



-Translation-
Minute of Annual General Meeting of Shareholder of the year 2013
of
Major Cineplex Group Public Company Limited
held on Wednesday 3 April 2013
at Major Cineplex Group Plc., Ratchayothin, (Theater No.14)
1839, 1839/1-6 Phaholyothin Road, Ladyao, Jatujak, Bangkok

The directors who were present in the Meeting are as follows:

1. Mr. Somchainuk	Engtrakul	Chairman of the Board and Independent Director
2. Mr. Vicha	Poolvaraluck	Director and Chief Executive Officer
3. Mr. Chai	Jroongtanapibarn	Independent Director & Chairman of Audit Committee
4. Mr. Wallop	Tangtrongchitr	Independent Director & Audit Committee
5. Mr. Naruenart	Ratanakanok	Independent Director & Audit Committee
6. Mr. Verawat	Ongvasith	Director and Executive Director
7. Mrs. Paradee	Poolvaraluck	Director and Executive Director
8. Mr. Thanakorn	Puliwekin	Director and Chief Films Officer
9. Pol.Sub.Lt. Kriengsak	Lohachala	Independent Director
10. Mr. Satian	Pooprasert	Independent Director
11. Mr. Wichai	Poolvaraluck	Director

The directors who were absent from the Meeting are as follows:

- none -

The executive who was present at the Meeting is as follows:

1. Miss Thitapat	Issarapornpat	Director of Accounting and Finance and Company Secretary
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The legal consultants who were present at the Meeting are as follows:

1. Ms. Kulakanit	Kamsirivatchara	Legal Consultant Siam Premier International Law Office Limited, The Secretary of the Meeting
2. Ms. Araya	Intang	Legal Consultant Siam Premier International Law Office Limited

The auditor who was present at the Meeting is:

1. Mr. Pisit	Thangtanakul	PricewaterhouseCooper ABAS
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The Meeting commenced at 10.00 a.m.

Mr. Somchainuk Engtrakul, the Chairman of the Board as the Chairman of the Meeting, informed the Meeting that; According to the Company's Articles of Association, there must be at least 25 shareholders including the proxies thereof (if any) holding no less than one-third of the total issued shares of the Company present in the Meeting in order to constitute a quorum. The Meeting was attended by 439 shareholders, 647 proxies, totaling 1,086 attendants with total shareholding of 418,353,077 shares or 47.13% of the total shares issued with voting right, the said number of shareholders holding such number of shares present in this Meeting, the quorum was formed pursuant to the Company's Articles of Association.

In addition, The Chairman informed the meeting that, in order to comply with the good governance, the Company invited shareholders to propose any matter considered important and beneficial to the Company as an agenda for the meeting and propose qualified candidate to be nominated as a director of the Company in advance from 17 September 2012 until 31 January 2013 on website www.majorcineplex.com and set.or.th. There are no any matters proposed by shareholder. The Chairman will conduct the meeting on the agenda as determined in the invitation letter of the meeting.

Before the meeting had made a discussion on the agenda of the Meeting, the Chairman assigned the Secretary of the Meeting to conduct the meeting and to clarify the voting methods on the agenda as follows.

1. As for voting, according the Company' Article of Association, it has stated that all shareholders shall be given one vote per one share for voting in a meeting.

2. In case of proxies, subject to Power of Attorney Form A and B, the shareholders can authorize only one proxy to attend the meeting and to vote, Power of Attorney Form C being used for custodian, which can vote separately for each agenda. And in case that the votes are not applied in full numbers, their remainder shall be deemed as abstention.

3. If the shareholders have already authorized and voted and the Company has recorded such votes in computer, their proxies attending the meeting shall not vote repeatedly.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.

Registration No. 0107545000047

1839, 1839/1-6 Phaholyothin Rd., Ladyao, Jatuchak, Bangkok 10900 Tel: 0-2511-5427-36 www.majorcineplex.com



4. If any shareholder has question or want any committee or executive to elucidate some issues beyond that as specified in agenda, one shall notify his/her name and question after each or all agendas ended.

When the Secretary of the Meeting clarified the voting methods on the agenda, the Chairman commence the meeting on the agenda as follows

Agenda 1 To consider approving the Minutes of the Annual General Meeting of Shareholders 2012 held on Tuesday 3 April 2012

The Chairman announced that The Company held the Annual General Meeting of Shareholders 2012 held on Tuesday 3 April 2012 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website, www.majorcineplex.com, details of which are shown in Attachment 1. It is considered appropriate for the Meeting of Shareholders to approve the minutes of the Annual General Meeting of Shareholders held on Tuesday 3 April 2012 which the Board of Directors has deemed it properly recorded.

After the Chairman announced the particulars for considering Agenda 1, the Chairman inquired the Meeting for more questions;

There is and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the Minutes of Annual General Meeting 2012

Resolution: By majority vote, the Meeting has considered and resolved to approve the Minutes of Annual General Meeting for the Year 2012 on April 3, 2012, and the voting comprised of;

Approved	423,052,854	votes or	100 percent
Disapproved	100	votes or	0 percent
Abstained	506,200	votes or	0 percent

of the total share of the shareholder who attended and voted

Agenda 2 To acknowledge the Company's Operating Performance in the year 2011.

The Chairman assigned Mr. Vicha Poolvaraluck, Director and Chief Executive Officer, to report the Company's operating performance of the year 2012.

Mr. Vicha Poolvaraluk reported the Company's operating performance of the year 2012 which can be found in the Annual Report which was attached together with this invitation.

Mr. Niti Laaeaddee, as a self attending shareholder and a proxy, proposed the following question to the meeting;

1. Why was the revenue of the fourth quarter decreased, when compared with other quarters?

Mr. Vicha Poolvaraluck answered the above question as follow;

1. The revenue in the fourth quarter was decreased because one of our Thai movies did not yield a profit less than our expectation.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The chairman announced that it is considered appropriate to report the operations of year 2012 to the Meeting of Shareholders for its acknowledgement and as this agenda is for information to shareholders, therefore, a vote is not required.

Agenda 3 To consider approving the Statements of Financial Position and the Income Statements for the year ended December 31, 2012

The Chairman assigned Miss Thitapat Issarapornpat, Company Secretary, to report the Statements of Financial Position and the Income Statements for the year ended December 31, 2012.

The Company Secretary reported that the Board of Directors shall arrange for preparation of the Statements of Financial Position and the Income Statements as of the end of the accounting period of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting to consider approving the Statement of Financial Position and the Income Statements for the year ended December 31, 2012, which have been considered by the Audit Committee and audited by the Certified Public Accountant. which was attached together with this invitation.

The Chairman inquired the Meeting for more questions;

Mr. Kiat Sumonkkontanakon as a self attending shareholder and a proxy, proposed the following question to the meeting;

1. Why the dividend in the year of 2012 was less than in the year of 2011?

Mr. Chai Jroongtanapibarn answered the above question as follow;

1. In 2011, there was profit from selling some parts of land of Ratchayothin Avenue to Major Cineplex Lifestyle Leasehold Property Fund, The Ratchayotin Avenue Company Limited consequently yielded more profit and was able to pay



the dividend to two shareholders, Siam Future Development Public Company Limited and Major Cineplex Group Public Company Limited. Such of dividend was deemed as special profit of the year 2011.

There is and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to approve the Statement of Financial Position and the Income Statements for the year ended December 31, 2012.

Resolution: the Meeting has considered and resolved to approve the Statement of Financial Position and the Income Statements for the year ended December 31, 2012, and the voting comprised of;

Approved	425,026,696	votes or	100 percent
Disapproved	100	votes or	0 percent
Abstained	520,200	votes or	0 percent

of the total share of the shareholder who attended and voted

Agenda 4 To consider the appropriation of profit to pay dividend for the year 2012.

The Chairman assigned Miss Thitapat Issarapornpat, Company Secretary, to report the details of the appropriation of profit to pay dividend for the year 2012.

The Company Secretary reported that in normal situations where the Company does not require any additional investment or business expansion plan and has enough liquidity, it has a policy to pay dividend at approximately 40% of its net earnings after tax and legally required reserve.

In Year 2012, according to the consolidated financial statements, the Company recorded a net profit after tax of Baht 811,141,702 or at equivalent to earnings Baht 0.92 per share. As a result, The Board of Directors proposed rate of dividend on ordinary shares for the period from 1 January 2012 to 31 December 2012 at the rate of Baht 0.87 per share or 94.56% of net earnings per share, The total amount of dividend for year 2012 is Baht 770,994,270, which the Company has paid interim dividend for the period from January 2011 to June 2011 at the rate of Baht 0.39 per share which total amount of Baht 344,957,625, and will pay the remaining dividend for the period of July 2012 to December 2012 at the rate of Baht 0.48 per share which total amount of Baht 426,036,645.

The Company has scheduled the record date on March 4, 2013 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on March 5, 2013 to compile the shareholder list. The dividend payment shall be made on May 2, 2013.

The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to approve the appropriation of profit to pay dividend.

Resolution: the Meeting has considered and resolved to approve the appropriation of profit to pay dividend as proposed, and the voting comprised of;

Approved	427,736,637	votes or	100 percent
Disapproved	100	votes or	0 percent
Abstained	517,700	votes or	0 percent

of the total share of the shareholder who attended and voted

Agenda 5 To consider the election of directors to replace those retiring by rotation

The Chairman committed the Secretary of the Meeting to elucidate the meeting with respect to elect the directors in replacement of those retired by rotation.

The Secretary of the Meeting notified the meeting that at present, the Company is of the total number of 11 directors, and therefore 3 of them shall be retired. In 2013, the list of retired directors was the followings;

1. Mr. Somchainuk Engtrakul Chairman of the Board and Independent Director
2. Mr. Vicha Poolvaraluck Director and Chief Executive Officer
3. Mr. Wichai Poolvaraluck Director

For nominating the directors, the Company made an announcement to invite the minor shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's web site. The consequence is none of shareholders propose the name of candidates to the Company.

In selecting and nominating the candidates, the Nomination and Remuneration Committee considered the candidates qualified with competence, experience, good working records, leadership, vision, virtue, ethics, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit. Additionally, the Nomination and Remuneration Committee took into account the candidate's qualifications which are in line with the Board of Directors component and structure of the Company's Business Strategy.

The Board of Directors considered based on the matters proposed by the Nomination and Remuneration Committee, and agreed to propose biography of each director nominated for reelection at the General Meeting of Shareholders, details are as shown in Attachment 3.



The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that it is considered appropriate for the Meeting of Shareholders to re-elect the directors in replacement of those retired by rotation.

Resolution: the Meeting has considered and resolved to elect three retired directors to be the Company's directors for another term namely;

- (1) Mr. Somchainuk Engtrakul with the votes as follows:

Approved	421,203,394	votes or	98.3199	percent
Disapproved	16,656,811	votes or	1.5538	percent
Abstained	540,500	votes or	0.1261	percent
- (2) Mr. Vicha Poolvaraluck with the votes as follows:

Approved	427,808,194	votes or	99.8616	percent
Disapproved	71,411	votes or	0.0166	percent
Abstained	521,100	votes or	0.1261	percent
- (3) Mr. Wichai Poolvaraluck with the votes as follows:

Approved	427,764,494	votes or	99.8510	percent
Disapproved	71,411	votes or	0.0166	percent
Abstained	564,800	votes or	0.1318	percent

Agenda 6 To consider fixing remuneration for directors for 2013

The Chairman assigned Mr. Chai Jroongtanapibarn, the Chairman of the Nomination and Remuneration Committee, to report the details of the fixing remuneration for directors for 2013.

Mr. Chai Jroongtanapibarn, the Chairman of the Nomination and Remuneration Committee, reported that the Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2013, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size as stated in Survey on Remuneration of the Listed Companies' Directors by Thai Institute of Directors Association including business expansion and the performance growth of the Company. The Nomination and Remuneration Committee thus agreed to propose to the remuneration for directors for 2013 not to exceed 10.6 Million Baht. The details are as remuneration 6.6 Million baht and special remuneration 4.0 Million baht. The details are shown in Attachments 4.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that based on the Nomination and Remuneration Committee's opinion, the Board of Directors agreed to propose to the shareholders to approve the determination of Directors' Remuneration for 2013.

Resolution: The Meeting has considered and resolved to approve the payment of the remuneration of the directors of the Company for the year 2013 not to exceed 10.6 Million Baht in accordance with the Nomination and Remuneration Committee. With the votes as follows:

Approved	427,808,129	votes or	99.8616	percent
Disapproved	64,211	votes or	0.0149	percent
Abstained	528,610	votes or	0.1233	percent

of the total share of the shareholder who attended and voted

Agenda 7 To consider appointing an auditor and fix remuneration for 2013

The Chairman committed the Secretary of the Meeting to reported the details of the appointing an auditor and fix remuneration for 2013.

The Secretary of the Meeting notified that the Board of Directors, based on the Audit Committee's opinion, to propose to the General Meeting of Shareholders to appoint PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for year 2013 and to appoint the following auditors from PricewaterhouseCooper ABAS Ltd. as the Company's Auditors

1. Mr. Pisit Thangtanakul CPA License No. 4095
2. Mr. Chanchai Chaiprasith CPA License No. 3760
3. Mr. Boonlert Kamolchanokkul CPA License No. 5339

Each of which be an auditor and be empowered to audit and sign to certify the Company and Subsidiary of Company's financial statements for 2 years and PricewaterhouseCooper ABAS Ltd is audit firm obtained the approval of Board of director meeting and shareholder meeting to be auditor of the Company and its subsidiaries for the last 7 years.

In the case that the auditor whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work.

PricewaterhouseCooper ABAS Ltd and the three auditors mentioned above are completely independent from the Company and have no relation/interest with the Company/subsidiaries/ executives/major shareholders or connected persons.



In addition, The Audit Committee then proposed to fix the total amount of auditing and other examination fees for the fiscal year 2013 at not to exceed Baht 6,723,000. The details are shown in Attachment 5.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting that based on the Audit Committee's opinion, the Board of Directors agreed to propose the shareholders to appoint an auditor and fix remuneration for 2013

Resolution: the Meeting has considered and resolved to approve the appointment of PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for year 2013 and to appoint the following auditors from PricewaterhouseCooper ABAS Ltd. as the Company's Auditors

1. Mr. Pisit Thangtanakul CPA License No. 4095
2. Mr. Chanchai Chaiprasith CPA License No. 3760
3. Mr. Boonlert Kamolchanokkul CPA License No. 5339

In the case that the auditor whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work and fix the total amount of auditing and other examination fees for the fiscal year 2012 at not to exceed Baht 6,723,000 with the votes as follows:

Approved	427,837,133	votes or	99.9830	percent
Disapproved	72,711	votes or	0.0169	percent
Abstained	522,400	votes or	0.0000	percent

of the total share of the shareholder who attended and voted

Agenda 8 To consider and approve the decrease of the registered capital amount of THB 8,234,643 by eliminating the remaining registered ordinary shares amount of 8,234,643 shares at the par value of THB 1 per share.

The Chairman committed the Secretary of the Meeting to report the details of the decrease of the registered capital amount of THB 8,234,643 by eliminating the remaining registered ordinary shares amount of 8,234,643 shares at the par value of THB 1 per share.

The Secretary of the Meeting notified that according to the Minutes of Annual General Meeting for the Year 2007, held on April 2, 2007, the Meeting considered and resolved to approve the issuing of warrant (ESOP-W3) in the amount not more than 13,000,000 units (ESOP-W3), for the Company's executive and officer and/or the executive and officer of the Company's subsidiary, with the exercise ratio of 1 ESOP-W3 per 1 ordinary share with a price of THB 16.77. Consequently, the company adjusted the rights to the exercise of warrants to purchase shares in both of the exercise price and exercise ratio under the conditions defined in the specification of Term and Conditions of the Warrant since the Company paid dividends at the rate more than 50% of its net earnings after tax.

On November 15, 2012, the latest date to exercise of the warrant, there remained the outstanding warrants of 7,391,960 units and the outstanding 8,234,643 ordinary shares issued in support of the warrant certificates. Such outstanding ordinary shares cannot be offered for sale.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the decrease of the registered capital amount of THB 8,234,643 by eliminating the remaining registered ordinary shares amount of 8,234,643 shares at the par value of THB 1 per share.

Resolution: the Meeting has considered and resolved to approve the decrease of the registered capital amount of THB 8,234,643 by eliminating the remaining registered ordinary shares amount of 8,234,643 shares at the par value of THB 1 per share as proposed with the votes as follows:

Approved	579,303,980	votes or	99.9831	percent
Disapproved	810	votes or	0.0001	percent
Abstained	8,724	votes or	0.0015	percent

of the total share of the shareholder who attended and voted

Agenda 9 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company regarding registered capital to be conformed to the decrease of the registered capital.

The Chairman committed the Secretary of the Meeting to report the details of the amendment of Clause 4 of the Memorandum of Association of the Company regarding registered capital to be conformed to the decrease of the registered capital.

The Secretary of the Meeting notified that as continuing from agenda 8 to conform the decrease of the registered capital, the Company has to amend the registration of Memorandum of Association No. 4 as shown in the following details;



Clause 4	Registered Capital	896,266,347	Baht	(Eight hundred ninety six million two hundred sixty six thousand three hundred and forty seven baht)
	Divided into	896,266,347	shares	(Eight hundred ninety six million two hundred sixty six thousand three hundred and forty seven shares)
	Par value per share	1	Baht	(One Baht)
	Divided into			
	Ordinary Shares	896,266,347	shares	(Eight hundred ninety six million two hundred sixty six thousand three hundred and forty seven shares)
	Preferred Shares	-	shares	(-)

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the amendment of Clause 4 of the Memorandum of Association of the Company regarding registered capital to be conformed to the decrease of the registered capital.

Resolution: the Meeting has considered and resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company regarding registered capital to be conformed to the decrease of the registered capital as proposed with the votes as follows:

Approved	427,991,875	votes or	99.8820	percent
Disapproved	100	votes or	0.0000	percent
Abstained	505,200	votes or	0.1179	percent

of the total share of the shareholder who attended and voted

Agenda 10 To Consider approving issuance and offering of the Company's Debentures

The Chairman committed the secretary of the meeting to report the details of the issuance and offering of the company's debentures that the company would like to prepare a financing source for repayment of the principal of debentures at amount Baht 800 million, which its maturity in May 2556, and for the addition investment or business expansion plan . In addition, the balance of 500 million baht Debentures by issuing Debentures in the amount not exceeding Baht 700 million as detailed below.

Use of Proceeds	:	For repayment of the principal of debentures at amount Baht 800 million, which its maturity in May 2556, and for the addition investment or business expansion plan.
Type	:	Debenture which can be characterized as an amortization or bullet payment, secured or unsecured, unsubordinated debenture, with or without Debentureholders' 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 will not exceed Baht 700 million or the equivalent amount in other currencies.
Offering	:	The Debentures will be offered domestically and/or oversea to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
Interest	:	Subject to the prevailing market conditions at the time of issue and offering.

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Maturity	:	Not exceeding 5 years.
Early redemption	:	Depending on conditions of Debentures issued each time.
Other Conditions	:	Additional restrictions and conditions of the Debentures such as the type of the Debentures to be issued each time, face value, offered price per unit, interest rate, appointment of debentureholders' representative, allocation method, details of the offering, early redemption, registration on stock trade center and/or the secondary markets shall be determined and fixed by the Board of Directors and/or the Managing Director and/or person(s) entrusted by the Board of Directors or the Managing Director to be later considered and determined.

In addition, the Board of Directors and/or the Managing Director and/or the person(s) entrusted by the Board of Directors or the Managing Director shall have the powers 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 Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s), correction, amendment and approval of documents and/or agreements in relation to appointment of advisors etc.

The Chairman inquired the Meeting for more questions;

meeting; Mr. Kiat Sumonkkontanakon as a self attending shareholder and a proxy proposed the questions to the

1. How many Debentures will be issued?

Ms. Thitapat Issarapornpat answered the above question as follow;

1. The company will issue the Debentures in the amount not exceeding Baht 800 million within May 2013 .

Mr. Prasert, shareholder proposed the question to the meeting;

Which one cost higher? 1. Did the company compare the cost between issuing debentures and borrowing from financial institutions?

2. What was the interest rate of the issued debentures?

Mr. Chai Jroongtanapibarn answered the above question as follow;

The Board of Directors had to consider the cost of borrowing from financial institutions with financing via issuing debenture to ensure the lowest cost. Due to the fact that the cost of borrowing from financial institutions and financing the Company via issuing debentures vary every month. In addition, the interest rate for the debentures is currently estimated at 3.60 percent.

The Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman proposed the Meeting to approve the issuance and offering of the Company's Debentures.



Resolution: the Meeting has considered and resolved to approve the issuance and offering of the Company's Debentures in the amount not exceeding Baht 700 million as proposed with the votes as follows:

Approved	427,991,875	votes or	99.8820	percent
Disapproved	100	votes or	0.0000	percent
Abstained	505,200	votes or	0.1179	percent

of the total share of the shareholder who attended and voted

Agenda 11 **Other business (if any).**
- none -

At the end of Agenda 11, the Chairman inquired the meeting for more questions and no shareholder proposed any other inquiry. The Chairman declared the meeting closed at 11.30.

A handwritten signature in black ink, appearing to read "Somchai Engtrakul".

(Mr. Somchainuk Engtrakul)
Chairman of the Board