



**Invitation to the 2015 Annual General Meeting
of Shareholders**

**Malee Sampran Public Company Limited
Friday 24 April 2015 (10:00 am.)**

**Dusita Room, 5th Floor of Asia Airport Hotel
No.99/2 Moo 8 Phaholyothin Road, Kookot, Lumlukka
Pathumthani 12130**

CA010 / 2015

April 8, 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders of Malee Sampran Public Company Limited (“the Company”)

Enclosures:

1. Minutes of the 2014 Annual General Meeting of Shareholders (Enclosure 1)
2. Annual Report 2014 in CD-ROM
3. Proxy Form A,B and C (Enclosure 2)
4. Profiles of the candidate directors who have been nominated to replace the directors retiring by rotation (Enclosure 3)
5. Profiles of independent director proposed as proxy by the Company (Enclosure 4)
6. Definition of Independent Director (Enclosure 5)
7. Article of Association and Public Company Limited Act B.E.2535 (Enclosure 6)
8. Condition, Rules and Procedures to attend the Meeting (Enclosure 7)
9. Map of the 2015 Annual General Meeting of Shareholders’ venue (Enclosure 8)

The Board of Directors has resolved to hold the 2015 Annual General Meeting of Shareholders on Friday 24 April 2015 at 10:00 am. at Dusita Room, 5th Floor of Asia Airport Hotel which is located at No.99/2 Moo.8 Phaholyothin Road, Kookot, Lumlukka, Pathumthani, 12130. The agendas of the meeting will be as follows:

Agenda 1 To certify the Minutes of the 2014 Annual General Meeting of Shareholders

Fact and reasons: The 2014 Annual General Meeting of Shareholders was held on 24th April 2014. The Company accurately recorded the minutes was submitted to the Stock Exchange of Thailand and the Ministry of Commerce in the given period. A copy of the Minutes of the 2013 Annual General Meeting of Shareholders is attached as Enclosure 1.

Board’s Opinion: The board proposes that the Shareholders Meeting certify the minutes of the 2014 Annual General Meeting of Shareholders, as detail in Enclosure 1.

Agenda 2 To acknowledge the report on the Company's operating result for the Year 2014

Fact and reasons: For the financial year ended 31 December 2014, the Company and its subsidiaries has consolidated income of Baht 4,852.09 million and consolidate net profit of Baht 306.96 million. Detailed information of the Company's and its subsidiaries's operating results is provided in the Annual Report (CD-ROM) attached hereto (see detail in Enclosure 2)

Board's Opinion: The Board of Directors considered and deemed it appropriate to report the performance results of the Company for the year 2014 to the meeting of shareholders for acknowledgement.

Agenda 3 To approve the audited financial statements for the year ended 31 December 2014 of the Company.

Fact and reasons: The Board has had the Company's audited financial statements for the financial year ended 31 December 2014 prepared in order to be submitted to the Annual General Meeting of Shareholders for its consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in Enclosure 2)

Board's Opinion: The Board of Directors deems it is appropriate to approve the audited financial statements for the year end 31 December 2014 of the Company

Agenda 4 To consider and approve the dividend payment derived from operating results for the year ended 31 December 2014

Fact and Reasons: Under sections 115 of the Public Company Act, the Company must pay dividends from its profit only and section 116 provides that the Company must set aside at least five percent of its net annual profit as statutory reserve deduct by retained loss (if any) until the reserve reaches 10 percent of the Company's registered capital

The Company's policy is to pay dividends at a minimum rate of 50 percent of its net profit after income tax and legal reserve. However, the Company may consider the dividend payout by consider the cash flow, investment

plan of the Company and its subsidiaries and other necessity of other factors concerning in future.

According to the Company's operating results for the financial year ended 31 December 2014, the Company had an income of Baht 4,852.09 million and a net profit of Baht 306.96 million.

Board's Opinion: The Board proposes the Shareholders Meeting consider and approve the payment of dividend to the Company's shareholders whose names are in the Shareholder Register on 7 May 2015. The record date for determining the shareholders who are entitled to the dividend payment is 7 May 2015. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act is 8 May 2015. The dividend payout rate is Baht 1.11 per share, totaling Baht 153,156,579.00 whereby the dividend will be paid out from net profit and the due date for payment is 22 May 2014. This amounts to 50% of the annual net profit after tax which is consistent with the Company's dividend payment policy.

However, the Company's has paid the interim dividend for the first half of 2014 at rate Baht 0.50 per share on 5 September 2014. The remaining dividend will be paid at Baht 0.61 per share.

Remark the dividend payout ratio for 2013 was 52% of the annual net profit after tax.

The aforementioned right to receive dividends remains uncertain unless the 2015 Annual General Meeting of Shareholders has granted approval.

Agenda 5 **To consider and approve the appointment of directors replacing those retired by rotation.**

Fact and Reasons: Regarding to the Company's Article of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation.

Three must be a drawing by lots to determine the directors retiring on the first and the second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. For the 2014 Annual General Meeting the retiring directors were

1. Mr. Chatchai Boonyarat
2. Mr. Pichai Chirathivat
3. Mr. Krizz Chantjiraporn

The selection of persons to serve on the Board of Directors of the Company is made through the procedures of the Nominating Committee. And the selection is based on qualifications under the Public Company Act and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Board's Opinion: The Board proposes that the Shareholder Meeting consider the re-appointment of the following retiring directors to retain their offices as the Company's directors after their original term of directorship ends on a rotating basis. The three nominated directors are names as follows;

1. Mr. Chatchai Boonyarat
2. Mr. Pichai Chirathivat
3. Mr. Krizz Chantjiraporn

It is deemed that all three persons have knowledge, ability, experience and expertise which will be the advantage for the Company's operation and shareholders. The profiles of the three directors are set out in Enclosure 3 The qualification of independent director of the Company meet the requirement of the Capital Market Supervisory Board (see details in Enclosure 5)

Detail relating to the number of shares held by the nominated directors

Names of the retiring directors nominated for re-appointment	Number of shares held	Voting Right
1. Mr. Chatchai Boonyarat	None	None

2. Mr. Pichai Chirathivat	13,195,800	13,195,800
3. Mr. Krizz Chantjiraporn	None	None

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2015

Fact and Reasons: The nomination and remuneration committee has determined director's remuneration on the basis of the Company's operating results in the previous year, the director's performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors. And refer to the remuneration data of the directors and the executives in the public company year 2013 from the Stock Exchange of Thailand.

Board's Opinion: The board proposed that the shareholders meeting consider and approve the following directors' remuneration in total limited not over 10,000,000 Baht for the year 2015 onwards (as same level as those of preceding years) until shareholders approve further changes.

Agenda 7 To consider and approve the appointment of auditors and to determine their remuneration

Fact and Reasons: Section 120 of the Public Company Act requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration. In addition, as prescribed by the Notification of the Securities and Exchange Commission No.Gor Jor 39/2548 Re: Rule, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issues no.20), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for five consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

The Audit Committee proposes that the Shareholder Meeting approve the appointment of Mrs.Kesree Narongdej, Certified Public Accountant No.76 and/or Mrs.Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 and/or Mr.Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 from

A.M.T.& Associates, to be the Company's auditors for the year 2015 and proposed to determine the audit fee to be in the amount of no more than Baht 2,200,000 which is composed of Baht 1,655,000 for the Company and Baht 545,000 for its subsidiary (excluding out-of-pocket expenses) increase from previous year 2%. Moreover, the A.M.T. Associated Audit Office and Mrs.Natsarak Sarochanunjeen was the Company's auditor 4 years.

Board's Opinion: The Board proposed that the Shareholders Meeting consider and approve the appointment of Mrs.Kesree Narongdej, Certified Public Accountant No.76 and/or Mrs.Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 and/or Mr.Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 from A.M.T.& Associates, to be the Company's auditors for the year 2015 with their remuneration of up to Baht 2,200,000 per annum (excluding out-of-pocket expenses) which increase by 2% from previous year. In addition, the A.M.T. Associated Audit Office and Mrs.Natsarak Sarochanunjeen was the Company's auditor 4 years.

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates.

Agenda 8 To consider any other business (if any)

You are therefore invited to attend the meeting on the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B. A Foreign shareholder who appoints a custodian in Thailand to deposit and take care of his shares, please use the attached proxy form C and submit it to the Company before attending the meeting.

Yours sincerely,



(Mr. Paitoon Eiamsirikulmit)
Company Secretary
Malee Sampran Public Company Limited