



**Invitation to the 2016 Annual General Meeting
of Shareholders**

Abico Holdings Public Company Limited

Friday, 22nd April 2016

At 13.00 hrs.

At Evergreen Room, 5th Fl. Asia Airport Hotel,
99/2 Moo 8, Phaholyothin Rd., Lumlookka, Phatumthani

12130



บริษัท เอบีโก้ โฮลดิ้งส์ จำกัด (มหาชน)

401/1 หมู่ 8 อาคารเอบีโก้ ชั้น 5 ถ.พหลโยธิน ต.คูคต อ.ลำลูกกา จ.ปทุมธานี 12130

โทร 02-9925858-80 โทรสาร 02-9925782

April 8, 2016

Subject: The 2016 Annual General Meeting of Shareholders

To: Shareholder of Abico Holdings Public Company Limited

Enclosures: 1. Minutes of the 2015 Annual General Meeting of Shareholders (Enclosure 1)
2. Annual Report 2015 (CD-ROM)
3. Proxy Form (Enclosure 2)
4. Profile of independent director proposed as proxy by the Company (Enclosure 3)
5. Definition of Independent Directors (Enclosure 4)
6. Profile of the candidates who have been nominated to replace the director retiring by rotation (Enclosure 5)
7. Article of Association and Public Company Limited Act B.E.2535 (Enclosure 6)
8. Condition, Rules and Procedures to attend the Meeting (Enclosure 7)
9. Map of the 2016 Annual General Meeting of Shareholders' venue (Enclosure 8)

The Meeting of the Board of Directors of Abico Holdings Public Co., Ltd., ("the Company") No.1/2016 held on 25 February 2016 has resolved to hold the 2016 Annual General Meeting of Shareholders on Friday 22 April 2016 at 13:00 hrs. at Evergreen Room, 5th Fl. of Asia Airport Hotel which is located at No.99/2 Moo.8 Phaholyothin Road, Lumlookka, Phatumthani, 12130. The agenda of the meeting will be as follows:

Agenda 1 To certify the Minutes of the 2015 Annual General Meeting of Shareholders.

*Board's Opinion:*The board proposes that the Shareholders Meeting certify the minutes of the 2015 Annual General Meeting of Shareholders.

Agenda 2 To acknowledge the report on the Company's operating result for the Year 2015.

*Board's Opinion:*The Board of Directors considered and deemed it appropriate to report the performance results of the Company for the year 2015 to the meeting of shareholders for acknowledgement.

Agenda 3 To approve the audited financial statements for the year end 31 December 2015 of the Company.

*Board's Opinion:*The Board of Directors deems it is appropriate to approve the audited financial statements for the year end 31 December 2015 of the Company.

Agenda 4 To consider and approve the appropriate legal reserve and the dividend payment derived for operating results for the year ended 31 December 2015.

Board's Opinion:

1. The board deem it is appropriate to consider and approve profit apportionment from net profit of 2015 for a legal reserve. Due to the company's legal fund were not fully reserve.
2. The Board of Directors proposes the Shareholders Meeting consider and approve the payment of dividend to the Company's for operating results for the year ended 31 December 2015. The dividend payout rate is Baht 0.05 per share, totaling Baht 11,750,000.

The Company's dividend policy at a rate not less than 40% of the profit after tax from operations according to the separate financial statements, and reserves of all types, as required by law. However, such payment must be in accordance with the cashflow, investment plans of the Company and subsidiaries, as well as necessities and circumstances in the future.

However, the Company dividend payout as compare to the net profit of the year 2015 after tax from operations according to the separate financial statements, and reserves of all types, as required by law, which was 0.05 Baht per share, is 36% lower than the Company's dividend policy. This is because the Company needs to consider the necessities of the cashflow and investment plans of the Company and its subsidiaries in the future.

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation

*Board's Opinion:*The Board of Directors deems it is appropriate to approve the appointment of directors replacing those retired by rotation as follows:

1. Mr.Chaichat Boonyarat Directors
2. Mr.Mati Tungpanich Directors

Detail relating to the number of shares held by the nominated directors

Names of the retiring directors nominated for re-appointment	Number of shares held	Voting Right
1. Mr. Chaichat Boonyarat	57,539,080	57,539,080
2. Mr. Mati Tungpanich	None	None

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2016.

Board's Opinion: The Board of Directors that the shareholders meeting consider and approve the following directors' remuneration in total limited not over 2,000,000 Baht for the year 2016.

Agenda7 To consider and approve the appointment of auditors and to determine their remuneration.

Board's Opinion:

7.1 The Board of Directors deems to appropriate to appoint A.M.T & Associates to be Company's and its subsidiaries auditors for the year 2016, as follows:

7.1.1 Mrs.Kesree Narongdej Certified Public Accountant No.76 and/or

7.1.2 Mrs.Natsarak Sarochanunjeen Certified Public Accountant No.4563 and/or

7.1.3 Mr.Chaiyuth Angsuwithaya Certified Public Accountant No.3885 and/or

7.2 Fix the audit fee to be in the amount of Baht 1,640,000 which is composed of Baht 610,000 for the company and Baht 1,030,000 for its subsidiary. The audit fee is increase 8% from the rate as approved from the previous year, as proposed by the Audit Committee

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates.

Agenda 8 To consider and approve the increase of registered capital of the Company under a General Mandate.

Board's Opinion: The Board of Directors deems it is appropriate to approve the increase of registered capital of the Company under a General Mandate. The Company shall increase the new registered capital at the amount of Baht 141,000,000 by issue the new ordinary shares at the amount of 141,000,000 shares at par value of Baht 1 per share. Presently, the Company has registered capital of Baht 235,000,000 and the Company's paid-up capital of Baht 235,000,000. The objective of the General Mandate is to increase flexibility of fund raising for the Company by consider the most benefit to the shareholders.

The details of allotment are as follow:

- 1) Allotment to existing shareholders, in proportion to the number of shares already held by each shareholder of not exceeding 70,500,000 shares
- 2) Allotment to the general public of not exceeding 47,000,000 shares
- 3) Allotment to specific persons of not exceeding 23,500,000 shares

Nevertheless, for the allotment of newly-issued shares under 1), 2), and 3), the total increase in paid-up capital must not be more than 30% of paid-up capital as of the date that the Company's

Board of Directors approved the capital increase or not exceeding 70,500,000 shares. In addition, the share allocation shall be made as follows:

The authorization to the Board of Directors includes determining the offering price, the date and time of the offering and other details and conditions in connection with the allocation of the newly-issued shares.

The Company shall complete the allocation of the newly-issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set up by law, whichever is the earlier.

Agenda 9 To consider and approve the amendment to Clause 4 of the Memorandum of Association in accordance with the increase of registered capital of the Company under a General Mandate

Board's Opinion: The Board of Directors deems it is appropriate to approve The amendment to Clause 4 of the Memorandum of Association in accordance with the increase of registered capital of the Company under a General Mandate i

Article 4. Registered Capital	376,000,000.00 Baht	
	(Three hundred and Seventy Six Million Baht)	
Amount of Shares	376,000,000 Shares	
	(Three hundred and Seventy Six Million Shares)	
Par Value	1.00 Baht	(1 Baht)

The authorized share capital is divided into

Ordinary Share	376,000,000	Shares
Preferred Share	-	Shares

Agenda 10 To consider and approve the issuance and offering of debentures.

Board's Opinion: The Board of Directors deems it is appropriate to approve the issuance and offering of debentures totaling not exceed than Baht 1,000 million with the preliminary features as follows;

Objective : For increase the liquidity and/or debt payment and/or investment in expansion of the business.

Type : All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holder's representative, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.

Amount : The principal amount of the debentures which are not redeemed at any time will not exceed Baht 1,000million or the equivalent amount in other currencies.

Currency	:Thai Baht and/or foreign currency equivalent.
Interest Rate	:Subject to the prevailing market condition at the time of issue and offering.
Maturity	:Not exceeding 5 years from the issuance date of the debentures.
Offering	:The debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the high net worth investors either in whole or in part which could be single or multiple offerings in compliance with the rules and regulations of The Securities and Exchange Commission
Early Redemption	:Subject to conditions of the debentures at each time of issuance.
Other Conditions	:Additional restrictions and conditions of the debentures such as the type of debentures to be issued each time, par value, offered price per unit, interest rate, appointment of debenture holder's representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by the Managing Director to determine or amend the terms and conditions relating to the issuance and offering of the debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the debentures in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to The Securities and Exchange Commission (SEC) other relevant government authorities, and/or other relevant person(s) etc. The details as above will be proposed to shareholders on the year 2016 Annual General Shareholder Meeting (AGM) for consideration and approval.

Agenda 11 To consider any other business (if any)

You are therefore invited to attend the meeting on the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form and submit it to the Company before attending the meeting.

Yours faithfully,

Abico Holdings Public Co.,Ltd.

A handwritten signature in purple ink, consisting of a large, stylized loop followed by a series of smaller, connected strokes.

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(Mr.KittiVilaivarangkul)

Managing Director