



March 26, 2013

Subject : Notice of Invitation to attend the Annual General Meeting 01st/2556
To : Shareholder of Sriracha Construction Public Company Limited (SRICHA)
Attachment :

1. Copy of the Minute of Extraordinary General Meeting for shareholders 01st/2555 (for Agenda 2)
2. Annual Report of the year 2012 (CD-ROM- for Agenda 3-4)
3. Profile of the proposed directors (for Agenda – 6)
4. Detail on Remuneration for Board of Directors (for Agenda 7)
5. Proxy Forms and Profile of Independent Directors for proxy
6. Articles of Association : i) Board of Directors ii) General Meeting iii) Dividend
7. Procedures and conditions for registration of attendance
8. Map Guide
9. Registration Form (Barcode System)

According to the resolution from Board of Directors Meeting 01st/2013 held on February 26, 2013, the company shall have the Annual General Meeting for Shareholder 01st/2013 at Pacific Room, The Tide Resort, located on 44/1 Hardbangaen 1 rd., Bangsaen, Muang, Chonburi on Wednesday, April 10, 2013 time 13:30 pm with the following agenda.

Agenda 1 Chairman's report (if any)

Agenda 2 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders 01st /2012 held on June 2, 2012.

Fact and Reasons: The minute of Extraordinary General Meeting of shareholders 01st/2012 was held on June 02, 2012 has been stated as true and correct with full detail of information and has been sent along with the notice of invitation to shareholder for consideration.

BOD comments: The Board of Directors resolved that the minutes of the Extraordinary General Meeting of shareholders 01st/2012 held on June 2, 2012 has been recorded as true and correct with enough information and should be proposed for approval from the Annual General Meeting of Shareholders 01st/2013.

Voting Policy : To be Approved with Majority Vote.

Agenda 3 To acknowledge the Company's annual report and the operation results of the year 2012.

Fact and Reason: The Financial report of the company's performance for the year 2012 which is published in the annual report was well prepared and sent to shareholders along with the notice of invitation for consideration.



BOD Comments: The Board of Directors has considered that the Annual General Meeting of shareholders 01st /2013 should hear and acknowledge the report of the company's performance and its financial status of the year 2012.

Voting Policy : To be acknowledged only.

Agenda 4 To consider and approve the Company's Financial Statement: Statement of Financial Position and Statement of Comprehensive Income for the year 2012 ended on December 31, 2012

Fact and Reasons: The Company's Financial Statement for the year 2012 ended on December 31, 2012 was audited, inspected and verified independently by the auditor with comment of unconditional. It was then proposed to the audit committee for consideration further in detail. The audit committee has deliberately examined and agreed to propose to the Board of Directors for consideration and approval. The Board of Directors determined all the details and agreed that the Financial Statement for the year 2012 was recorded and presented fairly under the accounting standard practice with correct and reliable information enough to propose to the shareholder at the Annual General Meeting 01st/2013.

BOD Comments: The Board of Directors has deliberately considered and agreed to propose the Company's Financial Statement of the year 2012 to the Annual General Meeting of Shareholders for consideration and approval.

Voting Policy : To be approved with more than half of the total vote attended.

Agenda 5 To consider and approve the dividend payment from the operation results of the year 2012

Fact and reasons: The Board of Directors will consider from the company's performance each year and see if the company has earned enough profit to pay dividend and has yet remained the substantial Capital fund to accommodate growth and business expansion. However the company must reserve the legal amount of 31,000,000 baht which is 10% of registered capital in accordance with the law and AOA article 59 of the company. The Dividend policy of the company is to pay dividend at no less than 50% of net profit which is stated and shown in the approved company financial statement each year.

BOD Comments : The Board of Directors has considered the company financial statement of the year 2012 and see that the company has earned enough profit to pay dividend and has yet remained the substantial Capital fund to accommodate growth and business expansion so the Board of Directors resolved to propose to the Annual General Meeting of shareholders to consider and approve the dividend payment for the company's performance of the year 2012.

In 2012, the company's net profit is at 1,015,087,615 baht in which the company dividend policy stated that the company will pay dividend at no less than 50% of net profit each year. The Board of



Directors resolved to propose to pay the dividend of 2.50 baht per share to the shareholders at the total amount of 759,595,600 baht or at 74.83% of net profit as shown in the company financial statement of the year 2012. The proposed amount of dividend will comply accordingly with the dividend policy of the company. However, the company has made an interim dividend to 303,250,000 shares at 1 baht/share on September 6, 2012 or at the total amount of 303,250,000 baht. The company will pay the remaining dividend of 1.50 baht per share for 304,230,000 shares at the amount of 456,345,600 baht to the entitled shareholders this time. The company's cash flow and/or equivalent on December 31, 2012 is at 1,530.11 million baht. The Record Date is scheduled on April 22nd, 2013 for the right of entitled shareholders to receive dividend. The Closing Date for collecting shareholders' names under the Section 225 of the Securities and Exchange Act shall be on April 23rd, 2013. The Dividend shall be paid on May 09th, 2013.

Voting Policy : To be approved with more than half of the total vote attended.

Agenda 6 **To Consider and approve the appointment of the new directors as the replacement for retired directors.**

Fact and Reasons: According to Company's AOA article 20, at every annual general meeting, one-third (1/3) of directors shall retire from office. If the number of retiring directors is not a multiple of three (3), the number of directors that is the nearest to one-third (1/3) shall retire. Directors to retire from office in the first year and the second year after the registration of the Company shall be determined by way of drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. Retiring directors may be reappointed.

BOD Comments: According to the company's regulation, one third of the Board of Directors shall be retired by way of drawing lots for the first two years in which the following Directors shall retire this year from the result of drawing lots:

- | | | | |
|----|----------------|-------------|--|
| 1. | Mr.Chatmongkol | Khemapirat | Board of Director |
| 2. | Mr.Gridsada | Potisomporn | Board of Director |
| 3. | Mr.Dusit | Choopanya | Independent board of Director/Chairman of AC |

The Board of Directors (in exclude of the interested directors) has fully considered and commented that those retired directors have devoted fully to perform their duties and have made a great contribution to the benefit of the company. Their knowledge and background are highly beneficial and have support the company greatly. The Board of Directors resolved to propose the re-election of all



three directors to hold their position for another term and to propose to re-elect Mr.Dusit Choopanya as independent Director and Chairman of Audit Committee.

Voting Policy : To be approved with more than half of the vote attended individually.

Agenda 7 To consider and approve the remuneration of the Director for the year 2013

Fact and Reasons: According to the company’s AOA article 34, the company may not pay any money or distribute such other assets to directors except for remunerations of directors. Directors are entitled to receive remunerations, meeting allowance, allowance and such other benefits in the form of commission, bonus or benefits of similar nature in accordance with the Articles of Association of the Company or with the resolution of general meetings of shareholders. Such remunerations may be determined in certain number or set out as guidelines to be applicable either from time to time or to take effects until further amended. Directors shall also be entitled to receive allowance and welfares in accordance with the regulations of the Company.

BOD Comments: The board of Directors has deliberately considered and resolved to propose the remuneration for directors of the year 2013 to the Annual General Meeting of shareholders for the approval. The remuneration amount has been considered based on the database provided by the SET together with the company’s performance and the directors’ work scope, responsibilities of work, their contribution and dedication to the company. The Board of Directors resolved to propose the following fee as the remuneration of Directors for the Year 2013.

POSITION	Allowance/Time	Remuneration Fee	
		Monthly	Yearly Fee
Chairman of BOD	15,000	50,000	The remuneration of all Directors in total is no less than 0.1% but not greater than 0.5% of gross revenue stated in Financial Statement that has been approved by shareholders in the Annual General Meeting.
Board of Directors	15,000	25,000	
Chairman of AC	20,000	-	-
Audit of Committee	10,000	-	-
Executive Chairman	-	10,000	-
Executive Directors	-	5,000	-



บริษัท ศรีราชาคอนสตรัคชั่น จำกัด (มหาชน)

Sriracha Construction Public Company Limited

Voting Policy : To be Approved with no less than two third of the votes from shareholders attending the annual general meeting of shareholders.

Agenda 8 To consider and approve the appointment of auditor and fixing their remuneration for the year 2013

Fact and Reasons : According to the Public Limited Companies Act B.E.2535 Section 120, the company's auditor and their remuneration shall be appointed with approval of shareholders from the annual general meeting that meet with the rules and regulation of the Securities and Exchange Commission Thailand and also bound within the AOA of the company article 46.

BOD Comments : The Board of Directors has deliberately considered with determination and resolved to propose AST Master Company Limited as an appointed audit company for the year 2013 and propose the remuneration of Auditor for auditing the Company's Financial Statement as shown below. The propose auditor has been auditing the company and the affiliate for three years consecutively and has performed well in the past. The auditor team shall consist of the following persons.

- | | | |
|----------------|----------------|---------------------------|
| (1) Mr.Pradit | Rodloytuk | License number 218 and/or |
| (2) Ms.Nongram | Loahaareedilok | License number 4334 |

	Sriracha Construction Public Company Limited
Year Fee	500,000
3 semester fee	360,000

Voting Policy : To be approved with more than half of the vote of shareholders attend the meeting.

Agenda 9 Others (if any)

The shareholders of Sriracha Construction Public Company Limited (SRICHA) are hereby invited to attend the Annual General Meeting of the company on Date and Time as stated above. If shareholders wish to grant proxy to the holder or to the Independent Director of the Company (Mr.Kamol Ratanachai), please follow an instruction stated in the Procedures and Conditions for Registration of Attendance and submit the complete proxy form with certified copy of identification card and duty stamp of 20 baht back to the company or at the Meeting Place. All shareholders attending the meeting must present the required document as stated in the attachment 7.

Sincerely yours,

Sudchinda Sethakulvichai

Company Secretary



SRIRACHA CONSTRUCTION
PUBLIC COMPANY LIMITED
บริษัท ศรีราชาคอนสตรัคชั่น จำกัด (มหาชน)