

No. AA.01/367

31 March 2007

Subject : The Invitation for the Annual General Shareholders' Meeting No. 14 for the Year 2007

To : All Shareholders of Advance Agro Public Company Limited

Encl : 1. Copy of the Minutes of the Extraordinary Shareholders' Meeting No. 1 for the Year 2006

2. The Annual Report of 2006 and financial statement as of 31 December 2006

3. Document for Consideration of Agenda 6

4. Document for Consideration of Agenda 7

5. Document for Consideration of Agenda 8

6 The Proxy Form A., B. and C.

7. Detail of Independent Directors in case the shareholders wish to appoint them as proxy

8. Conditions and procedure of registration for attending the Meeting, appointment of proxy and voting

9. Articles of Association of the Company relating to the Meeting

10. Map showing the place for the Shareholder's Meeting

Whereas, the Board of Directors resolved to hold the Annual General Shareholders' Meeting No. 14 for the year 2007 on Wednesday April 18, 2007 at 11.00 a.m. at Thailand Book Tower, Floor 9<sup>th</sup>, 122 North Sathorn Road, Silom, Bangrak, Bangkok for considering the following agendas:

**1. Matter To be Declared by the Chairman for Acknowledgement of the Meeting**

**Objective and Reason** : To inform the Meeting the information of which the Shareholders should be aware

**Opinion of the Board of Director** : To acknowledge

**2. Approval of the Minutes of the Extraordinary Shareholders' Meeting No. 1 for the Year 2006 Which Was Held on Wednesday August 9, 2006**

**Objective and Reason** : The Company held the Extraordinary Shareholders' Meeting No.1 for the year 2006 on Wednesday August 9, 2006 where the Meeting has considered various matters as required by law. The Minutes of such Meeting was required to be proposed for mutual consideration by the Shareholders. Please refer to the details of the said Minutes in Attachment 1.

**Opinion of the Board of Director** : The Board has considered and opined that the Minutes the Extraordinary Shareholders' Meeting No. 1 for the year 2006 was correctly recorded. Thus, the Board recommended the Meeting to approve the Minutes.

### **3. Report on Company Performance for the Year 2006**

**Objective and Reason** : To report the company performance for the year 2006 as appears in the Annual Report sent to the shareholders with the invitation documents as set out in Attachment 2.

**Opinion of the Board of Director** : The Board resolved to report the Company performance for the year 2006 to the Annual General Shareholders' Meeting.

### **4. Consideration to Approve the Balance Sheet and the Statements of Profit & Loss for the Year 2006**

**Objective and Reason** : The Financial Statement for the year 2006 as of 31 December 2006 of the Company and the subsidiaries have been approved by the auditor of the Company. The Auditor opines that the financial statement of the Company and subsidiaries are correct and in accordance with the accounting standard and it has been approved by the Audit Committee and the Company's Board of Directors as appears in Chapter "Financial Statement" in the Annual Report sent to the shareholders with the invitation documents in Attachment 2.

**Opinion of the Board of Director** : The Board considered and resolved to propose the Annual General Shareholder's Meeting to approve the Balance Sheet and the Statements of Profit & Loss of the Company and the subsidiaries for the year 2006 as of 31 December 2006 as approved by the auditor of the Company.

### **5. Consideration of the Profit Appropriated and the Distribution of Dividend**

**Objective and Reason** : To consider profit appropriated and distribution of dividend for the year 2006, as of 31 December 2006. The net profit shows in the audited balance sheet for the year 2006 is Baht 1,972 millions.

**Opinion of the Board of Director :** The Board considered and resolved that no dividend shall be distributed because the Company need to comply with the Indenture of the Bond which will be due on November 2007, and resolved to propose to the Annual General Shareholders' Meeting to consider not to appropriate profit and distribute dividend.

**6. Consideration of the Appointment of the Company's Auditors and the Auditing Fee for the Year 2007**

**Objective and Reason** : According to Section 120 of the Public Company Act, B.E. 2535 and Article 50 the Articles of Association of the Company, it provides that "The Annual Ordinary Shareholders' Meeting shall appoint the Auditor(s) and determine the auditing fee of the Company annually. For appointment of the Auditors, it may reappoint the existing Auditor(s)"  
And according to corporate good governance policy, it requires to rotate the auditor(s) every 3 years for more stable management of the company and to ensure about the independent of the Auditor. The detail of the Auditors had been forwarded to all shareholders together with the invitation letter as shown in Attachment 3.

**Opinion of the Board of Director :** According to the Resolution of the Audit Committee, the Board of Directors considered and resolved to propose the Annual General Shareholder's Meeting to appoint Mr. Narong Puntawong License No. 3315 or Mr. Ruth Chaowanagawi Auditor's License No. 3247 or Mr. Supachai Phanyawattano Auditor's License No. 3930 or Ms. Siraporn Ouaanunkun Auditor's License No. 3844, representative of Ernst and Young Office Company Limited as the Auditor(s) of the Company and its subsidiaries for the year 2007 with the totaling auditing fee in amount of Baht 7 Millions.

**7. Consideration of the Election of Directors in Replacement of Those Whose Terms Are to be Expired by rotation**

**Objective and Reason** : According to Article 17 of the Articles of Association of the Company, it provides that that "At the Annual General Shareholders' Meeting, one third of the directors shall be retired by rotation. If the number of

Directors is not a multiple of three, the number of Directors closest to one third shall be retired. The director(s) who retired by rotation may be re-elected". The Company currently has totaling 18 directors, thus for this year, there are 6 directors who will be retired by rotation as follows:

1. Mr. Somchai Richupan
2. Mrs. Phisamai Supanuntaroek
3. Mrs. Siriwan Dumnernchanvanich
4. Mr. Pracha Charutrakulchai
5. Mr. Poomsombat Dumnernchanvanich
6. Mr. Seri Chintanaseri

**Opinion of the Board of Directors** : The Board of Directors (except the interested persons) considered and resolved to propose the Annual General Shareholders' Meeting to re-appoint the following 6 Directors as the Directors of the Company for another term:

1. Mr. Somchai Richupan
2. Mrs. Phisamai Supanuntaroek
3. Mrs. Siriwan Dumnernchanvanich
4. Mr. Pracha Charutrakulchai
5. Mr. Poomsombat Dumnernchanvanich
6. Mr. Seri Chintanaseri

Details of the retiring directors who were nominated to be the directors of the Company for another term had been forwarded to all shareholders together with the invitation letter as shown in Attachment 4.

## **8. Consideration of the Remuneration for the Company's Directors**

**Objective and Reason** : According to Section 90 of the Public Company Act, it provides that "The remuneration of directors shall be in accordance with the Resolution of the Shareholders' Meeting with the votes of not less than two third of the totaling number of shareholders attending the Meeting".

As the Resolution of the Annual General Shareholder's Meeting No. 13 for the year 2006 held on 19 May 2006 unanimously approved the director's remuneration and the attendance fee for the Board of Directors and sub-committee in the amount not exceeding Baht 40 millions and further authorized the

Board of Directors to prescribe the detail of the remuneration.

The detail of the Remuneration of Directors had been forwarded to all Shareholders together with the invitation letter as shown in Attachment 5.

- Opinion of the Board of Director** : The Board of Directors considered and resolved to propose the Annual General Shareholders' Meeting to approve the Remuneration and attendance fee for the Board of Directors and sub-committee at the same rate previously approved by the Annual General Shareholders' Meeting No. 13 for the year 2006 in the amount not exceeding Baht 40 millions and authorize the Board of Directors to prescribe the detail of the Remuneration.

## 9. Other business (if any)

- Objective and Reason** : This agenda is opened for the shareholders' inquiries, discussion and/or suggestion, other than the matters as proposed in the above agendas, to the Board of Directors and/or the Management for conducting the company's business.

- Opinion of the Board of Director** : The Board of Directors deemed it appropriate to have this agenda available in every Shareholders' Meeting for the Shareholders' inquiries, discussion, and/or suggestions to the Board of Directors and/or the Management of the Company.

The company shall close the Company shareholder registration book to determine the right of the shareholders who can attend the Annual General Shareholders' Meeting No. 14 for the year 2007 beginning from Monday 2<sup>nd</sup> April 2007 at 12.00 a.m. until the Meeting is adjourned.

Please be informed accordingly and attend the Meeting at the date, time and place mentioned above. If you would like to authorize other person or the following independent directors as your proxy to attend this Meeting on your behalf:

1. Mr. Somchai Richupan Chairman of Audit Committee & Independent director
2. Mr. Seri Chintanaseri Audit Director & Independent director

please execute and bring the proxy as shown in Attachment 6. The company will prepare the duty stamp required to be affixed on the proxy at the registration desk for your convenience.

The Company would like to request you to follow the conditions and procedures of registration for attending the Meeting, proxy and voting as shown in Attachment 7. The Company also attached the map showing the place for the Shareholder's Meeting as shown in Attachment 10.

Sincerely yours,  
Advance Agro Public Company Limited

**(Mr. Kumpon Chayasunthorn)**  
Corporate Secretary to the Board of Directors

Remark: 1. Shareholders who are entitled to attend the Annual General Shareholders' Meeting for the year 2007 must be the shareholders whose name appears in the Company's share registration book as of Monday 2<sup>nd</sup> April 2007 at 12.00 a.m.

**Attachment 2**

**Document for Consideration of Agenda 2**

**The Minutes of the Extraordinary Shareholders' Meeting No. 1 for the Year 2006**

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**Minutes of the Extraordinary Shareholders' Meeting No. 1 for the Year 2006**  
**of**  
**Advance Agro Public Company Limited.**

**Held on Wednesday, 9<sup>th</sup> August 2006**  
**at the Company's Branch office Thailand Book Tower, Conference room**  
**9<sup>th</sup> Floor, No. 122, North Sathorn Road, Silom, Bangrak, Bangkok**

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The Meeting started at 11.00 a.m.

At the Extraordinary Shareholders' Meeting No. 1 for the year 2006, there were the directors and the management attended the Meeting as follows:

- |     |                 |                   |   |
|-----|-----------------|-------------------|---|
| 1.  | Mr. Narong      | Sri Sa-an         | Chairman of The Board of Directors<br>Executive Director      |
| 2.  | Mr. Kitti       | Dumnerncharnvanit | Founder Chairman<br>Executive Director and Director           |
| 3.  | Mr. Sirin       | Nimmananhaeminda  | Vice Chairman of the Board of Directors                       |
| 4.  | Dr. Virabongsa  | Ramangkura        | Director<br>Chairman of Executive Board                       |
| 5.  | Dr. Somchai     | Richupun          | Director<br>Chairman of the Audit Committee                   |
| 6.  | Mr. Seri        | Jintanaseri       | Director<br>Member of the Audit Committee                     |
| 7.  | Mr. Pracha      | Charutrakulchai   | Director<br>Executive Director                                |
| 8.  | Pol.Gen. Narong | Mahanonda         | Director  |
| 9.  | Pol. Gen Chetta | Thanajaro         | Director  |
| 10. | Mr. Lersak      | Chuladesa         | Director  |
| 11. | Mr. Yothin      | Dumnerncharnvanit | Managing Director<br>Director<br>Executive Director           |
| 12. | Mr. Kumpol      | Chayasunthon      | Chief Operating Officer<br>Secretary of the Board of Director |



13. Ms. Thanisara Satawornwisit Chief of Financial Officer

Mr. Narong Sri-sa-an the Chairman of the Board of Directors was the Chairman of the Meeting. The chairman welcomed the shareholders and the proxies who attended the Meeting and announced to the Meeting that on the day of closing the Company's Shares Registration Book, Friday 21<sup>st</sup> July 2005, the Company has total paid up registered capital of Baht 6,300,000,000 divided into 630,000,000 shares at par value of Baht 10 with the total paid-up amount of Baht 5,323,831,080. The Company has total of 778 shareholders and now there were total of 36 shareholders presented in person and by proxy, representing the number of 358,800,217 shares or 72.467 % of the total number of shares sold.

Thus, the number of shareholders and the number of shares of shareholders constituted a quorum according to the Article 31 of the Articles of Association of the Company. The Chairman then declared the Meeting opened and proceeded the Meeting according to the following agendas:

Before starting the agenda of the Meeting, the Chairman explained how to vote in each agenda for convenience of voting and recording the Minutes as follows:

1. Shareholder can vote as the number of shares held by them. (1 share as 1 vote)
2. If no shareholder protest or raise opinion other than what the Chairman or the Board of Directors proposed, it shall be deemed that the Meeting approve or agree unanimously.
3. In case that the shareholder wishes to object or raise other opinion on each agenda, such shareholder can vote in voting card and raise their hands so that the Company's officer can collect it for counting the votes. Agree votes will be decreased by protested votes and other opinion votes. If shareholder does not send the voting card, it shall be deemed such shareholder agree with the opinion of the Board of Directors in that particular agenda in order to expedite the scoring process and recording the Minutes.
4. Shareholders or proxies who wish to propose idea or raise question, the shareholders or proxies must first introduce themselves to the Meeting.

The Meeting then considered the agenda as follows:

**Agenda 1 Matter Declared by the Chairman**

**-None-**

**Agenda 2 Approval of the Minutes of the Annual General Shareholders' Meeting No. 13 for the Year of 2006 Held on Wednesday 19<sup>th</sup> April 2006.**

**The Chairman** informed the Meeting that the Minutes of the Annual General Shareholders' Meeting No.13 for the year of 2006 held on Wednesday 19<sup>th</sup> April 2006 forwarded to the Shareholders together with the invitation letter is correct. The Board recommended that the Meeting should approve the Minutes.

If no shareholder wish to amend the Minutes, it shall be deemed that the Meeting approved the said Minutes. It appeared that there was no shareholder requesting for amendment.

**Resolution** **The Meeting unanimously approved the Minutes of the Annual General Shareholders' Meeting No. 13 for the year of 2006 held on Wednesday 19<sup>th</sup> April 2006 as correct Minutes.**

**Agenda 3 Consideration of Cancellation of the Extraordinary Shareholders' Meeting No.1 for the Year 2005's Resolution regarding the Issuance and the Offering of Debenture not Exceeding Baht 7,500 millions.**

**The Chairman** asked Mr. Kumpon Chayasunthorn, Chief Operating Officer, to provide details to the Meeting.

Mr. Kumpon Chayasunthorn as Chief Operating Officer informed that as the Extraordinary Shareholders' Meeting No.1 for the year 2005 approved the issuance and the offering of debenture in the amount not exceeding Baht 7,500 millions but during that period the domestic capital market was unstable and the investors did not have confident on long term investment. The Company believed that the issuance and the offering of debenture in the amount not exceeding Baht 7,500 millions could not be achieved. The Board of Directors' Meeting No.3 for the year of 2006, held on 10 May 2006 has unanimously approved to propose to the Extraordinary Shareholders' Meeting cancellation of the resolution of the Extraordinary Shareholders' Meeting No.1 for the year 2005.

**The Chairman** then asked whether there will be any shareholders who wish to raise question or suggest opinion. It appeared that there was no shareholder raise or suggest opinion.

**Resolution** **The Meeting unanimously approved to cancel the Resolution of the Extraordinary Shareholders' Meeting No.1 for the year 2005 regarding the issuance and offering of the debenture at one time or several times in the amount not exceeding Baht 7,500 millions as proposed.**

**Agenda 4 Consideration of the Issuance and the Offering of Debenture or/and Convertible Debenture in the Amount not Exceeding Baht 7,500 Millions or Other Currency in Baht Equivalent**

**The Chairman** asked Mr. Kumpon Chayasunthorn, Chief Operating Officer to provide details to the Meeting.

**Mr. Kumpon Chayasunthorn as Chief Operating Officer** informed that as a result of the cancellation of the issuance and the offering of debenture in the amount not exceeding Baht 7,500 millions due to lack of readiness in the domestic capital market as referred in the above Agenda 3. In order to reserve the opportunity and to give flexibility on fund raising from both domestic and international, the Board of Directors' Meeting No. 3 for the year 2006 held on 10 May 2006 has considered and unanimously resolved to propose to the Extraordinary Shareholders' Meeting to consider and approve the issuance and the offering of debenture or/and convertible debenture at one time or several times in the amount not exceeding Baht 7,500 millions or other currency in Baht equivalent by offering to domestic and/or international to public and/or institutional investors and/or private placement and further asked the Extraordinary Shareholders' Meeting to authorize the Board of Directors or the Board of Executive Directors or any persons as appointed by the Board of Directors or the Board of Executive Directors or the Chairman of the Board of Executive Directors to set and determine the terms, details and the process on the issuance and the offering of the said debenture. The details of the issuance and the offering of the convertible debenture are shown in the attachment.

**The Chairman** then asked whether there will be any shareholders who wish to raise question or suggest opinion.

**Mr. Pramote Lib-Rattanakul**, shareholder, asked for the explanation about the debt to equity ratio before and after the issuance and the offering of debenture.

**Mr. Yothin Dumnernchanvanit**, as Managing Director, clarified to the Meeting that at present the debt to equity ratio is about 1.2 : 1. But for the ratio after the issuance and the offering of debenture, it is not possible to answer as it will depend on the market situation. Obviously, after the issuance and the offering of the debenture, it may affect the ratio but if we looking at the amount of debenture of not exceeding Baht 7,500 millions or other currency in Baht equivalent, it will be very small comparing to the registered capital of the Company.

**Mr. Sakchai Sakulsirimontri**, as proxy of Mr.Somchai Thitima, asked for the answer of the following questions:

1. as the Annual General Shareholders' Meeting No.13 resolved not to distribute dividend as the Company has to reserve money to pay back for short term debt instruments and to buy back the debenture which will become due on 2007, please inform the progress.
2. What is the purpose of the issuance and the offering of debenture in the amount not exceeding Baht 7,500 millions or other currency in Baht equivalent.

**Mr. Yothin Dumnernchanvanit** as Managing Directors explained that the Company is in process of paying back short term debt instruments. For the repurchase of the debenture which will be due in 2007, the Company has already appointed the agent to handle this. The purpose of the issuance and the offering of debenture is to reduce the interest expense of the Company as a whole as the Company recently issued and offered the debenture at high interest. The Company, therefore, wishes to use the fund raise from this new offering of debenture to repurchase the old debenture which will be due in 2007 to reduce the Company's debt burden and interest and also use the fund to expand the capacity of the paper mill as deem appropriated.

There was no shareholder asking any further questions or suggesting other opinion.

**Resolution**    **The Meeting unanimously approved as follows:**

1. **Approved the issuance and offering of the debenture and/or convertible debenture in the amount not exceeding Baht 7,500 millions or other currency in Baht equivalent in Thailand and/or international to the public and/or institutional investors and/or private placement in one time or several times with the details of the convertible debenture as proposed;**
2. **Authorised the Board of Directors or the Board of Executive Directors or any persons appointed by the Board of Directors or by the Board of Executive Directors or by the Chairman of the Board of Executive Directors to set and determine the terms, details and the process on the issuance and the offering of the debenture and/or convertible debenture ("Debenture") such as specifying the name, determining the number of shares to be issued for each occasion, type of the Debenture, price of the Debenture, offering price per unit, price and conversion ratio in case of convertible debenture, term for redemption, maturity date, interest rate, offering method, principal and interest payment procedure, allocation procedure, security and details of the offering, etc. including registration of the Indenture with The Thai Bond Market Association and/or with the Stock Exchange**

**of Thailand and/or another secondary market and to obtain necessary permits from the relevant authorities, appoint financial advisor and/or underwriter and/or any advisors including appointment of representative of the bondholder (if any), trustee, and any persons who relates to the issuance and the offering of the Debenture, including determining the remuneration and fee, negotiate and enter into any contracts and documents or carry out all necessary actions required for the Debenture.**

#### **Agenda 5     Consideration of Change on Allocation of Un-issued Shares of the Company**

**The Chairman** asked Mr. Kumpon Chayasunthorn, Chief Operating Officer, to provide details to the Meeting.

**Mr. Kumpon Chayasunthorn as Chief Operating Officer** informed that at present the Company has total registered share capital of 630,000,000 shares with paid-up shares of 532,383,108 shares. There is a remaining un-issued shares of 97,616,892 shares and the company originally plans to allot the shares as follows:

1. Allot ordinary shares of 41,000,000 shares for supporting the exercise right of the new convertible debenture issued by the Company pursuant the resolution of the Annual General Shareholders' Meeting No. 3/1996;
2. Allot ordinary shares of 56,616,892 shares to be offered to related companies and/or the Company's customers and/or financial institutions (Private Placement) pursuant to the resolution of the Extraordinary Shareholders' Meeting No.3/1997 and the Board of Directors' Meeting No.3/2005

Because the Company needs to allocate un-issued shares to support the exercise right of the convertible debenture to be issued as proposed in Agenda 4 above, the Board of Directors' Meeting No.3 for the year of 2006, held on 10 May 2006 considered and unanimously agreed to propose to the Shareholders' Meeting to consider changing the allocation of un-issued shares of 97,616,892 shares as follows:

1. allot un-issued ordinary shares of 97,616,892 shares to support the exercise right of new convertible debenture of the Company;

2. allot un-issued shares not exceeding 97,616,892 shares minus number of ordinary shares reserved for the exercise right of convertible debenture under item 1 to related companies and/or the Company's customers and/or financial institution (Private Placement).

and to request the Shareholders' Meeting to authorised the Board of Directors or the Board of Executive Directors or any persons appointed by the Board of Directors or the Board of Executive Directors or the Chairman of the Board of Executive Directors to determine the details and terms relating to the issuance and the offering of un-issued ordinary shares of the Company such as number of shares to be issued for each occasion, offering price per share, offering procedure and others details, etc. including the registration of such shares with the Stock Exchange of Thailand, and to obtain necessary approval from the relevant authority, negotiate and sign contract and relevant documents and to take all necessary actions relates to such shares.

**The Chairman** asked the Meeting whether there is any shareholders who want to inquire or suggest any opinion.

**Mr.Pramote Lib-Rattanakul**, shareholder, asked for the explanation on the converting ratio of the convertible debenture the Company plans to issue under Agenda 4 and whether the number of un-issued shares reserved for the exercise right of the new convertible debenture are sufficient for conversion in the future or not.

**Mr.Yothin Dumnernchanvanit**, as Managing Directors, explained that the number of shares or conversion ratio of the convertible debenture will depend on the situation of the Stock Exchange and capital market. At present, the market size of the convertible debenture should be around US\$ 50-100 millions. Thus, if we compare to the number of convertible debenture to be issued and the allocation of shares, it should be sufficient.

There was no shareholder asking any further questions or suggesting other opinion.

**Resolution** The Meeting unanimously approve to change the allocation of un-issued ordinary shares of 97,616,892 shares as follows:

1. **Allot the un-issued shares of 97,616,892 to support the exercise right of convertible debenture which will be issued by the Company.**
2. **Allot the un-issued shares of 97,616,892 minus the amount of shares allotted for supporting the exercise right of the convertible debenture under item 1 to related companies and/or customers group and/or financial institutions (Private Placement)**

**and to authorized the Board of Directors or the Board of Executive Directors or any persons appointed by the Board of Directors or the Board of Executive Directors or the Chairman of the Board of Executive Directors to determine details and terms for relating to the issuance and the offering of un-issued ordinary shares of the Company such as number of shares to be issued for each occasion, offering price per share, offering procedure and others details, etc. including the registration of such shares with the Stock Exchange of Thailand, and to obtain necessary approval from the relevant authority, negotiate and sign contract and relevant documents and to take all necessary actions relates to such shares.**

#### **Agenda 6     Other Matters (if any)**

**The Chairman** said that all the above matters were matters that the Board of Directors would like the Meeting to acknowledge and consider. Should anyone have further comment or question, please raise.

**Mr. Sakchai Sakulsirimontri as proxy of Mr.Somchai Thitimaa** asked for clarification on how the Company does its sale promotion and marketing of its products.

**Mr. Yothin Dumnernchanvanit as Managing Directors** explained that the Company had regularly organized both marketing and public relation activities in many types depend on customer groups such as Double A Stationary Shop. At the present time, the Company has more than 100 outlets which help to stimulate demand of our products and to provide more facilities to our customers.

**Mr. Pramote Lib-Rattanakul**, shareholder, asked for the explanation on how the Company set its strategy in order to deal with high competition of copying services in the market.

**Mr. Yothin Dumnernchanvanit** as Managing Directors explained that Double A Copy Center has the policy to provide copying service at the rate of Baht 0.50 per sheet while the owner may offer more discount for big users. Regarding the cost structure, although the fuel cost was increased, it did not affect our paper cost because but the Company mainly use domestic raw materials. In addition, the Company could produce steam and electricity from the waste materials.

There was no shareholder asking any further questions.

**The Chairman** then thanked all shareholders and declared the Meeting adjourned.

The Meeting was adjourned at **12.00** a.m.

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Mr. Narong Srisa-arn  
**Chairman to the Board of Directors**

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Mr. Kumpon Chayasoonthorn  
**Secretary to the Board of Directors**



**Advance Agro Public Company Limited (“Company”)**  
**Particular of the issuance and offering of convertible bond**

Type of convertible bond	:	Specify or non specify
Total of convertible bond when including debenture, issuance and offering by the same resolution	:	in the amount not exceeding Baht 7,500 million or equivalent
Term of convertible bond	:	Not exceeding 10 years after issued <sup>1</sup>
Right duration	:	Through the age of convertible bond
Right ending	:	The end date of convertible bond
Rate of right and covert price	:	Convertible bond 1 unit can change to new issued normal share in amount of equivalent the set value of debenture divide with convertible price, setting by directors or Executive directors or person who is empowered by directors or Executive directors or chairman of Executive Board and convertible price must not lower than market price as concept of SEC.
The amount of stocks ,reserving for convertible	:	<b>Not exceeding 97,616,892 shares<sup>2</sup></b>
Shareholder effective	:	<p>In case of convertible right action, it will make voting right of previous shareholders decreasing not exceed 16% of whole capital after increasing of capital registration</p> <p>It is expected that it effect to profit per share especially at the first time from using convertible right. However, follow the new business plan, company expect that profit per share will increase to compensate for shareholders for the long time.</p> <p>Effective for Price Dilution, it will not occur because company offer the price condition higher or equal the market price</p>

<sup>1</sup> Not exceed 10 years that may set not exceed 10 years

<sup>2</sup> Not exceed 50% of paid shares

Redemption before time	:	Convertible bond holder may have right or not to ask to company to redeem before time and company may has right or not to redeem before time. All this depend on agreement and condition of convertible bond issuance in each time.
Event that make company has to issue new shares for supporting the using of convertible right change	:	“When having event as Article 35/5 of the SEC Notice, Kor. Jor. 32/2544 Subject: Issuance and Offering of the new debenture at October 19,1991 (including rectification)

**Attachment 2**

**Documents for Consideration under Agenda 3 and 4  
As Shown in the Annual Report for the Year 2006 Sent to all Shareholders  
together with the Invitation Letter to Attend the Meeting.**

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**Attachment 3****Document for Consideration of Agenda 6**

According to the resolution of the Audit Committee, the Board of Directors considered and resolved to propose the Annual General Shareholders' Meeting to appoint Mr. Narong Puntawong License No. 3315 or Mr. Ruth Chaowanagawi License No. 3247 or Mr. Supachai Phanyawattano License No. 3930 or Ms. Siraporn Ouaanunkun License No. 3844, representative of Ernst and Young Office Limited as the auditor(s) of the Company and its subsidiaries for the year 2007 with the totaling auditing fee of Baht 7 millions.

The Details of the auditing Fee are as follows:

**1. Advance Agro Public Company Limited**

Annual account auditing fee	Baht	2,500,000
Quarter audit fee for financial statement (3 quarters)	Baht	<u>1,200,000</u>
<b>The total amount</b>	<b>Baht</b>	<b><u>3,700,000</u></b>

**2. Eight subsidiaries**

Annual account auditing fee and quarter audit fee for financial statement (3 quarters) for the following companies:

1. Hi-Tech Paper Co., Ltd.	Baht	400,000
2. Double A International Business Co., Ltd.	Baht	350,000
3. Advance Agro Holding Co., Ltd.	Baht	250,000
4. Advance Paper Co., Ltd.	Baht	1,250,000
5. A.A. Core Co., Ltd.	Baht	100,000
6. Double A Copy Center Co., Ltd.	Baht	460,000
7. A.A. Paper and Stationery Co., Ltd.	Baht	190,000
8. 99 Group Treading Center Co., Ltd.	Baht	<u>300,000</u>

**Total amount** Baht **3,300,000**

**Total amount for the company and its subsidiaries** Baht **7,000,000**

The auditing fee for the Company and its subsidiaries for 2007 is in accordance with the agreement between the Company and the Auditor previously agreed for the year 2006-2008 which can be summarized as follows:

Auditing fee for the year 2006:	Baht	6,300,000
Auditing fee for the year 2007:	Baht	7,000,000
Auditing fee for the year 2008:	Baht	7,800,000

However, the Auditing Fee that was proposed above shall not bind the Company until it was annually approved by the Board of Director and the Annual General Shareholders' Meeting.

For the year 2007, the Audit Committees' Meeting held on 20 February 2007 and the Board of Directors' Meeting held on 21 February 2007 unanimously resolved to propose to the General Shareholder's Meeting to appoint the same Company's auditors because the auditing fee is reasonable and the auditors of Ernst and Young Office Limited as proposed in the list are very professional, having knowledge of the Company's business, work carefully, and always contribute good opinion and comment which is very useful for the Company.

## Document for Consideration under Agenda 6

### Profile of Auditors

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1. Name : Mr. Narong Puntawong  
 License No. : 3315  
 Respectively of : Ernst and Young Office Limited  
 Relationship with company : None  
 Years with company : 4 years



2. Name : Mr. Ruth Chaowanagawi  
 License No. : 3247  
 Respectively of : Ernst and Young Office Limited  
 Years with company : None  
 Years with company : -



3. Name : Mr. Supachai Phanyawattano  
 License No. : 3930  
 Respectively of : Ernst and Young Office Limited  
 Years with company : None  
 Years with company : -




4. Name : Miss. Siraporn Ouaanunkun  
 License No. : 3844  
 Respectively of : Ernst and Young Office Limited  
 Years with company : None  
 Years with company : -



**The company will allow one of them authority to review and sign on the Financial Statement**

**Attachment 4****Document for Consideration under of Agenda 7****Profile of directors who are due to be retired by rotation**

- 
- 1.
- |   |   |   |   |
|---|---|---|---|
| Name  | : | Mrs.Siriwan Dumnernchanvanich   |  |
| Age   | : | 48 years  |   |
| Nationality   | : | Thai  |   |
| Education   | : | - Bachelor's degree ,Commercial and accountancy<br>(Ramkumhang University)                        |   |
|   |   | - Mini Master's degree of . Business Administration<br>(Thammasat University)                     |   |
|   |   | - Directors Certification Program No.4/2543 from the Companies<br>Association                     |   |
| Position in the company                                 | : | - Director of Advance Agro Public Company Limited.<br>- Director of Kaset Rungreung Putpol Groups |   |
| Year with the company                                   | : | 12 years  |   |
| The Board of the Directors Meeting was arranged 5 times |   | :   | Attending the Meeting 4 times   |
-

2.

Name : Mr. Somchai Richupan  
 Age : 68 years  
 Nationality : Thai  
 Education : - Bachelor's degree Economics (Thammasat University)  
                   - Bachelor's degree Economics (Chulalongkorn University)  
                   - Master's degree Economics (University of Florida, USA.)  
                   - Doctor's degree Economics (University of Florida ,USA)  
 Position in the company : - Director of Advance Agro Public Company Limited.  
                                   Chairman of Audit Committee  
                                   Independent Director  
 Year with the company : 6 years  
 Position in other company : - Chairman of Siam Development Institute  
                                   - Chairman of Samitivej Public Company Limited  
                                   - Director of office Decentralization to local Government  
                                   Organization Committee  
                                   - Commissioner of the Securities and Exchange commission ,  
                                   Thailand  
                                   - Commissioner of Agricultural Futures Trading Commission  
                                   - Vice-President of the financial reformation for the Higher  
                                   Education  
                                   - Chairman of Tris Rating Company Limited  
                                   - Director of Standard Charter (Thailand) Limited Company  
                                   - Director of the Bank of Thailand  
 Work Experience : - Chairman of Thai Bond Market Association  
                                   - Chairman of Government Housing Bank  
                                   - Director of the Securities and Exchange commission , Thailand  
                                   - Director of the TOT Public Company Limited.  
                                   - Director of Excise Department  
                                   - Director of Customs Department  
                                   - President of Fiscal Policy Office  
 The Board of the Directors Meeting was arranged 5 times : Attending the Meeting 5 times  
 The Audit Committee Meeting was arranged 6 times : Attending the Meeting 6 times

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3.

Name : Mrs.Phisamai Supanuntaroek  
 Age : 50 years  
 Nationality : Thai  
 Education : - Bachelor's degree Business Administration (Ramkumhang University)  
 - Master 's degree Business Administration Major in Marketing foreign affairs (National Institute of DevelopmentAdministration)  
 Position in the company : - Director of Advance Agro Public Company Limited  
 Year with the company : 3 years  
 Position in other company : - Director of Rayong Star Company Limited  
 - President of associate judge juvenile court at Rayong Province  
 - Assistance Director



The Board of the Directors Meeting was arranged 5 times : Attending the Meeting 5 times

4.

Name : Mr.Pracha Charutrakulchai  
 Age : 67 years  
 Nationality : Thai  
 Education : - Bachelor's degree Economics (Thammasat University)  
 - Master's degree Economics (University of Akron, USA)  
 Position in the company : - Director of Advance Agro Public Company Limited  
 - The Risk management Director  
 - The Executive Director  
 Year with the company : 11 years  
 Position in other company : - Chairman of Advance Insurance Company Limited  
 - Chairman of Advance Live Assurance Company Limited  
 - Director of Thunyakit Service Company Limited.  
 - Director of Sun Hua Seng Rice Company Limited



The Board of the Directors Meeting was arranged 5 times : Attending the Meeting 5 times

The Executive Board Meeting was arranged 15 times : Attending the Meeting 15 times

5.

Name : Mr.Poomsombat Dumnernchanvanich

Age : 45 years

Nationality : Thai

Education : - Bachelor's degree ,Commercial and accountancy (Ramkumhang University)  
- Directors Certification Program No.8/2544 from the Companies Association

Position in the company : - Director of Advance Agro Public Company Limited.  
- Director of Kaset Rungreung Putpol Groups

Year with the company : 12 years

Position in other company : - President of Sun Hua Seng Rice Company Limited.  
- Member of the rice export Association

Work Experience : - The Executive Director and the Director of Sun Hua Seng Rice Company Limited

The Board of the Directors Meeting was arranged 5 times : Attending the Meeting 5 times



6.

Name : Mr.Seri Chintanaseri

Age : 65 years

Nationality : Thai

Education : - Bachelor's degree , Law (Thammasat University)  
- Thai Barrister of Thai Bar Association  
English Barrister of English Bar Association (Lincoln Inn.)  
- Directors Certification Program 65/2005 from the Companies Association

Position : - Director of Advance Agro Public Company Limited.  
- Audit Director

Year with the company : 3 years

Position in other company : - Chairman of Bangkok Attorney Company Limited  
- Chairman of Pylon Public Company Limited  
- Commissioner of Agricultural Futures Trading Commission

The Board of the Directors Meeting was arranged 5 times : Attending the Meeting 5 times

The Audit Committee Meeting was arranged 6 times : Attending the Meeting 6 times



**Attachment 5****Document for Consideration under of Agenda 8  
Detail of Remuneration for Directors**

According to Annual-ordinary shareholder meeting No.13 for 2006 , the meeting unanimously approved the directors' remuneration in the amount of not over than Baht 40 million. The detail of actual remuneration for 2006 is following.

<b>The Remuneration for Directors</b>	<b>Number of Directors</b>	<b>Amount (Bath)</b>
1.The total amount of remuneration for Directors	18	32,900,000
2.The attending Fee		
2.1 The Board of Directors of the company	18	1,660,000
2.2 The Executive Board	6	2,060,000
2.3 The Audit Committee	3	300,000
2.4 The Risk management Committee	3	180,000
<b>Total Amount</b>		<b>37,100,000</b>

## Attachment 6

**PROXY FORM A**  
(GENERAL FORM)

Issue at.....

Dated.....

(1) I / We , the undersigned, .....Nationality....., residing at ..... Road ..... Sub-district ..... District ..... Province .....Postcode.....

(2) being a shareholder of ADVANCE AGRO PUBLIC COMPANY LIMITED, holding the total amount of ..... Share(s) with the vote right of .....votes as follows

Ordinary Share..... Share with the vote right of .....votes.

Preference Share..... Share with the vote right of .....votes.

(3) hereby appoint

1.Mr./Mrs./Miss..... age.....

Residing at ..... . or

2.Mr./Mrs./Miss..... age.....

Residing at ..... . or

3.Mr./Mrs./Miss..... age.....

Residing at ..... or

Or appoint the audit committee

1. Mr. Somchai Richupan Independent Director Age 68 year  
Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok,Huay-kwang , Bangkok or
2. Mr. Seri Chintanaseri Independent Director Age 65 year  
...Residing at 145/1 soi Aree-Sampan 2 , Phahonyothin Road, Samsene-nai, Phayathai,Bangkok

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the General Shareholders' Meeting for the year 2007, which be held at Thailand Book Tower Floor 9 th ,122 North Sathorn Silom Bangrak Bangkok, on Wednesday 18 April, 2007 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

For any act performed by the proxy and the meeting , it shall be deemed as such acts had been done by me/us in all respect except for vote on the proxy which is not in accordance with the vote on specified in this proxy form .

Signed ..... Proxy Grantor  
(.....)

Signed ..... Proxy Holder  
(.....)

**Remarks**

1. The shareholder can appoint only one person to be a proxy holder to attend and vote at the Meeting. The amount of shares held cannot be allocated to several proxies for separate voting.

**PROXY FORM B**  
( SPECIFIC DETAIL FORM )

Issue at.....

Dated.....

(1) I / We , the  
undersigned, .....Nationality..... , residing  
at ..... Road ..... Sub-district .....  
District ..... Province .....Postcode.....

(2) being a shareholder of ADVANCE AGRO PUBLIC COMPANY LIMITED, holding  
the total amount of ..... Share(s) with the vote right  
of .....votes as follows  
Ordinary Share..... Share with the vote right  
of .....votes.  
Preference Share..... Share with the vote right  
of .....votes.

(3) hereby appoint  
 1.Mr./Mrs./Miss.....  
age.....  
Residing  
at .....  
. or  
 2.Mr./Mrs./Miss.....  
age.....  
Residing  
at .....  
. or  
 3.Mr./Mrs./Miss.....  
age.....  
Residing  
at .....  
. or

Or appoint the audit committee

1. Mr. Somchai Richupan Independent Director Age 68 year  
Residing at 67 Soi Ladpraw 48, Ladpraw Road, Samsane-nok,Huay-kwang ,  
Bangkok or
2. Mr. Seri Chintanaseri Independent Director Age 65 year  
...Residing at 145/1 soi Aree-Sampan 2 , Phahonyothin Road, Samsene-nai,  
Phayathai,Bangkok

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the General Shareholders' Meeting for the year 2007, which be held at Thailand Book Tower Floor 9 th ,122 North Sathorn Silom Bangrak Bangkok, on Wednesday 18 April, 2007 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

(4).I/We empower the proxy holder to consider and vote on my/our behalf at the Meeting to the following extents:

**Agenda 1 Matter declared by the chairman for acknowledgment of the Meeting**

**Agenda 2 Approval of the Minute of the Extraordinary Shareholders' Meeting No.14 for the year 2006 which was held on Wednesday August 18,2006**

**Agenda 3 Consideration of the company performance 2006**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve
  - Disapprove
  - Abstain

**Agenda 4 Consideration to Approve the Balance Sheet and the Statements of Profit & Loss for the Year 2006**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve
  - Disapprove
  - Abstain

**Agenda 5 Consideration of the Profit Appropriated and the Distribution of Dividend**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve
  - Disapprove
  - Abstain

**Agenda 6 Consideration of the Appointment of the Company's Auditors and the Auditing Fee for the Year 2007**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve
  - Disapprove
  - Abstain

**Agenda 7 Consideration of the Election of Directors in Replacement of Those Whose Terms Are to be Expired by rotation**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve the election and appointment of the whole set of Directors
  - Approve
  - Disapprove
  - Abstain

Or

- Approve the election and appointment of some Directors as follows :
  - (1) Mrs.Siriwan Dumnernchanvanich
    - Approve                       Disapprove                       Abstain
  - (2) Mr. Somchai Richupan
    - Approve                       Disapprove                       Abstain
  - (3) Mrs.Phisamai Supanuntaroek
    - Approve                       Disapprove                       Abstain
  - (4) Mr.Pracha Charutrakulchai
    - Approve                       Disapprove                       Abstain
  - (5) Mr.Poomsombat Dumnernchanvanich
    - Approve                       Disapprove                       Abstain
  - (6) Mr.Seri Chintanaseri
    - Approve                       Disapprove                       Abstain

**Agenda 8 Consideration of the Remuneration for the Company's Directors**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve                       Disapprove                       Abstain

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve                       Disapprove                       Abstain



(5)Declaration or documents of the proxy (if any)

.....  
.....

(6)The proxy holder has the voting right as far as he/her was appointed. In the case of abuse the voting right ,there is not commit the shareholder.

(7)In case of shareholder given consent not covering any considering agendas or vague specification, or consideration on the agenda apart from the above-mentioned; including amendment, change or modification to any matter under consideration; the proxy can duly consider and vote on my/our behalf as the proxy deems appropriate.

Any transaction undertaken by the proxy in the meeting shall be deemed to be undertaken by myself/ourselves.

Signed ..... Proxy Grantor  
(.....)

Signed ..... Proxy Holder  
(.....)

**Remarks**

1. A Shareholder appointing a proxy must appoint only one proxy to attend the Meeting and vote and shall not allocate the number of share to several proxies to vote separately.
2. A shareholder may authorize a proxy to cast the votes equal to or less than the number of shares as specified in clause 2. above.
3. When casting votes, a shareholder may split votes by specifying the number of concurring votes, objecting votes or abstained votes.

**Attachment to the Form B**

**Authorization on behalf of the Shareholder of Advance Agro Company Limited**

In the General Shareholders' Meeting for the year 2007, which be held at Thailand Book Tower Floor 9 th ,122 North Sathorn Silom Bangrak Bangkok, on Wednesday 18 April, 2007 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

---

Agenda

Item : .....Subject .....

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve                                       Disapprove                                       Abstain

Agenda

Item : .....Subject .....

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve                                       Disapprove                                       Abstain

I/We certified that the details in this regular continued proxy form are completely correct and totally true

Signature..... Proxy Grantor  
(.....)

Signature..... Proxy Holder  
(.....)

**PROXY FORM C**

(FOR FOREIGN SHARE HOLDES WHO HAVE CUSTODIANS IN THAILAND ONLY)

Issue at.....

Dated.....

(1) I / We , the undersigned, .....Nationality..... , residing at ..... Road ..... Sub-district ..... District ..... Province .....

Holding the Depository Receipt of Common Share and the custodian of ADVANCE AGRO PUBLIC COMPANY LIMITED, in the total amount of..... Share(s) with the vote right of' .....votes as follows

Ordinary Share..... Share with the vote right of' .....votes.  
 Preference Share..... Share with the vote right of' .....votes.

(2) hereby appoint

1.Mr./Mrs./Miss..... age..... Residing at ..... . or

2.Mr./Mrs./Miss..... age..... Residing at ..... . or

3.Mr./Mrs./Miss..... age..... Residing at .....

Only one of all of proxy holders to be my/our proxy holder to attend and vote on my/our behalf at the General Shareholders' Meeting for the year 2007, which be held at Thailand Book Tower Floor 9 th ,122 North Sathorn Silom Bangrak Bangkok, on Wednesday 18 April, 2007 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

(3).I/We hereby authorize the proxy holder to vote on my/our behalf in this Meeting as follow :

- To grant to the proxy holder the total number of shares held by me/us and have the right to vote.
- To grant to tha proxy holder a past of.
- Ordinary shares.....shares, and having the right to vote equal to.....vote.

- Preference share.....shares, and having the right to vote equal to.....vote.

**Total number of right to vote.....votes.**

(4).I/We empower the proxy holder to consider and vote on my/our behalf at the Meeting to the following extents:

**Agenda 1 Matter declared by the chairman for acknowledgment of the Meeting**

**Agenda 2 Approval of the Minute of the Extraordinary Shareholders' Meeting No.14 for the year 2006 which was held on Wednesday August 18,2006**

**Agenda 3 Consideration of the company performance 2006**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes Disapprove.....votes Abstain.....votes

**Agenda 4 Consideration to Approve the Balance Sheet and the Statements of Profit & Loss for the Year 2006**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes Disapprove.....votes Abstain.....votes

**Agenda 5 Consideration of the Profit Appropriated and the Distribution of Dividend**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes Disapprove.....votes Abstain.....votes

**Agenda 6 Consideration of the Appointment of the Company's Auditors and the Auditing Fee for the Year 2007**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes Disapprove.....votes Abstain.....votes

**Agenda 7 Consideration of the Election of Directors in Replacement of Those Whose Terms Are to be Expired by rotation**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve the election and appointment of the whole set of Directors
  - Approve.....votes Disapprove.....votes Abstain.....votes

Or

- Approve the election and appointment of some Directors as follows :

(1) Mrs.Siriwan Dumnernchanvanich

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(2) Mr. Somchai Richupan

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(3) Mrs.Phisamai Supanuntaroek

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(4) Mr.Pracha Charutrakulchai

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(5) Mr.Poomsombat Dumnernchanvanich

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(6) Mr.Seri Chintanaseri

- Approve.....votes □ Disapprove.....votes □ Abstain.....votes

**Agenda 8 Consideration of the Remuneration for the Company’s Directors**

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder’s requirement as follows
  - Approve.....votes □ Disapprove.....votes □ Abstain.....votes

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder’s requirement as follows
  - Approve.....votes □ Disapprove.....votes □ Abstain.....votes

(5) The proxy holder’s vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as the Shareholder’s vote.

(6) In case that I/we have not specified my/our voting intention in any agenda or not cleanly specified or in cast the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

All acts undertaken by the proxy holder at the Meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor  
(.....)

Signed.....Proxy Holder  
(.....)

**Remarks**

1. Proxy Form C. shall be used only in cast of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand.
2. Evidence required to be attached to the Proxy includes:
  - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy on his/her behalf.
  - (2) Confirmation letter indicating that the person signing the Proxy on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the Meeting and may not split the number of shares to several proxy holders for splitting votes.
4. In the agenda for election of Directors, Directors may be elected as a whole or individually.
5. If there is any other agenda to be considered in the Meeting other than those specified above. The attachment Supplement to Proxy Form C. shall be used.

**Attachment to the Form C**  
**Authorization on behalf of the Shareholder of Advance Agro Company Limited**

In the General Shareholders' Meeting for the year 2007, which be held at Thailand Book Tower Floor 9 th ,122 North Sathorn Silom Bangrak Bangkok, on Wednesday 18 April, 2007 at 11.00 a.m. or on any adjournment and at the place as may be postponed or changed.

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Agenda

Item : .....Subject .....

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

Agenda

Item : .....Subject .....

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

Agenda

Item : .....Subject .....

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

I/We certified that the details in this regular continued proxy form are completely correct and totally true

Signature.....Proxy Grantor  
(.....)

Signature.....Proxy Holder  
(.....)

**Attachment 7****Registration of attendees, Proxy appointment and voting**

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**1. Registration of attendees.**

1.1 The persons intending to join the Meeting of Shareholders shall appear in person to identify themselves for the registration at the place of the Meeting as specified in the Meeting invitation. The company shall accept the registration from the time of commencing registration until the time of the Meeting.

1.2 The shareholders, be it a Thai or a foreigner, who attends the Meeting by himself or through his proxy, shall, for identification, produce for inspection his ID card, passport, or other form of identity affixed with his photo, issued by proper government authority.

1.3 The person authorized by a Thai or foreign shareholding juristic entity to attend the Meeting shall produce for inspection the Certificate or other proof of Corporate Registration or the copy thereof certified by the Registrar ( the time of issuance shall not be longer than 3 months ), proof of his authority to act for and on behalf of such juristic entity and a form of identification as described under 1.2.

**2. Proxy appointment**

2.1 In case where the Principal is a natural person residing in Thailand his Proxy shall produce the following document :

2.1.1 Proxy Appointment made out on the form provided ;

2.1.2 A certified photocopy of ID card, as specified under 1.2, of the Principal ;

2.2 In case where the Principal is a natural person living overseas, his Proxy shall produce the following document :

2.2.1 Proxy Appointment made out on the form provided ;

2.2.2 A certified photocopy of ID card, as specified under 1.2, of the Principal.

2.2.3 The signatures on the documents under 2.2.1 and 2.2.2 shall be certified as genuine by the Royal Thai Consulate, Notary Public or the persons authorized to notarize signatures under the law of the country of origin.

2.3 In case where the Principal is a juristic entity, registered in Thailand, its Proxy shall produce the following documents :

2.3.1 Proxy Appointment made out on the form provided ;

2.3.2 A Certificated of Corporate Registration issued by the Ministry of Commerce Registrar ( valid up to 3 months ) ;

2.3.3 A certified photocopy of ID card, as specified under 1.2, of the person who is authorized to sign the Proxy;

2.4 In case where the Principal is a juristic entity, registered overseas, its Proxy shall produce the following documents:

2.4.1 Proxy Appointment made out on the form provided ;

2.4.2 The original of photocopy of Corporate Registration, or proof of corporate status and identification of the person authorized to sign the Proxy Appointment Form;



- 2.4.3 A certified photocopy of ID card, as specified under 1.2, of the person who is authorized to sign the Proxy Appointment Form ;
- 2.4.4 The signatures on the documents under 2.4.1-2.4.3 shall be certified as genuine by the Royal Thai Consulate, Notary Public or the persons authorized to notarize signatures under the law of the country of origin.
- 2.5 The Proxy shall be made out on any of the Proxy Forms, and the appointment of Proxy shall be made according to the terms and conditions specified in the Proxy Appointment Form used respectively.
- 2.6 Appointment of Sub-Proxy can be made only when the shareholder expressly states on the Proxy Appointment Form that appointment of sub-Proxy is allowed.
- 2.7 The Proxy of foreign shareholder shall identify himself for registration at the time of commencing registration to allow sufficient time for document inspection.
- 2.8 Inspection of document for registration shall be from 08.30 hr. to 10.30 hr. After such period, no registration shall be accepted. Extension of time shall rest solely upon the Company Chairman's discretion.

### **3. Voting**

At the time of voting or at each Meeting, each and every shareholder shall have the same number of votes as the number of shares that he holds, that is, each share have the right to one vote.


Or can vote by proxy less than shares held and can separate the shares held for for different voting.

If you have any question, please do not hesitate to contact us at the Head Office, No.1 Moo 2 Thatoom, Sri-Mahaphote, Prachinburi 25140. The telephone number 037-208-800 Ext.6280 and Fax number 037-208-855.

## Attachment 8


## Profile of Independent Director in case of appointment

## Chairman of Audit Committee &amp; Independent director

Name	:	Mr. Somchai Richupan	
Age	:	68 years	
Nationality	:	Thai	
Resident	:	67 Soi Ladpraw 48 (Phiboon-Upatham) Ladpraw Road, Samsane-nok , Huay-kwang , Bangkok	
Education	:	<ul style="list-style-type: none"> <li>- Bachelor's degree Economics (Thammasat University)</li> <li>- Bachelor's degree Economics (Chulalongkorn University)</li> <li>- Master's degree Economics (University of Florida, USA.)</li> <li>- Doctor's degree Economics (University of Florida ,USA)</li> </ul>	
Position in the company	:	<ul style="list-style-type: none"> <li>- Director of Advance Agro Public Company Limited.</li> <li>Chairman of Audit Committee</li> <li>Independent Director</li> </ul>	
Year with the company	:	6 years	
Position in other company	:	<ul style="list-style-type: none"> <li>- Chairman of Siam Development Institute</li> <li>- Chairman of Samitivej Public Company Limited</li> <li>- Director of office Decentralization to local Government Organization Committee</li> <li>- Commissioner of the Securities and Exchange commission , Thailand</li> <li>- Commissioner of Agricultural Futures Trading Commission</li> <li>- Vice-President of the financial reformation for the Higher Education</li> <li>- Chairman of Tris Rating Company Limited</li> <li>- Director of Standard Charter (Thailand) Limited Company</li> <li>- Director of the Bank of Thailand</li> </ul>	
Work Experience	:	<ul style="list-style-type: none"> <li>- Chairman of Thai Bond Market Association</li> <li>- Chairman of Government Housing Bank</li> <li>- Director of the Securities and Exchange commission , Thailand</li> <li>- Director of the TOT Public Company Limited.</li> <li>- Director of Excise Department</li> <li>- Director of Customs Department</li> <li>- President of Fiscal Policy Office</li> </ul>	
The Board of the Directors Meeting was arranged 5 times	:	Attending the Meeting 5 times	
The Audit Committee Meeting was arranged 6 times	:	Attending the Meeting 6 times	

## Audit Director & Independent director

---

Name	:	Mr.Seri Chintanaseri	
Age	:	65 years	
Nationality	:	Thai	
Resident	:	145/1 Soi Aree-Sampan 2, Phahonyothin Road Samsane-nai	
Education	:	- Bachelor's degree , Law (Thammasat University) - Thai Barrister of Thai Bar Association English Barrister of English Bar Association (Lincoln Inn.) - Directors Certification Program 65/2005 from the Companies Association	
Position	:	- Director of Advance Agro Public Company Limited. - Audit Director	
Year with the company	:	3 years	
Position in other company	:	- Chairman of Bangkok Attorney Company Limited - Chairman of Pylon Public Company Limited - Commissioner of Agricultural Futures Trading Commission	
The Board of the Directors Meeting was arranged 5 times	:	Attending the Meeting 5 times	
The Audit Committee Meeting was arranged 6 times	:	Attending the Meeting 6 times	

**Attachment 10**

**(Translation)**

**Articles of Association  
of  
Advance Agro Public Company Limited  
Chapter 5  
Shareholder Meeting**

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- Article 30. The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. Other shareholder meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.
- Article 31. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.
- Article 32. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matter, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in newspaper at least three days prior to the date of the meeting.
- The place of the meeting referred to in the first paragraph shall be in the province in which the head office or branch office of the Company is located or in a province nearby the head office or branch office of the Company or as per the

resolution of the meeting of the Board of Directors stipulating the place of the meeting as it deems suitable.

Article 33. Unless otherwise stipulated by the laws in order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a specified quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 34. Unless otherwise stipulated by the Articles of Association or the laws the decision or resolution of the shareholder meeting shall require the majority vote of the shareholders who attend the meeting and cast their votes.

In voting, one shares equals to one vote. Any shareholder who has special interest in any matter to be resolved by the meeting shall not be entitled to vote for such matter except for the vote to elect the director.

In case of a tie vote, the chairman of the meeting shall have a casting vote.

Article 35. The business to be conducted in an annual ordinary general meeting of shareholders are as follows:

(1) To consider an annual report of the Board of Directors with respect to the performance made during the past one year and comments or further actions.

(2) To consider approval of the balance sheet and the statement of profit and loss.

(3) To consider approval on appropriation of profit.

(4) To consider appointment of a director who shall replace the director retiring by rotation.

(5) To consider selection and determination of remuneration of an auditor.

(6) To discuss and consider other businesses.

- Article 36. The chairman of the Board shall be the chairman of shareholder meetings. If the chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
- Article 37. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholders present at the meeting.
- Article 38. A shareholder may appoint any other person to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be submitted to the chairman of the Board or a person assigned by the chairman of the Board at the place of the meeting before such proxy attend the meeting. The instrument appointing the proxy shall be made in a form prescribed by the Registrar.

Attachment 11

Map showing the place for the Shareholder's Meeting  
Thailand Book Tower

