



SAFARI WORLD

Safari World Public Company Limited

Plc. 0107537000351

No. 086/2015

20 September 2015

- Subject** Invitation to the Extraordinary General Meeting of the Shareholders ("EGM") No. 2/2015
- Attention** All Shareholders of the Company
- Enclosure**
1. Copy of 2015 Annual General Meeting of shareholders' resolutions on 27 April, 2015
 2. Capital Increase Report Form (F53-4)
 3. Content of the Company's Articles of Association regarding Shareholders Meeting and Independent Director.
 4. Evidence or document of Identification for attending the meeting
 5. Proxy Forms for shareholders
 6. Map to the venue of the Shareholders Meeting

Regarding The Board of Directors' meeting of Safari World Public Company Limited (the "Company") No. 9/2558 on 14 September 2015, the board resolved to convene the Extraordinary General Meeting of the Shareholders ("EGM") No. 2/2558 on 20th February 2015 at 9.00 a.m. at the River Safari Restaurant, No. 99 Panya Intra Road, Kwang Samwatawontok, Khet Klongsamwa, Bangkok 10510 to consider the following agenda;

Agenda 1 To consider and certify the 2015 Annual General Meeting of Shareholders

As the Annual General Meeting of the Shareholders for the Year 2015 was held on 27th April 2015, the Company prepared the minutes of the aforesaid meeting, and sent such copy to Stock Exchange of Thailand and Ministry of Commerce within the timeframe prescribed by the relevant laws, and was already publicized on the Company's website. The copy of resolution is also enclosed. (Enclosure 1)

Board of Directors' Opinion: The Board of Directors proposed the Shareholders should adopt such the minutes.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of the total number of votes of the Shareholders attending and casting their votes at the meeting.

Agenda 2 To approve the change in par value of the Company

In order to increase Company's share liquidity as well as the proportion of minority shareholders, the Company has considered changing the par value of the Company from THB 5.00 each to THB 1.00 each where total registered capital amount remains the same but total number of registered shares shall be increased from 333,333,333 shares to 1,666,666,665 shares.

Board of Directors' Opinion: The Board of Directors deems that it is appropriate to propose to the meeting of the Shareholders to consider and approve the change in par value of the company from THB 5.00 each to THB 1.00 each where total registered capital amount remains the same but total number of registered shares shall be increased from 333,333,333 shares to 1,666,666,665 shares.



Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 3 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association so as to be in accordance with the change in the par value of the Company

To be in accordance with the change in number of registered shares and par value of the Company from Agenda 2, the meeting of the Shareholders should consider and approve the amendment to Clause 4 of the Company's Memorandum of Association from the following statements;

"Clause 4	Registered Capital	THB 1,666,666,665 (One billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-five Baht)
	Divided into	333,333,333 shares (Three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-three shares)
	Par Value per share	THB 5.00 (Five Baht)
	Divided into	
	Common Share	333,333,333 shares (Three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-three shares)
	Preferred Share	- shares (- shares)"

, and amend to the following statements;

"Clause 4	Registered Capital	THB 1,666,666,665 (One billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-five Baht)
	Divided into	1,666,666,665 shares (One billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-five shares)
	Par Value per share	THB 1.00 (One Baht)
	Divided into	
	Common Share	1,666,666,665 shares (One billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-five shares)
	Preferred Share	- shares (- shares)"

In addition, a person appointed by the Board of Directors to register the amendment Memorandum of Association of the Company with Department of Business Development, Ministry of Commerce shall be authorized to amend wordings as instructed by Registrar.

Board of Directors' Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association as mentioned so as to be in accordance with the change in number of registered shares and par value of the Company.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 4 To consider and approve the amendment to Clause 4 of the Company’s Article of Association so as to be accordance with the change in the par value of the Company

To be in accordance with the change in number of registered shares and par value of the Company in Agenda 2 and 3, as well as to support any securities issuances of the Company and to be more appropriated in the future, the meeting should consider and approve the amendment to Clause 4 of the Company’s Article of Association so as to in accordance with the change in par value of the Company from the following statements;

“Clause 4: The shares of the Company shall be ordinary shares with a par value of THB 5.00 each and entered in names of the holders”

, and amend to the following statements;

“Clause 4: The shares of the Company shall be ordinary shares and entered in names of the holders, each of which must be fully paid up in one single payment in cash and/or in the form of assets other than in cash or by the grant of the right to use copyright of literary, artistic or scientific work, any patent, trademark, design or model, plan, secret formula or process, or by the information concerning industrial, commercial or scientific experience.

The Company may issue preference shares, debentures, warrants, or any other securities pursuant to the securities and exchange laws.”

In addition, a person appointed by the Board of Directors to register the amendment Memorandum of Association of the Company with Department of Business Development, Ministry of Commerce shall be authorized to amend wordings as instructed by Registrar.

Board of Directors’ Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company’s Article of Association as mentioned so as to in accordance with the change in par value of the Company and to be more appropriated in the future of the Company.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 5 To consider and approve the decrease of registered capital

The Company plans to increase its registered capital (Details in Agenda 7 and other related details in the following Agenda), however, some of the Company’s registered shares are unissued. Hence, the Company shall decrease from the registered capital of THB 1,666,666,665 to THB 1,665,831,450 by way of eliminating unissued shares.

Board of Directors’ Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the decrease of registered capital from THB 1,666,666,665 to THB 1,665,831,450 by way of eliminating unissued shares as mentioned.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 6 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association so as to accord with the decrease of registered capital

To be in accordance with the decrease of registered capital of the Company from Agenda 5, the meeting should consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association with following statements (as shown below). In addition, a person appointed by the Board

of Directors to register the amendment Memorandum of Association of the Company with Department of Business Development, Ministry of Commerce shall be authorized to amend wordings as instructed by Registrar.

“Clause 4	Registered Capital	THB 1,665,831,450 (One billion six hundred sixty-five million eight hundred thirty-one thousand four hundred fifty Baht)
	Divided into	1,665,831,450 shares (One billion six hundred sixty-five million eight hundred thirty-one thousand four hundred fifty shares)
	Par Value per share	THB 1.00 (One Baht)
	Divided into	
	Common Share	1,665,831,450 shares (One billion six hundred sixty-five million eight hundred thirty-one thousand four hundred fifty shares)
	Preferred Share	- shares (- shares)”

Board of Directors’ Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association as mentioned so as to be in accordance with the decrease of registered capital of the Company.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 7 To consider and approve the increase of registered capital

The Company plans to increase its registered capital by THB 555,277,150 from the existing registered capital of THB 1,665,831,450 to THB 2,221,108,600 through the issuance of 555,277,150 new ordinary shares with the par value of THB 1.00 each with details in Capital Increase Report Form (F53-4) (Enclosure 2).

Board of Directors’ Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the increase of registered capital from the existing registered capital of THB 1,665,831,450 to THB 2,221,108,600 through the issuance of 555,277,150 new ordinary shares with the par value of THB 1.00 each.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 8 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association so as to accord with the increase of registered capital

To be in accordance with the increase of registered capital of the Company from the existing registered capital of THB 1,665,831,450 to THB 2,221,108,600 through the issuance of 555,277,150 new ordinary shares with the par value of THB 1.00 each from Agenda 7, the meeting should consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association with following statements (as shown below). In addition, a person appointed by the Board of Directors to register the amendment Memorandum of Association of the Company with Department of Business Development, Ministry of Commerce shall be authorized to amend wordings as instructed by Registrar.

“Clause 4	Registered Capital	THB 2,221,108,600 (Two billion two hundred twenty-one million one hundred eight thousand six hundred Baht)
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Divided into	2,221,108,600 shares (Two billion two hundred twenty-one million one hundred eight thousand six hundred shares)
Par Value per share	THB 1.00 (One Baht)
Divided into	
Common Share	2,221,108,600 shares (Two billion two hundred twenty-one million one hundred eight thousand six hundred shares)
Preferred Share	- shares (- shares)"

Board of Directors' Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association as mentioned so as to be in accordance with the increase of registered capital of the Company.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the rights to vote.

Agenda 9 To consider and approve the allocation of the newly issued shares

Due to the Company's plan to increase its registered capital by THB 555,277,150 from the existing registered capital of THB 1,665,831,450 to THB 2,221,108,600 through the issuance of 555,277,150 new ordinary shares with the par value of THB 1.00 each, details from Agenda 7 and 8. The meeting should consider and approve the allocation of no more than 555,277,150 newly issued ordinary shares at a par value of THB 1.00 per share as following details;

- (1) To allocate no more than 555,277,150 shares to the existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 3 existing shares to 1 new share, provided that any fraction of share shall be disregarded, and determine the offering price of the newly issued ordinary shares at THB 1.00 per share.

**Comparable paid-up capital and capital increase
before and after the change in par value**

	Before the change in par value	After the change in par value
<u>Paid up capital</u>		
Par value	THB 5.00	THB 1.00
Number of paid up shares	333,166,290 shares	1,665,831,450 shares
Total paid up capital	THB 1,665,831,450	THB 1,665,831,450
<u>Capital increase allocation</u>		
Ratio	3 existing shares to 1 new share	3 existing shares to 1 new share
Number of increasing shares	111,055,430 shares	555,277,150 shares
Share price	THB 5.00	THB 1.00
Total increase value	THB 555,277,150	THB 555,277,150

- (2) Shareholders may subscribe for new shares in excess of their rights by declaring their intension. In case that there are shares remained after first allocation through Rights Offering, the remaining shares unsubscribed will be re-allocated to every shareholder, who has

oversubscribed the shares. Allocation for shareholders who subscribes for new shares in excess of their rights shall follow the following guidelines;

- 1) In case of the unsubscribed shares exceed oversubscription portion
The Company shall allocate remaining unsubscribed shares to every shareholder, who declares for oversubscription.
- 2) In case of the unsubscribed shares less than oversubscription portion
 - 2.1) the re-allocation will be made accordingly in proportion to shareholding of each oversubscribing shareholder, provided that any fraction of share shall be disregarded. The number of shares entitled to be allocated shall not exceed the number of shares each shareholder subscribe and pay for their purchase subscription.
 - 2.2) in case there are any shares remaining unsubscribed from the re-allocation in subparagraph 2.1) above, those shares will be re-allocated accordingly in proportion to their respective shareholding of each remaining oversubscribing shareholder (any fraction of share shall be disregarded) until there are inadequate newly issued shares remaining unsubscribed for allocating to the existing shareholders in proportion to their respective shareholdings.

With respect to the allocation, the Company reserves the rights to consider not allocating the shares to any subscriber if such allocation will cause or result in a violation of prescribed foreign shareholding limitations, which shall not more than 40 percent, as specified in the Company's Articles of Association.

- (3) In case where there are any remaining shares after Rights Offering and Oversubscription as stated in 1) and 2), those shares will be allocated through private placement, which would be in accordance with the relevant regulations of the Capital Market Supervisory Board No. Tor Jor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) ("Tor Jor. 28/2551"). The Board of Directors or their authorized person shall be authorized to consider the share allocation after Rights Offering to private placement transaction, where the price is not lower than 90 per cent of the market price.
- (4) In case where there are any remaining shares after Rights Offering and Oversubscription as stated in 1) and 2), those shares will be allocated through private placement, which would be in accordance with the relevant regulations of the Capital Market Supervisory Board No. Tor Jor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) ("Tor Jor. 28/2551"). The Board of Directors or their authorized person shall be authorized to consider the share allocation after Rights Offering to private placement transaction, where the price is not lower than 90 per cent of the market price.
- (5) Details of the newly issued shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) are shown in the Capital Increase Report Form (F53-4) in Enclosure 2.

Board of Directors' Opinion: The Board of Directors deems that it is appropriate to propose the meeting of the Shareholders to consider and approve the allocation of no more than 555,277,150 shares to the existing shareholders with details as mentioned.

Notes: Pursuant to the law, this Agenda requires affirmative resolution with a majority vote of the total number of votes of the Shareholders attending and casting votes at the meeting.

Agenda 10 Other matters (If any)

Notes: Pursuant to the law, other agenda not specified in the Invitation shall require affirmative resolution with a vote of not less than one-third of the total votes of the paid-up shares so that those agenda shall be considered in the meeting.

The share register will be recorded for share transfer in order to determine the right to attend this meeting on 29 September 2015. Also, 30 September 2015 will be the book-closing date on which the shareholder list as specified in Section 225 of the Security Act shall be complied. In addition, the date for determining the names of shareholders who shall be entitled to the Rights Offering (Record Date) shall be on 2 November 2015, and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book shall be on 3 November 2015.

For Shareholder who is unable to attend the Meeting by yourself and wish to appoint a person to attend the meeting and vote on your behalf, please complete and duly execute the enclosed proxy. The duly completed and executed proxy, affixed with the stamp duty of THB 20, shall be delivered to Chairman of the Board or designated person at the meeting room prior to the meeting time. The proxy shall have to complete the form with the documents of identification to verify his/her rights as attached in Enclosure No. 4 and Enclosure No. 5. In addition, shareholder may consider to appoint Mr. Somsak Mundang, the Company's independent director, as their proxy holders by submitting the Enclosure 4 and 5 by mail to Mr. Somsak Mundang at the Company's office period to 20 October, 2015.

Mr. Somsak Mundang, is the Company's Independent Director and Audit Committee, age 68 years, living at No. 4 Soi Phetkasem 21, 6 Junction, Kwang PakklongPhasiChareon, Khet PhasiChareon, Bangkok, who has no interest in any agenda, not relative to the executive or major shareholders of the Company or its subsidiaries, no involvement in the management, and not provide any professional service or business relationship with the Company or its Subsidiaries.

Please be informed accordingly.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'A. Kewkacha', written over a large, stylized circular flourish.

(Mrs. Arpa Kewkacha)

President