



3 March 2015

Subject: Invitation to Attend the Annual General Meeting of Shareholders year 2015

To: The Shareholders of Major Cineplex Group Public Company Limited

- Attachments:**
1. The draft of the Minute of the Annual General Meeting of Shareholders 2014
 2. CD Annual Report of the year 2014
 3. Name List and Biography of Directors to be elected as Directors to replace those retiring by rotation, and Definition of the Independent Directors
 4. Information on Remuneration of Directors 2015
 5. Name List of Auditor, Audit Fee and List of the Company's Subsidiary Company Retaining the Same Auditor
 6. Guidelines for Proxy Appointment, Registration, and Identification Documents Required to attend and vote in the Annual General 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 Annual General Meeting of Shareholders
 10. Map for the Meeting Place

The Board of Directors of Major Cineplex Group Public Company Limited (the "Company") has resolved to hold the Annual General Meeting of the year 2015 on 2 April 2015 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 following matters:-

Agenda 1 To consider approving the Minutes of the Annual General Meeting of Shareholders 2014 held on 3 April 2014

Objective and Reason: The Company held the Annual General Meeting of Shareholders 2014 held on 3 April 2014, 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: It is considered appropriate for the Meeting of Shareholders 2014 to approve the minutes of the Annual General Meeting of Shareholders held on 3 April 2014 which the Board of Directors has deemed it properly recorded.

Resolution required: a majority vote of the total number of shareholders attending and eligible to vote.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.

Registration No. 0107545000047

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Agenda 2 To acknowledge the Company's Operating Performance in the year 2014.

Objective and Reason: The Company's operating performance of the year 2014 can be found in the Annual Report which was attached together with this invitation as per details in Attachment 2.

Board of Directors' opinion: It is considered appropriate to report the operations of year 2014 to the Meeting of Shareholders for its acknowledgement.

Resolution required: 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 Income Statements for the year ended 31 December 2014

Objective and Reason: According to the Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 41 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the Statements of Financial Position and Income Statements of the year 2014 for the year ended 31 December 2014 of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting 2015 to consider approving the Statements of Financial Position and Income Statements for the year ended 31 December 2014 as shown in the 2014 Annual Report, which have been considered by the Audit Committee and audited by the Certified Public Accountant. The following table shows the summary of the Statements of Financial Position and Income Statements.

Statements of Financial Position	2014
Assets	Baht 13,932,423,342
Liabilities	Baht 7,545,647,521
Shareholder's Equity	Baht 6,386,775,821

Income Statements	2014
Revenues	Baht 8,622,938,780
Net Profit	Baht 1,086,279,000
Earnings per share	Baht 1.22

Audit Committee's opinion: The Audit Committee concluded that the financial statements accurately depicted the Company's financial status and operating results. Furthermore, it was determined that the financial statements were 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: It is considered appropriate for the Meeting of Shareholders to approve the Statements of Financial Position and Income Statements of the year 2014 for the year ended 31 December 2014 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

Resolution required: a majority vote of the total number of shareholders attending and eligible to vote.

Agenda 4 To consider the appropriation of profit to pay dividend 2014 together with acknowledge the interim dividend payment

Objective and Reason: In normal situations 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 and the dividend will not affect the normal operations of the Company and the Company's subsidiaries significantly.

In Year 2014, according to the financial statements, the Company recorded a net profit after tax of Baht 1,086,279,000.00, equivalent to earnings per share of Baht 1.22 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 state that no dividend shall be paid out of any money, other than profits. Dividend shall be paid equally, according to the number of shares. The Board of Directors considered and was of the opinion that, based on the Company's net profit in the year 2014, the Company has the ability to pay dividends to shareholders for the year 2014. The Board of Directors proposed rate of dividend on ordinary shares for the year 2014 at the rate of Baht 1.05 per share or 86.07% of net profit per share, of which the Company has paid interim dividend from the results of business operation in the first two quarters for the period from January 2014 to June 2013 at the rate of Baht 0.50 per share, totaling Baht 444,246,307.00, and will pay the remaining dividend from the results of business operation in the last two quarters for the period of July 2014 to December 2014 at the rate of Baht 0.55 per share, totaling Baht 489,532,359.80. The total amount of dividend for year 2014 is Baht 933,778,666.80. The Company has scheduled the record date on 16 April 2015 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on 17 April 2015 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 30 April 2015. The following table shows the dividend comparison for the previous year.

Dividend Details	Year 2012	Year 2013	Year 2014 (proposed year)
1. Net Profit (Million Baht)	811.14	1,051.62	1,086.28
2. Basic earnings per share (Baht : Share)	0.92	1.18	1.22
3. % of Dividend Rate of Net Profit	94.56	85.00	86.07
4. Dividend per Share (Baht : Share)	0.87	1.00	1.05
4.1 Interim Dividend	0.39	0.50	0.50
4.2 Remaining Dividend	0.48	0.50	0.55

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Board of Directors' opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the interim dividend payment from the results of business operation for the period from January 2014 to June 2014 at the rate of Baht 0.50 per share totaling amount Baht 444,246,307.00 and approve dividend payment to shareholders from the results of business operation for the fiscal year 2014 from 1 January 2014 to 31 December 2014 at the rate of Baht 1.05 per share or 86.07% of earnings per share and will pay the remaining dividend from the results of business operation for the period of July 2014 to December 2014 at the rate of Baht 0.50 per share, totaling Baht 489,532,359.80 The total amount of dividend for year 2014 is Baht 933,778,666.80 The Company has scheduled the record date on 16 April 2015 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on 17 April 2015 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 30 April 2015.

Resolution required: a majority vote of the total number of shareholders attending and eligible to vote.

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, 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 2015, the name lists of the four directors who retired by rotation at the rate of one-third of the directors are as follows:

- | | | |
|-----|---------------------------|---|
| (1) | Mrs. Paradee Poolvaraluk | Director/Executive Director |
| (2) | Mr. Verawat Ongvasith | Vice President/Executive Director |
| (3) | Mr. Vallop Tangtrongchitr | Independent Director and
Audit Committee |
| (4) | Mr. Satian Pooprasert | Independent Director |

In addition, for good corporate governance purpose, the Company provides an opportunity for minority shareholders to nominate candidates for directorship prior to the Annual General Meeting of Shareholders for the year 2015 via the Company's website since 2 December 2014 until 31 January 2015 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.

Previous working experiences and biography 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 matters proposed by the Nomination and Remuneration Committee, and agreed 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) | Mrs. Paradee Poolvaraluk | to be re-elected as Director/Executive Director |
| (2) | Mr. Verawat Ongvasith | to be re-elected as Vice President/
Executive Director |
| (3) | Mr. Vallop Tangtrongchitr | to be re-elected as Independent Director
and Audit Committee |
| (4) | Mr. Satian Pooprasert | to be re-elected as Independent Director |

The Company’s Article of Association states 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 directors for 2015

Objective and Reason: Section 90 of the Public Limited Company Act B.E. 2535 (as amended) indicated 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 and entitled to vote”

The Nomination and Remuneration Committee reviewed the remuneration for the Company’s Directors in 2015, 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 2015 not to exceed 12.5 Million Baht. The details are as follows:

- | | |
|-------------------------|------------------|
| 1. Annual remuneration | 7.2 Million baht |
| 2. Special remuneration | 5.3 Million baht |

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The details of the remuneration for directors, independent directors and subcommittees of the Company for the year 2015 together with the comparative remuneration in the year 2013 and 2014 are shown in Attachments 4

Board of Directors' opinion: 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 the year 2014 not to exceed 12.5 Million Baht according to the Nomination and Remuneration Committee's proposal. The details are as follows:

- | | |
|-------------------------|------------------|
| 1. Annual Remuneration | 7.2 Million baht |
| 2. Special remuneration | 5.3 Million baht |

Resolution required: an affirmative vote of not less than two-thirds of the total number of shareholders attending and eligible to vote.

Agenda 7 To consider appointing an auditor and fix his/her remuneration for 2015

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 state that the General Meeting of Shareholders shall appoint auditor and fix the audit fee 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 Company's Auditors of the Company and the Company's subsidiaries, by the auditor in accordance with any one of the following is auditor and express an opinion on the financial statements and the consolidated financial statements in 2015.

- | | |
|-----------------------------|----------------------|
| 1. Mr. Pisit Thangtanakul | CPA License No. 4095 |
| 2. Mr. Chanchai Chaiprasith | CPA License No. 3760 |
| 3. Mrs. Nataporn Panudom | CPA License No. 3430 |

Mr. Pisit Thangtanakul has 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 six consecutive years; Mr. Chanchai Chaiprasith has 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 four consecutive years; and Mrs. Nataporn Panudom has 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 one year, In addition, none of the above said CPAs has performed their duty (by signing the financial statement of the Company) for a period of five 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 nine 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.

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.

In addition, having 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 audit fee of the Company for the fiscal year 2015 at Baht 3,179,200 and fix the audit fee of the Company's subsidiaries at Baht 3,737,800. The total audit fees of the Company and the Company's subsidiaries are fixed at the amount of not exceeding Baht 6,917,000 as shown in Attachment 5.

Board of Directors' opinion: Based on the Audit Committee's opinion, the Board of Directors agreed to propose to the Meeting of Shareholders to appoint Mr. Pisit Thangtanakul CPA License No. 4095, Mr. Chanchai Chaiprasith CPA License No. 3760 and Mrs. Nataporn Panudom CPA License No. 3430, by the auditor in accordance with anyone as auditor and express an opinion on the financial statements and the consolidated financial statements in 2015 from PricewaterhouseCoopers ABAS Ltd. as the Company's Auditor and the audit fee in year 2015 not to exceed Baht 6,917,000. The audit fees are divided to audit fee of the financial statements of the Company at Baht 3,179,200 and audit fee of the financial statements of the Company's subsidiaries at Baht 3,737,800, 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 shareholders attending and eligible to vote.

Agenda 8 Other business (if any).

In addition, Notice of the Annual General Meeting of Shareholders year 2015 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, the Company welcomes opportunity to clarify these matters in the Meeting. 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. In case the Shareholders appoint the independent director of the Company, the Shareholders are requested to send the reply

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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 'Somchainuk Engtrakul'.

(Mr. Somchainuk Engtrakul)
Chairman of the Board

By order of the Board of Directors
Major Cineplex Group Public Company Limited

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