



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

March 23, 2012.

Subject : Invitation of the Annual General Meeting of Shareholders No. 1/2012

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

- Attachments :
1. Minutes of the Annual General Meeting of Shareholders No. 1/2011. held on Wednesday, April 27, 2011. Click
 2. Annual Report 2011 included: The Company's balance sheet, profit and loss statements for the year ended December 31, 2011.
 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. The Profile of a new director. Click
 9. Registration Form. Click

Notice of M.K. Real Estate Development Public Company Limited is hereby given that the Annual General Meeting of Shareholders No. 1/2012 held on Tuesday, April 24, 2012 at 2:00 pm. at Meeting room located at the 3rd Floor, M.K. Building, Bantadthong Road, Wang Mai sub-district, Patumwan, Bangkok 10330 (Tel.02-216-6600-18), to consider the agenda as follows.

- 1) To certify the Minutes of the Annual General Meeting of Shareholders No.1/2011 held on Wednesday, April 27, 2011.

Board's opinion, recommend the shareholders to certify minutes of the Annual General Meeting of shareholders No.1/2011. (**Attachment No.1** and Posting on www.mk.co.th).

- 2) To certify Annual Report 2011 on the Company's operating results in respect for the year ended December 31, 2011.

Board's opinion, recommend the shareholders to acknowledge and certify the board of directors' report on the Company's operating results for 2011.

- 3) To consider and approve the company's balance sheets, profit and loss statements for the year ended December 31, 2011.

Board's opinion, recommend the shareholders to approve the company's audited balance sheets, profit and loss statements for the year ended December 31, 2011 which are approved by the Auditor and the Audit Committees certify.



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Highlight on Attachment No.2

Details	Year 2010 (Restated)	Year 2011
• Total Assets	6,442,361,980 Baht	6,773,175,278 Baht
• Total Liabilities	1,500,389,377 Baht	1,871,930,848 Baht
• Total Revenues	2,685,949,728 Baht	1,716,370,309 Baht
• Income from Ordinary activities Shareholders' equity of the parent company	536,598,725 Baht	234,021,953 Baht
• Earnings Per Share	0.62 Baht	0.27 Baht

- 4) To consider the annual dividend payment for 2011's operating results and the allocation of net profit for legal reserve. The company's policy of dividend payment rate is at least 30% of each year net profit. After 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, 2011 to December 31, 2011 at the rate of dividend Baht 0.18 per share, of which 0.10 Baht per share was paid as an interim dividend on September 9, 2011. The rest dividend payment will be paid at Baht 0.08 per share. The existing shareholders of 860,384,157 shares, (Total no. of shares 866,684,157 Less repurchased shares 6,300,000) total Baht 68,830,732.56. The dividends will be paid to shareholders on Thursday, May 24, 2012. The rate of dividend is reserved to be changed and/or approved by the annual general meeting of shareholders.

Shares Dividend Details	Year 2010 (Restated)		Year 2011	
1. Income from Ordinary activities (Baht) Shareholders' equity of the parent company	536,598,725		234,021,953	
2. No. of shares (shares)	860,384,157		860,384,157	
3. Dividend per share (Baht : shares)	0.25		0.18	
	0.10	0.15	0.10	0.08
4. Amount of Dividend payment (Baht)	215,096,039.25		154,869,148.26	
5. Dividend Payment Ratio (%)	40.09		66.18	

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 2012. (Board of director's report is posted on www.mk.co.th)



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and **Attachment No.2** annual report on page 10 to 18) There are 4 retired directors by rotation in 2011 AGM as follows:

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

The Nominating Committee undertook nomination procedures for candidates most appropriate and beneficial in compliance with directors' quorum, qualifications, wisdom, talents, experience and expertise. Forgoing with conflict of interest, the Nominating Committee proposed to re-elect 3 retiring directors by rotation and 1 additional candidate to fulfill the quorum. The candidate's profile is enclosed in **Attachment 8**.

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) Mr. Pree Buranasiri

The Nominating Committee had approved their beneficial qualifications, wisdoms, talents and experiences for the company and not to be the director or management of other business that have conflict of interest. For No (4) candidate, he is also qualified as independent director compliance with the 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.

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 with company's seal.

2. Approved one delegated director sign with company's 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. Saksri Phurthamkul

3. Approved the Directors' remuneration : as follows :

1. For the Directors' Meeting in 2012 : Totally not exceeding 800,000 Baht/year ;
 - Chairman of Directors 15,000.-Baht/each meeting
 - Director 10,000.-Baht/each meeting



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2. For the Nomination Sub-Committee and Compensation Sub-Committee.

- Chairman of Sub-Committee 15,000.-Baht/each meeting
- Sub-Committee 10,000.-Baht/each meeting

3. Bonus payment of directors for year ended 2011: as follows:

- For the twelve directors, total Baht 1,560,000.-(One million and five hundred and sixty thousand Baht) Or 130,000.- Baht/Person
- In 2010, Bonus payment for twelve directors, total Baht 3,438,000.- (286,500 Baht/Person)
- This bonus is considered on normal net profit of operating result for each year.

6) Appoint the auditor and fix the auditing fees for 2012.

Board's opinion, : Appointed the following persons as auditors for 2012 period as follows :

<u>Name</u>	<u>CPA No.</u>	<u>Auditing Firm</u>
Miss Vannaporn Jongperadechanon	4098	KPMG Phoomchai Audit Co.,Ltd.
Or Mr. Vichien Thamtrakul	3183	KPMG Phoomchai Audit Co.,Ltd.

The proposal is appropriately recommended by Audit Committee. Both Auditors have no conflict of interest to the company and subsidiary's related persons.

The auditing fees of the Company's Financial Statements and Consolidated Financial Statements for the year 2012 are Baht 1,190,000.- which are the same rate as the year 2011 auditing fees. Details are as follows :

Auditing fees	Year 2011	Year 2012
- Financial Statements for 3 quarters	585,000	585,000
- Annually Financial Statements	605,000	605,000
- Other Services	-	-
Total	1,190,000	1,190,000

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

Board's opinion, : Approved the new Audit Committee to replace those whose tenure has ended as follows :

The member of the Audit Committee are:

1. Mr.Kasem Thurakisna The Chairman of Audit Committee
2. Mr.Anan Ahandrik Audit Committee
3. Mr.Pree Buranasiri Audit Committee



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And Approved Audit Committee's remuneration :

For Audit Committee's meeting: not exceed 250,000.-Baht/year

- Chairman of Audit Committee 15,000.-Baht/each meeting

- Audit Committee 10,000.-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. 1/2012 and receive dividend, shall be recorded date on April 3, 2012. Also, April 4, 2012 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.

On its website, invited all shareholders to propose qualified candidates items for the AGM agenda. Despite the invitation, neither candidates nor agenda items were proposed. Until now, no shareholders have proposed the above items yet.

The Company also produced the annual report 2011 in CD-ROM if the shareholders who need this please contact : Office of Information Systems, 719 M.K. Building, Bantadthong Road, Wang Mai sub-district, Patumwan, Bangkok 10330 Tel.02-216-6600-18 # 291 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 2 independent directors please fill in **attached form no.4** For Registration process, Please bring in the Registration Form **attached no.9**

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

Please be informed accordingly.

Sincerely yours,

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