

LPN/SorKor/051/2560

27th February, 2017

Re: Invitation to Attend Annual General Meeting of Shareholders 2017

Dear: Shareholders of L.P.N. Development Public Company Limited

- Enclosed:**
1. Copy of the Minutes of Annual General Meeting of Shareholders 2016 on 31st March, 2016
 2. Annual Report 2016 and financial statements 2016 comprising statements of financial position, profit and loss statements, statements of changes in shareholders' equity and statements of cashflow for the year ended 31st December, 2016 and Sustainable Development Report 2016 (in a CD)
 3. Profiles of directors who are to retire on rotation and nominated to be reappointed
 4. Details of remuneration and annual reward of the Board of Directors and subcommittees
 5. Profiles of the auditors nominated as the auditors of the Company in 2017
 6. Articles of Association related to shareholders' meeting
 7. Voting method, vote counting method and announcement of voting result
 8. Document or evidence as a proof of shareholding or a proxy of a shareholder
 9. Proxy authorization in the Annual General Meeting of Shareholders 2017
 10. Details of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy
 11. Proxy Form B, for general shareholders
 12. Proxy Form C, for shareholders who are foreign investors and appoint a custodian in Thailand to hold their shares
 13. Request form for Annual Report and/or Sustainable Development Report 2016
 14. Map showing venue of Shareholders meeting

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 2017 on Thursday 30th March, 2017 at 09.30 hours at the Meeting Room on the 11th Floor, No. 1168/7, Lumpini Tower, Rama 4 Road, Thungmahamek Sub-District, Sathorn District, Bangkok 10120, to consider various businesses according to the agendas and the opinions of the Board of Directors as follows:

Agenda 1 To adopt the Minutes of Annual General Meeting of Shareholders for the year 2016 held on 31st March, 2016

Background The Company had prepared the Minutes of Annual General Meeting of Shareholders 2016 held on 31st March, 2016 and had already sent it to the Stock 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). The details are appearing in the Copy of Minutes of Meeting in the Attachment No. 1

Opinions of the Board of Directors: It is deemed suitable to propose the Minutes of Annual General Meeting of Shareholders of 2016 which was held on 31st March, 2016 to the shareholders for approval. The Board of Directors opines that the minutes had been accurately recorded.

Agenda 2 To acknowledge the report of the Board of Directors for performance in the year 2016

Background The Company has summarized the performance as well as significant changes in 2016 as shown in the Annual Report 2016. The details are appearing in the Attachment No. 2

Opinions of the Board of Directors: It is deemed suitable to propose the Annual Report 2016 which summarizes the performance of the Company and significant changes in 2016 for acknowledgment of the shareholders.

Agenda 3 To consider and approve the financial statements 2016 comprising statements of financial position, profit and loss statements, statements of changes in shareholders' equity and statements of cashflow for the year ended 31st December, 2016

Background The Public Limited Company Act B.E. 2535 provides that public limited company must prepare a balance sheet and profit and loss statement as of the end of the accounting period of the company. In this regard, the statement of financial position, profit and loss statement, statement of changes in shareholders' equity and cash flow statement as of 31st December, 2016 of the Company have already been audited and certified by the auditors of D.I.A. International Auditing and approved by the Audit Committee. The financial statements are accurately prepared in accordance with the generally accepted accounting standard. Sufficient information is disclosed in the "Financial Statements" section of the Annual Report 2016. The details are appearing in the Attachment No. 2 and can be summarized as follows:

Description		Separate Financial	Consolidated Financial
• Total asset	(million THB)	17,133.42	18,557.92
• Total liabilities	(million THB)	5,051.22	6,147.28
• Shareholders' Equity	(million THB)	12,082.20	12,410.64
• Gross income	(million THB)	13,145.84	14,650.63
• Net profit	(million THB)	2,024.19	2,176.23
• Profit per share	(THB/share)	1.37	1.47

Opinions of the Board of Directors: It is deemed suitable to propose the financial statements in 2016 comprising the statement of financial position, profit and loss statement, statement of changes in shareholders' equity and cash flow statement as of 31st December, 2016 which are approved and certified by the auditors, the Audit Committee and the Board of Directors of the Company to the Annual General Meeting of Shareholders for approval.

Agenda 4 To consider and approve allocation of profits and payment of dividends

Background It is the policy of the Company to pay the dividend at the rate of no less than 50% of the net profit in the consolidated financial statements. After the dividend payment has been approved by the Board of Directors, it will be proposed to the Annual General Meeting of Shareholders for approval, except for the payment of the interim dividend which the Board of Directors has the authority to approve and report to the Annual General Meeting of Shareholders for acknowledgement. This is in accordance with the Public Limited Company Act B.E. 2535 and Clause 28 of the Articles of Association of the Company. Based on the performance and consolidated financial position of the Company in 2016, the net profit of the Company is 2,176,226,055.70 THB (Two Billion One Hundred Seventy Six Million Two Hundred Twenty Six Thousand Fifty Five Baht and Seventy Satang). As a result, it is proposed that the dividend will be paid based on the performance in 2016 i.e. from 1st January, 2016 to 31st December, 2016 at the rate of 0.90 THB (Ninety Satang) per share or equivalent to 61.03% of the net profit, totaling 1,328,128,891.20 THB (One Billion Three Hundred Twenty Eight Million One Hundred Twenty Eight Thousand Eight Hundred Ninety One Baht and Twenty Satang). The details are as follows:

- 1) The Company has paid the interim dividend for the performance of the first six months ended in Q2/2016 at the rate of 0.30 THB (Thirty Satang) for 1,475,698,768 ordinary shares of the Company, totaling 442,709,630.40 THB (Four Hundred Forty Two Million Seven Hundred Nine Thousand Six Hundred Thirty Baht and Forty Satang). The payment was made on 1st September, 2016.
- 2) The remaining dividend will be paid to shareholders entitled to receive the dividend in 2016 as per the list of shareholders on the record date at the rate of 0.60 THB (Sixty Satang) for 1,475,698,768 ordinary shares of the Company, totaling 885,419,260.80 THB (Eight Hundred Eighty Five Million Four Hundred Nineteen Thousand Two Hundred Sixty Baht and Eighty Satang). An individual shareholder is entitled to claim a tax refund at the rate of 0.60 THB (Sixty Satang) per share as the dividend is paid from the retained earnings which are subject to corporate income tax. The calculation of the dividend tax credit is as follows:

- Dividend of 0.20 THB per share: dividend tax credit of 23%

$$\text{Dividend tax credit} = \text{dividend} \times \frac{23}{77}$$

- Dividend of 0.40 THB per share: dividend tax credit of 25%

$$\text{Dividend tax credit} = \text{dividend} \times \frac{25}{75}$$

The name list of shareholders for the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment is made on 23rd February, 2017. The name list is compiled in accordance with Section 225 of Securities Commission Act by book closing method on 24th February, 2017. The above dividend is scheduled to be paid on 11th April, 2017.

The information on the rate of dividend paid during the past years is as follows:

Details		2016	2015	2014
1. Net profit	(million THB)	2,176.23	2,413.40	2,021.42
2. No. of shares issued and paid up	(million shares)	1,475.70	1,475.70	1,475.70
3. Rate of dividend per share	(THB:share)	0.90	0.90	0.80
3.1 Interim dividend	(THB:share)	0.30	0.30	0.26
3.2 Additional dividend	(THB:share)	0.60	0.60	0.54

Opinion of the Board of Directors: It is deemed suitable to propose to the Annual General Meeting of Shareholders to acknowledge the interim dividend payment and approve the dividend payment in 2016 at the rate of 0.90 THB (Ninety Satang) per share of 1,475,698,768 ordinary shares. The Company has paid the interim dividend for the performance in the first six months ended in Q2/2016 at the rate of 0.30 THB (Thirty Satang).

The remaining dividend will be paid to shareholders at the rate of 0.60 THB (Sixty Satang) for 1,475,698,768 ordinary shares of the Company. The name list of shareholders for the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment is made on 23rd February, 2017. The name list is compiled in accordance with Section 225 of Securities Commission Act by book closing method on 24th February, 2017. The above dividend is scheduled to be paid on 11th April, 2017.

However, the granting of such rights of the Company is not definite as it is pending approval from the Annual General Meeting of Shareholders.

Agenda 5 To consider the election of the directors to replacement of those who are to retire by rotation

Background The Public Company Act and Article 11 of the Articles of Association of the Company required that one-third of directors are to retire on rotation in the Annual General Meeting of Shareholders. In the Annual General Meeting of Shareholders 2017, four directors who are to retire on rotation are as follows:

1. Mr. Amornsuk Noparumpa
2. Professor Siri Keiwalinsrit
3. Mr. Pichet Supakijjanusan
4. Mrs. Yupa Techakraisri

The Nomination, Remuneration and Good Corporate Governance Committee has considered the characteristics, experiences, professional expertise, leadership, vision and other qualifications of the candidates as required by related regulations and Articles of Association of the Company. Furthermore, the knowledge and expertise necessary for the operation of the Company are also considered.

The Nomination, Remuneration and Good Corporate Governance Committee, excluding the interested directors, has considered the qualifications of the four directors who are to retire on rotation and resolved to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders 2017 to reappoint these four directors, namely, Mr. Amornsuk Noparumpa, Professor Siri Keiwalinsrit, Mr. Pichet Supakijjanusan and Mrs. Yupa Techakraisri to the position of directors of the Company for another term. The competencies and qualifications of the above four directors are in accordance with the criteria and all of them have been committed to perform their duties according to their roles and responsibilities and fully contributed their knowledge, capabilities and experiences to the Company.

In addition, Mr. Amornsuk Noparumpa and Professor Siri Keiwalinsrit, the directors who are to retire on rotation and proposed to be reappointed for another term, are fully qualified to take up the position of independent director of the Company even though they have already been an independent director for more than nine years. Their qualifications are fully in accordance with the criteria of the Company, which are stricter than those of the Capital Market Supervisory Board.

The Company does not provide an opportunity for the shareholders to nominate a candidate to take up the position of a director of the Company.

Opinions of the Board of Directors: The Board of Directors excluding interested directors has considered the qualifications, experiences and knowledge that are beneficial to the operation of the Company of individual director and resolves to reappoint the following directors for another term of office:

1. Mr. Amornsuk Noparumpa
2. Professor Siri Keiwalinsrit
3. Mr. Pichet Supakijjanusan
4. Mrs. Yupa Techakraisri

Moreover, the Board of Directors resolves to approve the proposal of the Nomination, Remuneration and Good Corporate Governance Committee to nominate Mr. Amornsuk Noparumpa and Professor Siri Keiwalinsrit to take up the position of independent directors of the Company even though they have already been independent directors for more than nine years. Their qualifications are in accordance with the related criteria and they have showcased his independence from the Management as well.

The profile and professional experiences of the above four (4) directors and the qualifications of independent directors are appearing in the Attachment No. 3.

Agenda 6 To consider fixing Remuneration for Board of Directors and Committees

Background The Nomination, Remuneration and Good Corporate Governance Committee has considered the remuneration for directors and subcommittees by taking into the account the performance of the Company, the market situation, the business expansion, the growth of the Company as well as the appropriateness with the duties and responsibilities of the Board of Directors and subcommittees. The details are as follows:

1. Financial Remuneration

1.1 Reward for directors

The Nomination, Remuneration and Good Corporate Governance Committee has considered the reward for directors for the performance in 2016 at the amount of 10,217,347 THB (Ten Million Two Hundred Seventeen Thousand Three Hundred and Forty Seven Baht Only). The reward for directors is calculated based on the business growth rate of the Company.

1.2 Monthly remuneration

The Nomination, Remuneration and Good Corporate Governance Committee has considered the remuneration for directors and subcommittee in 2017 at the amount of 5,790,000 THB (Five Million Seven Hundred and Ninety Thousand Baht Only). The details are as follows:

- Chairman of the Board of Directors	60,000 THB per month
- Vice Chairman of the Board of Directors	30,000 THB per month
- Chairman of Audit Committee	45,000 THB per month
- Audit Committee Member	35,000 THB per month
- Chairman of Nomination, Remuneration and Good Corporate Governance Committee	7,500 THB per month
- Nomination, Remuneration and Good Corporate Governance Committee Member	5,000 THB per month
- Director	25,000 THB per month

2. Non-financial remuneration

- Medical insurance and annual medical check-up

The details are appearing in the Attachment No. 4.

Opinions of the Board of Directors: The Nomination, Remuneration and Good Corporate Governance Committee has considered the reward for directors for the performance in 2016 and the remuneration for directors and subcommittees in 2017. The Board of Directors would like to propose to the Annual General Meeting of Shareholders to approve the proposal of the Nomination, Remuneration and Good Corporate Governance Committee.

Agenda 7 To consider and appoint the auditors and fix the audit fee for the year 2017

Background The Audit Committee has selected the auditors in 2017 and proposed to the Board of Directors for consideration and proposal to the Annual General Meeting of Shareholders for approval. It is proposed that the Annual General Meeting of Shareholders is to appoint the auditors from DIA International Auditing Co., Ltd. ("DIA International Auditing") as the auditors of the Company and subsidiary companies, namely, Lumpini Property Management Co., Ltd., Lumpini Project Management Service Co., Ltd., Pomsanti Co., Ltd. and Lumpini Property Service and Care Co., Ltd., in 2017. DIA International Auditing has been auditing the financial statements of the Company and subsidiary companies for many years, has provided useful recommendations to the Company and does not have a relationship with the Company, subsidiary companies, executives, major shareholders or related persons of the above people. They are able to independently audit and comment on the financial statements of the Company and subsidiary companies. One of the following auditors will audit and comment on the financial statements of the Company:

1. Mr. Nopparoeck Pissanuwong CPA No. 7764
2. Ms. Somjintana Pholhirunrat CPA No. 5599
3. Ms. Suphaphorn Mangjit CPA No. 8125

The profiles of the auditors are appearing in the Attachment No. 5.

Section 121 of the Public Limited Company Act B.E. 2535 stated that "an auditor must not be a director, an employee or hold any position in the company". The above three auditors are not directors or employees of the Company, do not hold any positions in the Company and do not provide any other professional services to the Company.

The Audit Committee proposes that the audit fee of L.P.N. Development Public Company Limited in 2017 will be as follows:

1. The audit fee of 1,170,000 THB (One Million One Hundred and Seventy Thousand Baht Only).
2. Information technology system audit fee of 150,000 THB (One Hundred and Fifty Thousand Baht Only).

Information on the Audit Fee

Details	2017	2016	2015
Company	DIA	DIA	DIA
Auditors	Mr. Nopparoeck Pissanuwong and/or Ms. Somjintana Pholhirunrat and/or Ms. Suphaphorn Mangjit	Mrs. Suvimol Krittayakiern and/or Ms. Somjintana Pholhirunrat and/or Ms. Suphaphorn Mangjit	Mrs. Suvimol Krittayakiern and/or Ms. Somjintana Pholhirunrat and/or Ms. Suphaphorn Mangjit
Audit Fee	1,170,000 THB	1,136,000 THB	1,060,000 THB
Information Technology System Audit Fee	150,000 THB	n/a	n/a
Other fees	n/a	n/a	n/a
Relationship or connection with the Company and related persons	n/a	n/a	n/a

- Note:
1. The Notice of the Securities and Exchange Commission states that auditor rotation is required in listed companies. Should the same auditor has reviewed and/or audited and commented on the financial statements of the Company for five consecutive accounting periods and should the same auditor has performed his/her duties for five consecutive accounting periods, the company will be able to appoint the above auditor at least after the end of the next two accounting periods.
 2. Ms. Somjintana Pholhirunrat has been appointed as the auditor of the Company from 2013-2016 and Ms. Suphaphorn Mangjit is appointed as the auditor of the Company from 2015-2016. Neither of the auditors has signed the financial statements of the Company.
 3. Mr. Nopparoeek Pissanuwong has been appointed as the auditor of the Company in 2017 in replacement of Mrs. Suvimol Kittayakiem who had been appointed as the auditor of the Company from 2012-2016 and had been signing the financial statements of the Company for five consecutive years.

Opinions of the Board of Directors: The Board of Directors would like to propose to the Annual General Meeting of Shareholders to appoint one of the following auditors from DIA International Auditing as the auditor of the Company and subsidiary companies:

- | | | |
|-------------------|--------------|--------------|
| 1. Mr. Nopparoeek | Pissanuwong | CPA No. 7764 |
| 2. Ms. Somjintana | Pholhirunrat | CPA No. 5599 |
| 3. Ms. Suphaphorn | Mangjit | CPA No. 8125 |

In case that the above auditors are unable to perform their duties, DIA International Auditing is to nominate other auditors from the company to audit and comment on the financial statements of the Company and subsidiary companies in place of the above auditors. The audit fee for L.P.N. Development Public Company Limited in 2017 is as follows:

1. The audit fee of 1,170,000 THB (One Million One Hundred and Seventy Thousand Baht Only).
2. Information technology system audit fee of 150,000 THB (One Hundred and Fifty Thousand Baht Only).

In 2017, Mr. Nopparoeek Pissanuwong, Ms. Somjintana Pholhirunrat and Ms. Suphaphorn Mangjit will be proposed as the auditors of the subsidiary companies i.e. Lumpini Property Management Co., Ltd., Lumpini Project Management Service Co., Ltd. Pomsanti Co., Ltd., and Lumpini Property Service and Care Co., Ltd. Although the above auditors are providing the service to both the Company and subsidiary companies at the same time, the Board of Directors believes that they will be able to prepare the financial statements of the Company and subsidiary companies in a timely manner as the audit schedule of the Company and subsidiary companies will be planned out in advance.

Agenda 8 To consider and approve the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association about the Objectives of the Company

Background In order for the objectives of the Company to be in consistence with the business operation, the Company would like to amend the Company's objectives as well as Clause 3 in the Memorandum of Association of the Company as follows:

1. Modify the objectives No.1, 2, 6, 42 and 43 as follows:

- No. 1 Cancel the existing clause: “buy, procure, receive, rent, hire-purchase, hold ownership, own, improve, use and manage any assets as well as the profit of such assets”
and replace it with the new clause: “buy, procure, receive, rent, rent out, hire-purchase, hold ownership, own, improve, use and manage all types of assets and real estates as well as the profit of such assets”
- No. 2 Cancel the existing clause: “sell, transfer, mortgage, pawn, exchange and dispose of the assets by other means”
and replace it with the new clause: “sell, sell on consignment, transfer, receive a transfer, mortgage, be a mortgage lender, pawn, be a pawnbroker, exchange and dispose of all assets and real estates as well as transfer and receive a transfer of legal rights for the benefit of the operation or any other business and take actions related to the real estate by being a broker or a representative of the deal or holding the ownership for other parties.”
- No. 6 Cancel the existing clause: “be a limited liabilities partner in limited partnerships or hold shares in other limited companies”
and replace it with the new clause: “be a limited liabilities partner in limited partnerships or hold shares in other limited companies and/or listed companies and invest in all types of business and securities.”
- No. 42 Cancel the existing clause: “engage in a business which buys and sells car, plot of land, house, commercial building, condominium and all types of buildings and divide land plot and building for sale”
and replace it with the new clause: “engage in a business which involves sale of car, plot of land, house, commercial building, condominium, land trading, land allocation, housing estate and all types of buildings and divide land plot and building for sale.”
- No. 43 Cancel the existing clause: “engage in a business which manage condominium building”
and replace it with the new clause: “engage in a business which manage condominium building and juristic person of housing estate.”

2. Add eight more objectives to the Company's objectives, increasing from 46 to 54 objectives as follows:

- No. 47 Establish a real estate fund and/or the like and manage the fund as well as manage other relevant real estate funds.
- No. 48 Engage in a business which provides architectural design, landscape design, interior design and engineering services which directly and indirectly support the real estate development business of the Company.
- No. 49 Engage in business which provides advertisement service via computer systems, including internet system in the telecommunication system and other media such as magazines, newspapers, radio and television as well as design and produce all types of advertising media above and provide public relations services for business, education and public interest purposes.
- No. 50 Engage in business which provides event management, marketing promotion activities, sales and public relations services to an individual, a group of persons, juristic persons and governmental organizations.
- No. 51 Establish a school, educational institutions, sports field and sports training center and provide trainings and academic workshops on sports (when a license is obtained from relevant authorities).
- No. 52 Register, seek permission, buy, rent or acquire or dispose of patent, concessions, trademarks, mining concessions, certification marks, license or other copyrights.
- No. 53 Engage in condominium, housing estate and land allocation business, buy, sell, buy and sell by installments, buy and sell debts, rent out and hire-purchase condominium units, land plot or land plot with buildings.
- No. 54 Engage in nano finance business according to the announcement of the Bank of Thailand and other related announcements and engage in microfinance business (when approved by the government).

3) Modify Clause 3 of the Memorandum of Association so that the objectives of the Company will be increased from 46 to 54 objectives.

In case that the registrar of the Department of Business Development, Ministry of Commerce is unable to register any of the above objectives, the Company is to register only the objectives that the registrar accepts for registration and modify the objectives and/or the Memorandum of Association as the registrar sees fit.

Opinion of the Board of Directors: The Board of Directors agrees that the Annual General Meeting of Shareholders should approve the amendment of the objectives No.1, 2, 6, 42 and 43 and add eight more Company's objectives, increasing from 46 to 54 objectives in order to be in line with the business operation of the Company. Moreover, the Board of Directors agrees that it should be proposed to the Annual General Meeting of Shareholders to approve the amendment of Clause 3 in the Memorandum of Association in order to be in accordance with the addition of the objectives i.e. "No. 3 Objectives of the Company - there are 54 objectives as appeared in the attached BorMorJor 002."

Agenda 9 To consider any other business (if any)

The name list of shareholders for the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment is made on 23rd February, 2017. The name list is compiled in accordance with Section 225 of Securities Commission Act by book closing method on 24th February, 2017.

In compliance with the intention of the Stock Exchange of Thailand and the Securities and Exchange Commission, the Company will not give out gifts to the shareholders attending the Annual General Meeting of Shareholders this year.

Please kindly be informed accordingly. The Company would like to invite the shareholders to attend the meeting at the above date, time and venue. Please also be reminded to bring a proxy form and other documents to the meeting for registration purposes. The registration desk will be opened from 08.00 h.

Sincerely yours,



(Mr. Opas Sripayak)

Managing Director

by Resolution of the Board of Directors

- Note:
1. Should any shareholders wish to receive a hardcopy of the Annual Report and/or Sustainable Development Report 2016, please kindly fill your details in the "Request form for Annual Report 2016" (Attachment No.13).
 2. The shareholders is able to view the invitation letter of the Annual General Meeting of Shareholders 2017 and related documents in the Company's website: www.lpn.co.th

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