

AGM 001/2015

March 30, 2015

Subject : Invitation to the Annual General Meeting of Shareholders 2015.

To : Shareholders of Prinsiri Public Company Limited.

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders held No.2014
 2. Annual Report for 2014 CD format
 3. The annual financial statements 2014
 4. List of Auditors and detailed of Audit fee.
 5. The proposed dividend distribution rate, compared with a net profit and dividend rate comparison.
 6. Profiles of nominated candidates to be elected as new directors and profile of directors who are retiring by rotation.
 7. Remuneration and rewards for the independent directors.
 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 2015.

According to the Meeting of the Board Directors Prinsiri Public Company Limited. No. 1/2015 on February 27, 2015 resolved to hold the Annual General Meeting of Shareholders 2015 on Friday, April 24, 2015. At 12:00 p.m. start the meeting at 02.00 p.m. At Lad Phrao Suit the Centara Grand Bangkok Hotel. No.1695 Phaholyothin Road, Chatuchak, Bangkok to consider the following items on the agenda as follow:

Agenda Item 1 **To consider and certify the Minutes of 2014 Annual General Meeting held on April 29th, 2014**

Fact and Rationale The Annual General Meeting 2014 was held on April 29th, 2014 by a copy of the minutes According to attachment 1

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

Agenda Item 2 **To acknowledge of the operating results of the Company for the year 2014**

Fact and Rationale To report the results of operations of the Company. For the year ended December 31st, 2014, and Annual Report 2014 to Shareholders for acknowledgment. Are shown in 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 31st, 2014 and certified the Annual Report 2014.



Agenda Item 3

To consider and approve the financial statements for the year 2014

Fact and Rationale

The Annual financial statements for the year 2014 and the report of the auditor. Appear in the annual report in 2014 which has been audited by the Certified Public Accountant (CPA) and approve by the Audit Committee.

Opinion of the Audit Committee The Audit Committee meeting, and considered the Annual Financial statements together with the Certified Public Accountant believe that the financial statements of the Company for fiscal year 2014 are 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 Annual financial statements 2014 for the year ended December 31, 2014, 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, 2015 and determine the amount of the Annual Audit

Fact and Rationale

For the meeting to consider the appointment of the auditor and determine the amount of the audit fee for the year 2015, the Public company Act 2535 (1992). According to section 120 of the Company's articles of Association and article 58.

Opinion of the Audit Committee 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 Rojnakarin CPA License No. 3104 or Ms. Somjintana Pholhirunrat CPA License No. 5599 or Ms. Suphaphorn Mangjit CPA License No. 8125 of DIA International Audit Co.,Ltd. As auditors for the year 2015 which Mrs. Vilairat Rojnakarin, is a signatory in the financial statements of the company since 2013 - present total 2 years, current duties as auditor and approve the remuneration of the auditors not exceeding Baht 2,745,000. The Auditor fee of Prinsiri Limited (the Company) and its subsidiaries for the year 2015, an increase of 12.04 % over the past fiscal year. Including income and the value of the assets of the Company and its subsidiaries have increased, as well as a number of accounting entries, there is more. An effective, as a result to take the time to examine the transaction more and more.

Opinion of the Board

According to comply with the Public Companies Act . This requires that the Annual General Meeting. Appointment of auditor and the auditor fee of the company every year and the recommendation of the Audit Committee. The Board of Directors has determined. Proposed to the Annual General Meeting of Shareholders for consideration and approve the appointment of the auditors of the DIA International Audit Co., Ltd. under the following names as auditor of the Company for the year 2015.

- | | |
|--------------------------------|-------------------------|
| 1. Mrs.Vilairat Rojnakarin | CPA License No. 3104 or |
| 2. Ms. Somjintana Pholhirunrat | CPA License No. 5599 or |
| 3. Ms. Suphaphorn Mangjit | CPA License No. 8125 |



The auditor, whomever to investigate. And the comment on the financial statements of the company, the consolidated financial statements, and configure the audit fee for the year 2015, amount 2,745,000 appeared on attachment 4

Auditors to be nominate. As the same auditor of the Company Subsidiary, the auditor under the names of those suggested that there is no have relationship. Or interest in the companies / subsidiaries / major shareholders. Or any person related to such person in any way.

The Mrs.Vilairat Rojnakarin or Ms.Somjintana Pholhirunrat or Ms.Suphaphorn Mangjit the auditor of 7 subsidiary of the Company is Grow Yotha Group Co., Ltd., Prin Venture Co., Ltd., CNS PR (Thailand) Co., Ltd., Plearnary Mall and Prin Energy Co., Ltd, Plearnland Co., Ltd and Eatery Co., Ltd. which the Audit Fees of Company and its subsidiaries are 8 companies. Amount of 2,745,000 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 2014 the company auditor DIA International Audit Co., Ltd. is a fee of 2,450,000 baht, in 2015 the remuneration of the auditors increased from year 2014, about 12.04 percent due to the increase of its subsidiary, Plearnland Co., Ltd. And Eatery Co., Ltd., including income and the value of the assets of the company and its subsidiaries has increased and the number of transactions has increased. It takes the time to check the increase.

Remuneration of Auditors	Year 2015(Baht)	Year 2014 (Baht)
The auditors of the Company	1,600,000	1,620,000
The auditors of subsidiaries	1,145,000	830,000
Other services	-None-	-None-
Total remuneration of auditors	2,745,000	2,450,000

Agenda Item 5 To consider and certify the appropriation of the reserve in accordance with the law and approved the dividend payment for the year 2014.

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 % of its net income after deducting accumulated deficit brought forward (if any) until the reserve is not less than 10 % of the share capital.

The accompanying financial statements for the period ended December 31, 2014 have been audited company. It turns out that the consolidated net profit for the year was Baht 74,495,499.93 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 % of the registered total Baht 127,604,940.10 so without further more appropriation.
- 2) The Company's net profit was Baht 74,495,499.93 according to dividend policy. No more than 40 % 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 2014 to the shareholders of the Company 1,220,011,755 shares, calculated on the net income of the consolidated financial statements after tax. Dividends paid in cash at the rate of Baht 0.05 per share totaling. Baht 61,000,587.75 or 81.88 % of net profit, which is higher than the dividend policy defined by the Company is scheduled as shown in Attachment 5.



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 16th, 2015. And determined that on March 17th, 2015 as the closing date to collect a list of shareholders. Under Section 225 of the Securities and Exchange act. Dividends will be paid on May 22rd, 2015.

Agenda Item 6

Fact and Rationale

To consider and certify the appointment of directors to replace those who will retire by rotation.

Under section 71 of the Public Company Act of 2535 and regulations of Clause 22 requires that the annual general meeting, every time. The directors retire at 1 in 3 if the numbers of directors to be divided into three parts are not. Then the number nearest to Part 1 of the 3 directors retire by rotation shall be eligible for re-election.

This year the names of the following persons will be retiring by rotation by the resignation effective on the date of the Annual General Meeting of Shareholders of the Company No. 1/2015.

1. Associate Professor. Witaya Danthamrongkul (Retired by rotation) Proposed as Directors.
2. Assistant Professor. Monpaka Vongsa (Retired by rotation) Proposed as Directors.

In summary, a history detailed of the person be proposed to the shareholders for approval. Associate Professor. Witaya Danthamrongkul and Assistant Professor. Monpaka Vongsa, the two of them was getting elected. From the shareholders to the board of directors of the company in 2012, the Completed term of the positions at the general meeting of this year.

Opinion of Nomination and Remuneration Committee Associate Professor. Witaya Danthamrongkul and Assistant Professor.

Monpaka Vongsa both the Nomination and Remuneration Committee. This is a committee of stakeholders. Cannot participate in the consideration of this agenda. The Board of Directors proposes to consider and approve the appointment of directors to retire by rotation next.

Opinion of the Board

The board of Directors does not include the stakeholders. Common qualifications in various fields. As far as performance results director. During the past it considers the appropriate qualifications, knowledge, abilities and experience that will benefit the operations of the Company. The ability to use discretion straight forward. As well the qualifications of the Public Companies Act 2535. Requiring Board of Directors Which does not include directors who are stakeholders, so that these two of them are eligible. 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 consider and certify the remunerations of the company's Director of the year 2015. And approved the annual Bonus for the Independent Director who served the company in 2014

Fact and Rationale Remuneration for the year 2015 in the amount not exceeding Baht 3,708,000, which was paid in 2014. The independent compensation operation results for year 2014, amounting to a total of 610,000 Baht.

Remuneration of Directors and Subcommittees	2015 (Baht)	2014 (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 and Remuneration Committee. Only the Strategy and Risk Management Committee and Executive Board 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 meeting fee. The Board to be approves the Remuneration of Directors for the year 2015. And to approve the compensation of independent directors. For the year 2014 in the amount of not more than 610,000 baht details are shown in the Attachment 7.

Opinion of the Board Approved the remuneration for the year 2015. And approved the compensation for the independent directors. For the year 2014

Agenda Item 8 To consider and certify 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 long-term debentures. Not exceeding Baht 1,500 million.

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



Agenda Item 9

Approval to reduce the registered capital of the company.

Fact and Rationale

The warrants to the directors and / or officers of the Company. And subsidiaries (“ESOP Scheme”) amendment to the directors, employees and subsidiaries expired on December 30, 2014. The said project had warrants are not exercised 56,030,100 ordinary registered shares, so that was reserved for the exercise by the holders of warrants of 56,030,100 shares. Those are not available to be canceled under section 140 of the Public Companies Act, 2535, by reducing the share capital and shares of the Company.

Opinion of the Board Board

Board of Directors. Agreed will propose to the Annual General Meeting to consider, and certify the reduction of the share capital of the Company. Of the share capital THB 1,276,041,855. The THB 1,220,011,755 divided into 1,220,011,755 shares with a par value of Baht 1 per share. By canceling shares already registered but have not cut the number of shares, 56,030,100 shares with a par value of Baht 1 per share.

Agenda Item 10

To consider and certify the amendment to Clause 4 to be consistent with the reduction of the share capital of the Company

Fact and Rationale

As a result of approval of the Company’s capital reduction. 9, to the changes the essence of the Company. So as to accuracy and effect is completely the legal. Must be approve the amendment in Clause 4.

Opinion of the Board

Board of Directors It was agreed to propose to the Annual General Meeting to consider and approved the registration of the amendment to Article 4 of the Company to comply with the reduction of the share capital of the Company. The amendments are detailed below.

4. Capital	1,220,011,755	Baht	(One billion two hundred twenty million eleven thousand seven hundred fifty-five baht)
Divided into	1,220,011,755	Share	(One billion two hundred twenty million eleven thousand seven hundred fifty-five Share)
Share Value	1	Baht	(One Baht)
Share	1,220,011,755	Share	(One billion two hundred twenty million eleven thousand seven hundred fifty-five Share).
Preference share	-	Share	

Agenda Item 11

Other matters (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 p.m. on April 24, 2015 at Lad Phrao Suit the Centara Grand Bangkok Hotel, Bangkok. No.1695 Phaholyothin Road, Chatuchak District, Bangkok.

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 Associate Professor. Anchalee Pipatanasern residing at 109/2 Moo 9 Bang Kruai, Bang Kruai District, Nonthaburi. As an Independent Director which has no stake in the proposed agenda for the Annual General Meeting 2015 is attend and vote in his stead Form of Proxy. The complete and sign the Form of Proxy enclosed herewith 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 Public Companies act 2535. 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 March 17, 2015.

Please be informed accordingly.

Yours sincerely,

Mr.Chairat Kovitchindachai
Secretary of the Board

