

July 29, 2015.

Subject : Invitation of the Extraordinary General Meeting of Shareholders No. 1/2015

To : Shareholders of M.K. Real Estate Development Public Company Limited

Attachments : 1. Copy of Minutes of the Annual General Meeting of Shareholders of the Company No. 1/2015.

2. Information Memorandum on Acquisition of Assets.

3. Registration Procedures.

4. The Company's Articles of Association relating to the shareholders meeting.

(The full version is posted on www.mk.co.th)

5. Map of location for the meeting.

6. Proxy Form B (Recommend)

7. Registration Form.

The Board of Directors of M.K. Real Estate Development Public Company Limited has resolved to call the Extraordinary General Meeting of Shareholders No. 1/2015 on Wednesday, August 26, 2015 at 2:00 p.m. at Nopawong 1 Room, the 2nd Floor, The Twin Tower Hotel, No. 88 Rongmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok, to consider the matters in accordance with the following agenda together with the Board's opinion: .

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company No.1/2015;

Board's opinion, The Shareholders meeting is hereby recommended to consider and adopt the minutes of the Annual General Meeting of Shareholders of the Company No.1/2015 held on Tuesday, April 28, 2015 due to it was viewed that the Minutes had been correctly recorded in their entirety. And the Company had disclosed such Minutes in the Company's website (www.mk.co.th) which the details appear in the copy of Minutes (**Attachment No.1**).

Agenda 2 To consider and approve the entry into of the investment in Prospect Development Co., Ltd.;

Board's opinion, The Shareholders meeting is hereby recommended to consider and approve the Company for entry into of the investment in Prospect Development Co., Ltd. which the details appear in the copy of the Information Memorandum on Acquisition of Assets (**Attachment No.2**).

Agenda 3 To consider and approve the reduction of the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the reduction of the registered capital;

Board's opinion, The Shareholders meeting is hereby recommended to consider and approve the reduction of the registered capital of the Company from the existing amount of 861,316,848.- Baht to 860,384,157.- Baht, divided into 860,384,157 ordinary shares, with the par value of 1.- Baht per share, by canceling the 932,691 unissued registered ordinary shares, with the par value of 1.- Baht per share, totaling 932,691.- Baht and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the reduction of the registered capital to be as follows;

Clause 4.	Registered capital being	860,384,157	Baht
	Divided into	860,384,157	Shares
	With a par value of	1	Baht each
	Shares are classified into		
	Ordinary Shares of	860,384,157	Shares
	Preference Shares of	-	Shares

Agenda 4 To consider and approve the increase of the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the increase of the registered capital;

Board's opinion, The Shareholders meeting is hereby recommended to consider and approve the increase of the registered capital of the Company from the existing amount of 860,384,157.- Baht to 992,010,177.- Baht; namely, to increase the registered capital by another 131,626,020.- Baht by issuing 131,626,020 new ordinary shares, with the par value of 1.- Baht per share and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the increase of the registered capital to be as follows;

Clause 4.	Registered capital being	992,010,177	Baht
	Divided into	992,010,177	Shares
	With a par value of	1	Baht each
	Shares are classified into		
	Ordinary Shares of	992,010,177	Shares
	Preference Shares of	--	Shares

Agenda 5 To consider and approve the allotment of capital increase ordinary shares;

Board's opinion, The Shareholders meeting is hereby recommended to consider and approve the allotment of capital increase ordinary shares of the Company in the amount of 131,626,020 shares, with the par value of 1.- Baht per share in order for payment of a part of the purchase price of the shares of

Prospect Development Co., Ltd. ("PROSPECT") to the existing shareholders of PROSPECT who agree to sell the entire shares in PROSPECT held by them to the Company by fixing the value or price of capital increase ordinary shares of the Company at 6.15 Baht per share which is the price not less than 90% of the market price in accordance with the Notification of the Capital Market Supervisory Board concerned whereby the Market Price means the weighted average purchase price of the ordinary shares of the Company trading on the Stock Exchange of Thailand for 15 consecutive trading days prior to the date on which the Board of Directors of the Company has a resolution to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2015 which is the period during 28 May 2015 and 18 June 2015, equaling to 6.2032 Baht per share (Information from www.setsmart.com). Provided that the price at 90% of the Market Price of the ordinary shares of the Company of 6.2032 Baht is as of 5.58288 Baht. Provided that The Executive Committee of the Company and/or the person(s) designated by the Executive Committee of the Company shall have the authorities to consider the fixing of other details regarding such allotment of capital increase ordinary shares, such as (1) fixing of the terms, conditions and details regarding such allotment of capital increase ordinary shares; (2) negotiation, entry into agreement and execution of relevant documents and agreements regarding such allotment of capital increase ordinary shares including undertaking any other action regarding such allotment of capital increase ordinary shares; 3) execution of applications for permission and necessary evidences regarding such allotment of capital increase ordinary shares, as well as the contacting and submission of applications for permission, documents and evidences to relevant authorities or agencies, the listing of such capital increase ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary and appropriate for the allocation of such capital increase ordinary shares as deemed appropriate by complying with the laws and/or regulations concerned.

Agenda 6 To consider other businesses (if any).

However, due to the matters of Agenda 2, Agenda 4 and Agenda 5 are related to each other, therefore, the consideration and approval of the said matters will be deemed as the condition in each other whereby if any Agenda is not approved, it will be deemed that other approved Agenda will be cancelled and no other matters will be considered, and it shall be deemed that the considered and approved matters appearing in Agenda 2, Agenda 4 and Agenda 5 are not approved by the Shareholders' Meeting.

Furthermore, the Board of Directors had resolved to fix the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2015 on 4 August 2015 (Record Date) and for compiling the names of the Shareholders under Section 225 of Securities and Exchange Act B.E. 2535 by the method of closing the Share Register on 5 August 2015.

Please be invited to attend the Shareholders' Meeting on the date, time and place specified above, by the Company will open the registration from 12.00 hrs., onward.

In order for facilitation, if any shareholder wishes to appoint other persons to attend the meeting and vote on your behalf in this meeting, please fill out the details and sign your name in the proxy form as the **Attachment No. 6** or able to download from **www.mk.co.th**. or you may appoint the Independent Directors as the **Attachment No. 3** to be the proxy. And for convenience of the registration, the shareholders and proxies who attend to the meeting are requested to bring the Registration Form as the **Attachment No. 7**.

M.K. Real Estate Development Public Company Limited will give the facilitation to the Proxies who apply for the registration in order to attend to this meeting in relation to the stamp affixing in the proxy forms. And the Company will provide the ballots for distribution to the attending persons at the registration point. In addition, the Company will conduct the meeting in accordance with the Company's Articles of Association as the **Attachment No. 4**.

Moreover, in order for the Shareholders to obtain the highest benefit from the meeting and the protection of your privileges. If you have any questions that are required the Company to clarify in the issues of agenda proposed in this occasion, you are able to send them in advance to the e-mail : system@mk.co.th or Facsimile no. : 02-216-6619

Please be informed accordingly.

Sincerely yours,

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