

1 March 2012

**Subject:** Invitation for the Annual General Meeting of Shareholders for 2012  
**To:** The Shareholders of Forth Corporation Public Company Limited  
**Attachments:**

1. Minute of Annual General Meeting of Shareholders for 2011 (Attachment 1)
2. Annual Report for 2011 (Attachment 2)
3. Biography of the nominated candidates for the election of new directors (Attachment 3)
4. A summary of the Company's Articles of Association as relevant in the meeting and registration procedure of meeting attendance and proxy appointment methods (Attachment 4)
5. Proxy forms and biography of independent directors (Attachment 5)
6. Map of meeting location: the Victory room, 2<sup>nd</sup> Floor, at Vic3 Bangkok Hotel, 89 Phaholyothin Soi 3, Phayathai, Bangkok (Attachment 6)

Notice is hereby given to our shareholders that the Annual General Meeting for 2012 of Forth Corporation Public Company Limited ("the Company") will be held on Friday 30<sup>th</sup> March 2012, at 02:00 p.m. The agenda are as follows:

**Agenda 1: To certify the Minute of Annual General Meeting of Shareholders for 2011**

**Facts and reasons**

The Company arranged the Annual General Meeting of Shareholders for 2011 on 8<sup>th</sup> April 2011. The minute of meeting has already submitted to the Stock Exchange of Thailand and Ministry of Commerce as required by law, including disclosure on the Company's website. The minute of meeting is enclosed in the 2012 AGM invitation document package (Attachment 1).

**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to certify the minute which had been accurately and completely recorded.

**Agenda 2: To acknowledge the Company's operating results**

**Facts and reasons**

The significant changes and annual operating results demonstrated in financial statements section on the Company's annual report for 2011 (Attachment 2), which can be summarized as follows:

Unit: Million Baht	2011	2010	Increase (Decrease)	%
Total Assets	5,496	6,452	(956)	(14.82)
Total Liabilities	4,066	5,129	(1,063)	(20.72)
Total Shareholders' equity	1,430	1,323	107	8.09
Total Revenues	8,885	11,633	(2,748)	(23.62)
Net Profit	370	318	52	16.35
Earnings per share (Baht/Share)	0.39	0.33	0.06	18.18

**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to acknowledge the annual operating results for 2011.

**Agenda 3: To certify and approve the balance sheet and income statement for the year ended 31<sup>st</sup> December 2011**

**Facts and reasons**

The financial statements for the year ended 31<sup>st</sup> December 2011 were audited by the auditor and presented under the section of “Financial Statements” in the Company’s annual report for 2011, which were distributed to the shareholders in the 2012 AGM invitation document package.

**BOD’s opinion**

After due consideration, the Board found it appropriate for the meeting to approve the balance sheet and income statement for the year end 31<sup>st</sup> December 2011 that have been audited by the auditor.

**Agenda 4: To allocate the net profit and approve dividend payment for operating results of 2011**

**Facts and reasons**

According to the section 116 of the Public Limited Companies Act B.E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to statutory reserve until the reserve reaches 10 percent of the registered capital.

In addition, the Company established the policy to pay dividends to the shareholders at the rate of not less than 40% of the net profit after corporate income tax, accumulated loss brought forward (if any) and appropriation of statutory reserve accordance with the Company’s separate financial statements. However, the Board of Directors may set the rate of dividend less than the one mentioned above depending on the operating results, financial situation, liquidity and the necessity to expand the operation as well as the reserve on circulating capital of the operating of the organization.

**BOD’s opinion**

The Company has appropriated retained earnings as the statutory reserve - at the beginning of 2011, amounting to Baht 39,926,330.97. The net profit of the separated financial statements was Baht 394,919,950.90. Therefore the Company must allocate the net profit of Baht 8,073,669.03 as statutory reserve for bring the total statutory reserve to Baht 48,000,000 or 10% of the registered capital as required by law. The Board of Directors have already considered to propose to the shareholders’ meeting to allocate this mentioned amount as statutory reserve as well as approved the annual dividend payment for the operation results for the year ended 31<sup>st</sup> December 2011 at the rate of Baht 0.29 per share, a total amount of Baht 278.4 million. The amount of Baht 0.09 per share will be paid from the taxable profit which was subject to 30% corporate income tax, which individual shareholders are entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. The remaining amount of Baht 0.20 per share will be paid from the profit exempted from paying corporate income tax (BOI). It included with an interim dividend payment for the first half year of 2011 at the rate of Baht 0.12 per share. The total amount of interim dividend payment was Baht 115.2 million. Therefore the balance of dividend payment in this period will be paid at the rate of Baht 0.17 per share, amounting to Baht 163.2 million. The amount of Baht 0.09 per share will be paid from the taxable profit which was subject to 30% corporate income tax, which individual shareholders are entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. The remaining amount of Baht 0.08 per share will be paid from the profit exempted from paying corporate income tax (BOI).

The record date to determine shareholders’ name for the right to receive the dividend is scheduled on 11<sup>th</sup> April 2012 in respect to Clause 225 of the Securities and Exchange Act. The closing date of shareholders register book will be on 12<sup>th</sup> April 2012. The dividend shall be paid on 27<sup>th</sup> April 2012.

The comparison of dividend payment over the past 3 years was as follows.

	Operating results		
	2011 (Proposed)	2010	2009
Common stock (Million Shares)	960	960	960
Net profit (loss) (Million Baht)	395	346	122
Net profit (loss) per share (Baht/Share)	0.41	0.36	0.13
Total dividend per share (Baht/Share)	0.29	0.27	-
Interim dividend (Baht/Share)	0.12	0.12	-
Dividend payment's date	9 September 2011	10 September 2010	
Annual dividend (Baht/Share)	0.17	0.15	-
Dividend payment's date	27 April 2012	6 May 2011	
Total dividend payment (Million Baht)	278.4	259.2	-
Dividend payment rate (%)	70 <sup>(1)</sup>	75 <sup>(1)</sup>	-

Remark (1) The dividend payment rate shall be paid in accordance to the Company's dividend policy at the rate of not less than 40% of the net profit after corporate income tax and accumulated loss brought forward accordance with the Company's separate financial statements.

**Agenda 5:**

**To consider and elect new directors who are due to retire by rotation**

**Facts and reasons**

According to the article 18 of the Company's Articles of Association stipulates that at the Annual General Meeting of Shareholders in every year, one-third of the directors must retire from the position. In 2012, three directors who shall retire are as follows:

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Pongchai Amatanont       | Position: Director/Chief Executive Officer         |
| 2. Mrs. Rangsri Lertripinyo     | Position: Director/Senior Executive Vice President |
| 3. Ms. Chonticha Siripongpreeda | Position: Director                                 |

The Company announced the proposal of nomination and agenda through the website of the Company at [www.forth.co.th](http://www.forth.co.th) in order to propose the candidates for the election of directors as well as agenda issues for AGM but there are no any proposals of candidates and agenda issues to the Company. Furthermore, the Board of Directors selection process does not execute through Nomination Committee as the Company states none of Nomination Committee appointment, however, the Board of Directors thoroughly considered these candidates on the nomination procedure and found that their qualifications meet the fundamental requirements regarding to the directors' position. The Board of Directors determined that all candidates possess knowledge, capabilities and experience useful to the Company's business.

**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to approve the reappointment of three directors which are Mr. Pongchai Amatanont, Mrs. Rangsri Lertripinyo and Ms. Chonticha Siripongpreeda to prior position on the Board of Directors. Please see the biography of the nominated candidates for the election of the new directors in Attachment 3.

**Agenda 6: To approve the remuneration of the directors for 2012**

**Facts and reasons**

The remuneration of the directors criteria does not execute through remuneration committees as the Company states none of remuneration committees' appointment; however, the remuneration of directors is executed and considered through the meeting of the Board of Directors, ensuring that the amount is in line with industry benchmark and appropriate to the duty and responsibility. The consideration of business enhancement and profitability of the Company are included. The Board found it appropriate to propose the meeting to approve the 2012 directors' remuneration is at the same rate as the remuneration of 2011. The following table summarizes the remuneration of the directors from 2011 to 2012.

	<u>2012</u>	<u>2011</u>	
	(Proposed year)		
-	<b>Meeting attendance fee</b>		
	33,000	33,000	Baht per each attendance
	22,000	22,000	Baht per each attendance
	49,500	49,500	Baht per each attendance
	46,200	46,200	Baht per each attendance

- **Annual gratuity fee**

The amount of gratuity is not over Baht 1.0 million (2011: Baht 1.0 million) and shall be allocated to the Non-executive directors and/or independent directors.

**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to approve the directors' remuneration for 2012.

**Agenda 7: To consider the appointment of the Company's auditors for 2012 and determination of their remunerations**

**Facts and reasons**

The audit committee considered and recommended Ernst & Young Office Limited to be the auditors of the Company for 2012. Since the reputation of Ernst & Young Office Limited is accepted both in local and international standards with sufficient human capital's knowledge and capacities including reasonable audit fee. They also do not have any relationship or conflict of interest with the Company/the subsidiaries/ the executives/major shareholders or related persons. However, one of these below auditors could audit and provide the opinion on the Company's financial statements.

1. Mr. Supachai Phanyawattano Auditor License 3930 and/or  
(An auditor who signed off the Company's financial statements for 2011)
2. Mr. Narong Pantawong Auditor License 3315 and/or  
(Never signed off the Company's financial statements)
3. Ms. Tippawan Nananuwat Auditor License 3459  
(Never signed off the Company's financial statements)

In case that those auditors could not be on duty, Ernst & Young Office Limited will assign new auditors list of its office replacing them. However, the auditors of Ernst & Young Office Limited still are the auditors of our subsidiaries and associates, total of seven companies. Furthermore, the audit committee agreed the remuneration of auditors for 2012 amounting to 1,090,000 Baht excluding miscellaneous expenses such as copying charges and travelling expenses that to be charged at actual cost. The remuneration of auditors for 2012 is at the same rate as the remuneration of 2011. For other non-audit service from Ernst and Young Office Limited were service fees for certified accounting information and observation of inventory destruction with total amount of Baht 30,000.

The comparison of the auditors' remuneration is shown below:

	<u>2012</u>	<u>2011</u>
	(Proposed year)	
Audit fee of the Company	1,090,000	1,090,000
Audit fee of subsidiaries and associates	1,700,000	1,700,000
Other remunerations	-	30,000

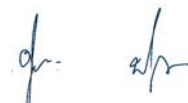
**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to consider the appointment of the auditors from Ernst & Young Office Limited which are Mr. Supachai Phanyawattano and/or Mr. Narong Pantawong and/or Ms. Tippawan Nananuwat to be the auditors of the Company for 2012 and also fix their remunerations in 2012 in accordance to the appropriate consideration by audit committee.

**Agenda 8: Consideration of other matters (if any)**

Please be informed accordingly, as well as inviting all shareholders to attend the 2012 Annual General Meeting of the Shareholders on Friday 30<sup>th</sup> March 2012, at 02:00 p.m., the Victory room , 2<sup>nd</sup> Floor, at Vic3 Bangkok Hotel, 89 Phaholyothin Soi 3, Phayathai, Bangkok.

Yours sincerely,



(Ms. Suphaluck Paramasawat)

Secretary of the Board of Directors

On behalf of the Board of Directors