



CHRISTIANI & NIELSEN

Ref. CNT/SET/005/2013

8 March 2013

To: Shareholders of Christiani & Nielsen (Thai) Public Company Limited  
Subject: Invitation to the Annual General Meeting of Shareholders No. 80  
Attachments: 1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 79 held on 10 April 2012  
2. CD of the Company's Annual Report 2012 containing financial statements for the financial year ended 31 December 2012 and auditor's report  
3. Attachment to Agenda 6.1 and 6.2  
4. Procedures and conditions for the registration of attendance, Proxy and Voting at the Annual General Meeting of Shareholders No. 80  
5. Profile of Independent Director for shareholders' proxies and Proxy Form B  
6. Articles of Association Re: Shareholders Meeting, Directors  
7. Form requesting for the Company's 2012 annual report (hard copy)  
8. Venue Map

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved and hereby given notice that the Annual General Meeting of Shareholders No. 80 will be held on Wednesday, 10 April 2013 at 10.30 a.m. at the Busarakam Ballroom, the Amari Atrium Hotel 1880 New Petchburi Road, Bangkok Sub-district, Huay Kwang District, Bangkok 10310. The Agenda is as follows:

**Agenda 1** To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 79.

Fact and Reason: Attachment 1 is a copy of the Minutes of the Annual General Meeting No. 79 held on 10 April 2012, which was submitted to the Stock Exchange of Thailand within 14 days and was disclosed on the Company's Website. (Attachment 1)

Board's Opinion: The Minutes of the Annual General Meeting No. 79 held on 10 April 2012 should be presented to the shareholders for approval.

**Agenda 2** To acknowledge the Board of Directors' Annual Report for year 2012.

Fact and Reason: The Board of Director's report and the operating results for year 2012 presented in the Annual Report for year 2012 was made in compliance with the Rules and Regulations of the Securities and Exchange Commission Thailand and of the Stock Exchange of Thailand. (Attachment 2)

Board's Opinion: The Annual Report of the Board of Directors for year 2012 should be presented to the shareholders for acknowledgement.

**Agenda 3** To consider and approve the Company's Audited Financial Statements for the financial year ended 31 December 2012.

Fact and Reason: The Company's financial statements were made in conformity with the Financial Reporting Standards and have been audited by the certified public accountant Thailand. The summary is as follows:

Description	Year 2012	Year 2011
Total assets (million Baht)	4,551	4,142
Total liabilities (million Baht)	2,724	2,483
Total shareholders' equity (million Baht)	1,827	1,659
Total revenues (million Baht)	7,321	4,822
Net profit (million Baht)	466	165
Net profit attributable to equity holders (Baht/share)	0.93	0.36

Board's Opinion: The Financial Statements and Auditor's Report for the financial year ended 31 December 2012 should be presented to the shareholders for approval.



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#### Agenda 4

To acknowledge aggregate declared and paid interim dividend payments of Baht 0.30 per share paid to the shareholders for year 2012.

Fact and Reason: In accordance with Section 115 of the Public Limited Company Act B.E. 2535 and Article No. 33 of the Articles of Association of the Company, the Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profit to do so and the shareholders shall be informed of such at the next general meeting of shareholders.

#### **Interim dividends paid during 2012**

##### Interim Dividend No. 1

- Baht 0.10 per share to the ordinary shares of the Company
- Approved by the Meeting of the Board of Directors of the Company No. 399 held on 15 May 2012
- Paid out from the operating result of January – March 2012
- The Record Date for the right to receive the dividend was 30 May 2012
- The book closing date was 31 May 2012
- The payment was made on 15 June 2012

##### Interim Dividend No. 2

- Baht 0.10 per share to the ordinary shares of the Company
- Approved by the Meeting of the Board of Directors of the Company No. 400 held on 10 August 2012
- Paid out from the operating result of April – June 2012
- The Record Date for the right to receive the dividend was 24 August 2012
- The book closing date was 27 August 2012
- The payment was made on 10 September 2012

##### Interim Dividend No. 3

- Baht 0.10 per share to the ordinary shares of the Company
- Approved by the Meeting of the Board of Directors of the Company No. 401 held on 13 November 2012
- Paid out from the operating result of July – September 2012
- The Record Date for the right to receive the dividend was 28 November 2012
- The book closing date was 29 November 2012
- The payment was made on 12 December 2012

Board's Opinion: The Board of Directors has recommended acknowledging aggregate declared and paid interim dividend payments of Baht 0.30 per share paid to the shareholders for year 2012.

#### Agenda 5

To consider and approve the allocation of net profit for dividend payment for year 2012 for the Company's operation ended 31 December 2012.

Fact and Reason: The Company's policy is to pay dividend when the Company has profit and sufficient cash flow unless there are any other critical circumstances; the dividend payment shall not impact the Company's operation significantly. According to the Company's separated financial statements as of 31 December 2012, the net profit for year 2012 was Baht 468,723,643. The Company's legal reserve has reached the requirement as required under Section 116 of the Public Limited Companies Act B.E. 2535. The Board of Directors proposes to pay the dividend as per details set out below.

5.1 The dividend payment in aggregate (cash and stock) of Baht 1.52 per share totaling Baht 762,207,195.04 from the net profit for year 2012 with cash dividend at the rate of Baht 0.52 per share totaling Baht 260,755,093.04 (55.63 percent of the net profit from separated financial statements of Baht 468,723,643) and stock dividend (common stock) from Retained Earnings at the rate of Baht 1 per share. As the Board of Directors had already declared and paid three interim dividend payments totaling Baht 0.30 per share during 2012, the balance of Baht 1.22 per share shall be paid as the final dividend to ordinary shareholders of the Company for 2012 as follows:



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5.1.1 As the stock dividend in the ratio of 1 share dividend per 1 existing share which will result in a total amount of Baht 501,452,102 (from Retained Earnings).

5.1.2 As cash dividend in the amount of Baht 0.22 per share totaling Baht 110,319,462.44 (from net profit).

The said final dividend payment of Baht 1.22 per share is paid from the profit of the Company which was not liable to corporate income tax. Therefore, individual shareholders will not benefit from dividend tax credit.

With respect to the distribution of stock dividend according to (5.1.1) and Cash Dividend Payment according to (5.1.2), the shareholders shall be subject to 10% withholding tax, equivalent to Baht 0.122 per share. The Company will record the names of shareholders who are eligible to receive stock/cash dividend on 18 April 2013 (Record Date) and gather the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the Register Book on 19 April 2013. The cash dividend payment and stock dividend is scheduled to be made on 2 May 2013.

5.2 The allocation of the remaining amount of the net profit of Baht 207,968,546.96 will be made to Unappropriated Retained Earnings.

The comparison of dividend payments from the net profit in previous years is shown in the following table.

Description	Year 2012	Year 2011	Year 2010 (Restated)
1. Net profit (million Baht)	468.724	182.916	424.263
2. Number of shares (million shares)	501.452	501.452	401.162
3. Net profit (Baht/share)	0.93	0.40	1.06
4. Total dividend payment (Baht/share)	0.52	0.30	0.60
4.1 Aggregate interim dividend (Baht/share)	0.30	-	-
4.2 Final dividend (Baht/share)	0.22	0.30	0.60
5. Total dividend payment (million Baht)	260.755	150.436	240.697
6. Percentage of dividend payment/share	55.63	75.0	56.6

Board's Opinion: The Board of Directors has recommended approving the dividend payment for year 2012 in aggregate (cash and stock) of Baht 1.52 per share totaling Baht 762,207,195.04 from the net profit for year 2012 with cash dividend at the rate of Baht 0.52 per share totaling Baht 260,755,093.04 (55.63 percent of the net profit of Baht 468,723,643) and stock dividend (common stock) from Retained Earnings at the rate of Baht 1 per share. The remaining amount of the net profit of Baht 207,968,546.96 shall be allocated to Unappropriated Retained Earnings. As the Board of Directors had already declared and paid three interim dividend payments totaling Baht 0.30 per share during 2012, the balance of Baht 1.22 per share shall be paid as the final dividend to ordinary shareholders of the Company for 2012 as follows:

- 1 As the stock dividend in the ratio of 1 share dividend per 1 existing share which will result in a total amount of Baht 501,452,102 (from Retained Earnings).
- 2 As cash dividend in the amount of Baht 0.22 per share totaling Baht 110,319,462.44 (from net profit).

The Company will record the names of shareholders who are eligible to receive stock/cash dividend on 18 April 2013 (Record Date) and gather the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the Register Book on 19 April 2013. The cash dividend payment and stock dividend is scheduled to be made on 2 May 2013.



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**Agenda 6** To consider and approve the appointment of directors.

**6.1** To consider and approve the appointment of 3 directors to replace the directors who retire by rotation.

Fact and Reason: According to the Company's Articles of Association Article 16, at every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired director may be re-elected. The following 3 directors are due to retire by rotation and are nominated for re-election.

1. Mr. Kirit Shah Director/Vice Chairman of the Board of Directors/Member of Remuneration Committee/Member of Nomination Committee
2. Mr. Khushroo Kali Wadia Director/Member of Risk Management Committee
3. Mr. Anumolu Ramakrishna Independent Director/Member of Audit and Corporate Governance Committee Chairman of Risk Management Committee

The Nomination Committee has considered the knowledge, experience including past performance as director and capability of the candidates for nomination. The Board of Directors, on the recommendation of the Nomination Committee, is of the opinion that the above three directors are eligible to be, and should be, nominated for re-election. The above three directors are mature and widely experienced in trading business. It is expected that the Company will benefit immensely from the knowledge, ideas and suggestions that they will bring to the Board of Directors.

The profiles of the above three Directors, records of their attendance at the Board of Directors' meeting and the definition of Independent Director are detailed in Attachment 3.

Board's Opinion: The Board of Directors recommends that the following three directors who are due to be retired by rotation be re-elected as they are competent and a benefit to the Company. Their resumes are enclosed for consideration.

1. Mr. Kirit Shah Director/Vice Chairman of the Board of Directors/Member of Remuneration Committee/Member of Nomination Committee
2. Mr. Khushroo Kali Wadia Director/Member of Risk Management Committee
3. Mr. Anumolu Ramakrishna Independent Director/Member of Audit and Corporate Governance Committee Chairman of Risk Management Committee

**6.2** To consider and approve the appointment of 2 new directors.

Fact and Reason: In conformity with the Article of Associates of the Company, Article 15 that an election of directors shall be made during the Annual General Meeting of Shareholders and due to highly competitive nature of the Company's business in the present day, the Board of Directors has considered that it was appropriate to add 2 new directors of the Company from previous total number of 9 persons to be 11 persons. After consideration of qualification, knowledge, capability and experience and with recommendation of the Nomination Committee, the Board of Directors agreed to propose Mr. John Scott Heinecke and Mr. Paniti Junhasavasdikul to the Shareholders' Meeting for considering and appointing as Director and Independent Director respectively. (Attachment 3)

Board's Opinion: The Board of Directors has recommended proposing to the meeting to add 2 new directors of the Company from previous total number of 9 persons to be 11



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persons and to elect Mr. John Scott Heinecke and Mr. Paniti Junhasavasdikul as Director and Independent Director respectively.

**6.3 To consider and approve the remuneration of directors.**

**Fact and Reason:**

According to the Public Limited Companies Act B.E. 2535 Section 90, any money or other kinds of asset is not allowed to be paid to the directors except the remuneration stated in the Company's Articles of Association. If the Company's Articles of Association do not specify, the remuneration shall be approved by no less than two-thirds of the votes of the shareholders present at the shareholders meeting. The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved to set the remuneration, meeting allowance and bonus of directors for year 2013 as follows:

1. The chairman of the board and directors
  - 1.1 The chairman of the board receives remuneration of Baht 20,000 per month and meeting allowance of Baht 60,000 per attendance.
  - 1.2 Each director receives remuneration of Baht 10,000 per month and meeting allowance of Baht 30,000 per attendance.
2. The chairman of audit and corporate governance committee and member of audit and corporate governance committee
  - 2.1 The chairman of audit and corporate governance committee receives remuneration of Baht 30,000 per month, meeting allowance of Baht 60,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 to the board of directors' meeting.
  - 2.2 Each member of the audit and corporate governance committee receives remuneration of Baht 25,000 per month, meeting allowance of Baht 45,000 per attendance to the audit and corporate governance committee's meeting and meeting allowance of Baht 30,000 to the board of directors' meeting.
3. Bonus  
The board of directors receives annual bonus at the rate of 2.0 per cent of cash dividend payment, equal to Baht 5.22 million. The allocation procedure is subject to the judgment of the board of directors.

The following table compares the remuneration of directors between 2013 and 2012

Description	Meeting Allowance				Remuneration		Bonus	
	Audit and Corporate Governance Committee		Board of Directors		Baht/Month			
	Baht/Attendance		Baht/Attendance					
	Year	2013	2012	2013	2012	2013	2012	2013
1. Chairman of the Board	-	-	60,000	60,000	20,000	20,000	2% of cash	2% of cash
2. Director	-	-	30,000	30,000	10,000	10,000	dividend	Dividend
3. Chairman of audit and corporate governance Committee	60,000	60,000	30,000	30,000	30,000	30,000	payment, equal to Baht 5.22 million	payment, equal to Baht 3.01 million
4. Member of audit and corporate governance Committee	45,000	45,000	30,000	30,000	25,000	25,000	(subject to the judgment of the	(subject to the judgment of the
5. Chairman of Sub Committee	-	-	-	-	-	-	Board of Directors)	Board of Directors)
6. Member of Sub Committee	-	-	-	-	-	-		

**Board's Opinion:**

The Board of Directors recommends that the meeting allowance, remuneration and bonus for directors be approved.



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**Agenda 7** To consider and approve the appointment of the Company's auditors for year 2013 and their remuneration.

**Fact and Reason:** According to the Public Limited Companies Act B.E. 2535 Section 120 a Company's auditor and their remuneration shall be approved by the shareholders meeting, and according to the Rules and Regulations of the Securities and Exchange Commission Thailand (SEC), the Company's auditor shall be changed at least once every 5 years (auditor rotation). After due consideration, with recommendation of the Audit and Corporate Governance Committee, the Board found it appropriate to propose the Annual General Meeting of Shareholders to appoint either one of the following:

1. Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 or
2. Miss Somjintana Pholhirunrat, Certified Public Account No. 5599 or
3. Mr. Wisut Petpanitkul, Certified Public Accountant No. 7903

of Office of D I A International Audit Company Limited as the Company's auditor for year 2013. Mr. Wisut Petpanitkul has signed on the Company Financial Statements 3 years from 2010-2012, as an auditor, he has done a good job. The annual fee proposed is Baht 1,750,000 excluding any other expenses due to be paid which is Baht 150,000 (Baht: one hundred and fifty thousand) higher than that for year 2012. The higher fee corresponds to the Company's business expansion that causes more time to be consumed.

The following is the summary of the auditor's remuneration in previous years.

	<u>Year 2013</u>	<u>Year 2012</u>	<u>Year 2011</u>
	<u>Proposed Fees</u>		
Audit Fee	880,000	880,000	810,000
Review Fee	720,000	720,000	690,000
Non Audit Fee	-	-	-
<b>Total</b>	<b>1,750,000</b>	<b>1,600,000</b>	<b>1,500,000</b>

The three proposed auditors for year 2013 are not directors, employees or staff, do not hold any position in the Company and also have no relationship or any related matter with the Company, subsidiaries, management or major shareholders including their relatives.

**Board's Opinion:** The Board of Directors recommends approving the appointment of the proposed auditors for year 2013 and the proposed audit fees.

**Agenda 8** To consider and approve the increase of the Company's registered capital from Baht 501,452,102 to Baht 1,177,904,204 by issuing 676,452,102 new ordinary shares with Baht 1 par value per share for stock dividend payment and offering to specific persons and/or institution investors and/or specific investors by way of private placement.

**Fact and Reason:** An increase of the Company's registered capital from Baht 501,452,102 to Baht 1,177,904,204 specifying the purpose of utilizing proceeds for stock dividend payment and for offering to specific persons and/or institution investors and/or specific investors by way of private placement by Baht 676,452,102 from the Company's registered capital of Baht 501,452,102 to Baht 1,177,904,204 by issuing 676,452,102 new ordinary shares with Baht 1.00 par value per share as follows:

- (a) The capital increase for the stock dividend payment not exceeding 501,452,102 shares.
- (b) The capital increase for offering to specific persons and/or institution investors and/or specific investors by way of private placement not exceeding 175,000,000 shares.

**Board's Opinion:** The Board of Directors recommends that the meeting of shareholders approve the capital increase by Baht 676,452,102 from the Company's registered capital from Baht 501,452,102 to Baht 1,177,904,204 by issuing 676,452,102 new ordinary shares with Baht 1.00 par value per share.



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**Agenda 9**

To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of its registered capital.

**Fact and Reason:**

Clause 4 of the Company's Memorandum of Association shall be amended to reflect the increase of its registered capital as per Agenda 8 as follows:

**Clause 4**

Registered Capital	Baht 1,177,904,204	(Baht: one thousand one hundred seventy seven million nine hundred four thousand two hundred and four)
Divided into	1,177,904,204 Shares	(Share: one thousand one hundred seventy seven million nine hundred four thousand two hundred and four)
Par Value	Baht 1.00 per share	
Consisting of:		
Ordinary Shares	1,177,904,204 Shares	(Share: one thousand one hundred seventy seven million nine hundred four thousand two hundred and four)
Preferred Shares	None	

**Board's Opinion:**

The Board of Directors recommends that Clause 4 of the Company's Memorandum of Association shall be amended to reflect the increase of its registered capital.

**Agenda 10**

**Fact and Reason:**

To consider and approve the allocation of newly issued ordinary shares.

To consider and approve the allotment of 676,452,102 ordinary shares at the par value of Baht 1.00 with the following details:

- 10.1 Approval of the allotment of 501,452,102 new ordinary shares at a par value of Baht 1.00, totaling Baht 501,452,102 for the reserve of shares dividend payment in the ratio of 1 existing share to 1 dividend share to the Shareholders.
- 10.2 Approval of the allotment of 175,000,000 new ordinary shares at a par value of Baht 1.00, totaling Baht 175,000,000 offered to specific persons (private placement) of 175,000,000 shares.

The Board of Director is authorized to consider and determine other details with regard to the allocation, including but not limited to, (1) number of newly issued ordinary shares to be allocated, which may be lower than the above number of shares increased whether single or sequential allocation, period of the offering, offering price, terms of payment, conditions and other details with regard to such allocation of the new shares; (2) negotiation, entering into agreement and execution of documents and agreements in connection with the allocation of these new shares; (3) execution of applications for permission and waivers, and necessary evidence in connection with the allocation these new shares, as well as communicating, filing of applications for permission or waivers, documents and evidence to relevant authorities or agencies, having the Company's new shares listed on the Stock Exchange of Thailand and being empowered to take any other action which is required and appropriate for the allocation of such new shares.

The offering price to be determined by the Board of Directors will not be less than (i) the par value of share and (ii) 90% of the market price (or discount not more than 10% of the market price), where the market price would be calculated by weighted average price (trading value divide by trading volume) of the Company's share not less than 7 consecutive business days but not longer than 15 consecutive business days prior to the first subscription date offer to specific persons.

**Board's Opinion:**

The Board of Directors recommends that the meeting of shareholders approve the allotment of 676,452,102 ordinary shares at the par value of Baht 1.00 as per the details proposed.



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**Agenda 11**      Other business (if any).

All shareholders are cordially invited to attend the Meeting on the date and at the time and place as mentioned above. The Record Date for the right to attend the Annual General Meeting No. 80 is on 7 March 2013 and the share-registration book closing date is on 8 March 2013 for gathering shareholder's names under Section 225 of the Securities and Exchange Act.

Shareholders who wish to appoint a proxy to attend and vote at the Meeting on their behalf or assign a certain independent director of the Company as a proxy, should complete and duly execute the enclosed proxy (affixed with the 20 Baht duty stamp). The duly completed and executed proxy must be deposited with the Chairman of the Meeting or the person designated by him before the Meeting commences. The registration will be available at 8.30 a.m.

Yours sincerely,  
**Christiani & Nielsen (Thai) Public Company Limited**

(Mr. Surasak Osathanugraha)  
Director and Company Secretary