

#### NAVA NAKORN PUBLIC CO.,LTD.

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April 1<sup>st</sup> 2012

Subject: Invitation to the 2012 Shareholders Annual General Meeting

To: Shareholders of Nava Nakorn Public Company Limited

Enclosures: 1. Minutes of AGM meeting 2011

- 2. Annual Report for the Year 2011 (CD ROM)
- 3. Profiles of directors to be appointed to replace those who retire by rotation
- 4. Proxy Form
- 5. Document of the Rights to attend the meeting
- 6. Location map of the venue of the meeting
- 7. The Company's articles of association regarding to AGM

As the Board of Directors of Nava Nakorn Public Company Limited has arranged the 2012 Shareholders Annual General Meeting on Wednesday, April 25, 2012, 10.30 am, at Arnoma Hotel, Rajdamri Road, Pathumwan, Bangkok in order to consider on various meeting agenda as followed:

### Agenda 1 Chairman's Announcement

<u>Proposal of the Board of Directors</u>: appropriate to inform shareholders the subject matters that the Chairman will announce to the meeting

### Agenda 2 Approval of the Minutes of the 2011 Shareholders Annual General Meeting

<u>Proposal of the Board of Directors</u>: appropriate for the Shareholders' Meeting to certify the minutes of the 2011 Shareholders Annual General Meeting on April 21, 2011 (please refer to an enclosure no. 1.)

### Agenda 3 Acknowledgement of the Company Operating Results for the Fiscal Year 2011

<u>Proposal of the Board of Directors</u>: appropriate to report the company operating results for the fiscal year 2011 to shareholders (please refer to the enclosure no. 2.)

### Agenda 4 Approval of the Audited Financial Statements Ended December 31, 2011

<u>Proposal of the Board of Directors</u>: appropriate to approve the audited balance sheets and income statements for the fiscal year 2011 ended December 31, 2011 (please refer to

the enclosure no. 2.) which were already approved by the licensed auditor, the Audit Committee, and the Board of Directors.

# Agenda 5 Approval of Allocation of Profit for Legal Reserve and Dividend Payment to Shareholders for the fiscal year 2011

<u>Proposal of the Board of Directors</u>: appropriate for the Shareholders' Meeting to allocate 1,119,194.1 Baht of profit for legal reserve and to abandon the dividend payment for the fiscal year 2011. Since net profit in the fiscal year 2011 is 48,495133 Baht and there is a policy that dividend payment should be no less than 50 percent of net profit, hence the dividends would be very few at 0.016 Baht per share.

Dividend Payment Comparison	Fiscal Year 2010	Fiscal Year 2011
Dividend Payment (million Baht)	101.5	-
Dividend per Share	0.07	-

### Agenda 6 Appointment of new Board Members to replace those who retire by rotation

**Board of Directors' resolution:** appropriate to approve a re-appointment of directors who completed the term as followed, 1) Mrs.Suvalai Chandawanich 2) Mrs.Leena Charernsri 3) Gen.Sommai Wichaworn 4) Mr.Seksit Charoensethasil 5) Lady Nattanon Taweesin, back into incumbency for one more term. The profiles of these 5 directors are in the enclosure no. 3.

### Agenda 7 Approval of Remuneration of Directors for the fiscal Year 2012

<u>Proposal of the Board of Directors</u>: appropriate to approve the remuneration of the Director for the fiscal year 2012 as the remuneration committee has proposed meeting attendance fee and regular remuneration in the same amount as last year which shareholders already approved in 2011, totaling 30,000,000 baht.

## Agenda 8 Approval of Appointment of the Company's Auditor and Determining Auditor Fee for the fiscal Year 2012

Proposal of the Board of Directors: appropriate to appoint one of these candidates from KPMG Phoomchai Audit Ltd., (1) Mr.Charoen Puusamritlert, registration no.4068 or (2) Mr.Vichien Thamtrakul, registration no. 3183 or (3) Miss.Wannaporn Jongpeeradechanont, registration no. 4098 or (4) Ms. Boonsri Chotpaiboonpun, registration no. 3756, to be the company's auditor for the accounting period ended December 31, 2012 and the auditor fee should be no more than 2,100,000 Baht.

<u>Proposal of the Auditor Committee:</u> decided to choose auditor from KPMG Phoomchai Holdings Co., Ltd. as a company's auditor for one more year (KPMG Phoomchai Holdings Co., Ltd. has been company's auditor since 2005). KPMG Phoomchai is an accounting company approved by Securities and Exchange Commission Thailand (SEC). KPMG Phoomchai has ability to perform auditing task and give advises and suggestions according

to accounting standard. Moreover, auditor fee decrease from last year and there is no relation and/or interest between auditor/executives/shareholders or any relations of these parties.

 Auditor Fee Comparison
 2010
 2011
 2012

 Auditor Fee
 2,300,000
 2,250,000
 2,100,000

#### Agenda 9 Other Issues (If any)

The Company is, hence, inviting the shareholders to attend the Annual General Meeting of Shareholders for the year 2012 on Wednesday, April 25, 2010 at 10.30am at 3<sup>rd</sup> Fl., Arnoma Hotel, Rajdamri Road, Pathumwan, Bangkok. Attendance registration is opening from 9.00am

Moreover, shareholders who attend the meeting are supposed to bring identification cards, or government employee identification card, or driving license to present in order to obtain the right to attend the meeting. shareholders who cannot attend the meeting, can appoint your proxy or appoint Mrs.Leena Charernsri, Chairman of the Audit Committee or Lt. Gen. Seekrin Singhaphan Director of the Audit Committee as your proxy to participate and vote on your behalf in the meeting. Please fill in and sign on the proxy form B in the enclosure no.4 and prepare attached documents. In case, you appoint Mrs.Leena Charernsri, Chairman of the Audit Committee or Lt. Gen. Seekrin Singhaphan, Director of the Audit Committee as your proxy, please send the signed proxy form and documents back to Company within Tuesday, April 24, 2012. In case you appoint anyone else, your proxy should present them to Company's staff at the document examining point before entering the meeting.

Nava Nakorn Public Company Limited cordially invites you to participate in the meeting on the date and time stated above.

Sincerely yours

Nava Nakorn Public Company Limited

(Mr. Nipit Arunwongse Na Ayudhya)

Managing Director

Remark If any shareholder would like to receive Annual Report of the fiscal year 2011 in paperback, please contact Ms.Nuntrapak phone number 02-667-4700 ext. 4554