

21<sup>st</sup> February 2014

Re Invitation to Attend Annual General Meeting of Shareholders of 2014

To Shareholders of L.P.N. Development Public Company Limited

- Encl.
1. Copy of Minutes of Annual General Meeting of Shareholders of 2013 on 28<sup>th</sup> March 2013.
  2. Annual Report of 2013 and Financial Statements Comprising Statement Showing Financial Position, Profit-Loss Statement, Statement of Changes in Shareholders' Equity, and Statement of Cash Flow As At 31<sup>st</sup> December 2013.
  3. Histories of Directors Retiring from Office by Rotation and Nominated to Resume Office.
  4. Details of Remuneration and Annual Gratuities of Board of Directors and Committees.
  5. Articles of Association of Company Specifically Related to Shareholders Meeting.
  6. Documents and Evidences Required for Attending Shareholders Meeting, Procedures Regarding Appointment of Proxy
  7. Proxy Authorization to Participate in 2014 Annual General Shareholders' Meeting
  8. Details of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy.
  9. Schedule of Visit to Company's Projects.
  10. Reply Form to Visit Company's Projects.
  11. Letter of Appointment of Proxy, Form B., for General Person.
  12. Letter of Appointment of Proxy, Form C., for Shareholders who are Foreign Investors and Appointment of Custodian in Thailand.
  13. Map Showing Venue of Shareholders Meeting.

Whereas the Board of Directors of L.P.N. Development Public Company Limited (hereinafter called "Company") resolved that there be called the Annual General Meeting of Shareholders of 2014 on 27<sup>th</sup> March 2014 at 9.30 hours at the Meeting Room on 11<sup>th</sup> Floor, No. 1168/7, Lumpini Tower, Rama IV Road, Thoong Mahamek Sub-District, Sathorn District, Bangkok Metropolis 10120, to consider various businesses according to the agendas and the opinions of the Board of Directors as follows:

**Agenda 1. Adoption of Minutes of Annual General Shareholders Meeting of 2013 Held on 28<sup>th</sup> March 2013**

Background The Company had prepared the Minutes of Annual General Meeting of Shareholders of 2013 held on 28<sup>th</sup> March 2013, and readily sent it to the Stocks Exchange of Thailand within 14 days, and to the Ministry of Commerce within the timeframe prescribed by law, and had already published it on the Company's website ([www.lpn.co.th](http://www.lpn.co.th)), as per the details appearing in the Copy of Minutes of Meeting in the Enclosure of Item 1.

Opinions of Board of Directors It is deemed suitable to propose the Minutes of Annual General Meeting of Shareholders of 2013 which was held on 28<sup>th</sup> March 2013 for adoption by the Shareholders Meeting, as the Board of Directors is of an opinion that it had been correctly recorded.

**Agenda 2. Acknowledgement of Report of Board of Directors for Results of Operations in 2013**

Background The Company has concluded the results of operations as well as significant changes occurred in 2013 as shown in the Annual Report of 2013, as per the details appearing in the Enclosure of Item 2.

Opinions of Board of Directors It is deemed suitable to propose the Annual Report of 2013 which concludes the results of operations of the Company and significant changes occurred in 2012 for acknowledgment by the shareholders.

**Agenda 3. To Consider Approving Financial Statements of 2013, Comprising Statement Showing Financial Position, Profit and Loss Statement, Statement of Changes in Shareholders' Equity, and Statement of Cash Flow As At 31<sup>st</sup> December 2013.**

Background This is in line with the Public Limited Company Act B.E. 2535 (1992) which provides that a public limited company must prepare balance sheet and profit and loss statement as at the end of the accounting period of such company. In this respect, the balance sheet, the profit and loss statement, the statement showing changes in shareholders' equity, and the statement of cash flow for the year ending on 31<sup>st</sup> December 2013 of the Company had been audited and certified by the auditor of DIA International Audit Co.,Ltd. and approved by the Audit Committee that they were correct, complete, and were in line with the generally recognized accounting standards, and that there had been disclosed adequate information as shown in the "Financial Statements" of the Annual Report of 2013, as per the details appearing in the Enclosure of Item 2, the significant points of which can be summarized as follows:

Description	Separate Financial Statements	Consolidated Financial Statements
● Total assets (million Baht)	16,483.54	17,420.19
● Total liabilities (million Baht)	7,102.56	7,794.38
● Shareholders' Equity (million Baht)	9,380.99	9,625.80
● Total incomes (million Baht)	13,774.92	14,400.50
● Net profits (million Baht)	2,293.99	2,328.58
● Profit per share (Baht/share)	1.55	1.58

Opinions of Board of Directors It is deemed suitable to propose to the Shareholders Meeting to consider approving the financial statements of 2013 which comprises statement of financial position, balance sheet, profit and loss statement, statement showing changes in shareholders' equity, and statement of cash flow ,as at 31<sup>st</sup> December 2013, which had been duly audited and signed for certification by the auditor and which had also been approved by the Audit Committee and the Board of Directors.

#### Agenda 4. To Consider Approving Allocation of Profits and Payment of Dividends

Background The Company has a policy of paying dividends at the rate of not less than 50 percent of the net profits for the combined financial statements. After the Board of Directors having resolved that annual payment of dividends be made, it must be proposed to the Shareholders Meeting for approval, except it be an interim dividend payment, which the Board of directors is empowered to approve said payment of dividends and report such to the Shareholders Meeting at the next Shareholders Meeting. This is in line with the Public Limited Company Act B.E. 2535 (1992) and the Articles of Association of the Company, Clause 28. Based on the results of operations and the general financial position of the Company in 2013, the Company had net profits after deduction of income tax at Baht 2,328,576,930.28 (two thousand three hundred twenty eight million five hundred seventy six thousand nine hundred thirty Baht and twenty eight Satangs only). Therefore, the Company is considering making payment of dividends from the results of operations of 2013, i.e., from 1<sup>st</sup> January 2013 until 31<sup>st</sup> December 2013, at the rate of Baht 0.84 (eighty four Satangs) per share, or computed at the ratio of 53.23 percent of the net profit, making the total amount of Baht 1,239,586,965.12 (one thousand two hundred thirty nine million five hundred eighty six thousand nine hundred sixty five Baht and twelve Satangs only), the details of which are as follows:

- 1) The Company had made interim dividend payment for the results of operations of the 6-month period at the end of the 2<sup>nd</sup> quarter at the rate of Baht 0.26 (twenty six Satangs) per share for the ordinary shares of the Company totalling 1,475,698,768 shares, making the total of Baht 383,681,679.68 (three hundred eighty three million six hundred eighty one thousand six hundred seventy nine Baht and sixty eight Satangs only), which was paid on 4<sup>th</sup> September 2013
- 2) As such, there remains the last lot of dividends to be paid to the shareholders entitled to receiving annual dividends of 2013 as per the list of names on the record date (RD) at the rate of Baht 0.58 (fifty eight Satangs) per share, for the ordinary shares totalling 1,475,698,768 shares, making the total amount of Baht 855,905,285.44 ( eight hundred fifty five million nine hundred five thousand two hundred eighty five Baht and forty four Satangs only), whereby ordinary person shareholders may request for the refund of tax credit thereof, i.e., at the rate of Baht 0.58 (fifty eight satangs) per share as paid from the net profit subjected to tax payment at 20 percent. Hence, the dividends credit equals to the dividends multiplied by two-eight

In this respect, the Company publishes the list of names of shareholders who are entitled to attend the Shareholders Meeting and who are also entitled to receive payment of dividends on 3<sup>rd</sup> March 2014, and collects the list of said names under Section 225 of the Securities and Exchange Act by closing the registration book on 4<sup>th</sup> March 2014

The payment of said dividends is scheduled to be made on 4<sup>th</sup> April 2014, whereby the data for comparison of rate of payment of dividends in the past years are as follows:

Details of Dividend Payment	2013	2012	2011
1.Net profit (million Baht)	2,328.58	2,216.79	1,917.26
2. Number of shares issued and paid up (million shares)	1,475.70	1,475.70	1,475.70
<b>3. Rate of dividend per share (Baht: Share)</b>	<b>0.84</b>	<b>0.76</b>	<b>0.65</b>
3.1 Interim dividend (Baht: Share)	0.26	0.23	0.21
3.2 Additional dividend (Baht : Share)	0.58	0.53	0.44

Opinions of Board of Directors It is deemed suitable to propose to the Shareholders Meeting for acknowledgement of the interim dividend payment and for approval of the payment of interim dividend of 2013 at the rate of Baht 0.84 (eighty four Satangs) per share of the ordinary shares of 1,475,698,768 shares. The Company has paid interim dividends for the 6-month period of results of operations at the end of the 2<sup>nd</sup> quarter at the rate of Baht 0.26 (Twenty Six Satangs) per share.

Therefore, there remains dividends to be paid to the shareholders at the rate of Baht 0.58 ((Fifty Eight Satangs)) per share for the ordinary shares of 1,475,698,768 shares, which will be paid to the shareholders who are entitled to receiving dividends according to the list of names as at the record date (RD), whereby the Company will publish the names of shareholders who have the right to attend the Shareholders Meeting and who are entitled to receiving dividends on 3<sup>rd</sup> March 2014, and will collect the list of such names under Section 225 of the Securities and Exchange Act by closing the registration book on 4<sup>th</sup> March 2014, and will make payment of dividends on 4<sup>th</sup> April 2014

However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

**Agenda 5. To Consider Election of Directors Replacing Those Retiring by Rotation**

Background: Under the Public Limited Company Act and Clause 11 of the Articles of Association of the Company, one-third of the total number of directors must retire from office by rotation at the Annual General Meeting of Shareholders. At the Annual General Meeting of Shareholders of 2014, the following 5 directors must retire from office by rotation:

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|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Prof. Siri Keiwalinsrit     | Director ,Vice Chairman of the Board of Directors and Independent Director                                                                                                    |
| 2. Mr. Amornsuk Noparumpa      | Director ,Chairman of the Audit Committee, Chairman of the Nomination, Remuneration and Good Corporate Governance Committee and Independent Director                          |
| 3. Mr. Vudhiphol Suriyabhivadh | Director ,Audit Committee Member, Nomination, Remuneration and Good Corporate Governance Committee Member and Independent Director                                            |
| 4. Mr. Tikhamporn Plengsrisuk  | Director ,Chief Executive Director, Chief Executive Officer Nomination, Remuneration and Good Corporate Governance Committee Member and Chairman of Risk Management Committee |
| 5. Mrs. Yupa Techakraisri      | Director and Risk Management Committee Member                                                                                                                                 |

The Nomination, Remuneration and Good Corporate Governance Committee has considered the suitability that would yield utmost benefits to the operations of the Company, taking into account qualifications, experiences, expertise. In this respect, the Nomination, Remuneration and Good Corporate Governance Committee, excluding directors who have vested interests and therefore did not cast the votes, has proposed that all .... directors who have completed their office term and must retire by rotation be reappointed for another term. The details of histories and experiences of the said 5 (Five) directors appear in the Enclosure of Item 3.

Opinions of Board of Directors: The Nomination, Remuneration and Good Corporate Governance Committee, excluding those with vested interests, has nominated .... persons for consideration according to the nomination process. Therefore, the Board of Directors wishes to nominate the following persons:

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|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Prof. Siri Keiwalinsrit     | Director ,Vice Chairman of the Board of Directors and Independent Director                                                                                                    |
| 2. Mr. Amornsuk Noparumpa      | Director ,Chairman of the Audit Committee, Chairman of the Nomination, Remuneration and Good Corporate Governance Committee and Independent Director                          |
| 3. Mr. Vudhiphol Suriyabhivadh | Director ,Audit Committee Member, Nomination, Remuneration and Good Corporate Governance Committee Member and Independent Director                                            |
| 4. Mr. Tikhamporn Plengsrisuk  | Director ,Chief Executive Director, Chief Executive Officer Nomination, Remuneration and Good Corporate Governance Committee Member and Chairman of Risk Management Committee |
| 5. Mrs. Yupa Techakraisri      | Director and Risk Management Committee Member                                                                                                                                 |

as directors for another term,whereby 3(Three) of whom,namely Prof. Siri Kelwalinsrit, Mr.Amornsuk Noparumpa and Mr.Vudhiphol Suriyabhivadh are Independent Directors.

**Agenda 6. To Consider Fixing Remuneration of Board of Directors and Committees.**

Background: The Nomination, Remuneration and Good Corporate Governance Committee has considered the remuneration for directors and committees, taking into account the suitability as well as the results of operations of the Company, which is in line with the general situation of the market and of the same industry, the expansion of business and the growth of the Company, including the suitability in relation to the duties and the responsibilities of the Board of Directors and the Committees. As such, the Nomination, Remuneration and Good Corporate Governance Committee has decided that the gratuities for the directors for the results of operations in 2013 be granted in the amount of Baht 9,536,000 (Nine million five hundred and thirty six thousand Baht only), whereby this amount will be allocated by the Board of Directors itself.

In this respect, the Nomination, Remuneration and Good Corporate Governance Committee has decided that the remuneration of directors and the remuneration of committees for 2014 be paid in the total amount of Baht 7,290,000 (Seven million two hundred and ninety thousand Baht only), as per the following details:

- Chairman of Board of Directors receives remuneration at Baht 60,000 per month.

- Deputy Chairman of Board of Directors receives remuneration at Baht 30,000 per month.
- Chairman of Audit Committee receives remuneration at Baht 45,000 per month.
- Audit Committee receives remuneration at Baht 35,000 per month.
- Director receives remuneration at Baht 25,000 per month.
- Chairman of Nomination, Remuneration and Good Corporate Governance Committee receives remuneration at Baht 7,500 per month.
- Nomination, Remuneration and Good Corporate Governance Committee receives remuneration at Baht 5,000 per month.

The details appear in the Enclosure of Item No. 4.

Opinions of Board of Directors: The Nomination, Remuneration and Good Corporate Governance Committee has considered carefully the gratuities for the directors for the results of operations of 2013, the remuneration of directors and committees of 2014, taking into account the suitability in various aspects. Hence, the Board of Directors deems that it should be proposed to the Shareholders Meeting to approve the proposal put forward by the Nomination, Remuneration and Good Corporate Governance Committee.

**Agenda 7. To Consider Appointing Auditor and Fixing Auditor's Fee of 2014.**

Background The Audit Committee selects an auditor for the year 2014 according to the prescribed process and proposes its decision to the Board of Directors to consider appointing an auditor from DIA International Audit Co.,Ltd. ("the Office of DIA International Auditing") to be the auditor of the Company and its subsidiary companies of 2014, which comprise Lumpini Property Management Company Limited, Lumpini Project Management Service Company Limited, Porn Santi Company Limited, and Lumpini Property Service and Care Company Limited. This is because the Office of DIA International Auditing has been auditing the financial statements of the Company and its subsidiary companies continuously for many years and has always been able to provide advices which are beneficial to the Company throughout, not to mention that it has no relations and vested interests with the Company, its subsidiary companies, executives, major shareholders, or those related to the said persons whatsoever. The Office is independent in auditing and expressing its opinions on the financial statements of the Company and its subsidiary companies. As such, either one of the following auditors, namely:

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|-------------------------------|-----------------------|
| 1. Mrs. Suwimol Krittayakian  | CPA Licence No. 2982, |
| 2. Ms. Somjintana Polhiranrat | CPA Licence No. 5599, |
| 3. Mr. Wisut Petchpanitkul    | CPA License No. 7309  |

are nominated to audit and express the opinions on the financial statements of the Company.

Section 121 of the Public Limited Company Act B.E. 2535 provides that "An auditor must not be a director, a staff, an employee, or must not hold any positions within the company." The said two persons named above are not a director, a staff, an employee, nor they hold any positions within the Company, and the Company does not seek other professional services from the Office of the auditor and from the said persons whatsoever.

The Audit Committee has also considered and proposed the auditing fee for the year 2014 of the Company at Baht 1,052,000 (One Million and Fifty Two Thousand Baht Only).

#### History of Audit Services

For Accounting Year	2012	2013	2014
Name of Auditing Office	DIA	DIA	DIA
Name of Auditor	Mrs. Wilairat Rojakarin and/or Mrs. Ponsaran Rungcharoenkitkul	Mrs. Suwimol Krittakian and/or Ms. Somjintana Polhiranrat and/or Mr. Wisut Petchpanitkul	Mrs. Suwimol Krittakian and/or Ms. Somjintana Polhiranrat and/or Mr. Wisut Petchpanitkul
Audit Services	Baht 1,000,000.-	Baht 1,052,000	Baht 1,052,000
Non-Audit Services	None	None	None
Relations or Vested Interests of Auditor with Company and Connected Persons	None	None	None

Note: The Annual General Meeting of Shareholders 2012 on 29<sup>th</sup> March 2012 resolved to appoint Mrs. Wilairat Rojanakarin and/or Mrs. Ponsaran Rungcharoenkijkul as the auditors in 2012. In the case that the above auditors are unable to perform their duties, DIA International Auditing must recruit other CPAs from their office to audit and comment on the financial statements of the Company and subsidiary companies in place of the above auditors. During 2012, Mrs. Ponsaran Rungcharoenkijkul was unable to perform her duty, therefore, DIA International Auditing had replaced her with Mrs. Suwimol Krittayakian, CPA No. 2982.

Opinions of Board of Directors It is deemed suitable to propose to the Shareholders Meeting to consider appointing either one of the following auditors from the Office of DIA International Auditing as the auditor of the Company:

1. Mrs. Suwimol Krittayakian CPA Licence No. 2982,
2. Ms. Somjintana Polhiranrat CPA Licence No. 5599,



3. Mr. Wisut Petchpanitkul

CPA License No. 7309

In the case they said auditor is unable to perform her duties, it is considered that a request be made to the Office of DIA International Auditing to provide an auditor from its Office to audit the accounts and express opinions on the financial statements of the Company in lieu of the said auditor, by fixing the auditing fee for the year 2014 at Baht 1,052,000 (One Million and Fifty Two Thousand Baht Only) as proposed by the Audit Committee.

**Agenda 8. Other Matters for Consideration (If Any).**

The Company has already prepared the list of shareholders per the Record Date (RD) for the rights to attend the Shareholders Meeting and to receive dividends on 3<sup>rd</sup> March 2014 and has duly collected the list of such names under Section 225 of the Securities and Exchange Act, whereby the registration book will be closed on 4<sup>th</sup> March 2014

After the General Shareholders Meeting, the Company hereby invites all shareholders to pay a visit to various projects of the Company according to the schedule herewith attached. For the purpose of travelling preparations and arrangements, may shareholders who wish to pay a visit to the projects kindly fill out the details in the reply form and return it to the Company within 24<sup>th</sup> March 2014.

All shareholders are cordially invited to attend the Meeting according to the designated day, time, and place. The Company also asks the shareholders or proxies to kindly bring along the Letter of Appointment of Proxy together with documents and evidences required to be presented to the officers for registration on the Meeting Day as from 8.00 a.m. onwards.

Yours sincerely,



(Mr. Opas Sripayak)

Managing Director

By Resolution of Board of Directors

- Note: 1. If any shareholder wishes to receive the Annual Report of both Thai and English for the year 2013 Versions in CD format, kindly contact us at telephone no. 02-285-5011 Ext. 147.
2. Shareholders may see the Notice Calling Annual General Meeting of Shareholders of 2014 and supporting documents at [www.lpn.co.th](http://www.lpn.co.th).

Investor Relation Section, Directors Office Department,

Tel. (02) 285-5011-6 Ext. 147