

9 September 2013

- Subject** : Invitation for the Extraordinary General Meeting of Shareholders No.1/2013
- To** : The Shareholders of Forth Corporation Public Company Limited
- Attachments** :
1. Copy of the minutes of the 2013 Annual General Meeting of Shareholders (Attachment 1)
  2. Information Memorandum on the MAI listing of Forth Smart Service Company Limited, a subsidiary of the Company (Attachment 2)
  3. Relevant sections of the Company's Articles relating to the shareholders' meeting, guidelines for registration, proxy appointment required to attend the shareholders' meeting (Attachment 3)
  4. Proxy forms and biography of independent directors (Attachment 4)
  5. Map of meeting location: the Victory room, 2<sup>nd</sup> Floor, at Vic3 Bangkok Hotel, 89 Phaholyothin Soi 3, Phayathai, Bangkok (Attachment 5)

Notice is hereby given to our shareholders that the Extraordinary General Meeting of Shareholders No.1/2013 of Forth Corporation Public Company Limited ("the Company") will be held on Monday 30<sup>th</sup> September 2013, at 02.00 p.m. The agenda are as follows:

**Agenda 1: To certify the minutes of the 2013 Annual General Meeting of Shareholders.**

**Facts and reasons**

The Company arranged the 2013 Annual General Meeting of Shareholders on 18 April 2013. The minutes of meeting have already submitted to the Stock Exchange of Thailand and Ministry of Commerce as required by law, including disclosure on the Company's website. A copy of the minutes of meeting is enclosed in the Extraordinary General Meeting of Shareholders No.1/2013 invitation document package (Attachment 1).

**BOD's opinion**

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

**Agenda 2: To consider and approve the listing of Forth Smart Service Company Limited on the Market for Alternative Investment and approve in principle about restructure the capital structure of Forth Smart Service Company Limited in the spin-off plan such as increase the company's capital, change in the par value of the shares and amendment the company's memorandum etc.**

**Facts and reasons**

The Company wishes to restructure the Group by listing Forth Smart Service Company Limited ("FSS"), a subsidiary of the Company (61% of the paid-up capital of FSS), on the Market for Alternative Market (MAI) in order to streamline FSS's business operations, separate from the Company's business, maximize growth of business, flexible access to capital fund and to be strong financial position to support the future growth. The details of the information contained in Attachment 2.

**BOD's opinion**

After due consideration, the Board found it appropriate for the meeting to approve the listing of FSS on the Market for Alternative Investment and approve in principle about restructure the capital structure of FSS in the spin-off plan.

**Agenda 3: To consider and approve the allocation of new ordinary shares to be issued by a subsidiary to the Company's shareholders based on their pre-emptive rights.**

**Facts and reasons**

FSS intends to increase its capital by issuing 200,000,000 new shares to the public (IPO) and the shareholders of the Company. As a result of such capital increase, profit sharing and voting rights of the Company in FSS will be decreased from 61.00% to 45.75% of the share capital of FSS.

**BOD's opinion**

To minimize the dilution effect on the Company's shareholders, the Board found it appropriate for the meeting to approve the allocation of 96,000,000 shares with a par value of Baht 0.50 each, representing 48% of the total number of the new shares of FSS, to the Company's shareholders based on their pre-emptive rights and empower the Company's Board of Directors to take any actions to ensure the completion of the allocation of new shares to be issued by FSS to the Company's shareholders.

**Agenda 4: Consideration of other matters (if any).**

Please be informed accordingly, as well as inviting all shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2013 at the Victory room , 2<sup>nd</sup> Floor, Vic3 Bangkok Hotel, 89 Phaholyothin Soi 3, Phayathai, Bangkok .

Yours sincerely,

ARISA KONGSIRICHAWANG

(Ms. Arisa Kongsirichawang)

Secretary of the Board of Directors

On behalf of the Board of Directors