

6th March 2017

- Subject:** Invitation for the 2017 Annual General Meeting of Shareholders
- To:** The Shareholders of Forth Corporation Public Company Limited
- Attachments:**
1. Copy of the minutes of the 2016 Annual General Meeting of Shareholders (Attachment 1)
 2. Annual report 2016 (Attachment 2)
 3. Biography of the nominated candidates for the election of new directors (Attachment 3)
 4. The Company's Articles of Association, procedures and conditions regarding the 2017 Annual General Meeting of Shareholders (Attachment 4)
 5. Proxy forms and biography of independent directors (Attachment 5)
 6. Map of meeting location; 256, Forth Smart Service Office Building, 7th Floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok (Attachment 6)

Notice is hereby given to our shareholders that the Annual General Meeting for 2017 of Forth Corporation Public Company Limited ("the Company") will be held on Friday 7th April 2017, at 02:00 p.m. The agenda are as follows:

1st Agenda: To certify the minutes of the Annual General Meeting of Shareholders for 2016

Facts and reasons The Company arranged the 2016 Annual General Meeting of Shareholders on Friday 22nd April 2016. The minutes of the meeting had been prepared and submitted to the Stock Exchange of Thailand within the specified by relevant regulators, including disclosure on the Company's website. The minutes of meeting is enclosed in the 2017 AGM invitation document package (Attachment 1).

The 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.

2nd Agenda: To acknowledge the operating results for 2016

Facts and reasons The significant changes and annual operating results demonstrated in the Company's annual report for 2016 (Attachment 2), which can be summarised as follows:

(Unit: Million Baht)	2016	2015	Increase (decrease)	% increase (decrease)
Total assets	6,869	5,974	895	15
Total liabilities	4,240	3,468	772	22
Total shareholders' equity	2,629	2,506	123	5
Total revenues	5,426	5,127	299	6
Net profit	366	460	(94)	(20)
Earnings per share (Baht/Share)	0.38	0.48	(0.10)	(21)

The BOD's opinion After due consideration, the Board found it appropriate for the meeting to acknowledge the annual operating results for 2016.

3rd Agenda: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31st December 2016

Facts and reasons The financial statements for the year ended 31st December 2016 were audited and certified by the auditor and presented under the section of “Financial Statements” in the Company’s annual report for 2016, which were distributed to the shareholders in the 2017 AGM invitation document package.

The BOD’s opinion After due consideration, the Board found it appropriate for the meeting to approve the statement of financial position and the statement of comprehensive income for the year ended 31st December 2016 that have been audited by the auditor.

4th Agenda: To consider and approve the allocation of profit and the dividend payment for the year 2016

Facts and reasons Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. In addition, the Company has a policy to pay dividends to the shareholders at the rate of not less than 40% of the net profit after corporate income tax and accumulated loss brought (if any) in accordance with the separate financial statements. However, the Board of Directors might set the rate of dividend payout less than the one mentioned above depending on the operating results, financial position, liquidity and the need to expand its operations as well as the working capital requirements.

The BOD’s opinion After due consideration, the Board found it appropriate for the meeting to approve the allocation of the profit and the dividend payment for the year 2016 as follows:

- 1) The Company has already fully set aside the statutory reserve of Baht 48,000,000.
- 2) To approve the dividend payment from the net profit for the year 31st December 2016 at the rate of Baht 0.34 per share, a total of Baht 326.4 million. The dividend will be paid from the profit exempted from paying corporate income tax (BOI) at the rate of Baht 0.19 per share, which individual shareholders are not entitled to a tax credit in accordance with Section 47 bis of the Revenue Code and will be paid from the profit under non-BOI at the rate of Baht 0.15 per share. When including with an interim dividend payment for the first six-month period of 2016 at the rate of Baht 0.17 per share, totaling Baht 163.2 million, 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 record date to determine shareholders’ name for the right to receive the dividend is scheduled on 20th April 2017 in respect to Clause 225 of the Securities and Exchange Act. The closing date of shareholders register book will be on 21st April 2017. The dividend shall be paid on 4th May 2017.

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

	<u>Operating results</u>		
	<u>2016 (Proposed)</u>	<u>2015</u>	<u>2014</u>
Common stock (Million Shares)	960	960	960
Net Profit (Million Baht)	458	568	489
Net Profit (Baht/Share)	0.48	0.59	0.51
Total dividend per share (Baht/Share)	0.34	0.32	0.30
Interim dividend (Baht/Share)	0.17	0.15	0.15
Dividend payment's date	9 th September 2016	10 th September 2015	12 th December 2014
Annual dividend (Baht/Share)	0.17	0.17	0.15
Dividend payment's date	4 th May 2017	18 th May 2016	8 th May 2015
Total dividend payment (Million Baht)	326.4	307.2	288.0
Dividend payment rate (%)	71 ⁽¹⁾	54 ⁽¹⁾	59 ⁽¹⁾

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 (if any) in accordance with the separate financial statements.

5th Agenda: To consider and elect directors in place of those be retired by rotation

Facts and reasons

According to the Article 18 of the Company's Article 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 2017, three directors who shall retire are as follows:

1. Mr. Sanit Vorapunya Position: Independent Director/Audit Committee/
Chairman of the Board of Directors
2. Mr. Sutham Malila Position: Independent Director/Chairman of Audit Committee/
Chairman of Nomination and Remuneration Committee/
Director
3. Ms. Nongram Laohaareedilok Position: Independent Director/Audit Committee/
Chairman of Risk Management Committee/
Nomination and Remuneration Committee/
Director

The Company announced the proposal of nomination and agenda through the website of the Company at 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 to the Company. Nomination of the Board of Directors executes through the Nomination and Remuneration Committee. The committee thoroughly considered these candidates on the nomination procedure and found that their qualifications meet the fundamental requirements regarding to the directors' position. The committee determined that all candidates possess knowledge, capabilities and experience useful to the Company's business.

The BOD's opinion

The Board of Directors, without 3 retired directors who have conflict of interest in this agenda, found it appropriate for the meeting to approve the reappointment of 3 directors which are Mr. Sanit Vorapunya, Mr. Sutham Malila and Ms. Nongram Laohaareedilok to prior position on

the Board of Directors. Please see the biography of nominated candidates for the election of the new director (Attachment 3).

6th Agenda: To consider and fix the directors' remuneration for the year 2017

Facts and reasons

The determination of remuneration for directors is executed and considered through the Nomination and Remuneration Committee, 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 Nomination and Remuneration Committee considered the remuneration of directors for 2017 will be the same rate as the remuneration of 2016, as detailed below:

	<u>2017 (Proposed year)</u>	<u>2016</u>	
- Meeting attendance fee			
Chairman of the Board of Directors	33,000	33,000	Baht per each attendance
Member of the Board of Directors	22,000	22,000	Baht per each attendance
Chairman of Audit Committee	49,500	49,500	Baht per each attendance
Member of Audit Committee	46,200	46,200	Baht per each attendance
Chairman of Risk Management Committee	15,000	15,000	Baht per each attendance
Member of Risk Management Committee	10,000	10,000	Baht per each attendance
Chairman of Nomination and Remuneration Committee	15,000	15,000	Baht per each attendance
Member of Nomination and Remuneration Committee	10,000	10,000	Baht per each attendance

- Annual gratuity fee

The amount of gratuity is not exceeding Baht 1.5 million (2016: Baht 1.5 million) and shall be allocated to the non-executive directors and/or independent directors.

The BOD's opinion

After due consideration, the Board found it appropriate for the meeting to approve directors' remuneration for the year 2017.

7th Agenda: To consider and appoint the Company's auditors and fix their remuneration for the year 2017

Facts and reasons

The Audit Committee has selected auditors for 2017 in accordance with the selection process defined and proposed to the Board of Directors to propose the meeting to appoint auditors from EY Office Limited to be the Company's auditor for 2017. EY Office Limited has been recognised both locally and internationally and has sufficient personnel with the knowledge and appropriate audit fee. In addition, there is no relationship or conflict of interest in the Company/the executives/major shareholders or related persons. Any one of the individuals below will be responsible to review or audit and provide the opinion on the Company's financial statements.

1. Ms. Waraporn Prapasirikul Auditor License 4579 and/or
(An auditor who signed off the Company's financial statements for 2014-2015)
2. Mr. Narong Puntawong Auditor License 3315 and/or
(Never signed off the Company's financial statements)
3. Ms. Sirirat Sricharoensup Auditor License 5419
(An auditor who signed off the Company's financial statements for 2016)

In case that the above-mentioned auditors could not be on duty, EY Office Limited will provide new auditors list of its office replacing them. Additionally, the auditors of EY Office Limited are still auditing our subsidiaries and associates in total of 10 companies (2016:10 companies).

The Audit Committee also fixed the remuneration of the Company's auditors for 2017 at Baht 1,490,000 excluding miscellaneous expenses such as copying charges and travelling expenses that to be charged at actual cost. The remuneration of auditors for 2017 shall be increased by Baht 330,500 or 28.5%, comparing with the remuneration for 2016. Fee for other non-audit service from EY Office Limited were paid for the observation of inventory destruction of a subsidiary with the total amount of Baht 10,000 and the audit of general control of information technology system of a subsidiary with the total amount of Baht 520,000.

The comparison of the auditors' remuneration is shown below:

	<u>2017 (Proposed year)</u>	<u>2016</u>
		Unit: Baht
Audit fee of the Company	1,490,000	1,159,500
Audit fee of subsidiaries and associates	3,155,500	2,805,500
Non-Audit fee of subsidiaries and associates	-	530,000

The BOD's opinion

After due consideration, the Board found it appropriate for the meeting to consider the appointment of the auditors from EY Office Limited which are Ms. Waraporn Prapasirikul and/or Mr. Narong Puntawong and/or Ms. Sirirat Sricharoensup to be the auditors of the Company for 2017 and also fix their remunerations for 2017 in accordance to the appropriate consideration by Audit Committee.

8th Agenda: To consider and approve the amendment of the Company's Objectives No. 43

Facts and reasons

The Company has to expand business in the future. It is hereby proposed to the Annual General Meeting of Shareholders to amend the Company's Objectives to support the Company's business in the future, as follows:

Existing clause

Clause 43 To engage in the business concerning design, development, manufacture, installment, maintenance, sale, rental, import, export and distribution of vehicle tracking system, Global Positioning System (GPS), remote control system, queuing management system, control center, other equipment as well as rendering of services for planning, project proposal writing, exhibiting, publishing, organizing, researching, repairing and maintaining.

Revised clause

Clause 43 To engage in the business concerning design, development, manufacture, installment, maintenance, sale, rental, import, export and distribution of tracking system for vehicles, human beings, animals, objects and other living things, Global Positioning System (GPS), remote control system, queuing management system, control center, other equipment as well as rendering of services for planning, project proposal writing, exhibiting, publishing, organizing, researching, repairing and maintaining.

The BOD's opinion

After due consideration, the Board found it appropriate for the meeting to approve the amendment of the Company's Objectives No. 43 to support the Company's business in the future.

9th Agenda: To consider other business (If any)

Please be informed accordingly, as well as inviting all shareholders to attend the 2017 Annual General Meeting of the Shareholders on Friday 7th April 2017, at 02:00 p.m. at 256, Forth Smart Service Office Building, 7th Floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok.

Yours sincerely,



(Mrs. Rangsee Lerttripinyo)

Corporate Secretary