

Notice to the Ordinary General Meeting of Shareholders

Amata Corporation Public Company Limited

IV/09/010

March 27, 2009

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 2008
2. Annual Report for the year 2008
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 2009 to be held on **Thursday, April 30, 2009 at 14:00 hrs.** at the conference room, 6th floor, Amata office, No. 2126 Kromadit Building, New Petchburi Road, Bangkok, 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 2008 held on April 30, 2008.

Preamble : The Ordinary General Meeting of Shareholders for the year 2008 was held on Wednesday, April 30, 2008 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 2008.

Preamble : The summary of the Company's performance and major changes during the year of 2008 are contained in the Annual Report for the year 2008.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2008 reporting on the Company's performance and major changes during the year 2008, 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, 2008.

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, 2008, 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 2008 is as follows:

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

Total Assets	12,359.91	Million Baht
Total Liabilities	6,774.60	Million Baht
Total Revenues	4,061.31	Million Baht
Net Profit	1,192.30	Million Baht
Earnings per Share	1.12	Baht/Share

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

Total Assets	7,849.48	Million Baht
Total Liabilities	4,152.28	Million Baht
Total Revenues	2,007.47	Million Baht
Net Profit	868.34	Million Baht
Earnings per Share	0.81	Baht/Share

Details of the above are shown in the Company's Annual Report for the year 2008 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, 2008.**

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.

In 2007, due to the change in the accounting policy under the announcement of the Federation of Accounting Professions under which investments in subsidiaries, jointly controlled entities and associates are to be presented in separate financial statements under the cost method rather than the equity method. But in the consolidated financial statements, equity method still applies. This will reflect the difference of the net profit in the financial statements of the company only and the consolidated one. So, the Company shall pay dividend from the profit of the financial statements of the Company only. The Company will not pay dividend when there is loss in the consolidated financial statements. Also, the Company will not pay dividend if after dividend distribution, the retained earnings in the consolidated financial statements turn to be a loss.

According to the Company's performance and overall financial status, the Company has a net profit for the year 2008 of 868.34 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 2008 at 0.30 Baht per share, or in total amount of 320.10 Million Baht, equal to 36.86 % of the net profit, of which 0.20 Baht per share,

totaling 213.40 Million Baht, was paid as an interim dividend on December 12, 2008. The final payment of dividend of 0.10 Baht per share from BOI promoted activities.

Comparison of dividend payment for the year 2008 with that of 2007 :-

Details of Dividend Payment	2008	2007
Net Profit (Million Baht)	868.34	1,075.60
Shares (Million Shares)	1,067	1,067
Dividend		
- Interim Dividend (Baht/Share)	0.20	0.20
- Final Dividend (Baht/Share)	0.10	0.35
Total Dividend (Million Baht)	320.10	586.85
Proportion of Dividend from Net Profit	36.86%	54.56%

This year pay out is less than that of last year due to the economy crisis .

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 18, 2009. The dividend payment will be made on May 29, 2009.

Agenda 5 To Consider and Approve the Election of Directors in Place of those whose Terms are to be Expired, appoint a New Director 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. Three Directors who are retired by rotation in this Meeting are 1) Mr. Chackchai Panichapat, 2) Mr. Viboon Kromadit, and 3) General Yuthasak Sasiprapha. The Board agrees with nominating guideline recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee resolved to propose the Board of the Directors to re-elect 3 retiring directors as Directors of the Company for another term, comprising Mr. Chackchai Panichapat, Mr. Viboon Kromadit, and General Yuthasak Sasiprapha.

In addition, the Company would like to inform that during February 20 – March 23, 2009, the Company gave the minority shareholder an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the director of the

Company. However, no qualified nominee for the appointment of director of the company were proposed by the shareholders.

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 Board of Directors, excluding the Directors having special interest and not being in this Meeting, agrees and recommends the Meeting to elect the said three retiring Directors, i.e. Mr. Chackchai Panichapat, Mr. Viboon Kromadit, and General Yuthasak Sasiprapha, to be Directors of the Company for another term.

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 2009 payable as follows;

- 1 Remuneration to the Board comprising of

1.1 monthly compensation payable to

	2009	2008
Chairman	35,000 Baht/month	35,000 Baht/month
Vice-Chairman	25,000 Baht/month	25,000 Baht/month
other Board members	15,000 Baht/month	15,000 Baht/month

1.2 meeting allowance to the Board payable per meeting to

	2009	2008
Chairman	45,000 Baht/ meeting	45,000 Baht / meeting
Vice-Chairman	35,000 Baht/ meeting	35,000 Baht/ meeting
other Board members	25,000 Baht/ meeting	25,000 Baht/ meeting

1.3 the annual bonus at the amount equivalent to 5 times of a monthly remuneration to the directors. The rate paid last year was 6 times of monthly compensation, but this year the rate paid is 5 times of the monthly compensation.

2 Meeting allowances to the Audit committee payable per meeting to

	2009	2008
Chairperson	45,000 Baht/ meeting	45,000 Baht / meeting
other committee members	25,000 Baht/ meeting	25,000 Baht/ meeting

3 Meeting allowances to the Nomination & Remuneration committee payable per meeting to

	2009	2008
Chairperson	45,000 Baht/ meeting	45,000 Baht/ meeting
other committee members	25,000 Baht/ meeting	25,000 Baht/ meeting

Details of remuneration of directors and scope of their responsibility are defined in the 2008 annual report.

Agenda 7 To Consider and Approve the Indemnification of Directors

Preamble : The Board of Directors considered that in performing the directorial duty, although the Director acts in an honest manner for the benefit of the Company, there still be a risk to be claimed or sued due to his performance. For this matter, the large enterprises and listed companies in the Stock Exchange of Thailand have the protection measure for directors by being responsible for damages and expenses for the directors.

To persuade a person who has knowledge and ability to become a director

of the Company and to institute the confidence to Director in performing his duty for maximum benefit of the Company, the Board of Directors proposed the Meeting to consider and approve the protection for Directors' performance.

Board of Directors' opinion : The Board proposed the Meeting to consider and approve the protection of the Director's performance as proposed. The details of the protection will be set by the Board of Directors.

Agenda 8 **To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2009.**

Preamble : Since 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 fees.

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 Ouaanunkun (Certified Public Accountant No. 3844) of Ernst & Young Office Limited as the auditors of the Company for the year 2009.
- 2) Approve the auditor fee for the Company's Financial Statements for the year 2009 of 1,620,000 Baht. (The auditor fee for the year 2008 was 1,620,000 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 Board proposes the Meeting to acknowledge the auditor fee for the Company for the year 2009 of 1,620,000 Baht, and the auditor fee of its 4 subsidiaries amounting to 1,815,000 Baht, totaling 3,435,000 Baht. The proposed fee is the audit services' fee only, exclusive of any non-audit services, similar to year 2008 (the audit fee for the Company for the year 2008 was 1,620,000 Baht; the auditor fee of its 4 subsidiaries amounting to 1,815,000 Baht, totaling 3,435,000)

Agenda 9 **Other Business (if any)**

All Shareholders are cordially invited to attend the Ordinary General Meeting of Shareholders to be held on Thursday, April 30, 2009 at 14:00 hours at the conference room, 6th floor, Amata office, No. 2126 Kromadit Building, New Petchburi Road, Bangkapi, 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. If you wish to appoint the Board members to be your proxy, you can appoint any one of the Independent Directors namely : Mr. Anucha Sihanatkathakul, Mr. Noppun Muangkote, and Assoc. Prof. Dr. Somchet Thinaphong. You are kindly requested to submit the complete Proxy Form to the Company by Monday, April 27, 2009.

Yours faithfully,

By Order of the Board of Directors

Mrs. Varaporn Vatcharanukroh

COMPANY SECRETARY