



March 4, 2011

Subject : Invitation to Attend the Annual General Meeting of Shareholders year 2011

To : Shareholders

Attachments : 1. Draft of the Minute of the Annual General Meeting of Shareholders 2010
2. CD Annual Report of the year 2010
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 2011
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 2011 on Tuesday April 5, 2011 at 10.00 hrs. at Major Cineplex Plc., Ratchayothin, (Theater No.14) 1839 Phaholyothin Road, Ladyao, Jatuchak, Bangkok, to consider the following matters:-

Agenda 1 To consider approving the Minutes of the Annual General Meeting of Shareholders 2010 held on April 7, 2010

Objective and Reason: The Company held the **Annual General Meeting of Shareholders 2010 held on April 7, 2010**, 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.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.

Registration No. 0107545000047

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



Board of Directors' opinion: It is considered appropriate for the Meeting of Shareholders to approve the minutes of the Annual General Meeting of Shareholders held on April 7, 2010 which the Board of Directors has deemed it properly recorded.

Resolution required: a majority vote

Agenda 2 To acknowledge the Company's Operating Performance in the year 2010.

Objective and Reason: The Company's operating performance of the year 2010 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 2010 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 Balance Sheet and the Statement of Income for the year ended December 31, 2010

Objective and Reason: According to the Section 112 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the Balance Sheet and the Statement of Income 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 Balance Sheet and the Statement of Income for the year ended December 31, 2010 as shown in the 2010 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 Balance Sheet and the Statement of Income.

Balance Sheet	2010
Assets	Baht 11,032,931,500
Debt	Baht 5,359,419,810
Shareholder's Equity	Baht 5,536,411,310



Statement of Income	2010
Income	Baht 6,021,083,788
Net Profit	Baht 761,988,752
Profit per Share	Baht 0.91

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 generally accepted accounting principles 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 Balance Sheet and the Statement of Income for the year ended December 31, 2010 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

Resolution required: a majority vote

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

Objective and Reason: 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 2010, according to the consolidated financial statements, the Company recorded a net profit after tax of Baht 761,988,752 or at Baht 0.91 per share and had no accumulated loss. 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, 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 proposed rate of dividend on ordinary shares for the period from 1 January 2010 to 31 December 2010 at the rate of Baht 0.80 per share or 88.8% of net profit per share, of which the Company has paid interim dividend for the period from January 2010 to June 2010 at the rate of Baht 0.20 per share which total amount of Baht 168,197,903.80, and will pay the remaining dividend for the period of July 2010 to December 2010 at the rate of Baht 0.60 per share which



total amount of Baht 504,593,711.40. The total amount of dividend for year 2010 is Baht 672,791,615.20. The Company has scheduled the record date on March 14, 2011 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on March 15, 2011 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. The dividend payment shall be made on May 4, 2011. The following table shows the dividend comparison for the previous year.

Dividend Details	Year 2008	Year 2009	Year 2010 (proposed)
1. Net Profit (Million Baht)	643.29	327.43	761.98
2. Profit per Share (Baht : Share)	0.71	0.39	0.91
3. % of Dividend Rate of Net Profit	90.14	89.74	88.8
4. Dividend per Share (Baht : Share)	0.64	0.35	0.80
4.1 Interim Dividend	0.39	-	0.20
4.2 Remaining Dividend	0.25	-	0.60

The shares repurchased by the Company from the shareholders amount of 40,907,700 shares shall not have right to receive dividend.

Board of Directors' opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the interim dividend payment for the period from January 2010 to June 2010 at the rate of Baht 0.20 which total amount of Baht 168,197,903.80 and approve dividend payment for the fiscal year 2010 for the period from 1 January 2010 to 31 December 2010 at the rate of Baht 0.80 per share or 88.8% of net profit per share and will pay the remaining dividend for the period of July 2010 to December 2010 at the rate of Baht 0.60 per share which total amount of Baht 504,593,711.40. The total amount of dividend for year 2010 is Baht 672,791,615.20. The Company has scheduled the record date on March 14, 2011 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date on March 15, 2011 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. The dividend payment shall be made on May 4, 2011.

Resolution required: a majority vote.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.

Registration No. 0107545000047

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



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 this year, the name lists of the four directors who retired by rotation are as follows:

- | | |
|------------------------------------|--|
| 1. Mr. Chai Jroongtanapibarn | Independent Director & Chairman of Audit Committee |
| 2. Mr. Naruenart Ratanakanok | Independent Director & Audit Committee |
| 3. Pol.Sub.Lt. Kriengsak Lohachala | Independent Director |
| 4. Mr. Thanakorn Puliwekin | 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 (www.majorcineplex.co.th) from October 21, 2010 - January 31, 2011. 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 Nomination and Remuneration Committee excluding Directors who might have conflict of interests agreed to propose Mr. Chai Jroongtanapibarn, Mr. Naruenart Ratanakanok, Pol.Sub.Lt. Kriengsak Lohachala and Mr. Thanakorn Puliwekin to be re-elected as Directors.

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, details are as shown 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 are as follows:

- | | |
|------------------------------------|---|
| 1. Mr. Chai Jroongtanapibarn | to be re-elect as Independent Director &
Chairman of Audit Committee |
| 2. Mr. Naruenart Ratanakanok | to re-elect as Independent Director & Audit Committee |
| 3. Pol.Sub.Lt. Kriengsak Lohachala | to be re-elect as Independent Director |
| 4. Mr. Thanakorn Puliwekin | to be re-elect as Director |

Resolution required: a majority vote.

Agenda 6 To consider fixing remuneration for directors for 2011

Objective and Reason: Section 90 of the Public Limited Company Act 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 2011, 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 2011 not to exceed 10.4 Million Baht. The details are as follows:

- | | |
|---|------------------|
| 1. Remuneration for attending Directors' meetings | 6.6 Million baht |
| 2. Special remuneration | 3.8 Million baht |

The details 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 2011 not to exceed 10.4 Million Baht according to the Nomination and Remuneration Committee's proposal.



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 remuneration for 2011

Objective and Reason: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association which state that the General Meeting of Shareholders shall appoint auditor and fix the remuneration of the auditor every year. The Board of Directors, based on the Audit Committee's opinion, to propose to the General Meeting of Shareholders to appoint the following auditors from PricewaterhouseCooper ABAS. as the Company's Auditors.

- | | |
|--------------------------------|----------------------|
| 1. Mr. Pisit Thangtanakul | CPA License No. 4095 |
| 2. Mr. Chanchai Chaiprasith | CPA License No. 3760 |
| 3. Mr. Boonlers 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 5 years.

PricewaterhouseCooper ABAS. 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 2011 at not to exceed Baht 6,050,000. The details are shown in Attachment 5.

Board of Directors' opinion: Based on the Audit Committee' opinion, the Board of Directors agreed to propose the shareholders to appoint Mr. Pisit Thangtanakul CPA License No. 4095, Mr. Chanchai Chaiprasith CPA License No. 3760 and Mr. Boonlers Kamolchanokkul CPA License No. 5339, from PricewaterhouseCooper ABAS. as the Company's Auditor and the remuneration for the Auditor in year 2011 not to exceed Baht 6,050,000.

Resolution required: a majority vote



Agenda 9 Other business (if any).

The Company has set the record date on March 14, 2011 to determine the shareholders who have the right to attend the Annual General Meeting of Shareholders year 2011, and the shareholder register book closing date on March 15, 2011 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act B.E.2535,

In addition, Notice of the Annual General Meeting of Shareholders year 2011 of the Company and Attachments are available at 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.

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 am. 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 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,

(Ms. Somchainuk Engtrakul)

Chairman

By order of the Board of Directors