

Notice to the Ordinary General Meeting of Shareholders

Amata VN Public Company Limited

CS/17/004

March 16, 2017

To : Shareholders

Subject : Invitation to attend the Ordinary General Meeting of Shareholders

Attachments

1. Annual Report for the year 2016
2. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation
3. Company's Articles of Association relating to the General Meeting of Shareholders
4. Documents Required Prior to Attending the Meeting, Proxy Form, Registration and Voting Rights
5. Names of Independent Directors that shareholders can grant proxy
6. Map of Golden Tulip Sovereign Hotel – Bangkok
7. Proxy Form

On February 16, 2017, the Board of Directors of Amata VN Public Company Limited passed a resolution to call the Ordinary General Meeting of Shareholders for the year 2017 to be held on Thursday, April 20, 2017 at 14:00 hrs. at the Parichart Room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320, Thailand, to consider the matters according to the agenda together with the Board's opinions as follows:

Agenda 1 To acknowledge the Annual Report and the Board of Directors' Report for the year 2016

Preamble : The summary of the Company's performance and major changes during the year of 2016 are contained in the Annual Report for the year 2016.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2016 reporting on the Company's performance and major changes during the year 2016, details of which are in Attachment No. 1.

Agenda 2 To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2016.

Preamble : In compliance with Public Limited Company Act, the Company shall prepare financial statements at the end of the fiscal year of the Company, have it audited and certified by the Company's auditor and propose it to the shareholders for approval.

Board of Directors' opinion : The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2016, as duly audited and certified by the auditor of EY Office Limited and reviewed by the Company's Audit Committee. Summary of the Company's financial status and performance during the year 2016 is as follows:

The Statements of Financial Position and the Income Statements

	Unit : THB Million	
	Consolidated	Company Only
Total Assets	5,377.66	2,035.58
Total Liabilities	2,200.75	336.81
Total Revenues	906.43	352.66
Profit attributable to equity holders of the Company	49.82	257.23
Earnings per Share (THB)	0.05	0.28

Details of the above are shown in the Company's Annual Report for the year 2016, Attachment No. 1.

Agenda 3 To Consider and Approve the Retained Earnings Appropriated as a Legal Reserve and the Distribution of a Dividend from the Operating Performance from January 1 to December 31, 2016.

Preamble : Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (1992) (as amended from time to time) (the "Public Limited Company Act") and Article 56 of the Company's Articles of Association, the Company must allocate not less than five percent (5%) of its annual net profit, less the accumulated losses brought forward (if any), to a reserve fund until this fund attains an amount of not less than ten percent

(10%) of the registered capital. Also The Company intends to pay the dividend not less than forty percent (40%) of net profits after tax and legal reserves of unconsolidated financial statement. However, the Board of Directors will make decisions regarding dividend payment for the greatest benefits of shareholders. To illustrate, retaining profits for the purpose of future capital expansion, debt repayment or working capital management may be more preferable to dividend payment in some cases.

Board of Directors' opinion : Having considered the operating results of the Company for the Year 2016, the Board of Directors is of the opinion that it is appropriate to approve the allocation of not less than 5% of the annual net profits, equal to THB 12,414,015 (being 5 percent of its annual net profits less the accumulated losses brought forward in accordance with the law), as the legal reserve. And the Board recommends the Meeting to approve the distribution of dividend for the year 2016 at THB 0.05 per share, or in total amount of approximately THB **46.75** Million. Previously, on June 10, 2016 an interim dividend THB 0.15 per share, totaling THB **140.25** Million, was paid from net profit.

Comparison of dividend payment for year 2016 with that of 2015:-

Details of Dividend Payment	2016	2015
Net Profit (Loss) for the year on separate financial statements (THB Million)	257.23	(50.17)
Shares (Million Shares)	935	935
Dividend (THB/Share)	0.20	0.00
- Interim Dividend from net profit (THB/Share)	0.15	-
- Final Dividend from net profit (THB/Share)	0.05	-
Total Dividend approximately (THB Million)	187	-
Proportion of Dividend from net profit on separate financial statements	72.70%	0%

Year 2016 payout ratio from net profit is in accordance with the Company's dividend payment policy.

Agenda 4 To Consider and Elect Directors to Replace those whose Terms Ended and to Specify Directors' authority.

Preamble : In compliance with Public Limited Companies Act, and Clause 17 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Three Directors who are retired by rotation in this Meeting are Dr. Surin Pitsuwan, *Mr. Mats Anders Lundqvist* and Mr. Kampol Tatiyakavee. The Board agrees with nominating guideline recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee resolved to propose the Board of the Directors to re-elect 3 retiring Directors as Directors of the Company for another term, comprising: Dr. Surin Pitsuwan, *Mr. Mats Anders Lundqvist* and Mr. Kampol Tatiyakavee.

In addition, the Company would like to inform that the Company gave the minority shareholders an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the Director of the Company from October 10, 2016 to January 10, 2017. However, no nominee was proposed by the shareholders.

Board of Directors' opinion : . The Board of Directors, excluding the Directors having special interest, has extensively discussed and considered the nomination of Directors by applying the nomination guidelines specified by the Nomination and Remuneration Committee and taking into consideration the qualifications of nominees: being knowledgeable with business expertise from various occupations, being a leader, being visionary, being a moral and ethical person, being transparent and having clean work record, capable of expressing opinions independently, having suitable qualifications and having well performed duties as Directors. The Board of Directors, excluding the Directors having special interest, agrees and recommends the Meeting to elect the three retiring Directors namely Dr. Surin Pitsuwan, *Mr. Mats Anders Lundqvist* and Mr. Kampol Tatiyakavee to be Directors of the Company for another term.

The three Directors do not hold any Director nor Executive position in other organization that could cause a conflict of interest with the Company.

In addition, the Board has considered and acknowledged that Dr. Surin Pitsuwan and *Mr. Mats Anders Lundqvist* are qualified as Independent Directors; Both are able to give comments independently in accordance with related regulations. Both also share their valuable experience, knowledge and expertise, which is beneficial to the Company's strategy and operation, according to the Sustainable Development model.

The curricula vitae of the nominated persons, their number of shares held in the Company, their position as Director or Executive in the listed company and other business including information about their relations, that needs to be disclosed, are shown in Attachment No. 2.

Agenda 5 To Consider and Approve the Remuneration for the Company's Directors.

Preamble : According to Clause 22 of the Company's Articles of Association, the remuneration and bonus to be paid to Directors will be determined by the shareholders.

Board of Directors' opinion : The Board has considered that the Directors' remuneration shall be determined from the performance of the Company and the duties and responsibilities of each committee member. The Board proposes that this Shareholders' Meeting fix the remunerations as follows:

Remunerations to all Committees of the Company for the year 2017

1 Remuneration for the Board of Directors

1.1 monthly compensation payable to

	2017	2016
Chairman	THB 35,000/month	THB 35,000/month
Vice Chairman	THB 25,000/month	THB 25,000/month
Other Board members	THB 20,000/month	THB 20,000/month

1.2 meeting allowance payable per meeting to

	2017	2016
Chairman	THB 50,000/meeting	THB 50,000/meeting
Vice Chairman	THB 40,000/meeting	THB 40,000/meeting
Other Board members	THB 30,000/meeting	THB 30,000/meeting

1.3 The Director's annual bonus rate is 1.2% of dividend. 2017 is the first year for the bonus payment. The Directors will allocate the amount among themselves.

1.4 Other benefits None

2 Meeting allowance to the Audit committee payable per meeting to		
	2017	2016
Chairman	THB 50,000/meeting	THB 50,000/meeting
Other committee members	THB 30,000/meeting	THB 30,000/meeting
3 Meeting allowance to the Nomination & Remuneration Committee payable per meeting to		
	2017	2016
Chairman	THB 50,000/meeting	THB 50,000/meeting
Other committee members	THB 30,000/meeting	THB 30,000/meeting
4. Meeting allowance to the Corporate Governance Committee payable per meeting to		
	2017	2016
Chairman	THB 50,000/meeting	THB 50,000/meeting
Other committee members	THB 30,000/meeting	THB 30,000/meeting

Details of remunerations for Directors and scope of their responsibility are written on page 60 and 67-74 of the 2016 Annual Report.

Agenda 6 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2017.

Preamble : The Audit Committee has selected Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) or Ms. Waraporn Prapasirikul (C.P.A. Registration No. 4579) of EY Office Limited, to be the Auditor of the Company for 2017 due to their high standard, expertise and good working record with reasonable fees. If Ms. Supanee Triyanantakul is appointed the auditor in 2017, it will be her 2nd year auditing for the Company.

In addition, the Audit Committee has selected Ernst & Young Vietnam Limited as the Company's subsidiaries.

Board of Directors' opinion : The Board agrees with the Audit Committee to select EY Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

- 1) Appoint Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) or Ms. Waraporn Prapasirikul (C.P.A. Registration No. 4579) of EY Office Limited as the auditors of the Company for the year 2017. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.
- 2) Approve the auditor fee for the Company's Financial Statements for the year 2017 of THB 627,000. (The auditor fee for the year 2016 was THB 550,000).

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major shareholders, or related persons of the said persons.

The Board also proposes the Meeting to acknowledge all of EY's auditor fees for 2017: auditor fee for the Company THB 627,000 and auditor fee for 3 subsidiaries in Vietnam USD 88,300. The fees are only for Audit Service and are higher than last year, as a result of a new subsidiary, Amata Township Long Thanh JSC. Details of last year's auditor fees are written in the 2016 Annual Report page 83.

Agenda 7 Other Business (if any)

All Shareholders are cordially invited to attend the Ordinary General Meeting of Shareholders to be held on Thursday, April 20, 2017 at 14:00 hrs. at the Parichart Room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320. The Meeting registration starts from 12:30 hrs.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms attached as Attachment No. 7, or alternatively you may download only one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.amatavn.com. If you wish to appoint the Board members to be your proxy, you can appoint one of the two Independent Directors listed in Attachment 5. Please submit the complete Proxy Form to the Company by Monday, April 17, 2017.

Yours faithfully,

By Order of the Board of Directors

Mrs. Varaporn Vatcharanukroh

COMPANY SECRETARY