

AGM 001/2017

March 30, 2017

Subject : Invitation to the Annual General Meeting of Shareholders 2017

To : Shareholders of Prinsiri Public Company Limited

- Attachments:**
1. Annual Report for 2016 CD format.
 2. The annual financial statements 2016.
 3. List of Auditors and detailed of Audit fee.
 4. The proposed dividend payment compared to net profit. And comparison of the dividends.
 5. Profiles of nominated candidates to be elected as new directors and profile of directors who are retiring by rotation.
 6. Remuneration
 7. Proxy and details of the proposed independent directors as proxies of the Shareholders.
 8. Regulations of the Prinsiri Limited (PCL) related to the Annual General Meeting.
 9. Registration Terms and evidence required to attend a meeting of shareholders.
 10. Map of the Location of the meeting 2017

The Board of Directors of Prinsiri Public Company Limited 1st /2017 on February 20, 2017 has resolved to hold the Annual General Meeting of Shareholders 2017 on April 28, 2017 registration at 12.00 a.m. and start the meeting at 02.00 p.m. at Grand Ballroom 1 , Rama Gardens Hotel. 9/9 Vipawadee Rangsit Road, Bangkhen , Lak Si, Bangkok, to consider the following items on the agenda as follow:

- Agenda Item 1** **To acknowledge of the operating results of the Company for the year 2016**
- Fact and Rationale :** To report the results of operations of the Company. For the financial year ended December 31, 2016 and the Annual report of 2016 to shareholders for acknowledgment. As attachment 1.
- 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, 2016 and approved the Annual report of 2016.



Agenda Item 2

To consider and approve the financial statements for the year 2016

Fact and Rationale

The Annual financial statements for the year 2016 and the report of the auditor. Appear in the annual report in 2016 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 for fiscal year 2016 together with the Certified Public Accountant believes that the financial statements of the Company for fiscal year 2016 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 2016 the Annual financial statements for the year ended December 31, 2016 were audited by a Certified Public Accountant. And approved by the Audit Committee. Details as shown in Attachment 2.

Agenda Item 3

To consider and approve the appointment of auditors for the financial year ended December 31, 2017 and determine the amount of the annual Audit.

Fact and Rationale

The meeting considers appointing the auditor and determining the auditors of the Company for the year 2017 as 1992 section 120 and Regulations of the section no. 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 Mr. Nopparoeck Pissanuwong CPA License No 7764 or Miss Somjintana Pholhirunrat CPA License No. 5599 or Miss Supaporn Mungchit CPA License No. 8125 of DIA International Auditing Company Limited as auditors for the year 2017. And to approve the remuneration of the auditors of not exceeding 3,100,000 bah. For the auditor of Prinsiri Limited (the Company) and its subsidiaries for the year 2017, an increase of 8.77 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 need to appoint 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 and 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 Auditors of the Company for the year 2017.

1. Mr. Nopparoek Pissanuwong CPA License No 7764
2. Miss Somjintana Pholhirunrat CPA License No. 5599
3. Miss 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 2017 in the amount of 3,100,000 baht as shown in Attachment 3

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 anyway.

By this Mr. Nopparoek Pissanuwong or Ms.Somjintana Pholhirunrat or Ms.Supaporn Mangchit is the auditor of 7 subsidiaries of the company which is Grow Yotha Group Co.,Ltd. , Prin Venture Co.,Ltd. , CN SPR (Thailand) Co.,Ltd., Plearnary Mall and Prin Energy Co.,Ltd. , Plearn Land co.,Ltd. and Eatery Co.,Ltd. which the Audit Fees of Company and its subsidiaries are 8 companies. Amount of 3,100,000 baht for the 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 2016 the company auditor DIA International Audit Company Limited charged for a fee of 2,850,000 baht, in 2017 the remuneration of the auditors increased from year 2016, about 8.77 percent which the board of the committee considered that it's appropriated and compatible with the company's business due to the number of transactions of the company and the subsidiaries has increased. It takes the time to check the increase as well.

Remuneration of Auditors	Year 2017 (Baht)	Year 2016 (Baht)
The Company's auditors	1,910,000	1,660,000
The Subsidiaries' auditors	1,190,000	1,190,000
Other services	None	None
Total amount of the auditors' remuneration	3,100,000	2,850,000

Agenda Item 4

To consider and approve the appropriation as a legal reserve and approve the dividend payment for the year 2016

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 2016 which have been audited, it turns out that the consolidated net profit for the year was 215,902,925.91 baht and the company's dividend policy, respectively 40 percent of net profit after tax, and legal reserve.

Opinion of the Board :

The Committee considered the comments as below:

1) Company's legal reserve and regulations of the company fully 10 percent of the registered total 127,604,940.10 baht so without further more appropriation.

2) The company's net profit was 215,902,925.91 baht according to dividend policy. No more than 40 percent of the net profit after tax and legal reserved the dividend which is based on the business plan and financial plan of the company.

The Committee, therefore ,recommends the Meeting of Shareholders to acknowledge the interim dividend payment for the first half of the fiscal year 2016 (January 1 - June 30,2016) had been paid amounting of baht 0.06 per share on September 7,2016 .Totaling not exceeding Baht 73,200,705.30

Including to, that Meeting to approve the dividend payment. For the half year later of the fiscal year 2016 (July 1 – December 31,2016) 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 another amount at the rate of 0.06 baht per share in total 73,200,705.30 baht..Totaling ,



the dividend payment from the net profit of 2016 in total 146,401,410.60 baht or 67.81 percent of the net profit, over line with the dividend policy of the Company is scheduled as shown in Attachment 4.

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, 2016 as the closing date which is on March 14, 2016 to collect a list of shareholders. Under Section 225 of the Securities and Exchange Commission. Dividends will be paid on May 25, 2016.

Agenda Item 5

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 must be in a rate of 1 in 3. If the number is divided in three parts do not match, the nearest number to one third of the directors retire by rotation might be selected for re-election.

This year, the directors are as following expiration of the term of two persons to vacate effect on the date of the Annual General Meeting of Shareholders No. 1/2017.

- | | |
|------------------------------------|----------------------|
| 1. Mr.Utane Kongsoontornkitkul | Proposed as Director |
| 2. Mr.Kwanchai Mongkolkittaweeapol | Proposed as Director |

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

Mr.Utane Kongsoontornkitkul and Mr.Kwanchai Mongkolkittaweeapol , two of them was elected from the shareholders to be the Directors in 2014 and the term will be ended in this Annual General Meeting.

Opinion of Nomination and Remuneration committee: The Nomination and Remuneration Committee.

Excluded the Board stakeholders consider the Common qualifications as far as performance as director in the past agree that all two 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, knowledge, ability, and experience in related business including performance as directors in the past. Fairly discretion, be responsible, work carefully and honestly. Including the qualifications of the Public Limited Companies Act BE 1992, the Nomination Committee the Board stakeholders so that all two directors are eligible. 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 5

Agenda Item 6 To consider and approve the Directors' remuneration for the year 2017 and to approve the gratuity of Independent Directors for the year 2016

Fact and Rationale The Committee Remuneration for the year 2017 in the amount not exceeding 3,708,000 baht which is the same as in the year 2016 and for the remuneration of the Independent Committee in the year 2016, the amount not exceeding 1,464,000 baht.

Remuneration of Directors and Subcommittees	2017 (Baht)	2016 (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 comparison to the same industry including the consideration of the expansion of business and profitable growth of the Company. Discretion of the Remuneration committee of the Company, the proposed rates is not increase.



The monthly Remuneration of directors and the Independent Director. Share holders should approve the Remuneration of Directors for the year 2017 and determine for the gratuity of the Independent Committee for the fiscal year 2016 for the amount not exceeding 1,464,000 baht as shown in detail in Attachment 6.

Opinion of the Board Approved the remuneration of the Directors for the year 2017 and the remuneration of the Independent Directors for the year 2016.

Agenda Item 7 To consider and approve the Company to issue and sale of Long-term debentures in the amount not exceeding 1,500 Million Baht.

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 which has lower cost. Company will issue and sell debentures. Not exceeding 1,500 Million Baht.

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

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 on April 28, 2017 at 12.00 a.m. Grand Ballroom 1, Rama Gardens Hotel. 9/9 Vipawadee Rangsit Road, Bangkok, Lak Si, 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 Mrs. Anchalee Pipatanasern residing at 109/2 Moo 9 Tambon Bang Kruai, Bang Kruai District, Nonthaburi. as an Independent Director to attend and vote in his stead Form of Proxy. The complete and sign the Form of Proxy enclosed herewith.

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 March 14, 2017

Please be informed accordingly.

Yours sincerely,

Mr. Chairat Kovitchindachai
Board Secretary