



บริษัท มั่นคงเคหะการ จำกัด (มหาชน)
M.K REAL ESTATE DEVELOPMENT PUBLIC COMPANY LIMITED

March 26, 2009

Subject : Invitation of the Annual General Meeting of Shareholders No. 1/2009

To : Shareholders of M.K. Real Estate Development Plc.

- Attachments :
1. Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008. held on Monday, January 19, 2009. [Click](#)
 2. Annual Report 2008 included : The Company's balance sheet, profit and loss statements for the year ended December 31, 2008.
 3. Definition of Independent Director and Responsibilities of the Board of Directors. [Click](#)
 4. Transactions for attending on the meeting. [Click](#)
 5. The Company's Objectives about shareholders. (The full version is posted on www.mk.co.th) [Click](#)
 6. Map of location for the meeting. [Click](#)
 7. Proxy Form : Type B (Recommend) [Click](#)
 8. Registration Form. [Click](#)
 9. The Details of a new director. [Click](#)

Notice of M.K. Real Estate Development Public Company Limited is hereby given that the Annual General Meeting of Shareholders No. 1/2009 held on Wednesday, April 29, 2009 at 2:00 pm. at Meeting room located at 3rd Floor, M.K. Building, Bantadthong Road, Kwang Wang Mai, Patumwan, Bangkok 10330 (Tel.02-216-6600-18), to consider the agenda as follows.

- 1) To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008 held on Monday, January 19, 2009.

Board's opinion, recommend the shareholders to certify minutes of the Extraordinary General Meeting of shareholders No. 1/2008 (**Attachment No.1** and Posting on www.mk.co.th).

- 2) To certify Annual Report on the Company's operating results in respect for the year ended December 31, 2008.

Board's opinion, recommend the shareholders to acknowledge and certify the board of directors' report on the Company's operating results for 2008.

- 3) To consider and approve the company's balance sheets, profit and loss statements for the year ended December 31, 2008.

Board's opinion, recommend the shareholders to approve the company's audited balance sheets, profit and loss statements for the year ended December 31, 2008 Which are approved by the Auditor and the Audit Committees certify.



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Highlight on Attachment No.2

| Details | Amount |
|-----------------------------------|--------------------|
| • Total Assets | 6,166,403,409 Baht |
| • Total Liabilities | 1,858,998,005 Baht |
| • Total Revenues | 2,184,208,162 Baht |
| • Income from Ordinary activities | 404,262,989 Baht |
| • Earnings Per Share | 0.47 Baht |

- 4) To consider the annual dividend payment for 2008's operating results and the allocation of net profit for legal reserve. The company's policy of dividend payment rate at least 30% of each year net profit and at the board of directors approved the dividend rate, it has to be approved by shareholders' meeting respectively.

Board's opinion, recommend the shareholders to approve the annual dividend payment for the operation from January 1, 2008 to December 31, 2008. Will be the rate of dividend Baht 0.15 per share, the existing shareholders of 866,034,157 shares, (Total no. of shares 866,684,157 Less repurchased shares 650,000) total Baht 129,905,123.55. The dividends will be paid to shareholders on Friday, May 29, 2009. The rate of dividend is reserved to be changed and/or approved by the annual general meeting of shareholders.

| Shares Dividend Details | Year 2008 | Year 2007 |
|---|----------------|----------------|
| 1. Income from Ordinary activities (Baht) | 404,262,989 | 290,161,884.- |
| 2. No. of shares (shares) | 866,034,157 | 866,684,157 |
| 3. Dividend per share (Baht : shares) | 0.15 | 0.14 |
| 4. Amount of Dividend payment (Baht) | 129,905,123.55 | 121,335,781.98 |
| 5. Dividend Payment Ratio (%) | 32.13 | 41.82 |

The Company had allocated up to 10% of net profit for the legal reserve of registered capital already, so that do not consider to allocate more.

(The Company's registered capital is Baht 867,616,848 and had allocated for legal reserve equal to Baht 86,761,685)

- 5) Appoint the new directors to replace those whose tenure has ended, and fix the number of directors, their authority, and their remuneration for 2009. (Board of director's report is posted on www.mk.co.th and **Attachment No.2** annual report on page 17 to 19)

There are 4 retired directors by rotation in 2009 AGM as follows:

- (1) Mr. Chuan Tangmatitham,
- (2) Mrs. Anchan Tangmatitham,
- (3) Mr. Prakaiproek Srutanond,
- (4) Mr. Nuttplusthron Nonthachit



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Board's opinion, : Recommend the shareholders to approve the following persons for replacement as follows :

- (1) Mr. Chuan Tangmatitham,
- (2) Mrs. Anchan Tangmatitham,
- (3) Mr. Nuttplusthron Nonthachit,
- (4) Mrs. Nichamarn Nakpairoch

The Nominating Committee had approved their beneficial qualifications, wisdoms, talents and experiences for the company. For (4) candidates, she is also qualified as independent director compliance with Stock Exchange of Thailand and the company's definition of Independent Director. The directors who may have conflict of interest did not vote for this resolution. For (4) Details file in **Attachment No.9**

1. Approved the Authorized directors : as follows :

1. Mr. Chuan Tangmatitham
2. Mrs. Anchan Tangmatitham
3. Mr. Chukiat Tangmatitham
4. Miss Chutima Tangmatitham

Two directors of four directors above can sign together and company's seal.

2. Approved one delegated director sign with company seal for the case of some specific purposes including the application for and/or transference of water or electrical or telephone or construction permit or home registration, conjugate entrance way and subdrain pipe to the public line.

1. Mr. Suksri Phruthamkul

3. Approved the Directors' remuneration : as follows :

1. For the Directors' Meeting in 2009 : not exceed 500,000 Baht/year
2. For the Nomination Sub-Committee and Compensation Sub-Committee.
 - Chairman of Sub-Committee 10,000.-Baht/each meeting
 - Sub-Committee 5,000.-Baht/each meeting
3. Bonus payment of directors for year ended 2008 : as follows :
 - For the twelve directors, total Baht 2,700,000. Or 225,000 Baht/Person
 - In 2007, Bonus payment for twelve directors, total Baht 1,934,400 (161,200 Baht/Person)
 - This bonus is considered on normal net profit of operating result for each year.

6) Appoint the auditor and fix the auditing fee for 2009.

Board's opinion, : Appointed the following persons as auditors for 2009 period as follows :

| | <u>Name</u> | <u>CPA No.</u> | <u>Auditing Firm</u> |
|----|-------------------------------|----------------|------------------------------|
| | Mr. Pojana Asavasantichai | 4891 | Dharmniti Auditing Co., Ltd. |
| Or | Miss Chantra Wongsri-udomporn | 4996 | Dharmniti Auditing Co., Ltd. |

The auditing fees of the Company's Financial Statements and Consolidated Financial Statements for the year 2009 are Baht 925,000 (Nine hundred and twenty five thousand



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baht), equal to year 2008

7) Appoint the new Audit Committee to replace those whose tenure has ended and fix their remuneration.

Board's opinion, : Approved to re-appoint the Audit Committee whose tenure has ended as follows :

The member of the Audit Committee are :

- | | | |
|--------------|--------------|---------------------------------|
| 1. Mr. Kasem | Thurakisna | The Chairman of Audit Committee |
| 2. Dr. Ping | Kunawatsatit | Audit Committee |
| 3. Mr. Anan | Ahandrik | Audit Committee |

And Approved Audit Committee remuneration :

For Audit Committee's meeting : not exceed 120,000.-Baht/year

- Chairman of Audit Committee 10,000.-Baht/each meeting
- Audit Committee 5,000.- Baht/each meeting

8) Consider other issues (if any).

Further more, the Board of Directors approved the shareholders register book for the right to receive for the annual general meeting of shareholders. No. 1/2009 and receive dividend, shall be recorded date on April 07, 2009. Also, April 08, 2009 shall be the book closing date on which the shareholders list as specified in section 225 of the securities and Exchange Act shall be complied.

The Company also produced the annual report 2008 in CD-ROM if the shareholders who need this please contact : **Office of Information Systems, 719 M.K. Building, Bantadthong Road, Kwang Wang Mai, Patumwan, Bangkok 10330 Tel.02-216-6600-18 # 241 or Fax to : 02-216-6619**

Please be invited to the annual general meeting of shareholders on the above schedule, by start registering at 12:00 noon.

For Proxy, please fill in the **attached form no.7** or download form www.mk.co.th. For Proxy to 3 independent directors please fill in **attached form no.4** For Registration process, Please bring in the registration Form **attached no.8**

For Shareholders' convenience and right if you have and query please send e-mail to contact@mk.co.th or Fax to : 02-216-6619

Please be informed accordingly.

Sincerely yours,

MR. Nutplusthrone Nonthachit
Director and Assistant Managing Director-Administration
Corporate Secretary