
other Board members	30,000 Baht/ meeting	30,000 Baht/ meeting

## 2 Meeting allowance to the Audit committee payable per meeting to

	2016	2015
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
other committee members	30,000 Baht/ meeting	30,000 Baht/ meeting

## 3 Meeting allowance to the Nomination &amp; Remuneration committee payable per meeting to

	2016	2015
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
other committee members	30,000 Baht/ meeting	30,000 Baht/ meeting

Details of remuneration of directors are defined on page 90-91 of the 2015 annual report and scope of their responsibility are defined on page 68 of the 2015 annual report.

Agenda 7 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2016.

Preamble : The Audit Committee has an opinion to elect Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) and/or Mr. Supachai Phanyawattano (C.P.A. Registration No. 3930) and/or Ms. Waraporn Prapasirikul (C.P.A. Registration No. 4579) of EY Office Limited, to be the auditing firm of the Company and subsidiaries due to its high standard, expertise and good working record with reasonable fees. If

such auditors are appointed to be the external auditors for the year 2016, it shall be the 1<sup>st</sup> consecutive year for Ms. Supanee Triyanantakul.

Board of Directors' opinion : The Board agrees with the Audit Committee to elect EY Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

- 1) Appoint Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) and/or Mr. Supachai Phanyawattano (C.P.A. Registration No. 3930) and/or Ms. Waraporn Prapasirikul (C.P.A. Registration No. 4579) of EY Office Limited as the auditors of the Company for the year 2016. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.
- 2) Approve the auditor fee for the Company's Financial Statements for the year 2016 of 550,000 Baht. (The auditor fee for the year 2015 was 500,000 Baht).

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major Shareholders, or related persons of the said persons.

The Board proposes the Meeting to acknowledge the auditor fee for the Company for the year 2016 of 550,000 Baht, and the auditor fee of its 2 subsidiaries in Vietnam amounting to USD 66,000. The proposed fee is only for audit services which is higher than year 2015 due to one more subsidiary, Amata City Long Thanh Joint Stock Company. Details of remuneration of Auditor are defined on page 107 of the 2015 annual report.

Agenda 8      Other Business (if any)

All Shareholders are cordially invited to attend the Ordinary General Meeting of Shareholders to be held on Wednesday, April 20, 2016 at 14:00 hours at the Bu-nga room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320. The commencement for registration to attend the Meeting will be from 12:30 hours.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms as attached in Attachment No. 8, or alternatively you may download only one

of three Proxy Forms; Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from [www.amatavn.com](http://www.amatavn.com). If you wish to appoint the Board members to be your proxy, you can appoint any one of the Independent Directors namely Ms. Ajarie Visessiri or Mr. Mats Anders Lundqvist. (see Attachment 6) You are kindly requested to submit the complete Proxy Form to the Company by Monday, April 18, 2016.

Yours faithfully,

By Order of the Board of Directors



Mrs. Varaporn Vatcharanukroh

COMPANY SECRETARY