



April 4, 2014

Subject : Notice of Invitation to attend the Annual General Meeting 2014
To : Shareholder of Sriracha Construction Public Company Limited (SRCHA)
Attachment :

1. Registration Form (Barcode System) from TSD
2. Copy of the Minute of Annual General Meeting for shareholders 2014 (attachment 2)
3. Annual Report of the year 2013 (CD-ROM- for attachment 3)
4. Profile of the proposed directors (attachment 4)
5. Detail on Remuneration for Board of Directors (attachment 5)
6. Articles of Association : i) Board of Directors ii) General Meeting iii) Dividend (attachment 6)
7. Procedures and conditions for registration of attendance (attachment 7)
8. Map Guide(attachment 8)
9. Proxy Forms and Profile of Independent Directors for proxy (attachment 9)

According to the resolution from Board of Directors Meeting 01st/2014 held on February 26, 2014 the company shall hold the Annual General Meeting for Shareholder 2014 at Pacific Room, The Tide Resort, located at 44/1 Hardbangsaen 1 rd., Bangsaen, Muang, Chonburi on Wednesday, April 22, 2014 time 10:00 AM with the following agenda.

Agenda 1 Chairman's report (if any)

Agenda 2 To consider and approve the Minutes of the Annual General Meeting of Shareholders 2013 held on April 10, 2013

Fact and Reasons: The minute of Annual General Meeting of shareholders 2013 which was held on April 10, 2013 has been stated as true and correct with full detail of information and has been enclosed herewith as attachment 2 for consideration.

BOD comments: The Board of Directors resolved that the minutes of the Annual General Meeting of shareholders 2013 held on April 10, 2013 has been recorded as true and correct with full information and shall propose to the Annual General Meeting of Shareholders 2014 for approval.

Voting Policy : Must be approved with **Majority Vote attended.**

Agenda 3 To acknowledge the Company's annual report and the operation results of the year 2013.

Fact and Reason: The Financial report of the company's performance for the year 2013 which is published in the annual report (attachment 3) was well prepared and sent to shareholders along with this notice of invitation which can be found in attachment 3 for consideration.

BOD Comments: The Board of Directors has considered that the Annual General Meeting of shareholders 2014 should hear and acknowledge the report of the company's performance and its financial status of the year 2013.

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 2013 ended December 31, 2013.

Fact and Reasons: The Company's Financial Statement for the year 2013 ended on December 31, 2013 was audited, inspected and verified independently by the auditor with comment of **unconditional**. It was then proposed to the audit committee for consideration in full detail. The audit committee has deliberately examined and had resolved 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 2013 was recorded and presented fairly under the accounting standard practice with correct and reliable information enough to propose to the shareholders at the Annual General Meeting 2014 for approval. The detail information is shown in the annual report enclose herewith in the attachment 3.

BOD Comments: The Board of Directors has deliberately considered and resolved to propose the Company's Financial Statement of the year 2013 to the Annual General Meeting of Shareholders 2014 for consideration and approval.

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

Agenda 5 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 two years 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 shall be proposed for re-election.

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 then in the subsequent years, directors who have remained in office for the longest term shall retire respectively. The following persons shall be retired this year;

1. Mr. Yiem Chunpravit Chairman / Independent Director
2. Mr. Trairak Tengtrairat Audit Committee / Independent Director
3. Mr. Boonkrua Khemapiratana Director / Managing Director

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 contributed greatly for the benefit of the company. Their knowledge and background have highly beneficial and have support the company enormously. Their curriculum vitae can be found in the attachment 4. The Board of Directors resolved to propose to re-elect all three directors to hold their position for another term and to appoint Mr. Yiem Chunpravit for Chairman and Mr. Trairak Tengtrairat for Audit Committee member.

Voting Policy : Must be approved with **more than half of the vote attended for individual director**.



Agenda 6 To consider and approve the remuneration for the Board of Directors for the year 2014

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 of the Board of Directors for the year 2014 to the Annual General Meeting of shareholders for approval. The remuneration amount has been considered based on the database provided by SET together with the company's performance and the directors' work scope, responsibilities of work, contribution and dedication to the company. The Board of Directors resolved to propose the following fee as the remuneration of Directors for the Year 2014. (attachment 5)

POSITION	Allowance/Time	Remuneration Fee	
		Monthly	Yearly Bonus
Chairman	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 Audit committee	20,000	-	
Audit of Committee	10,000	-	
Executive Chairman	-	10,000	
Executive Directors	-	5,000	

Voting Policy : Must be Approved with **no less than two third of the votes attended.**



Agenda 7 To consider and approve the appointment of auditor and fixing their remuneration for the year 2014

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 2014 and propose the remuneration of Auditor for auditing the Company's Financial Statement as shown below. The proposed auditor has been auditing the company and the affiliate for more than three years consecutively and has performed well in the past. The auditor team shall consist of the following persons.

- | | | |
|------------------------------|------------------|----------------------------|
| 1.Mr.Pradit Rodloytuk | License no. 218 | AST Master Co.,Ltd. And/or |
| 2.Ms.Chaovana Viwatpanachati | License no. 4712 | PITISEVI Co.,Ltd. And/or |
| 3.Ms.Wanpen Unrun | License no. 7750 | PITISEVI Co.,Ltd. |

	Sriracha Construction Public Company Limited
Year Fee	600,000
3 semester fee	390,000

Voting Policy : Must be approved with **more than half of the vote attended.**

Agenda 8 To consider and approve the dividend payment from the operation results of the year 2013

Fact and reasons: The Board of Directors will consider for dividend 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 2013 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 2013.

In 2013, the company's net profit is at 902,973,549 baht in which the company dividend policy stated that the company shall pay dividend at no less than 50% of net profit each year. The Board of Directors resolved to propose to pay the dividend derived from the company's performance of the year 2013 at 2.70 baht per share to the shareholders at the total amount of 825,645,665 baht or at 91.44 % of net profit as shown in the company financial statement of the year 2013. The proposed amount of dividend will comply accordingly with the dividend payment policy of the company. However, the company has made an interim dividend of 305,223,200 shares at 1.15 baht/share on September 12, 2013 or at the total amount of 351,006,680 baht. The company will pay the remaining amount of



1.55 baht per share for 306,218,700 shares at the amount of 474,638,985 baht to the entitled shareholders this time. The dividend payment derived from BOI dividend payment at 0.39 baht/share and Non BOI dividend payment at 1.16 baht/share. The company's cash flow and/or equivalent on December 31, 2013 is at 845,871,561.48 baht. The Record Date is scheduled on May 2nd, 2014 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 May 6th, 2014. The Dividend shall be paid on May 21st, 2014.

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

Agenda 9 Others (if any)

The shareholders of Sriracha Construction Public Company Limited (SRICHA) are cordially invited to attend the Annual General Meeting 2014 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 authorized signature together with certified copy of identification card and duty stamp of 20 baht back to *the Sriracha Construction Public Company Limited, Company Secretary Department at 97 Moo 3 Surasak, Sriracha Chonburi 20110* or at the Meeting Place in prior of May 21,2014. All shareholders attending the meeting must present the required document as stated in the attachment 7.

Sincerely yours,

Yiem Chunprasit

Chairman