



March 25, 2014

Subject Invitation to the 2014 Annual General Meeting of Shareholders

To Shareholders,

Attachment

1. Copies of Minutes of the 2013 Annual General Meeting of Shareholders
2. CD-ROM of the 2013 Annual Report and the Financial Statements of the year ended December 31, 2013
3. Bibliographies of Directors who retire by rotation
4. The Articles of Association of the Company related to the Meeting of Shareholders
5. Explanation on the document and shareholders' identification or proxy of the shareholders with the right to attend the meeting, to register and to vote at the shareholders' meeting
6. Definition and profiles of Independent Directors
7. Proxy forms
8. Meeting registration form
9. Map to the meeting venue

The Board of Directors of Moong Pattana International Public Company Limited had a resolution to hold the 2014 Annual General Meeting of Shareholders on Thursday April 24, 2014 at 1.00 p.m. at Meeting Room 7<sup>th</sup> floor, Moong Pattana Building, 32 Bangna-Trad soi 25, Bangna-Trad Rd., Bangna, Bangkok, to consider the matters in the meeting agendas as follows:

**Agenda 1** To consider adopting the minutes of the 2013 Annual General Meeting of Shareholders held on April 24, 2013.

**Fact and Reason**

The 2013 Annual General Meeting of Shareholders was held on April 24, 2013. Please refer to the copy of the minutes in the Attachment 1 hereto.

**Opinion of the Board**

It deems appropriate herein to adopt the minutes of the 2013 Annual General Meeting of Shareholders which was accurately recorded.

**Agenda 2** To acknowledge the Company's 2013 operating results

**Fact and Reason**

To report the Company's operating results for the fiscal year ended December 31, 2013 to the shareholders for acknowledgement. Please refer to the details in the Attachment 2 hereto.



Opinion of the Board

The pervious year's operating results of the Company shall be reported to the shareholders for acknowledgement.

Agenda 3 To consider and approve of the Balance Sheet and Income Statement for the fiscal year ended December 31, 2013 which was audited by the Auditor.

Fact and Reason

The Company's Financial Statements for the fiscal year ended December 31, 2013 together with the report of the Auditor was reviewed by the Audit Committee. Please refer to the Annual Report of 2013 in the Attachment 2 hereto.

Opinion of the Board

It is appropriate for the shareholders to approve the Balance Sheet and the Income Statement which have been prepared according to the generally accepted accounting principles, audited by the Auditor from Ernst and Young Office Limited, and reviewed by the Audit Committee.

Agenda 4 To consider and approve the dividend payment for the operating results of 2013

Fact and Reason

The Company has a policy of paying dividend to the shareholders at the rate not less than 50% of net profit after tax and legal reserve. However, such dividend payment is subject to change depending on its operation plans, investment, liquidity, and any of the Company's necessity and other appropriate reasons in the future. The Company's board of directors has an authority to consider an occasional exception of operation of the aforementioned policy or change of such policy from time to time.

In 2013, the Company reported a net profit after tax of the separated financial statements of Baht 16.76 million. The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting for approval of the dividend payment to the shareholders for total 120 million shares at a rate of Baht 0.20 per share. Total dividend payment of Baht 24.0 million is accounting for 143% of net profit. Such dividend rate is higher than the 2012 which is in amount of 137% of net profit.

Opinion of the Board

The Board has deemed it appropriate to propose to Annual General Meeting of Shareholders for the approval of the dividend payment from the 2013 operating results at a rate of Baht 0.20 per share, totaling Baht 24.0 million to the shareholders registered in the shareholders registration book as at May 2, 2014, and to schedule the registration book closing date to determine the names of shareholders who are entitled to receive the dividends on May 6, 2014. The dividend payment will



be paid within May 16, 2014. The right to receive the dividend payment remains uncertain until approved by the 2014 Annual General Meeting of Shareholders.

**Agenda 5** To consider the appointment of Directors to replace the Directors who retire by rotation

Fact and Reason

According to the Public Company Act and the Articles of Association of the Company, one-third of Directors shall leave the position. The Directors with the longest term shall leave the position and may be re-appointed to serve the new term. The Directors who retire by rotation are as follows:

1. Mr. Sumeth Lersumitkul Chairman of the Board of Directors
2. Mrs. Sureeporn Anuvatudom Director
3. Miss Suwanna Chokdee-anand Director

Opinion of the Board

The Board has considered the names of the nominated persons, including the appropriate qualifications and beneficial to the Company, deemed it appropriate to propose to Annual General Meeting of Shareholders to re-appoint two (3) directors who are due to retire by rotation to serve for another term in the position namely: Mr. Sumeth Lersumitkul, Mrs. Sureeporn Anuvatudom and Miss Suwanna Chokdee-anand for the benefit of continuous administration.

(Bibliography of each Director is in the Attachment 3 hereto)

**Agenda 6** To consider and approve the remuneration of the Directors for 2014

Fact and Reason

The Annual General Meeting of Shareholders shall consider and approve the remuneration of the Directors for 2014 pursuant to the Public Company Act B.E. 1992

Opinion of the Board

The Board of Director's has carefully considered the remuneration of Directors and deemed it appropriate to propose to the Shareholders' Meeting for the approval of remuneration of Directors of no more than Baht 2.50 million which is equivalent to remuneration approved in 2012 and 2013.

**Agenda 7** To consider and approve the appointment of the auditor and determine auditing fee for 2014

Fact and Reason

To propose to the Annual General Meeting of Shareholders for consideration and approval for the appointment of the auditor and determining auditing fee for 2014 pursuant to Section 120 of the Public Company Act B.E. 1992.

Opinion of the Board



The Board of Directors, by the consideration and suggestion of the Audit Committee, has deemed it appropriate to propose to the Annual General Meeting of Shareholders for the appointment of the following Auditors from Ernst and Young Office Limited to be the Company's Auditor for 2014:

- 1) Mr. Narong Pantawongs C.P.A. Registration No. 3315 or
- 2) Miss Siraporn Ouaanunkun C.P.A. Registration No. 3844 or
- 3) Mr. Supachai Phanyawattano, C.P.A. Registration No. 3930

and the approval of auditing fee for 2014 at Baht 770,000 (seven hundred seventy thousand baht), which is 10% higher than auditing fee paid in 2012 and 2013.

Ernst and Young Office Limited has been appointed the Company's Auditor since year 2007, the aforementioned Auditors are independent and have no conflict of interest with the Company, its executives, major shareholders or any related persons with the aforementioned persons. One of the above Auditors shall examine and provide opinion toward the Company's financial statements.

When one of the above Auditors cannot perform the duty, Ernst and Young Office Limited shall provide other Auditors with C.P.A. Registration of Ernst and Young Office Limited to examine and provide opinion toward the Company's financial statements.

**Agenda 8** To consider other issues (if any)

The Company has scheduled the closing date of shareholder registration book to determine the right to attend the meeting on March 25, 2014 until the Annual General Meeting of Shareholders is over.

Please be informed accordingly and attend the meeting on the aforementioned date, time, and venue. However, if a shareholder cannot attend the meeting, a proxy of the third person or Independent Director of the Company can be assigned to attend the meeting and vote on behalf of the shareholder following the Proxy Forms in the Attachments hereto.

Sincerely yours,



Sumeth Lersumitkul  
Chairman

Company Secretary: Miss Raewadee Rassameesangpetch Tel. 0-2361-9009 ext. 357