



**The 2014 Annual General Meeting
of
Shareholders**

**Thursday 24th April 2014
10.00 a.m.**

**Miracle Grand Convention Hotel,
Room Magic 3 No. 99 Kamphaeng Phet 6 Road,
Talad-Bangkhen, Laksi,
Bangkok 10210, Thailand**

CA010/2014

April 3, 2014

Subject: Notice of the 2014 Annual General Meeting of Shareholders

To : Shareholders

- Enclosures:
1. Minutes of the 2013 Annual General Meeting of Shareholders (Attachment 1)
 2. The 2013 Annual Report (CD ROM)
 3. Proxy Form B. (Attachment 2)
 4. Curriculum vitae of the Directors (Attachment 3)
 5. Curriculum vitae of the Audit Committee who acted as shareholder's proxy to attend the meeting. (Attachment 4)
 6. Memorandum of Association to change (Attachment 5)
 7. Article of Association and Public Limited Company Act B.E.2535. (Attachment 6)
 8. Condition, Rules and Procedures to attend the Meeting (Attachment 7)
 9. Map of the 2014 Annual General Meeting of Shareholders' venue. (Attachment 8)

Notice is hereby given that the 2014 Annual General Meeting of the Shareholders be held on April 24th 2014, 10:00 a.m. at MAGIC 3 room 2nd Floor **Miracle Grand Convention Hotel** 99 Kamphaeng Phet 6 Road, Talad-Bangkhon, Laksi, Bangkok 10210, Thailand with the following agenda:

- Agenda 1** To approve the minutes of 2013 Annual General Meeting of Shareholders.
Board's Opinion : The minutes of 2013 Annual General Meeting of Shareholders should be approved.
- Agenda 2** To acknowledge the performance results of the Company for 2013.
Board's Opinion : The 2013 operating results should be acknowledged.
- Agenda 3** To consider and approve for financial statement ended 31 December 2013.

Board's Opinion : The audited 2013 financial statements should be approved.

Agenda 4 To approve the dividend payment for the year 2013.

Board's Opinion : The dividend payment for the year 2013 should be approved.

Agenda 5 To approve the appointment of directors to replace the retired directors and appoint of new Director.

Board's Opinion : The nominees namely, Mrs. Chintana Boonyarat, Mr. Kobchai Chirativat and Mr. Kitti Vilaivarangkul appoint for another term proposed by the Nomination and Remuneration Committee should be approved. However, the Directors who have interests in this matter did not vote.

Agenda 6 To consider and approve for the payment of remuneration for the year 2014 to the Board of Directors.

Board's Opinion : The directors' remuneration proposed by the Nomination and Remuneration Committee should be approved.

Agenda 7 To consider and appoint the auditors and auditing fee for the fiscal year 2014.

Board's Opinion : The appointment of Mrs. Kesree Narongdej Certified Public Accountant No. 76 and/or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 and/or Mr. Sumit Khopaiboon Certified Public Accountant No. 4885 from A.M.T. & Associates as The bureau's auditor for the year 2014 and auditing fee not more than Baht 990,000 and subsidiary company of Baht 705,000, totally Baht1,695,000 which is equivalent to year 2013 should be approved and proposed by the Audit Committee. Moreover, both of A.M.T & Associates and Mrs. Natsarak Sarochanunjeen been our auditor for 3 years.

Agenda 8. To consider and approve for the cancellation of an issuance the capital increase ordinary shares- and allocation of ordinary shares to the shareholders by the way of the General Mandate which was approved by the Annual General Meeting of Shareholders 2013 on 29 March 2013.

Board's Opinion : The approval for the cancellation of an issuance the capital increase ordinary shares and allocation of ordinary shares to the shareholders by the way of the General Mandate which was approved by

the Annual General Meeting of Shareholders 2013 on 29 March 2013.

Agenda 9. To consider and approve for the decrease of the registered capital of the Company in the amount of 42,000,000 Baht divide into 42,000,000 unissued ordinary shares with the par value of 1 Baht per share.

Board's Opinion : The approval for the decrease of the registered capital of the Company in the amount of 42,000,000 Baht by canceling the 42,000,000 unissued ordinary shares with the par value of 1 Baht per share.

Agenda10. To consider and approve for an amendment to Clause 4 of the Memorandum of Association to be in accordance with the decrease of the registered capital.

Board's Opinion : The approval for an amendment to Clause 4 of the Memorandum of Association to be in accordance with the decrease of the registered capital as per agenda no. 9 accordingly.

Agenda11. To consider and approve for an amendment to Clause 3 of the Memorandum of Association to be in accordance with the objectives of the Company to engage in the business of providing services related to study, research, analysis, testing, development and etc.

Board's Opinion : The appointment of amendment to Clause 3 of the Memorandum of Association to be in accordance with the objectives of the Company to engage in the business of providing services related to study, research, analysis, testing, development and etc.

Agenda12. To consider other businesses (if any).

Board's Opinion : Other matter proposed by shareholders should be considered.

Please kindly be informed accordingly.

Yours faithfully,



(Mr. Paitoon Eiamsirikulmit)

Company Secretary

Malee Sampran Public Company Limited