



4 March 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: The Shareholders of Major Cineplex Group Public Company Limited

- Attachments:**
1. The Minutes of the 2015 Annual General Meeting of Shareholders
 2. CD Annual Report of the year 2015
 3. Brief Biographies of Directors to be elected as Directors to replace those retiring by rotation, and Definition of the Independent Director
 4. Information on Remuneration and Meeting Allowance of Directors for the year 2016
 5. Name List of auditor, its remuneration and List of the Company's Subsidiaries retaining the same Auditor
 6. Guidelines for Proxy Appointment, Registration, and Identification Documents required for attending and voting at the Meeting of Shareholders
 7. Profiles of Independent Directors for proxy case
 8. Proxy Form
 9. The Company's Articles of Association with regard to the Meeting of Shareholders
 10. Map for the venue of the Annual General Meeting of Shareholders

The Board of Directors of Major Cineplex Group Public Company Limited (the "Company") has resolved to hold the Annual General Meeting of Shareholders for the year 2016 on 5 April 2016 at 10.00 a.m. at Major Cineplex Group Plc., Ratchayothin, (Theater No.14) 1839, 1839/1-6 Phaholyothin Road, Ladyao, Jatujak, Bangkok, to consider the matters pursuant to the agendas concurrent with the Board of Directors' opinions as follows:-

Agenda 1 To consider adopting the Minutes of the 2015 Annual General Meeting of Shareholders held on 2 April 2015

Objective and Reason: The Company held the 2015 Annual General Meeting of Shareholders on 2 April 2015, 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 (<http://www.majorcineplex.com>), details of which are shown in Attachment 1.

Board of Directors' opinion: The Board of Directors has considered and deems that such Minutes of the Meeting had been correctly and completely recorded. It is appropriate to propose to the Annual General Meeting of Shareholders to adopt the Minutes of the 2015 Annual General Meeting of Shareholders, held on 2 April 2015 as proposed by the Board of Directors.

Resolution required: A majority vote of the total number of votes of shareholders present at the meeting and casting their votes.

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



Agenda 2 To acknowledge the Company's Operating Performance of the year 2015.

Objective and Reason: The Company's operating performance report of the year 2015 is contained in the Company's Annual Report which was attached together with this invitation as per details in Attachment 2.

Board of Directors' opinion: The Board of Directors has considered and deems that the Company's Operating Performance in the year 2015 should be proposed to the Meeting of Shareholders for acknowledgement.

Resolution required: As this agenda is for acknowledgement, therefore, a vote is not required.

Agenda 3 To consider approving the Statements of Financial Position and Statement of Comprehensive Income of the year 2015, ended 31 December 2015

Objective and Reason: To be in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 41 of the Company's Articles of Association, the Board of Directors shall arrange for preparation of the Statements of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2015 of the Company in order to propose to the 2016 Annual General Meeting of Shareholders for consideration and approval. The Statements of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2015, have been considered by the Audit Committee and audited by the Certified Public Accountant. Such Statements of Financial Position and Statement of Comprehensive Income can be summarized as below:

Statements of Financial Position	2015
Assets	Baht 14,246,023,815
Liabilities	Baht 7,597,701,201
Shareholder's Equity	Baht 6,648,322,614

Statement of Comprehensive Income	2015
Revenues	Baht 8,580,445,296
Net Profit	Baht 1,170,922,485
Earnings per share	Baht 1.31

Audit Committee's opinion: The Audit Committee concluded that the internal control system of the financial reporting process was duly sufficient to ensure that the financial statement accurately represented the Company's financial status and operating result in accordance with Thai Financial Reporting Standards; and were adequately and timely disclosed for the benefit of shareholders, investors, and users of such statements for the purposes of making investment decisions.

Board of Directors' opinion: The Board of Directors has considered and deems that the Statements of Financial Position and Statement of Comprehensive Income of the year 2015, ended 31 December 2015 which have been considered by the



Audit Committee and audited by the Certified Public Accountant, should be proposed to the Annual General Meeting of Shareholders for approval.

Resolution required: The majority votes of the total number of votes of shareholders present at the meeting and casting the votes.

Agenda 4 To consider approving the dividend payment for the year 2015 together with acknowledging the interim dividend payment

Objective and Reason: The Company's policy of dividend payment sets out that in the case where the Company does not require any other necessities, it has a policy to pay dividend at approximately 40% of its net earnings after tax in each year and the dividend will not affect the normal operations of the Company and the Company's subsidiaries significantly.

In 2015, the Company recorded a net profit after tax of Baht 1,170,922,485.00, equivalent to earnings per share of Baht 1.31 per share. As a result, the Company may consider paying out dividend to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), and Article 43 of the Company's Articles of Association, which set out that no dividend shall be paid out from any sources, other than profits. Dividend shall be paid equally, according to the number of shares. The Board of Directors had considered and was of the opinion that based on the Company's net profit in 2015; the Company has the ability to pay dividends to shareholders for the year 2015. The Board of Directors therefore proposed the dividend payment for the year 2015 at the rate of Baht 1.15 per share or 87.79% of net profit per share, of which the Company has already paid the interim dividend from the results of business operation in the first two quarters for the period of January 2015 to June 2015 at the rate of Baht 0.55 per share, totaling Baht 490,661,818, and will pay the remaining dividend from the results of business operation in the last two quarters for the period of July 2015 to December 2015 at the rate of Baht 0.60 per share, totaling Baht 535,511,795. The total amount of dividend for the year 2015 is Baht 1,026,173,613. The Company has scheduled the record date on 18 April 2016 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on 19 April 2016 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (as amended). The dividend payment shall be made on 4 May 2016. The following table shows the comparison of net profit and dividend payment rate of the previous year.

Dividend Details	Year 2013	Year 2014	Year 2015 (proposed year)
1. Net Profit (Million Baht)	1,051.62	1,086.28	1,170.92
2. Basic earnings per share (Baht : Share)	1.18	1.22	1.31
3. % of Dividend Rate of Net Profit	84.75	86.07	87.79
4. Dividend per Share (Baht : Share)	1.00	1.05	1.15
4.1 Interim Dividend (Baht : Share)	0.50	0.50	0.55
4.2 Remaining Dividend (Baht : Share)	0.50	0.55	0.60



Board of Directors' opinion: The Board of Directors has considered and deems that the interim dividend payment from the results of business operation for the period of January 2015 to June 2015 at the rate of Baht 0.55 per share totaling amount Baht 490,661,818 should be proposed to the Annual General Meeting of Shareholders for acknowledgement and the dividend payment to shareholders from the results of business operation for the fiscal year 2015 from 1 January 2015 to 31 December 2015 at the rate of Baht 1.15 per share or 87.79% of earnings per shares should be proposed for consideration and approval. In this regard, the remaining dividend from the results of business operation for the period of July 2015 to December 2015 of which will be paid to the Shareholders is at the rate of Baht 0.60 per share, totaling Baht 535,511,795. The total amount of dividend for the year 2015 is Baht 1,026,173,613. The Company has scheduled the record date on 18 April 2016 to determine the shareholders who are entitled to receive dividend, and the shareholder register book closing date on 19 April 2016 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (as amended). The dividend payment shall be made on 4 May 2016.

Resolution required: A majority vote of the total number of votes of shareholders present at the meeting and casting their votes.

Agenda 5

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

Objective and Reason: According to Article 16 of the Company's Articles of Association which sets out that on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected.

In the Annual General Meeting of Shareholders for the year 2016, the name lists of the three directors who retired by rotation at the rate of one-third of the directors are as follows:

- | | | |
|-----|--------------------------|--|
| (1) | Mr. Somchainuk Engtrakul | Chairman of the Board/Independent Director |
| (2) | Mr. Vicha Poolvaraluk | President/Executive Director |
| (3) | Mr. Wichai Poolvaraluk | Director |

In addition, for the good corporate governance purpose, the Company provides an opportunity for the minority shareholders to nominate candidates for directorship prior to the Annual General Meeting of Shareholders for the year 2016 via the Company's website since 2 December 2015 until 31 January 2016 so that the Nomination and Remuneration Committee shall consider the qualification and remuneration of nominated persons appropriately. However, the minority shareholders do not nominate any person 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. Thus, it is considered appropriate for the Meeting of Shareholders to re-elect the directors who retire by rotation for another term.

The work experiences and biographies of each director nominated for reelection at the General Meeting of Shareholders and the definition of "Independent Directors" which is much more restrictive than the criteria as prescribed by the Capital Market Supervisory Board are shown in details in Attachment 3.

Board of Directors' opinion: The Board of Directors excluding Directors who might have conflict of interests considered based on the opinions issued by the Nomination and Remuneration Committee, and deems appropriate to propose to the Meeting of Shareholders to re-elect the directors who retire by rotation for another term. The details are as follows:

- | | | |
|-----|--------------------------|--|
| (1) | Mr. Somchainuk Engtrakul | to be re-elected as Chairman of the Board and Independent Director |
| (2) | Mr. Vicha Poolvaraluk | to be re-elected as President/Executive Director |
| (3) | Mr. Wichai Poolvaraluk | to be re-elected as Director |

The Company's Article of Association sets out that the voting procedure shall have one vote for each share and the resolution for election of directors shall require majority vote.

Resolution required: A majority vote in accordance with Article 15 of the Company's Articles of Association

Agenda 6 To consider fixing remuneration and meeting allowance for the directors for the year 2016

Objective and Reason: Section 90 of the Public Limited Company Act B.E. 2535 (as amended) sets out that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting"

The Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2016, took into account the remuneration's appropriateness which is compatible with the roles and responsibilities as assigned altogether with comparing to other business operators in both 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 resolved to propose the remuneration for directors for the year 2016, not exceeding Baht 13 Million which consists of the Annual Remuneration in the amount of Baht 7.2 Million and the Special Remuneration in the amount Baht 5.8 Million.



The details of the remuneration for directors, independent directors and subcommittees of the Company for the year 2016 together with the comparative remuneration in the year 2014 and 2015 are shown in Attachments 4

Board of Directors' opinion: Based on the Nomination and Remuneration Committee's opinion, the Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to approve the determination of Directors' Remuneration for the year 2016 not exceeding Baht 13 Million which consists of the Annual Remuneration in the amount of Baht 7.2 Million and the Special Remuneration in the amount Baht 5.8 Million.

Resolution required: An affirmative vote of not less than two-thirds of the total number of shareholders present at the Meeting.

Agenda 7

To consider appointing an auditor and fix his/her remuneration for the year 2016

Objective and Reason: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 38 of the Company's Articles of Association which set out that the General Meeting of Shareholders shall appoint auditor and fix the his/her remuneration every year. The Board of Directors, based on the Audit Committee's opinion, proposed to the General Meeting of Shareholders to appoint the following auditors from PricewaterhouseCoopers ABAS Ltd. as the Auditors of the Company and its subsidiaries, by determining either one of the auditors as follow, can audit and express an opinion on the financial statements and the consolidated financial statements in 2016.

1. Mr. Paiboon Tunkoon	CPA License No. 4298
2. Mr. Kajornkiet Aroonpirodkul	CPA License No. 3445
3. Mr. Boonlert Kamolchanokkul	CPA License No. 5339
4. Mr. Chanchai Chaiprasith	CPA License No. 3760

Mr. Paiboon Tunkoon and Mr. Boonlert Kamolchanokkul are nominate by the Board of Directors' Meeting as an auditor of the Company and its subsidiaries for the first time; Mr. Kajornkiet Aroonpirodkul had previously been approved by the Board of Directors' Meeting and the Shareholders' Meeting as an auditor of the Company and the Company's subsidiaries for 2006-2010; and Mr. Chanchai Chaiprasith had previously been nominated by the Board of Directors' Meeting and the Shareholders' Meeting as an auditor of the Company and the Company's subsidiaries for 5 consecutive years, In addition, none of the above said CPAs has performed their duty (by signing the financial statement of the Company) for a period of 5 consecutive fiscal years.

Moreover, PricewaterhouseCoopers ABAS Ltd., the audit firm of the Company has been approved by the Board of Directors' Meeting and the Shareholders' Meeting as auditors of the Company and the Company's subsidiaries for 10 years.

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

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PricewaterhouseCoopers 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.

For the auditor's remuneration, the Audit Committee has considered the duty to review and audit the financial statements of the Company and of the Company's subsidiaries, the Audit Committee then proposed to fix the Auditor's remuneration of the Company for the fiscal year 2016 at Baht 3,511,000 and of the Company's subsidiaries at Baht 3,759,000. The total Auditor's remuneration of the Company and the Company's subsidiaries are fixed at the amount of not exceeding Baht 7,270,000 as shown in Attachment 5.

Board of Directors' opinion: Based on the Audit Committee's opinion, the Board of Directors deems appropriate to propose to the Meeting of Shareholders to appoint the auditors of PricewaterhouseCoopers ABAS Ltd. as the Company's Auditor by determining either one of the auditors as follows, can audit and express an opinion on the financial statements and the consolidated financial statements in 2016:

1. Mr. Paiboon Tunkoon	CPA License No. 4298
2. Mr. Kajornkiet Aroonpirodkul	CPA License No. 3445
3. Mr. Boonlert Kamolchanokkul	CPA License No. 5339
4. Mr. Chanchai Chaiprasith	CPA License No. 3760

In addition, the Auditor's remuneration for the year 2016 shall not exceed Baht 7,270,000. Such remuneration is divided to Auditor's remuneration for the Company at Baht 3,511,000 and Auditor's remuneration for the Company's subsidiaries at Baht 3,759,000, as proposed by the Audit Committee.

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.

Resolution required: A majority vote of the total number of votes of shareholders attending and casting their votes.

Agenda 8 Other business (if any).

In addition, Notice of the 2016 Annual General Meeting of Shareholders of the Company and Attachments are available at the Company's website (<http://www.majorcineplex.com> or <http://corporate.majorcineplex.com>). For any questions concerning the proposed agendas to be clarified by the Company, please forward your questions in advance to ir@majorcineplex.com or company_s@majorcineplex.com

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the shareholders to register from 08:00 a.m. Shareholders can either attend the Meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence(s) as stated in the Attachment 6 and 8 and show it for the rights to attend the Meeting.

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In case the Shareholders appoint the independent director of the Company, the Shareholders are requested to send the reply envelope enclosed documents evidence(s) as stated in the Attachment 6 and 8 and a proxy to the Company in order to proceed your further intention.

Yours sincerely,

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

(Mr. Somchainuk Engtrakul)

Chairman of the Board

By order of the Board of Directors

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