

## Notice to the Ordinary General Meeting of Shareholders

### Amata Corporation Public Company Limited

To : Shareholders

Subject : Invitation to attend the General Meeting of Shareholders

Attachments :

1. A copy of minutes of the Ordinary General Meeting of Shareholders for the Year 2006
2. Annual Report for the year 2006
3. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation
4. Company's Articles of Association relating to the General Meeting of Shareholders
5. Documents Required Prior to Attending the Meeting, Proxy Form, Registration and Voting Rights
6. Map of Amata Corporation Public Company Limited
7. Proxy Form

The Board of Directors of Amata Corporation Public Company Limited has passed a resolution to call the Ordinary General Meeting of Shareholders for the year 2007 to be held on **Friday, April 27, 2007 at 14:00 hrs.** at the conference room, 6<sup>th</sup> floor, Amata office, No. 2126 Kromadit Building, New Petchburi Road, Bangkokpi, Huay Kwang, Bangkok 10320 to consider the matters according to the agenda together with the Board's opinions as follows :

**Agenda 1**      **To Certify and Approve the Minutes of the Meeting of Shareholders for the Year 2006 held on April 28, 2006.**

**Preamble** : The Ordinary General Meeting of Shareholders for the year 2006 was held on Friday, April 28, 2006 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws.

**Board of Directors' opinion** : The Board agrees that the Minutes of the last meeting have correctly been stated and recommends the approval of the said Minutes. A copy of the said Minutes is attached as Attachment No. 1.

**Agenda 2      To Acknowledge the Company's Annual Report and the Board of Director's Report for 2006.**

**Preamble** : The summary of the Company's performance and major changes during the year of 2006 are contained in the Annual Report for the year 2006.

**Board of Directors' opinion** : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2006 reporting on the Company's performance and major changes during the year 2006, details of which are as Attachment No. 2.

**Agenda 3      To Consider and Approve the Company's Balance Sheet and the Statements of Profit & Loss for the Year ended December 31, 2006.**

**Preamble** : In compliance with Public Limited Company Act, the company shall prepare a balance sheet as well as statements of profit and loss at the end of the fiscal year of the company which were audited and certified by the Company 's auditor and ready for shareholders' approval.

**Board of Directors' opinion** : The Board agrees and recommends to adopt the Balance Sheet and the Profit and Loss Statements for the year ended December 31, 2006, as duly audited and certified by the auditor of Ernst & Young Office Limited and reviewed by the Company's Audit Committee. Summary of the Company's financial status and performance during the year 2006 is as follows:

**Consolidated Balance Sheets and Consolidated Profit and Loss Accounts of the Company and its subsidiaries are as follows:**

|                    |          |              |
|--------------------|----------|--------------|
| Total Assets       | 9,230.52 | Million Baht |
| Total Liabilities  | 4,923.64 | Million Baht |
| Total Revenues     | 3,421.90 | Million Baht |
| Net Profit         | 780.87   | Million Baht |
| Earnings per Share | 0.73     | Baht/Share   |

Balance Sheet and the Profit and Loss Accounts of the Company are as follows:

|                    |          |              |
|--------------------|----------|--------------|
| Total Assets       | 7,311.10 | Million Baht |
| Total Liabilities  | 3,587.39 | Million Baht |
| Total Revenues     | 2,207.94 | Million Baht |
| Net Profit         | 780.87   | Million Baht |
| Earnings per Share | 0.73     | Baht/Share   |

Details of the above are shown in the Company's Annual Report for the year 2006 as Attachment No. 2.

**Agenda 4**      **To Consider and Approve the Retained Earnings Appropriated as a Legal Reserve and the Distribution of a Dividend from the Operating Performance from January 1 to December 31, 2006.**

**Preamble** : The Company has a policy to pay a dividend not less than 40% of the net profit each year since 1995/ 1996 depending on the economic situation of Thailand, industrial estates market situation, and the company's liquidity. According to the Company's performance and overall financial status, the Company has a net profit for the year 2006 of 780.87 Million Baht. The Company's legal reserve has reached 10% of the registered capital according to the public company acts and the Company's articles of association

**Board of Directors' opinion** : The Board recommends the Meeting to approve the distribution of dividend for the year 2006 at 0.45 Baht per share, or in total amount of 480.15 Million Baht, equal to 61.49% of the net profit, of which 0.25 Baht per share, totaling 266.75 Million Baht, was paid as an interim dividend on December 8, 2006. The final payment of dividend of 0.20 Baht per share shall be divided into 2 parts as follows:

- 1) Payment of 0.06 Baht per Share or in total amount of 64.02 Million Baht from BOI promoted activities
- 2) Payment of 0.14 Baht per Share, or in total amount of 149.38 Million Baht from non-BOI promoted activities.

Comparison of dividend payment for the year 2006 with that of 2005 :-

| Details of Dividend Payment            | 2006   | 2005     |
|--|--------|----------|
| Net Profit (Million Baht)              | 780.87 | 1,057.58 |
| Shares (Million Shares)                | 1,067  | 1,067    |
| Dividend                               |        |          |
| - Interim Dividend (Baht/Share)        | 0.25   | 0.30     |
| - Final Dividend (Baht/Share)          | 0.20   | 0.35     |
| Total Dividend (Million Baht)          | 480.15 | 693.55   |
| Proportion of Dividend from Net Profit | 61.49% | 65.58%   |

The amount of dividend paid in 2006 is less than that paid in 2005 due to the slow down of the economy.

The above dividend distribution shall be payable to the Shareholders entitled to receive the dividend according to the Company's Articles of Association and are listed in the share register book to be closed for the right to receive the dividend on May 16, 2007 at 12.00 hours. The dividend payment will be made on May 25, 2007.

**Agenda 5 To Consider and Approve the Election of Directors in Place of those whose Terms are to be Expired and Directors' Authority.**

**Preamble** : In compliance with Public Limited Companies Act, and Clause 18 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Four Directors who are retired by rotation in this Meeting are 1) Mr.Chira Panupong, 2) General Yuthasak Sasiprapha, 3) Mr. Staporn Kavitanon, and 4) Mr. Toshihide Hashima.

Mr.Chira Panupong and Mr. Staporn Kavitanon informed the Board of Director of their intention not to be appointed as the Board of the Company.

The Board agrees with nominating guidelines recommended by the Nomination Committee that each Director may propose qualified nominees to the Nomination Committee. After considering the four nominees proposed to replace the two directors who are retiring according to this Agenda, and two new qualified nominees, the Nomination Committee resolved to propose four qualified nominees, comprising of General Yuthasak Sasiprapha, Mr. Toshihide Hashima, Dr. Wissanu Krea-Ngam, and Mr. Anucha Sihanatkathakul

**Board of Directors' opinion** : . The Board of Directors, excluding the Directors having special interest and not being in this Meeting, has extensively discussed and considered the nomination of directors by applying the nomination guidelines specified by the Board of Directors and taking into consideration the qualifications of nominees, of whom shall be knowledgeable with business expertise from various occupations, being a leader, having far-sighted vision, high principles and ethics, transparent and clean working record, being capable of expressing their opinions independently, having suitable qualifications and having well performed their duties as directors. The said Board of Directors agrees and recommends the Meeting to appoint General Yuthasak Sasiprapha, Mr. Toshihide Hashima, Dr. Wissanu Krea-Ngam, Mr. Anucha Sihanatkathakul to be directors of the Company in replacement of those retiring directors.

The curricula vitae of the nominated persons, number of shares held in the Company, position as director of managerial level in the listed company and other business including relationship of the nominated person are shown in Attachment No. 3.

**Agenda 6**      **To Consider and Approve the Remuneration for the Company's Directors.**

**Preamble** : According to Clause 16 of the Company's Articles of Association, the remuneration and bonus to be paid to directors will be fixed by the shareholders meeting.

**Board of Directors' opinion** : The Board has considered that the directors' remuneration shall be determined from the performance of the Company including the duties and responsibilities of each committee, and of the opinion that this Shareholder Meeting fix the remunerations to the directors as follows:

Remunerations to all Committees of the company for the year 2007 payable as follows;

1      Remuneration to the Board comprising of

1.1 monthly compensation payable to the Chairman at the rate of 30,000 Baht/month, Vice-Chairman at the rate of 20,000 Baht/month and each of other Board members at the rate of 10,000 Baht/month.

1.2 meeting allowance to the Board payable per meeting to the Chairman at the rate of 44,000 Baht, Vice-chairman 33,000 Baht and each of other Board members 22,000 Baht.

1.3 the annual bonus at the amount equivalent to 5 times of a monthly remuneration to the directors.

- 2 Meeting allowances to the Audit committee payable per meeting to the Chairperson at the rate of 44,000 Baht and each of the other committee members at the rate of 22,000 Baht.

Remuneration of the boards this year are paid in the same rate as last year, except the bonus paid to directors, the rate paid last year is 6 times of monthly compensation, but this year the rate paid is only 5 times of the monthly compensation due to the decrease of the operating performance. Details of remuneration of directors and scope of their responsibility are defined in the 2006 annual report.

**Agenda 7**      **To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2007.**

**Preamble** : In the year 2006, the Audit Committee has an opinion to elect Ernst & Young Office Limited, to be the auditing firm of the Company and subsidiaries due to its high standard, expertise and good working record with reasonable fee.

**Board of Directors' opinion** : The Board agrees with the Audit Committee to elect Ernst & Young Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

- 1) Appoint Mr. Narong Puntawong (Certified Public Accountant No. 3315) and/or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) and/or Ms. Siraporn Ouannunkun (Certified Public Accountant No. 3844) of Ernst & Young Office Limited as the auditors of the Company for the year 2007.
- 2) Approve the auditor fee for the Company's Financial Statements for the year 2007 of 1,495,000 Baht. (The auditor fee for the year 2006 was 1,400,000 Baht).

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major Shareholders, or related persons of the said persons.

The Chairman proposes the Meeting to acknowledge the auditor fee for the Company for the year 2007 of 1,495,000 Baht, and the auditor fee of its 3 subsidiaries amounting to 1,390,000 Baht, totaling 2,885,000 Baht. The proposed fee is the audit services' fee only, exclusive of any non-audit services, similar to year 2006 (the audit fee for the Company for the year 2006 was 1,400,000 Baht; the auditor fee of its 3 subsidiaries amounting to 1,300,000 Baht, totaling 2,700,000)

Agenda 8

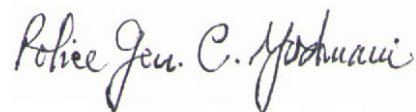
Other Business (if any)

All Shareholders are cordially invited to attend the Ordinary General Meeting of Shareholders to be held on Friday, April 27, 2007 at 14:00 hours at the conference room, 6<sup>th</sup> floor, Amata office, No. 2126 Kromadit Building, New Petchburi Road, Bangkok, Huay Kwang, Bangkok. The commencement for registration to attend the Meeting will be from 12:00 hours.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms as attached in Attachment No. 7, or alternatively you may download only one of three Proxy Forms; Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from [www.amata.com](http://www.amata.com). In addition, you can appoint **Pol. Gen Chavalit Yodmani**, currently Chairman of Amata Corporation Public Company Limited as your proxy.

You are kindly requested to submit the complete Proxy Form to the Company by Thursday, April 26, 2007.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Pol. Gen. C. Yodmani". The signature is written in a cursive, flowing style.

Pol. Gen Chavalit Yodmani

CHAIRMAN