



Notice to the Ordinary General Meeting of Shareholders

Amata Corporation Public Company Limited

CS/15/006

March 20, 2015

To : Shareholders

Subject : Invitation to attend the Ordinary General Meeting of Shareholders

Attachments :

1. A copy of minutes of the Ordinary General Meeting of Shareholders for the Year 2014
2. Annual Report for the year 2014
3. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation
4. Company's Articles of Association relating to the General Meeting of Shareholders
5. Documents Required Prior to Attending the Meeting, Proxy Form, Registration and Voting Rights
6. Names of Independent Directors that shareholders can grant proxy
7. Map of Golden Tulip Sovereign Hotel – Bangkok
8. Proxy Form

The Board of Directors of Amata Corporation Public Company Limited has passed a resolution to call the Ordinary General Meeting of Shareholders for the year 2015 to be held on **Wednesday, April 22, 2015 at 14:00 hrs.** at the Bu-Nga 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 Certify and Approve the Minutes of the Meeting of Shareholders for the Year 2014 held on April 21, 2014.

Preamble : The Ordinary General Meeting of Shareholders for the year 2014 was held on Monday, April 21, 2014 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws.

Board of Directors' opinion : The Board agrees that the Minutes of the last meeting have correctly been stated and recommends the approval of the said Minutes. A copy of the said Minutes is attached as Attachment No. 1.

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Agenda 2 **To Acknowledge the Company's Annual Report and the Board of Director's Report for 2014.**

Preamble : The summary of the Company's performance and major changes during the year of 2014 are contained in the Annual Report for the year 2014.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2014 reporting on the Company's performance and major changes during the year 2014, details of which are as Attachment No. 2.

Agenda 3 **To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2014.**

Preamble : In compliance with Public Limited Company Act, the company shall prepare financial statements at the end of the fiscal year of the company which were audited and certified by the Company 's auditor and ready for shareholders' approval.

Board of Directors' opinion : The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2014, 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 2014 is as follows:

The Consolidated Statements of Financial Position and Consolidated Income Statements of the Company and its subsidiaries are as follows:

Total Assets	22,136.79	Million Baht
Total Liabilities	9,921.72	Million Baht
Total Revenues	7,630.09	Million Baht
Profit attributable to equity holders of the Company	2,223.97	Million Baht
Earnings per Share	2.08	Baht/Share

The Statements of Financial Position and the Income Statements of the Company are as follows:

Total Assets	11,509.34	Million Baht
Total Liabilities	5,431.28	Million Baht
Total Revenues	4,140.58	Million Baht
Profit for the year	1,903.94	Million Baht
Earnings per Share	1.78	Baht/Share

Details of the above are shown in the Company's Annual Report for the year 2014 as Attachment No. 2.

Agenda 4 **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, 2014.**

Preamble : The Company has a policy to pay a dividend not less than 40% of the net profit each year since 1995/ 1996 depending on the economic situation of Thailand, industrial estates market situation, and the company's liquidity.

In 2007, due to the change in the accounting policy under the announcement of the Federation of Accounting Professions under which investments in subsidiaries, jointly controlled entities and associates are to be presented in separate financial statements under the cost method rather than the equity method. But in the consolidated financial statements, equity method still applies. This will reflect the difference of the net profit in the financial statements of the company only and the consolidated one. So, the Company shall pay dividend from the profit of the financial statements of the Company only. The Company will not pay dividend when there is loss in the consolidated financial statements. Also, the Company will not pay dividend if after dividend distribution, the retained earnings in the consolidated financial statements turn to be a loss.

Board of Directors' opinion : The Board recommends the Meeting to approve the distribution of dividend for the year 2014 at 0.50 Baht per share, or in total amount of 533.50 Million Baht, equal to 28.02% of the net profit of the Company only. On December 11, 2014 an interim dividend 0.20 Baht per share, totaling 213.40 Million Baht, was paid from retained earnings. The final payment of dividend of 0.50 Baht

per share from Non BOI promoted activities.

Comparison of dividend payment for year 2014 with that of 2013:-

Details of Dividend Payment	2014	2013
Net Profit for the year on separate financial statements (Million Baht)	1,903.94	927.30
Shares (Million Shares)	1,067	1,067
Dividend	0.70	0.50
- Interim Dividend from net profit (Baht/Share)	0	0
- Interim Dividend from retained earnings (Baht/Share)	0.20	0.25
- Final Dividend from net profit (Baht/Share)	0.50	0.25
Total Dividend (Million Baht)	746.90	533.50
Proportion of Dividend from net profit on separate financial statements	39.23%	57.53%

Year 2014 payout ratio from net profit is slightly less than the Company's dividend payment policy due to investment in new project.

Agenda 5 **To Consider and Approve the Election of Directors in Place of those whose Terms are to be Expired and Directors' Authority.**

Preamble : In compliance with Public Limited Companies Act, and Clause 18 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. Two Directors who are retired by rotation in this Meeting are Mr. Chackchai Panichapat and Mr. Viboon Kromadit. 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 2 retiring directors as Directors of the Company for another term, comprising: Mr. Chackchai Panichapat and Mr. Viboon Kromadit.

In addition, the Company would like to inform that the Company gave the minority shareholder an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the director of the Company from September 29, 2014 to

January 30, 2015. However, no qualified nominee for the appointment of director of the company was proposed by the shareholders.

Board of Directors' opinion : . The Board of Directors, excluding the Directors having special interest and not being in this Meeting, 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, of whom shall be knowledgeable with business expertise from various occupations, being a leader, having far-sighted vision, high principles and ethics, transparent and clean working record, being capable of expressing their opinions independently, having suitable qualifications and having well performed their duties as directors. The Board of Directors, excluding the Directors having special interest and not being in this Meeting, agrees and recommends the Meeting to elect the said two retiring Directors, i.e. Mr. Chackchai Panichapat and Mr. Viboon Kromadit to be Directors of the Company for another term.

The curricula vitae of the nominated persons, number of shares held in the Company, position as director of managerial level in the listed company and other business including relationship of the nominated person are shown in Attachment No. 3.

Agenda 6 **To Consider and Approve the Remuneration for the Company's Directors.**

Preamble : According to Clause 16 of the Company's Articles of Association, the remuneration and bonus to be paid to directors will be fixed by the shareholders meeting.

Board of Directors' opinion : The Board has considered that the directors' remuneration shall be determined from the performance of the Company including the duties and responsibilities of each committee, and of the opinion that this Shareholder Meeting fix the remunerations to the directors as follows:

Remunerations to all Committees of the company for the year 2015 payable as follows;

- 1 Remuneration to the Board comprising of

1.1 monthly compensation payable to

	2015	2014
Chairman	35,000 Baht/month	35,000 Baht/month
Vice-Chairman	25,000 Baht/month	25,000 Baht/month
other Board members	20,000 Baht/month	20,000 Baht/month

1.2 meeting allowance to the Board payable per meeting to

	2015	2014
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
Vice-Chairman	40,000 Baht/ meeting	40,000 Baht/ meeting
other Board members	30,000 Baht/ meeting	30,000 Baht/ meeting

1.3 the director's annual bonus ratio is 1.2% of dividend, equivalent to last year's ratio. The bonus will be paid in lump sum and the directors will allocate the amount among themselves.

2 Meeting allowances to the Audit committee payable per meeting to

	2015	2014
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
other committee members	30,000 Baht/ meeting	30,000 Baht/ meeting

3 Meeting allowances to the Nomination & Remuneration committee payable per meeting to

	2015	2014
Chairman	50,000 Baht/ meeting	50,000 Baht/ meeting
other committee members	30,000 Baht/ meeting	30,000 Baht/ meeting

Details of remuneration of directors and scope of their responsibility are defined on page xx, xx-xx of the 2014 annual report.

Agenda 7 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2015.

Preamble : Since the year 2011, the Audit Committee has an opinion to elect Ms.

Siraporn Ouaanunkun (Certified Public Accountant No. 3844) and/or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) and/or Mr. Khitsada Lerdwana (Certified Public Accountant No. 4958) of EY Office Limited, to be the auditing firm of the Company and subsidiaries due to its high standard, expertise and good working record with reasonable fees. If such auditors are appointed to be the external auditors for the year 2015, it shall be the 5th consecutive year for Ms. Siraporn Ouaanunkun.

Board of Directors' opinion : The Board agrees with the Audit Committee to elect 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. Siraporn Ouaanunkun (Certified Public Accountant No. 3844) and/or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) and/or Mr. Khitsada Lerdwana (Certified Public Accountant No. 4958) of EY Office Limited as the auditors of the Company for the year 2015. 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 2015 of 1,560,000 Baht. (The auditor fee for the year 2014 was 1,560,000 Baht).

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 proposes the Meeting to acknowledge the auditor fee for the Company for the year 2015 of 1,560,000 Baht, and the auditor fee of its 7 subsidiaries in Thailand amounting to 2,730,000 Baht, totaling 4,290,000 Baht, excluding another USD 39,500 for 1 subsidiary in Vietnam. The proposed fee is the only audit services' fee which is slightly less than year 2014. Details of remuneration of Auditor are defined on page xx of the 2014 annual report.

Agenda 8 **Other Business (if any)**

All Shareholders are cordially invited to attend the Ordinary General Meeting of Shareholders to be held on Wednesday, April 22, 2015 at 14:00 hours at the Bu-nga room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320. The commencement for registration to attend the

Meeting will be from 12:30 hours.

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 as attached in Attachment No. 8, or alternatively you may download only one of 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.amata.com. If you wish to appoint the Board members to be your proxy, you can appoint any one of the Independent Directors namely: Mr. Anucha Sihanatkathakul or Mr. Noppun Muangkote. (see Attachment 6) You are kindly requested to submit the complete Proxy Form to the Company by Thursday, April 16, 2015.

Yours faithfully,

By Order of the Board of Directors

Mrs. Varaporn Vatcharanukroh

COMPANY SECRETARY