



บริษัท เนาวรัตน์พัฒนาการ จำกัด (มหาชน)
NAWARAT PATANAKARN PUBLIC COMPANY LIMITED



FN-NWR084/2012

April 5, 2012

Subject: Invitation to the new Annual General Meeting of Shareholders for the year 2012

To: All Shareholders

The Board of Directors resolved to hold the new Annual General Meeting of Shareholders for the year 2012 on Friday April 27, 2012 at 10.00 hours. The meeting venue shall be at Suvarnabhumi A 2nd Floor Bangna Towers B Building, 2/3 Moo 14 Bangna-Trad Rd. Km. 6.5, Bangkaew, Bangplee, Samutprakarn. The meeting agenda are as follows:

Item 1 Consideration of the endorsement of the minutes of the Annual General Meeting of Shareholders for the year 2011 held on May 20, 2011

The Board of Directors' Opinion: Shareholders are recommended to endorse the minutes of the Annual General Meeting of Shareholders for the year 2011

Item 2 Acknowledgement of the reports on the Company's performance and Consideration of the approval of Balance Sheet and Profit & Loss Statements which has been audited and reported by the auditor for the year ended December 31, 2011

General Details: The reports on the Company's performance for the past year appear on Balance Sheet and Profit & Loss Statements for the year ended December 31, 2011 has been considered by the Board of Directors and approved by the auditor; the details of which appear in the Annual Report attached to this invitation.

The Board of Directors' Opinion: The Company's performance reports for the year 2011 should be presented to shareholders and Shareholders are recommended to Approve the Balance Sheet and Profit & Loss Statements for the year ended December 31, 2011.



Item 3 To consider to the approval of the allocation of profits and no dividend for 2011 performance year

General Details: In 2011, the retained earning of the company is still negative as appear on financial statements therefore, the Company was unable to make dividend payment to shareholders.

The Board of Director's Opinion: Shareholders are recommended to approve the omission of dividend payment for the year 2011 operation.

Item 4 Consideration of the number of directors, appointment and election of directors to succeed those retiring upon term completion

General Details: In the year 2012, directors who are due to retire are:

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|--------------------------------|------------------------|
| 1. Mr.Prasertphand Pipatanakul | (Independent Director) |
| 2. Mr.Niyom Niyamanusorn | (Independent Director) |
| 3. Mr.Sook Sueyanyongsiri | (Director) |

The Board of Directors proposes reappointing those retired by rotation to take their positions for another term

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|--------------------------------|------------------------|
| 1. Mr.Prasertphand Pipatanakul | (Independent Director) |
| 2. Mr.Niyom Niyamanusorn | (Independent Director) |
| 3. Mr.Sook Sueyanyongsiri | (Director) |

The Board of Directors shall comprise seven members; the profiles of the three directors have been attached to this invitation.

The Board of Directors' Opinion: Shareholders are recommended to approve the appointment of directors and independent directors as proposed; the Board of Directors shall comprise seven members.



Item 5 Consideration of the approval of budget for remuneration to be paid to directors during the year 2012

General Details: Budget for remunerations of the year 2011 had been set as follows:

1. Board of Directors total: 2,709,000 Baht
2. Audit Committee total: 567,000 Baht

The Board of Directors' Opinion: The Board of Directors proposes to fix rates of remuneration for directors for the year 2012 as follows:

1. Board of Directors total: 2,448,000 Baht as details
 - 1.1 Chairman 1 person 504,000 Baht
 - 1.2 Director 6 persons each 324,000 Baht
2. Audit Committee total: 612,000 Baht as details
 - 2.1 Chairman of the Audit Committee 1 person 252,000 Baht
 - 2.2 Member of Audit Committee 2 persons each 180,000 Baht

Item 6 Consideration of the appointment of company auditors and approval of related audit remuneration budget for the year ended December 31, 2012

General Details: Due to the law and the Company's regulations, it is necessary to appoint auditors and fix audit remuneration for the year 2012. The Board of Directors deems that Ernst & Young Office Limited as a long time auditor of the Company and its subsidiary company has qualifications as required and has done satisfying performance. Moreover, the Board of Directors has not found any inefficiency that may cause the Company and its shareholders to suffer losses; the Board of Directors, therefore, proposes Ernst & Young Office Limited to be the company auditor with the remuneration of not exceed 1,950,000 Baht for the year 2012 (Equal to last year).

The Board of Directors' Opinion: Shareholders are recommended to appoint auditors from Ernst & Young Office Limited:

1. Ms. Siraporn Uranantakul C.P.A. License No. 3844 and/or
2. Mr. Termphong Opanaphan C.P.A. License No. 4501 and/or
3. Mr. Khitsada Lerdwana C.P.A. License No. 4958

As company auditors of Nawarat Patanakarn Public Company Limited with the remuneration of not exceed 1,950,000 Baht for the year 2012.



Item 7 Consideration to add the Objective in the Company Certificate and to consider to adjust the Memorandum of Association of Company in the Part No. 3 to be consistent with the Company Certificate

General details: The Company originally has 43 objectives and there is one more objective to be added amounting to 44. The additional objective is as follows:

“Objective 44: Operating the transport business and transporting goods and passengers by land, by water and by air both in the country and international, including the services for taking goods out of ports according to the customs formalities and arrangement for every type of carriage.”

And amendment of item 3 of Memorandum of Association to be in compliance with the objective in the certificate of registration

The Board of Directors’ Opinion : Shareholders are recommended to approve the addition of one more Clause of objective and the amendment of item 3 of Memorandum of Association to be in compliance with the objective set out in the Company’s Certificate of Registration.

Item 8 Other topics (if any)

On the Meeting day, shareholders and proxy holders may register from 9.00 hours onwards.

The Company has closed the Registration Book of share transfer for the right to attend the new Annual General Meeting of Shareholders for the year 2012 on Thursday March 15, 2012.

Yours Sincerely

By the order of the Board

-(Signed)-

(Mr. Polpat Karnasuta)
Director and President