



**บริษัท นวนคร จำกัด (มหาชน)**

สำนักงานกรุงเทพ : 83 อาคารซีบีเอส ชั้น 4

ถนนวิทยุสงคราม ดุสิต กรุงเทพฯ 10300

โทร : (66) 2667 4700 แฟกซ์ : (66) 2667 4701

สำนักงานปทุมธานี : 999 หมู่ 13 ถนนพหลโยธิน

คลองหนึ่ง อ.คลองหลวง จ.ปทุมธานี 12120

โทร : (66) 2529 0031-5 แฟกซ์ : (66) 2529 2176

สำนักงานนครราชสีมา : 999/1 หมู่ 1 ถนนมิตรภาพ

ด.กลาง อ.สูงเนิน จ.นครราชสีมา 30380

โทร : (66) 4429 1333 แฟกซ์ : (66) 4429 1723

Website: [www.navanakorn.co.th](http://www.navanakorn.co.th)



April 2, 2013

Subject : Invitation to the 2013 Shareholders Annual General Meeting

To : Shareholders of Nava Nakorn Public Company Limited

Enclosures : 1. Minutes the 2012 Shareholders Annual General Meeting

2. Annual Report for the Year 2012 (CD ROM)

3. Profiles of the directors to be appointed to replace those who retire by rotation

4. Proxy Form

5. Document of the Rights to attend the meeting

6. The Company's articles of association regarding to the Shareholders Annual General Meeting

7. Details of the Independent Director

8. Location map of the venue of the 2013 Shareholders Annual General Meeting

As the Board of Directors of Nava Nakorn Public Company Limited has arranged the 2013 Shareholders Annual General Meeting on Wednesday, April 24, 2013 at 10.30 am at Anoma Grand . 3<sup>rd</sup> Floor, Anoma hotel, Rajdamri Road, Pathumwan, Bangkok in order to consider on various meeting agenda as followed:

**Agenda 1 Chairman's Announcement**

**Proposal of the Board of Directors:** appropriate to inform shareholders the subject matters that the Chairman will announce to the meeting

**Agenda 2 Approval of the Minutes of the 2012 Shareholders Annual General Meeting**

**Proposal of the Board of Directors:** appropriate for the Shareholder's Meeting to certify the minutes of the 2012 Shareholders Annual General Meeting on April 25, 2012 (please refer to an enclosure no. 1)





**Agenda 3 Acknowledgement of the Company Operating Results for the Fiscal Year 2012**

**Proposal of the Board of Directors:** appropriate to report the company operating results for the fiscal year 2012 to shareholders (please refer to the enclosure No. 2)

**Agenda 4 Approval of the Audited Financial Statements Ended December 31, 2012**

**Proposal of the Board of Directors:** appropriate to approve the audited balance sheets and income statements for the fiscal year 2012 ended December 31, 2012 (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 2012**

**Proposal of the Board of Directors:** appropriate for the Shareholders' Meeting to allocate for the legal reserves at 11,421,078 Baht and approve the annual dividend which shall be pay from the 2012 operation results at the rate of 0.08 Baht per share total amount of 121,817,362.40 Baht or 55 percent of 2012 net income. ( Exclude dividend which shall be pay to the Warrant Holders who exercise NNCL-W2 to purchase ordinary shares of the company) The list shareholders who have the right to receive dividend on March 27, 2013 and gathering the list of shareholders on closing date of the company shareholders registration book as of March 28, 2013 according to section 225 of the Securities and Exchange Act., and the dividend payment is scheduled to be made on May 23., 2013

Dividend Payment Comparison	Fiscal Year 2011	Fiscal Year 2012
Dividend Payment (Million Baht)	-	121
Dividend per Share	-	0.08





**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) Gen. Akaradej Sasiprapha Chairman
- 2) Gen. Chainarong Noonpakdee Chairman of the Executive Board
- 3) Mr. Nipit Arunvongse Na Ayudhya Director
- 4) Khunying Supanapa Attanand Independent Director
- 5) Miss Warangkana Devahastin Na Ayudhya Director

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 2013**

**Proposal of the Board of Directors:** appropriate to approve the remuneration of

The Directors for the fiscal year 2013 as the remuneration committee has proposed meeting attendance fee and regular remuneration in the same amount as last year which shareholders already approved in 2012, totaling 30,000,000 Baht.

**Agenda 8 Approval of the Appointment of the Company's Auditor and Determining Auditor Fee for the fiscal Year 2013**

**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 , to be the Company's auditor for the accounting period ended December 31, 2013 and The auditor fee should be no more than 2,150,000 Baht.





**บริษัท นวนคร จำกัด (มหาชน)**

สำนักงานกรุงเทพ : 83 อาคารซีบีเอส ชั้น 4

ถนนอโศกสุขุมวิท ถนนสุขุมวิท 10300

โทร : (66) 2667 4700 แฟกซ์ : (66) 2667 4701

สำนักงานปทุมธานี : 999 หมู่ 13 ถนนพหลโยธิน

ต.คลองหนึ่ง อ.คลองหลวง จ.ปทุมธานี 12120

โทร : (66) 2529 0031-5 แฟกซ์ : (66) 2529 2176

สำนักงานนครราชสีมา : 999/1 หมู่ 1 ถนนมิตรภาพ

ต.ปากกลาง อ.สูงเนิน จ.นครราชสีมา 30380

โทร : (66) 4429 1333 แฟกซ์ : (66) 4429 1723

Website: [www.navanakorn.co.th](http://www.navanakorn.co.th)



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

The Company is, hence, inviting the shareholders to attend the 2013

Shareholders Annual General Meeting on Wednesday, April 24, 2013 at 10.30 a.m. At Arnoma Grand , 3<sup>rd</sup> Floor, Anoma Hotel, Rajdamri Road, Pathumwan, Bangkok. Attendance registration is opening from 9.00 a.m.

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 Charemsri, 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 Charemsri, 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 23, 2013. 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 Arunvongse Na Ayudhya)

Managing Director

**Remark**

If any shareholder would like to receive Annual Report of the fiscal year 2012

In paperback, please contact Miss Tavarat Tengthong phone number

02-667-4700 ext. 4102