

AGM 001/2014

March 30, 2014

Subject : Invitation to the Annual General Meeting of Shareholders 2014

To : Shareholders of Prinsiri Public Company Limited

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders held on 2013.
 2. Annual Report for 2013 CD format.
 3. The annual financial statements 2013
 4. List of Auditors and detailed of Audit fee.
 5. The proposed dividend payment compared to net profit. And comparison of the dividends.
 6. Profiles of nominated candidates to be elected as new directors and profile of directors who are retiring by rotation.
 7. Remuneration.
 8. Proxy And details of the proposed independent directors as proxies of the Shareholders.
 9. Regulations of the Prinsiri Limited (PCL) related to the Annual General Meeting.
 10. Registration Terms and evidence required to attend a meeting of shareholders.
 11. Map of the Location of the meeting 2014.

The Board of Directors of Prinsiri Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2014 on April 29, 2014 at 12:00 a.m. Start the meeting at 02.00 p.m. At the Centara Grand Bangkok Hotel. 1695 Phaholyothin Road, Chatuchak, Bangkok Metropolis, to consider the following items on the agenda as follow:

Agenda Item 1 **To consider approve the Minutes of 2013 Annual General Meeting held on April 26, 2013**

Fact and Rationale The Annual General Meeting 2013 was held on April 26, 2013 by a copy of the minutes. As Attachment 1.

Opinion of the Board The Committee considers it appropriate to propose of the Annual General Meeting. To approve the Minutes of the above.

Agenda Item 2 **To acknowledge of the operating results of the Company for the year 2013.**

Fact and Rationale To report the results of operations of the Company. For the financial year ended December 31, 2013 and 2013 Annual report to shareholders for acknowledgment. As Attachment 2

Opinion of the Board The Committee considers it appropriate to propose to the Annual General Meeting. To acknowledge the performance of the Company. For the year ended December 31, 2013 and approved the Annual Report 2013.

Agenda Item 3 **To consider and approve the financial statements for the year 2013.**
Fact and Rationale The Annual financial statements for the year 2013 and the report of the auditor. Appear in the annual report in 2013 which has been audited by the Certified Public Accountant (CPA). And approved by the Audit Committee.
Opinion of the Audit Committee The Audit Committee meetings And consider the Annual Financial statements together with the Certified Public Accountant believes that the financial statements of the Company for fiscal year 2013 is correct. Unconditional the disclosure required under standard account.
Opinion of the Board The Committee considers it appropriate to propose to the Annual General Meeting for consideration. And approving the 2013 the Annual financial statements for the year ended December 31, 2013 were audited by a Certified Public Accountant. And approved by the Audit Committee. Details are shown in Attachment 3

Agenda Item 4 **To consider and approve the appointment of auditors for the financial year ended December 31, 2014 and determine the amount of the annual Audit.**

Fact and Rationale So that the meeting to appoint the Auditor. And determine the auditors of the Company for the year 2557 as 2535, Section 120 and Regulations of the section 58

Opinion of the Audit Committee The Audit Committee meetings And consider the Annual financial statements together with the Certified Public Accountant believes that the financial statements of the Company for fiscal year 2013 is correct. Unconditional the disclosure required under standard account. The Audit Committee has considered the selection of the auditor of the Company. And the remuneration of the auditors. And has provided comments to the Board of Directors for approval Mrs. Vilairat Rojnuckarin CPA License No. 3104 or Ms. Somjintana Pholhirunrat CPA License No. 5599 or Ms. Supaporn Mungchit CPA License No. 8125 of DIA International Auditing Company Limited. As auditors for the year 2014 which Mrs. Vilairat Rojnuckarin It is signed on the financial statements of the company since 2013 - present, including one year work functions as Auditors are well along. And to approve the remuneration of the auditors of not exceeding Baht 2,450,000. For the auditor of Prinsiri Limited (the Company) and its subsidiaries for the year 2014, an increase of 10.36 percent over the past fiscal year. Including income and the value of the assets of the Company and its subsidiaries have increased and the number of transactions has increased. That effect to take the time to check the increase.

Opinion of the Board According to comply with the Companies Act . Which requires that the Annual General Meeting. Appointment of an auditor and fix the auditor of the company every year. And with the offering of the Audit Committee . The Board of Directors has determined. Proposed to the Annual General Meeting for consideration. And approve the appointment of the auditors of the DIA International Auditing Company Limited, under the following names as Auditor of the Company for the year 2014.

1. Mrs.Vilairat Rojnuckarin CPA License No. 3104 or
2. Ms. Somjintana Pholhirunrat CPA License No. 5599 or
3. Ms. Supaporn Mungchit CPA License No. 8125

By giving the Auditor, by each one to have an empowered to audit and express an opinion on the financial statements of the Company. And consolidated the audit fee for the year 2014 in the amount of Baht 2,450,000 as shown in Attachment 4

Auditors are nominating it. Auditors as the same auditors of the subsidiaries by the nomination of the auditors are not have relationship or interest in the company / subsidiaries / executives / major shareholders. Or a person related to such person in any way.

The Mrs.Wirailuck Rojnuckarin or Ms.Somjintana Pholhirunrat or Ms. Supa Mangchit the auditor of 5 subsidiary of the Company is Grow Yotha Group Co., Ltd., Prin Venture Co., Ltd., CNS PR (Thailand) Co., Ltd., Plearnnary Mal and Prin Energy Co., Ltd, which the Audit Fees of Company and its subsidiaries are 6 companies. Amount of 2,450,000 baht for the other non-audit fee in the fiscal year, the Company and its subsidiaries did not receive any other company service from the Audit's company of the auditors. Parties related to the auditors and the audit office as the Auditors working.

Incidentally, in 2013 the company auditor DIA International Audit Company Limited is a fee of 2,220,000 baht, in 2014 the remuneration of the auditors increased from year 2013, about 10.36 percent due to the increase of its subsidiary, Capricorn major Energy limited, including income and the value of the assets of the company and its subsidiaries have increased and the number of transactions has increased. It takes the time to check the increase.

Remuneration of Auditors	Year 2014(Baht)	Year 2013 (Baht)
The auditors of the Company	1,620,000	1,570,000
The auditors of subsidiaries	830,000	650,000
Other services	-None-	-None-
Total remuneration of auditors	2,450,000	2,220,000

Agenda Item 5 To consider and approve the financial statements for the year 2013.

Fact and Rationale

Under Section 116 of the Public Companies Act 2535 and Articles of Association, Article 57 stipulates that the company must allocate the annual net profits to a reserve fund. It is no less than 5 percent of its net income after deducting accumulated deficit brought forward (if any) Until the reserve is not less than 10 percent of the share capital.

The accompanying financial statements for the period ended 31 December 2556 have been audited company. It turns out that the consolidated net profit for the year was Baht 191,795,709.13 and the company's dividend policy, respectively 40 of net profit after tax, and legal reserve.

Opinion of the Board The Committee considered the comments below:

- 1) Company's legal reserve and regulations of the company fully 10 percent of the registered total Baht 127,604,940.10 so without further more appropriation.
- 2) The company's net profit was Baht 191,795,709.13 according to dividend policy. No more than 40 percent of the net profit after tax. And legal reserve the dividend is based on the business plan and financial plan of the company. The Committee considers that Meeting of Shareholders to approve the dividend payment. For the year 2013 to the shareholders of the Company 1,219,971,755 shares, calculated on the net income of the consolidated financial statements after tax. Dividends paid in cash at the rate of Baht 0.02 per share totaling Baht 24,399,435.10 or 12.72 percent of the net profit, in line with the dividend policy of the Company is scheduled.

As mentioned above, the dividend will be paid to shareholders whose names appear in the Register of Shareholders of the Company. In determining the list of shareholders (Record Date) is the date of March 13, 2557. And determined that on March 14, 2014 as the closing date to collect a list of shareholders. Under Section 225 of the Securities and Exchange Commission. Dividends will be paid on May 23, 2014.

Agenda Item 6 To consider and approve the appointment of directors to replace those who will retire by rotation.

Fact and Rationale Under Section 71 of the Public Companies Act 2535 and Articles of Association, Article 22 requires that in each Annual General Meeting. The resignation of a rate of 1 in 3. If the number is divided into three parts do not match. Then the number nearest to one third of the directors retire by rotation. May be selected for re-election.

This year, the directors are as following expiration of the term of three persons to vacate effect on the date of the Annual General Meeting of Shareholders No. 1/2014.

1. Mr.Chaiwat Kovitchindachai (Retired by rotation) Proposed as Directors.
2. Mr.Utane Kongsoontornkitkul (Retired by rotation) Proposed as Directors.
3. Mr.Kwanchai Mongkolkittaveepol (Retired by rotation) Proposed as Directors.

In summary, a history detailed of the person be proposed to the shareholders for approval.

Opinion of Nomination and Remuneration Committee The Nomination and Remuneration Committee. Excluded the Board stakeholders. To consider the Common qualifications, Knowledge, Experience in related business. It will be beneficial for the operation of the company As far as performance director in the past. Including the qualifications of the Public Limited Companies Act BE 1992, the Nomination Committee the Board stakeholders so that all three directors are eligible. Be elected as directors for another term.

Opinion of the Board Board of Directors exclude the Board stakeholders jointly qualifications in various fields. It considers appropriate qualification experience and expertise from a variety of professions. Has had a transparent a visionary. Including performance as directors in the past and found that all three directors. Qualified be elected as directors for another term.

Details on the age of the shareholding in the Company qualification work experience. Directorship in other companies Details are shown in Attachment 6

Agenda Item 7 To approve the Directors' remuneration for the year 2014

Fact and Rationale Remuneration for the year 2014 in the amount not exceeding Baht 3,708,000, which was paid in 2013.

Remuneration of Directors and Subcommittees	2014 (Baht)	2013 (Baht)
Meeting Fee *		
1. Chairman	-None-	-None-
2. Directors And subcommittees **	420,000	420,000
Remuneration of Directors	3,288,000	3,288,000
Other Remuneration	-None-	-None-
Total	3,708,000	3,708,000

* Those who are entitled to receive meeting fee of independent directors only. Excluding the Chairman.

**Sub-committee. To be eligible to receive the meeting fee are Audit Committee, the Nomination Committee and Remuneration Committee. Only the Strategy Committee, Risk Management Committee and Board of Directors. No meeting fee.

Opinion of Nomination and Remuneration Committee When considering the performance of the company. Nomination and Remuneration Committee by carefully scrutinize the suitability of various reasons. And according to the same industry. Including consideration of the expansion of business and profitable growth of the Company. Discretion of the Remuneration Committee of the Company, the proposed rates. That is not to increase the monthly Remuneration of Directors. And the Independent Director Shareholders should approve the Remuneration of Directors for the year 2014 are shown in detail in Attachment 7.

Opinion of the Board Approved the remuneration for the year 2014.

Agenda Item 8 To consider and approve the Company to issue and sale of Long-term debentures in the amount not exceeding 1,500 MB.

Fact and Rationale The company has plans to expand steadily. As a result, the company will seek other funding sources. In addition to funding from the venture. The loan from banks and financial institutions. So the company can streamline the management options for financing the Finance costs is low. Company will issue and sell debentures. Not exceeding Baht 1,500 million.

Opinion of the Board Approve the Company to issue and sale of debentures in the amount not exceeding Baht 1,500 million.

Agenda Item 8 Other (if any).

Would like to invite all shareholders to attend the meeting at the time and place mentioned above by the shareholders will have to show the documents of shareholders or representatives of shareholders entitled to attend the meeting as stated in the attached document. To the Chairman of the meeting before attending the meeting. The company is open for registration to attend the meeting at 12.00 am on April 29, 2014 at the Centara Grand Bangkok hotel, Bangkok 2rd room, 1695 Phaholyothin Road , Chatuchak District, Bangkok Metropolis

If the shareholder who cannot attend the meeting in person. And wish to appoint a person to attend the meeting. And vote on their behalf at the meeting. Please appoint to another person. Or Mrs. Anchalee Pipatanasern residing at 109/2 Moo 9 Tambon Bang Kruai, Bang Kruai District, Nonthaburi. As an Independent Director Which has no stake in the proposed agenda for the Annual General Meeting 2014 is attend and vote in his stead Form of Proxy. The complete and sign the Form of Proxy enclosed herewith. Are set out in Attachment 8.

According to the number of shares and number of shareholders, a quorum by the articles of association, which is in accordance with the Act of Public Companies 1992. Given in the Annual General Meeting must be shareholders and proxies of the shareholders (if any) of not less than 25 person or not less than one-half of all shareholders must have the shares. Amounting to not less than 1 in 3 of the total issued shares of the company's total paid attendance. Therefore, the quorum for ease and speed of assembly. Company's cooperation, please kindly send the proxy form to the Company at least one day before the meeting, the company has facilities in stamp duty for the register attending the meeting.

The Company has set a closing date for collecting shareholders names of shareholders. For the right to attend the annual general meeting of shareholders at this time on March14, 2014.

Please be informed accordingly.

Yours sincerely,

Mr.Chaitat Kovitchindachai
Board Secretary