



**Invitation Letter to the Extraordinary  
General Meeting of Shareholders**

**No.2/2017**







## Amarin Printing & Publishing Public Company Limited

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July 21, 2017

- Subject: Invitation to the Extraordinary General Meeting of Shareholders No.2/2017
- Attention: Shareholders of Amarin Printing and Publishing Public Company Limited
- Enclosures:
1. A copy of Minutes of Annual General Meeting of Shareholders 2017 on April 28, 2017
  2. Capital increase report form (F53-4)
  3. Proxy forms
  4. Independent director profile for an appointment of proxy
  5. Documents and evidence required to be presented before participating in the Meeting
  6. Articles of Association of the Company concerning Meeting of Shareholders
  7. Request form for Company-provided shuttle bus service
  8. Map of direction to meeting venue

Amarin Printing and Publishing Public Company Limited cordially invites you to attend the Extraordinary General Meeting of Shareholders No.2/2017 on August 7, 2017 at 2:00 pm. at the Convention Hall, Executive Building, 378 Chaipruek Road, Taling-Chan District, Bangkok to consider matters according to the following agenda and to take account of the Board's opinions given.

**Agenda 1: To consider and approve the Minutes of Annual General Meeting of Shareholders 2017 held on April 28, 2017.**

Background and Rationale: The Annual General Meeting of Shareholders 2017 was held on April 28, 2017. A copy of the minutes of the meeting has been attached to this invitation as Enclosure No. 1. The said minutes of meeting have also been published on the Company's website at [www.amarin.com](http://www.amarin.com).

Board's Opinion: The Board considered the Minutes of the Annual General Meeting of Shareholders 2017 was held on April 28, 2017 to have been accurately recorded and that it should be further proposed to the Meeting for final consideration and approval.

Meeting's Resolution: Approval of this agenda requires a majority vote cast by attending and voting shareholders.

**Agenda 2: To consider and approve the increase of the Company's registered capital by 839,999,730, from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share.**

Background and Rationale: The Company is in need of additional funding to invest in its printing business and digital TV business, which is in new investments on machinery, equipment and studio, and needs funding for payment of the license fee for the digital TV license and the fee for the digital TV network services, for repayment of loans from financial institutions, for use as working capital, and for production of good quality printing products and television programs to enable the printing business and the digital TV business to continue to thrive in the future. The

increase of the Company's registered capital by THB 839,999,730 from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares with a par value of THB 1 per share. Allocation of 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share as per the details attached to this invitation as Enclosure No. 2.

Board's Opinion: The Board found it appropriate to approve the increase of the Company's registered capital by THB 839,999,730 from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares with a par value of THB 1 per share. The Company is in need of additional funding to invest in its printing business and digital TV business, which is in new investments on machinery, equipment and studio, and needs funding for payment of the license fee for the digital TV license and the fee for the digital TV network services, for repayment of loans from financial institutions, for use as working capital.

Meeting's Resolution: This agenda item requires an approval by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 3: To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital.**

Background and Rationale: To be in line with the increase of the Company's registered capital as detailed in Agenda 2 above, it is appropriate to propose the shareholders' meeting consider and approve the amendment to Clause 4, of the Memorandum of Association of the Company by adopting the following wordings in replacement of the existing wording and delegate the power to the persons designated by the Board of Directors to register the amendment of the Memorandum of Association with Department of Business Development (DBD), to be authorized to amend or add wordings in compliance with the registrar's directions:

"Clause 4.	Registered Capital	1,259,999,595 Baht	(One billion Two hundred and fifty nine million nine hundred and ninety nine thousand five hundred and ninety five Baht)
	Divided into	1,259,999,595 Shares	(One billion Two hundred and fifty nine million nine hundred and ninety nine thousand five hundred and ninety five shares)
	Par value per share	1 Baht	(One Baht)
	Divide into :		
	Ordinary shares	1,259,999,595 Shares	(One billion Two hundred and fifty nine million nine hundred and ninety nine thousand five hundred and ninety five shares)
	Preference shares	- shares	( - )"

Board's Opinion: The Board of Directors has deemed it appropriate to propose that the shareholders' meeting consider and approve the amendment to Clause 4, of the Memorandum of Association to be in line with the increase of the Company's registered capital as per the details proposed above.

Meeting's Resolution: This agenda item requires an approval by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 4: To consider and approve the allocation of the newly issued ordinary shares of the Company by 839,999,730.**

Background and Rationale: Following the increase of the Company's registered capital by THB 839,999,730 with a par value of THB 1 per share. Allocation to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share. The shareholders have the right to subscribe the Right Share on the shareholders proportionate only. In case there is a fraction of shares remaining from the exercise of subscription right. The company will approve the reduction of the company's registered capital at the next shareholders meeting. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded. The effects to the existing shareholders after this subscription are as follows:

1) Control Dilution

In the event that all existing shareholders fully exercise their rights to subscribe for newly issued ordinary shares, there will be no control dilution effect. For shareholders who do not exercise or partially exercise their rights to subscribe for newly issued ordinary shares, their control will be diluted to a certain extent subject to total subscribed newly issued ordinary shares during the subscription period.

2) Price Dilution

Price Dilution =  $(\text{Market Price before offering} - \text{Market Price after offering}) / \text{Market Price before offering}$

Whereby

Market Price = The weighted average market price 7 business days prior to the Board of Directors Meeting dated 30 June 2017 = THB 6.91 per share

Market Price after offering =  $(\text{Market Price} \times \text{Paid-up Shares}) + (\text{New Shares Offering Price} \times \text{New Shares}) / (\text{Paid-up Shares} + \text{New Shares}) = \text{THB } 5.14 \text{ per share}$

Price Dilution = 25.64 %

3) Earning per share Dilution (EPS Dilution)

In the event that all existing shareholders fully exercise their rights to subscribe for newly issued ordinary shares, earnings per share (calculated by taken into account the effect from the change by number of newly issued ordinary shares only) will be diluted for 66.67%.

Board's Opinion: The Board of Directors has deemed it appropriate to propose that the shareholders' meeting consider and approve allocation of 839,999,730 newly issued ordinary shares with a par value of THB 1 per share to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of

THB 4.25 per share. The shareholders have the right to subscribe the Right Share on the shareholders proportionate only. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded. Moreover, The Board of Directors' Meeting resolved to approve the Board of Executive Directors and/or Chief Executive Officer and/or any person authorized by the Board of Executive Directors and/or Chief Executive Officer are authorized to consider and specify other details relevant to the allocation, including but not limited to: (1) Consider and amendment determine whether of the newly issued shares conditions, the book closing date and Record Date for the subscription rights to the Right Shares, payment of shares and other details relating to the allocation; (2) To enter into negotiations, agreements, and execute relevant documentation and agreements, and to undertake any act in connection with the allocation; and (3) To sign application forms for permission or exemption and evidence necessary and relevant to the allocation and offering of the newly issued shares, as well as apply for the permission or exemption for such documentation and evidence from the government agencies or other relevant agencies, as well as the listing of the newly issued shares on the Stock Exchange of Thailand (SET), and other action necessary for the purpose of the allocation of the newly issued shares.

Meeting's Resolution: This agenda item requires an approval by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 5: To consider and approve the additional 4 objectives and amendment to Article 3 of the Company's Memorandum of Association.**

**Clause 54 To engage in the of printing business, book, textbook, instructional materials and other types of learning tools.**

**Clause 55 To engage in the business of electronic commercial.**

**Clause 56 To engage in the business of advisor for electronic commercial.**

**Clause 57 To engage in the business of electronic payment.**

Background and Rationale: As a result of the Company's policy to expand its business, the Board requests the Meeting of Shareholders to consider adding 4 items to the Company's objectives (Clause 54-57) to support its future business as per the details proposed above.

Board's Opinion: The Board proposed that the Shareholders Meeting approve the addition of Clauses 54-57 to the Company's objectives to be in line with future businesses as well as the amendment to Article 3 of the Memorandum of Association by revising the number of the Company's objectives to 57.

Meeting's Resolution: This agenda item requires an approval by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 6: To consider other matters (if any).**

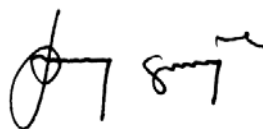
The Company cordially invites all shareholders to attend the Extraordinary General Meeting of Shareholders No.2/2017 at 2.00 pm. on August 7, 2017 at Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaoyapruk Road, Taling-Chan District, Bangkok. Registration for attendance will start at 12.00 pm. List of shareholders eligible to attend the Meeting will be determined on July 17,

2017 and the name list will be collected according to Section 225 of the Securities and Exchange Act B.E. 2535 (Revised in B.E. 2551) by closing the share registration book to suspend share transfer activities on July 18, 2017.

Should you wish to appoint a proxy to attend and vote at the Meeting on your behalf, please kindly complete the enclosed proxy form and present to the proxy before the Meeting date. If you wish to appoint an independent director as your proxy, the Company has provided the following independent directors i.e. 1) Mr. Somchai Phagaphasvivat 2) Mr. Ampon Ruayfupant. The Company would appreciate it if you could return the signed proxy form to the Company by July 31, 2017. In order to help expedite the registration process, shareholder/proxy should bring the documents listed in Enclosure No. 5 with them to present during registration on the Meeting date.

In order for you to get the most from the Meeting and to best protect your right and interest, please let us know if you have questions on any Meeting agenda that you would like the Company to provide clarification. You may send your questions in advance to [ir@amarin.co.th](mailto:ir@amarin.co.th) or fax us at 0-2423-9900 Ext. 6800.

Yours respectfully,



(Mrs. Metta Utakapan)

Chairperson

Chief Executive Officer's Office

Tel. 0-2422-9999 Ext. 4110 / Fax. 0-2422-9902

**Minutes of the 2017 Annual General Meeting of Shareholders  
Of  
Amarin Printing and Publishing Public Company Limited**

The Meeting was held on April 28, 2017 at 2:00 pm at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaiyapruk Road, Taling-Chan Sub-District, Taling-Chan District, Bangkok. The Meeting was chaired by Chairperson of the Board, Mrs. Metta Utakapan. At the time the Meeting started, there were 37 shareholders who attended the Meeting in person, accounting for 137,939,912 shares and 16 proxies, accounting for 209,795,810 shares. Therefore, the total number of shareholders present in the Meeting was 53, collectively accounting for 347,735,482 shares, or an equivalent of 82.79% of the total issued shares, thus constituting a quorum. Chairperson of the Meeting made an opening speech to kick off the Meeting and appointed Mr. Chanwit Chanthalertwitthaya as the Meeting facilitator.

The Meeting facilitator informed the Meeting that the Company had provided shareholders with the opportunity to propose meeting agenda, post questions and nominate candidates for directorship in advance via the Company's website from November 14, 2016 until February 6, 2017. However, after the designated period, no suggestion on agenda or candidates was submitted. The Meeting facilitator, then, introduced the Company's directors, executives and other meeting participants.

Directors attending the Meeting:

- |                                     |  |
|-------------------------------------|--|
| 1. Mrs. Metta Utakapan              | Chairperson of the Board and Member of Nomination and Remuneration Committee                             |
| 2. Mr. Somchai Phagaphasvivat       | Chairperson of Audit Committee and Independent Director  |
| 3. Mr. Charoenchit Nasongkhla       | Chairperson of Nomination and Remuneration Committee, Independent Director and Member of Audit Committee |
| 4. Mrs. Rarin Utakapan Punjarungroj | Director and Member of Nomination and Remuneration Committee   |
| 5. Mr. Chokchai Punjarungroj        | Director and Member of Nomination and Remuneration Committee   |
| 6. Mr. Cheewapat Nathalang          | Director and Member of Nomination and Remuneration Committee   |
| 7. Mr. Ampon Ruayfupant             | Independent Director and Member of Audit Committee   |
| 8. Mr. Nararat Limnararat           | Director   |
| 9. Mr. Khumpol Poonsonee            | Director   |

Other management members and persons attending the Meeting:

- |                                |                         |
|--------------------------------|-------------------------|
| 1. Mr. Siri Bunyaphithakket    | Chief Financial Officer |
| 2. Mr. Chantachat Dhanesnitaya | Financial Controller    |



- |                              |  |
|------------------------------|--|
| 3. Miss Tanaree Pimparu      | Company Secretary and Accounting and Finance<br>Director           |
| 4. Mr. Pojana Asavasontichai | Auditor, Representative from Dharmniti Auditing Company<br>Limited |
| 5. Miss Piyawan Meesuke      | Legal Advisor from Khunnatham Law Office                           |

The Meeting facilitator explained about some key guidelines on conducting the meeting and voting as follows:

- Before casting votes on any agenda, Chairperson of the Meeting would provide opportunities for shareholders to raise questions and concerns regarding the agenda.

- For voting purposes, Company-provided ballots would be used and 1 share would equal 1 vote, a practice which is in accordance with the Company's regulations. In counting the voting results for each agenda, only the 'Disapprove' and 'Abstain' ballots would be collected, except for Agenda 5 and 6 where all ballots would be collected, then the Company would subtract the 'Disapprove' and 'Abstain' votes from the total number of votes. For shareholders who appointed proxies to attend the Meeting and vote on their behalf based on the shareholder's intention, the Company had input their votes i.e. approve, disapprove or abstain, into the computer for each corresponding agenda. When no other issues were raised, the Meeting would be conducted using the method as explained by the Meeting facilitator.

The Meeting facilitator informed the Meeting that to ensure transparency in conducting the Meeting and counting of votes, and asked for volunteers from meeting participants to act as vote-counting inspectors. However, no meeting participants were interested in volunteering to act as a vote counting inspector. The Meeting facilitator then further conducted the Meeting.

After detailed information was fully explained, the Meeting proceeded according to the following agenda:

**Agenda 1: To consider and approve Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders held on February 10, 2017.**

The Meeting facilitator pointed out to the Meeting that the Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders held on February 10, 2017, was published on the Company's website at [www.amarin.com](http://www.amarin.com) and a copy of the said minutes was also distributed in advance for shareholders' thorough considerations as Enclosure 1 along with the Meeting invitation.

For this agenda, The Board's opinion given to the Meeting was "The Board found the Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders held on February 10, 2017, to have been accurately recorded and that it should be proposed to the Meeting for final consideration and approval."

Upon due consideration, the Meeting resolved to approve Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	60	348,182,506	99.9923
Disapprove	0	0	0
Abstain	1	26,700	0.0077
Total	61	348,209,206	100.000

*Note: At the time of voting for this agenda, there were 8 additional shareholders totaling 473,724 shares who registered for the Meeting after the meeting kick-off.*

**Agenda 2: To consider and acknowledge the operating results for the 2016 fiscal year, the 2016 Annual Report and the 2017 Business Plan.**

The Meeting facilitator pointed out to the Meeting that detail of the 2016 operating results was distributed to shareholders as Enclosure 2 along with the Meeting invitation as well as published on the Company's website at [www.amarin.com](http://www.amarin.com) for shareholders' thorough considerations.

Chairperson of the Meeting gave the summary of the 2016 operating results as follows: 2016 was the year of devastating loss for Thailand due to the death of the beloved King Bhumibol Adulyadej on October 13, 2016, leaving Thais nationwide as well as the board members, the management team and all the employees of Amarin grief-stricken.

However, in September 2016, the Company managed to embark on a joint venture with overseas business partner with an establishment of Kadokawa Amarin Company Limited, active in commercial printing business - i.e. comic and fiction, marking the first presence of the Company in that area. The aim of the new business entity is to cater to new customer groups. In addition, the Company announced its registered capital increase for purpose of allocation and offering of new common shares by means of private placement to Vadhanabhakdi Company Limited with the primary aim of increasing the Company's strengths.

**Operating results for 2016**

The Company posted Baht 1,764.89 million in total revenue, a decrease of Baht 157.98 million or 8.22% from the previous year. Its net profit equaled Baht 223.04 million, a year-on-year decline of Baht 14.95 million or an equivalent of 6.28%, with earnings per share at Baht 1.00. The decline was largely due to the postponement of purchase in certain groups of customers during the year.

Based on the Company's consolidated financial statements, the Company recorded Baht 1,945.01 million in total revenue, a decrease of Baht 58.85 million or 2.94% from that of 2015 and net loss of Baht 624.69 million, a Baht 208.29 million or 50.02% rise over that of the previous year. This represented the net loss per share of 2.86 Baht and was due mainly to the inclusion of the operating results of Amarin Television Company Limited. Amarin Television reported steady popularity among viewers and increased revenues but was however hampered by high fixed costs by nature in the digital television industry, thereby still reporting an operating loss.

## **Operations in 2016**

The Company's five business lines comprise printing, magazines, pocketbooks, new media and creative & event.

During the past year, each of the aforementioned businesses witnessed some noteworthy development initiatives as follows:

**Printing:** Improvement was made to the production line through purchase of 3 new printing machines to replace the existing aged units. This move not only expands its high-quality printing capacity but also makes it capable of offering more diversified printing service - an advantage over the old production line.

**Magazines:** Improvements were made in terms of number of available covers for greater suitability and better response to customer's needs. By December 2016, 11 new covers were introduced.

**Pocketbooks:** In 2016, there were 461 new titles published. In addition, an increased number of overseas new titles were published through translation arrangement.

**New Media and Creative & Event:** With the Company's revamp of its websites of a wide range of media to become more trending, the Company saw a continued growth in its website popularity among its target customers in 2016. In addition, online advertising media and trade event significantly promoted the growth in customer acceptance and response.

In addition, the Company had organized its six annual hallmark events. "Baan Lae Suan Mid-Year Fair" was held in July at the Bangkok International Trade & Exhibition Centre (BITEC), followed by Baan Lae Suan Fair 2016 in November at the Challenger Hall, IMPACT, Mueang Thong Thani. Good Life Fair was organized twice; one in July at the Queen Sirikit National Convention Center (QSNCC) and another in November at the Challenger Hall, IMPACT, Muang Thong Thani. Amarin Baby and Kids Fair was held twice; one in February and another in July at BITEC Exhibition and Convention Center.

Regarding Amarin Television Company Limited, a subsidiary and operator of digital television business in which the Company holds a 99.99% stake, the Company has the explicit objectives to be a decent and responsible medium, a quality program producer, a one-stop media operator, to maximize and build on its existing contents in order to effectively respond to the consumer and advertiser groups. At present, the implementation of its objectives has been successful to a certain extent. Major concrete evidence of such a success was the steady growth in its popular rating during the past year. In addition, Amarin TV HD was rated among the Top Ten channels by the nationwide audience aged 15 years old and over during the fourth quarter of 2016.

The operating results in 2016 were still satisfactory despite the adverse impacts of various external factors, in particular weaker purchasing power as a consequence of postponement of purchases among consumers. However, due to the contribution of the staff in all lines of business for their recognition of the importance of cost management and their cooperation to achieve the goals, the Company was able to control and properly manage their cost.

With regard to corruption involvement prevention, the Company remains committed to transparent and law-abiding business operations while simultaneously opposing to corrupt practices with an eye to comply with good corporate governance principle. In addition, the Company devises a policy to encourage employees to observe laws and be good citizens. Trading partners are urged to run their business based on required legal requirements and transparency. All these efforts have a precise aim of creating societal progress in a

sustainable manner. In 2014, the Company signed a deal to form an anti-corruption alliance among Thai private sector, referred to as Collective Anti-Corruption (CAC), and currently stands by to implement the following action.

Regarding the Company 2017 business plan and Amarin Television Company Limited business plan, Chairperson of the Meeting had asked Mrs. Rarin Utakapan Punjarungroj, Chief Executive Director, to present to the Meeting.

According to Mrs. Rarin Utakapan Punjarungroj's report, the operation plan for 2017 will be the extension of the plan already implemented in 2016. The Company will make further use of its "5 on" strategy comprising On Print, On line, On air, On Ground and On Point of Sale to make the Company a truly total media solution.

The strategy in 2017 will lay emphasis on penetration of target customer groups by means of integrated platform comprising magazine, pocketbook, trade fair, event, training and seminar. Strong emphasis will be given to range of interest in each target customer group as follows: House & Design, Food & Health, Baby & Kids, Fashion & Beauty, Smart Men and Young Generation. With regard to sales operation, the Company will emphasize one-stop integrated customer service, both online and offline.

In addition, following the No.1/2017 Extraordinary General Meeting of Shareholders, the Company managed to resolve to increase its registered capital and offer new common shares by means of private placement. The move helps forge business alliance with new shareholder while also improving various managerial efficiency and capabilities, along with mutual business cooperation. A number of concrete efforts have been made including, among others, book direct sales project materialized through the practical knowledge and experience of the new shareholder group and its management team who are fully equipped with a breadth of experience and expertise in textbook publishing in Singapore. The to-be-published work is of high-quality and anticipated to further strengthen the Company's profitability in its publishing business. Other concrete examples of the mutual cooperation include cooperative efforts in event organizing, printing and advertising budget utilization through various Company-owned media. Aside from these, organizational resource exchange has been initiated to introduce new service innovations for customers.

Mr. Chokchai Punjarungroj subsequently reported to the Meeting the Company's television business performance in 2016. According to his report, the television business demonstrated steady and robust growth as evidenced by constantly higher ratings of the Company's television programs, both in Bangkok and regional provinces.

Following the data presentation to the Meeting by the Company's executives, it was then time to move on to the Q&A session and expression of opinions to the Company. The people who asked questions were:

Mr. Chawalit Wisaranyakun, a shareholder who attended the Meeting in person, raised the following questions which were responded by the Company's directors and executives:

Question 1: The Company's profit and loss figures of the publishing and television businesses; to be pointed out separately.

Response by Mr. Chantachat Dhanesnitaya (Financial Controller): In 2016, the Company's publishing business posted Baht 391 million in gross profit and Baht 223 million in net profit. As for the television

business, there was a gross loss of Baht 493 million, which was however lowered when compared to Baht 564 million recorded in 2015 due in part to economic slowdown.

Question 2: The question was centered on air time charge for advertising, in particular during the broadcast of high-rating news program, and projected operating results of the television business in 2017.

Response by Mr. Chokchai Punjarungroj: As the information on air time charge for advertising is highly sensitive to the Company's sales performance, the charge figure is regrettably unable to be disclosed. However, new initiatives for income augmentation during the broadcast of other less popular programs have been in the pipeline with an eye to avoid generation of substantial income only through high-rating programs. In addition, the content of the less popular programs will be improved to better encourage viewers' interest thereby lifting their airtime charge for advertising. There is a great deal of potential opportunities for the Company to increase its air time charge and encourage sales growth in the television business. In relation to the 2017 operating performance projection of the television business, the Company anticipates that the operating performance should be further improved as the time passes. The Company's management expects one-time annual growth rate for this year, depending however on various factors that influence the business.

Mr. Chalophon Waithayangkun, a shareholder who attended the Meeting in person, raised the following questions which were responded by the Company's directors and executives:

Question 1: The Company's vision under the new management structure

Response by Mrs. Rarin Utakapan Punjarungroj: As pointed out earlier, the Company's vision is to become a one-stop media operator, without a sole reliance upon publishing media. In implementing the vision, the media in hand are to be developed and to serve as product sales channels for the Company by means of creating new experiences to customers and encouraging their interest and impression of the Company's service. Apart from this, investment has been made in the area of categorized customer database in order to better respond to their needs and drive more robust sales growth.

Question 2: The competitiveness of the television business, based on the current business plan

Response by Mr. Chokchai Punjarungroj: The Company have had in place a clear plan for running our television business, as mentioned just earlier that there is still a great deal of potential opportunities for our presence in terms of both air time charge for advertising and television program production. Amarin TV HD is positioned as a free television with variety image, and is not excessively tied to certain specific image. Additionally, technological capabilities are integrated to assist in the business management so as to best keep pace with societal changes.

Question 3: How does the Company deal with problems of content overlap between television and printed media?

Response by Mr. Chokchai Punjarungroj: When looked closely, the content in each medium carries difference and is meant for different roles. Television medium is intended for the mass of viewers and large-scale popularity, as evidenced by news, entertainment or sports. Differently, printed media or other media under the Company's management are meant for specific group of consumers. As such, the role of the television medium is to persuade customers to consume our other media. Therefore, each medium in our hands offers different content without the overlap concern.

Question 4: Marketing approach, focused in particular to the Company's efforts to make its first presence in border market and growing elderly market with high purchase power.

Response by Mrs. Rarin Utakapan Punjarungroj: At present, the Company is interested in new emerging markets as referred to by the shareholder. We are currently in the stage of product or service development to meet the needs of those target customers. The elderly market, in particular, has all along been in our attention and the data on this market have been collected and studied. Additionally, as presented earlier, book publishing project to be marketed via direct sales and textbook publishing are both being implemented to acquire new customer groups.

Question 5: New director's opinions about the Company's business

Response by Mr. Nararat Limnararat: As a newly appointed director of the Company, I am delighted to have an opportunity to join the Company's management team. I am ready to contribute my efforts to the Company and fulfill the same goals as those of all shareholders. My initial strategy to manage the business is as follows:

1. Restructuring the Company for better capital security: In 2014, the Company had shareholders' equity of Baht 1,965 million with constant drop to a mere Baht 770 million in 2016 due to the loss operating results of the television business. The Company's debt in 2016 stood at Baht 2,290 million with D/E Ratio at 5:1, leaving the Company minimal loan credit in financial institution's view. In the latest registered capital increase, the raised fund was funneled into loan repayment, resulting in changed capital structure. In consequence, the shareholders' equity is now increased to Baht 1,620 million and the debt stands at Baht 1,704 million. The D/E Ratio is therefore lower than or equal to 2:1. Such a capital structure has adverse impacts on the Company's financial credit when financial institutions consider whether to grant loan.

2. Reducing loan repayment burden: In 2016, the Company's debt was recorded at Baht 2,290 million with interest burden of Baht 81 million. Substantial income was spent on the interest burden and consequently the remaining capital was inadequate for dividend payment to shareholders. Therefore, when the raised fund from the registered capital increase has been spent on the loan repayment to the financial institutions and the debt has now been lowered to a mere Baht 1,704 million, the loan repayment burden (in the form of interest) has now been lessened to a greater extent.

3. Augmenting income and cutting costs efficiently: The Company posted strong operating results and its publishing business was profitable. However, when the figures were reported in consolidated financial statements, there was an operating loss thanks to very high fixed costs of the television business. In 2016, such fixed costs in the television business was as high as Baht 685 million, consisting of (1) permit fee (Baht 255 million); (2) bandwidth cost (Baht 186 million); (3) interest (Baht 81 million); and (4) tax (Baht 163 million). The permit fee is paid in non-cash payment manner. The tax is also a non-cash payment. Therefore, the non-cash costs were as high as Baht 418 million, which would provide the Company with long-term benefits in the following years.

4. Future guideline and strategies: The Company will reduce loan interest, increase investment in the television business to diversify program content and augment income. In addition, as the entire raised fund from the registered capital increase has been spent on loan repayment to the financial institutions, the Company will need to look for additional sources of fund. The fundraising method would depend on our future plan to be clearly outlined.

Question 6: Plan to lower future accumulated loss and amortization

Response by Mr. Siri Bunyaphithakket (Chief Financial Officer): With regard to the plan to lower future accumulated loss, more time would be required for the Company to formulate a detailed plan and would later present to shareholders. As for the move to reduce amortization, the main amortization would be permit fee that is to be paid on an annual basis. Through its entire 15-year validity with constant, the fee would be reduced constantly until the end of the permit validity.

Response by Mr. Nararat Limnararat: The permit fee was a payment to be made in a non-cash manner. In the current situation when the Company does not generate much income, the said expense would be considered a burden and an amortization with accounting impacts. However, when the Company can generate more income and make greater profit in the future, these expenses would be highly beneficial to the Company as they would be taken into account as an expense in corporate taxation.

Mr. Chawalit Wisaranyakun, a shareholder who attended the Meeting in person, raised the questions and put forward a suggestion about the fundraising that, in future registered capital increase efforts, the interest of existing shareholders should also be taken into consideration.

Response by Mr. Nararat Limnararat: At present, no clear plan for the fundraising method has been drawn up yet, including whether or not and how the fundraising would occur. Additional prudent and thorough consideration would be required prior to that point. If any decided action to be taken, the interest of the Company and shareholders would certainly be of paramount importance.

Mr. Kitti Sanitwong Na Ayutthaya, a shareholder who attended the Meeting in person, put forward a general suggestion about management of the television business with his concern over probable loss operating results and subsequent withdrawal from the business, as with some operators that had earlier been forced to discontinue their operations and leave the industry. The Company's executives responded with promise to take into account his remarks in their prudent consideration.

After the executives had reported past year operating results and future business plan, the Meeting facilitator informed the Meeting of the opinions given by the Board of Directors as follows: "Upon due consideration, the Board of Directors recommend the Meeting to acknowledge the 2016 operating results, its 2016 annual report and 2017 business plan."

This agenda did not require the Meeting to vote.

The Meeting acknowledged the Company's 2016 operating results and 2017 business plan as proposed.

**Agenda 3: To consider and approve the audited Statement of Financial Positions as of December 31, 2016, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2016.**

The Meeting facilitator reported to the Meeting that the Statement of Financial Position and the Statement of Comprehensive Income for the year 2016, which had been audited by the auditor and reviewed by the Audit Committee, were properly prepared and accurate. The Company and its subsidiaries posted a net loss of 624,692,190.20 Baht in the fiscal year 2016. The detailed information was distributed to shareholders prior to the Meeting for thorough considerations as Enclosure 2 along with the Meeting invitation. The summary of those financial statements are as follows:



	<u>Consolidated</u>	<u>Individual</u>	
Total Assets	4,740.57	3,667.23	Million Baht
Total Liabilities	3,970.66	1,049.74	Million Baht
Shareholders' Equity	769.91	2,617.49	Million Baht
Total Revenue	1,945.01	1,764.89	Million Baht
Net Profit (Loss) for the Year	(624.69)	233.04	Million Baht
Earnings (Loss) per Share	(2.86)	1.00	Baht

For this agenda, an opinion given to the Meeting by the Board of Directors is "The Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income for the year 2016."

After all questions from shareholders were completely answered by the executives, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with the majority of votes from eligible and attending shareholders.

After due consideration, the Meeting resolved to approve the Statement of Financial Position and the Statement of Comprehensive Income for the year 2016 based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	68	353,550,124	100.0000
Disapprove	0	0	0
Abstain	0	0	0
Total	68	353,550,124	100.0000

*Note: At the time of voting for this agenda, there were 7 additional shareholders totaling 5,340,918 shares who registered for the Meeting after the first agenda.*

**Agenda 4: To consider omission of the annual dividend payment for the operating results between January 1, 2016 and December 31, 2016.**

The Meeting facilitator pointed out to the Meeting that the Company's dividend payment policy is to pay no less than 60% of net profit after corporate income taxes pursuant to the Public Company Act B.E.2535. However, the Company foresees the great need for cash for its working capital in the near future. In order to reserve some fund from its past year operations for investment and working capital, the Company requests the Meeting to consider the omission of dividend payment for the fiscal year of 2016.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Meeting should approve the omission of the annual dividend payment for the fiscal year 2016 as proposed."

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with the majority of votes from eligible and attending shareholders.



After due consideration, the Meeting resolved to omit the dividend payment for 2016 based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	68	353,550,124	100.0000
Disapprove	0	0	0.0000
Abstain	0	0	0.0000
Total	68	353,550,124	100.0000

**Agenda 5: To consider and elect new directors in place of those who are due to retire by rotation.**

The Meeting facilitator pointed out to the Meeting that in order to comply with the Public Company Act and Article 16 of the Company's Articles of Association, one third of the directors must retire during the Annual General Meeting of Shareholders. In case the calculated number is not three or a multiple of three, the nearest number to one third shall retire. In this Meeting, the following 3 directors were due to retire by rotation:

1. Mrs. Metta Utakapan Chairperson of the Board, President and Member of Nomination and Remuneration Committee
2. Mrs. Rarin Utakapan Punjarungroj Director, Executive Director and Member of Nomination and Remuneration Committee
3. Mr. Cheewapat Nathalang Director, Executive Director and Member of Nomination and Remuneration Committee

Detail regarding the background, achievements and performance of the 3 directors was sent to shareholders prior to the date of this Meeting for their thorough considerations as Enclosure 3 along with the Meeting invitation.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Board has considered it appropriate to re-elect the 3 retired directors for another term as proposed by the Nomination and Remuneration Committee on the grounds that they are professionally capable and can benefit the operations of the Company."

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with the majority of votes from eligible and attending shareholders.

After due consideration, the Meeting resolved to approve the re-election of the 3 retired directors for another term. The votes for each director are shown below:

- 5.1 After due consideration, the Meeting resolved to approve the re-election of Mrs. Metta Utakapan for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	66	316,875,333	89.6275
Disapprove	0	0	0.0000
Abstain	1	36,671,791	10.3725
Total	67	353,547,124	100.0000

*Note: This vote had 1 voided ballot of 3,000 shares.*

5.2 After due consideration, the Meeting resolved to approve the re-election of Mrs. Rarin Utakapan Punjarungroj for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	66	299,163,072	84.6169
Disapprove	0	0	0.0000
Abstain	2	54,387,052	15.3831
Total	68	353,550,124	100.0000

*Note: This vote did not have any voided ballot.*

5.3 After due consideration, the Meeting resolved to approve the re-election of Mr. Cheewapat Nathalang for another term based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	65	353,318,104	99.9344
Disapprove	0	0	0.0000
Abstain	2	232,020	0.0656
Total	67	353,547,124	100.0000

*Note: This vote had 1 voided ballot of 3,000 shares.*

#### **Agenda 6: To consider and nominate additional new directors.**

The Meeting facilitator pointed out to the Meeting that at present the Board of Directors comprises 9 members in total. It is deemed appropriated to nominate additional board members. Therefore, the Nomination and Remuneration Committee has managed to select decent candidates and propose their names to the Board for consideration. The Board of Directors opinioned that the following 2 selected candidates should be furthered proposed to the Meeting for shareholders' ultimate approval.

1. Flg.Off. Kamolnai Chaixanien Proposed to the Meeting for approval and nomination as director
2. Mr. Pramoad Phornprapha Proposed to the Meeting for approval and nomination as independent director

Detail regarding the background, education, professional record and qualifications the 2 new candidates was sent to shareholders prior to the date of this Meeting for their thorough considerations as Enclosure 4 along with the Meeting invitation.

For this agenda, the opinion given to the Meeting by the Board of Directors is “The Meeting should approve the nomination of Flg.Off. Kamolnai Chaixanien and Mr. Pramoad Phornprapha as new directors. Both of the candidates are well equipped with professional expertise and experience in business management beneficial to new business and marketing operations of our group of companies. If approved, Flg.Off. Kamolnai Chaixanien will hold the position of director while Mr. Pramoad Phornprapha will act as independent director.”

The Meeting facilitator furthered pointed out that Flg.Off. Kamolnai Chaixanien and Mr. Pramoad Phornprapha had been selected under the Company’s selection procedure and subsequently reviewed and approved by the Nomination and Remuneration Committee. In addition, both candidates have no previous records of criminal offence in relation to assets and conflict of interest with the Company. Therefore, the two candidates are considered fully qualified for directorship and have no qualities prohibited by requirements pursuant to the Public Company Act and the Securities and Exchange Act.

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with the majority of votes from eligible and attending shareholders. After due consideration, the Meeting resolved to approve the nomination of the 2 new directors consecutively. The votes for each director are shown below:

6.1 After due consideration, the Meeting resolved to approve the nomination of Flg.Off. Kamolnai Chaixanien as new director based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	<b>No. of People</b>	<b>Votes</b>	<b>Percentage</b>
Approve	65	353,528,104	99.9946
Disapprove	0	0	0
Abstain	2	19,020	0.0054
<b>Total</b>	<b>67</b>	<b>353,547,124</b>	<b>100.0000</b>

*Note: This vote had 1 voided ballot of 3,000 shares.*

6.2 After due consideration, the Meeting resolved to approve the nomination of Mr. Pramoad Phornprapha as new director based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	65	353,528,104	99.9946
Disapprove	0	0	0
Abstain	2	19,020	0.0054
Total	67	353,547,124	100.0000

*Note: This vote had 1 voided ballot of 3,000 shares.*

**Agenda 7: To consider and fix the remuneration of directors for the year 2017.**

The Meeting facilitator informed the Meeting that the remuneration for directors, independent directors and Audit Committee members for 2017 has been determined by taking into account the Company's business type and size and in association with the Company's operating performance. These considerations are comparable to those in the same industry and commensurate with the functions and the responsibilities of the Board of Directors, independent directors and Audit Committee members. The remuneration has been reviewed by the Nomination and Remuneration Committee and detail of which was distributed to shareholders prior to this Meeting for their thorough consideration as Enclosure 5 along with the Meeting invitation. The remuneration for directors for the year 2017 is described below:

(1) Position allowance to be paid on a monthly basis as follows:

Chairperson of the Board	Baht 20,000 per month
Director	Baht 10,000 per month
Chairperson of Audit Committee	Baht 30,000 per month
Member of Audit Committee	Baht 20,000 per month
President	Baht 30,000 per month
Executive Director	Baht 20,000 per month

The above-mentioned director who serves as salaried executive of the Company is not eligible for the position allowance.

(2) Meeting allowance to be paid for each attendance as follows:

Chairperson of the Board	Baht 25,000 per meeting session
Director	Baht 20,000 per meeting session

The Chairperson of the Board and director who serve as salaried executives of the Company are not eligible for the meeting allowance.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Meeting should approve the remuneration as proposed by the Nomination and Remuneration Committee."

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with at least two-thirds of votes from eligible and attending shareholders.

After due consideration, the Meeting resolved to approve the remuneration for directors for 2017 according to the proposed rates and terms with at least two-thirds of votes from shareholders, who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	68	353,550,124	100.000
Disapprove	0	0	0
Abstain	0	0	0
Total	68	353,550,124	100.0000

**Agenda 8: To approve and appoint the Company's independent auditor and the associated remuneration for the year 2017.**

The Meeting facilitator informed the Meeting that the Company had given opportunity for various accounting firms to propose the quotation for their auditor for the year 2017. The Audit Committee selected the accounting firm for the Company and its subsidiaries based on their service track records, independence and remuneration and proposed to the Meeting that one of the following auditors be appointed as the auditor for the fiscal year 2017:

1. Ms. Sasithorn Pongadisak                      CPA License No. 8802 or
2. Ms. Nittaya Chetchotiros                      CPA License No. 4439 or
3. Ms. Sureerat Thongarunsang                      CPA License No. 4409

One of the three candidates above from KPMG Phoomchai Audit Limited will become a selected auditor and be authorized to audit and approve the financial statements of the Company and its subsidiaries. The auditor remuneration for the year 2017 comprises:

- (1) Quoted audit fees for Amarin Printing and Publishing Public Company Limited: Baht 1,600,000
- (2) Quoted audit fees for Amarin Television Company Limited: Baht 900,000

The total annual audit fees amount to Baht 2,500,000 which does not include other related expenses to be incurred, i.e. paper/printed materials, postage, communication, which will be billed to the Company on an actual basis.

For this agenda, the opinion given to the Meeting by the Board of Directors is "The Meeting should appoint Ms. Sasithorn Pongadisak or Ms. Nittaya Chetchotiros or Ms. Sureerat Thongarunsang from KPMG Phoomchai Audit Limited as the Company's independent auditor for 2017 and fix the annual remuneration as proposed."

Mr. Chaloeiphon Waithayangkun, a shareholder who attended the Meeting in person, raised a question and make a remark about the agenda. It is acceptable for the Company to hire KPMG Phoomchai Audit Limited as the Company's independent auditor but the obviously higher annual remuneration when compared to the previous year's rate is not a good point. In addition, professional data of the selected auditor should have been provided, according to Mr. Chaloeiphon.

Chairperson of the Meeting pointed out that KPMG Phoomchai Audit Limited was chosen due to its advantage of making overseas communications and coordinating in the business group. Therefore, an increase in the annual remuneration to some extent is considered appropriate to the Company's business.

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with the majority of votes from eligible and attending shareholders.

After due consideration, the Meeting resolved, based on the majority of votes cast by shareholders who were present and eligible for voting, to approve the appointment of one of the above-mentioned three auditors: Ms. Sasithorn Pongadisak (CPA License No. 8802) or Ms. Nittaya Chetchotiros (CPA License No. 4439) or Ms. Sureerat Thongarunsang (CPA License No. 4409) from KPMG Phoomchai Audit Limited, to act as the Company's independent auditor for the year 2017 for the remuneration according to the proposed rates and terms. The vote breakdown is shown below:

	No. of People	Votes	Percentage
Approve	66	353,531,104	99.9946
Disapprove	2	19,020	0.0054
Abstain	0	0	0.0000
Total	68	353,550,124	100.0000

**Agenda 9: To consider and approve the amendments to the Articles of Association No. 40**

The Meeting facilitator pointed out to the Meeting that in order to be in line with the Company's operations and organizational management structure, it was deemed appropriate to propose that the Meeting should consider and approve the amendments to the Articles of Association No. 40, which involves authorized signatories of the Company. The proposed amendments are as follows:

The Articles of Association No. 40, at the time of the Meeting, stipulated as follows: "No. 40. The director authorization to enter into legal action and bind the Company to such action is president or managing director who is required to sign and stamp the Company's seal or, alternatively, other two directors jointly sign in conjunction with stamp of the Company's seal."

The proposed amendment to be made was as follows: "No. 40. The director authorization to enter into legal action and bind the Company to such action is two directors jointly sign in conjunction with stamp of the Company's seal."

For this agenda, an opinion given to the Meeting by the Board of Directors is "The Meeting should approve the amendment to the Articles of Association No. 40 in order to be in line with the Company's operations and organizational management structure as proposed."

After explanation, the Meeting facilitator requested the Meeting to cast their votes on the agenda. Before casting the votes, the Meeting facilitator informed the Meeting that this agenda would be adopted only with at least three-fourths of votes from eligible and attending shareholders.

After due consideration, the Meeting resolved to approve the amendment to the Articles of Association No. 40 as proposed with over two-thirds of votes from shareholders, who were present and eligible for voting as follows:

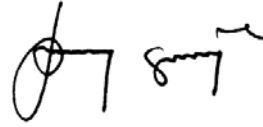
	No. of People	Votes	Percentage
Approve	65	353,400,024	99.9584
Disapprove	0	0	0
Abstain	2	147,100	0.0416
Total	67	353,547,124	100.0000

*Note: This vote had 1 voided ballot of 3,000 shares.*

**Agenda 10: To consider other issues**

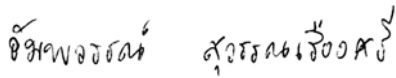
No shareholders proposed other topics to the Meeting for consideration.

When no other shareholders raised any further questions, the Chairperson of the Meeting thanked all shareholders and participants and declared the Meeting adjourned at 4.45 pm.



(Mrs. Metta Utakapan)

Chairperson of the Meeting



(Mrs. Ampawan Suwanruangsri)

Minutes Taker

**Capital Increase Report Form**  
**Amarin Printing and Publishing Public Company Limited**  
**June 30, 2017**

We, Amarin Printing and Publishing Public Company Limited (the “**Company**”), hereby report on the resolutions of the Board of Directors’ Meeting No. 5/2017, held on June 30, 2017 from 11.00 a.m. to 3.00 p.m., in respect of the capital increase and the allocation of newly issued shares as follows:

**1. Capital increase**

The Board of Directors’ Meeting resolved to approve the increase of the Company’s registered capital by THB 839,999,730 from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares with a par value of THB 1 per share, where the details of the capital increase are as follows:

Type of Capital Increase	Type of Share	Number of Share (Shares)	Par Value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	839,999,730	1.00	839,999,730
<input type="checkbox"/> General mandate	-	-	-	-

**2. Allocation of newly issued shares** (Specific purpose of utilizing the proceeds)

2.1 Details of the allocation

Allocated to	Number of Share (Shares)	Ratio Existing : New	Sale Price (THB per Share)	Date and Time of Subscription and Share Payment	Remark
The existing shareholders through the right offering.	839,999,730	1 : 2	4.25	Remarks 1	Remarks 2

Remarks:

- Allocation of 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share. The shareholders have the right to subscribe the Right Share on the shareholders proportionate only. Fixing the booking date on September 4-8, 2017 (5 Working days) and fixing the date for determining the names of shareholders entitled to have the right (Record Date) on August 18, 2017 and the date for collecting the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992)



(as amended) by closing the share register book and suspending transfer of shares on August 21, 2017. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.

2. The Board of Directors' Meeting resolved to approve the Board of Executive Directors and/or Chief Executive Officer and/or any person authorized by the Board of Executive Directors and/or Chief Executive Officer are authorized to consider and specify other details relevant to the allocation, including but not limited to: (1) Consider and amendment determine whether of the newly issued shares conditions, the book closing date and Record Date for the subscription rights to the Right Shares, payment of shares and other details relating to the allocation; (2) To enter into negotiations, agreements, and execute relevant documentation and agreements, and to undertake any act in connection with the allocation; and (3) To sign application forms for permission or exemption and evidence necessary and relevant to the allocation and offering of the newly issued shares, as well as apply for the permission or exemption for such documentation and evidence from the government agencies or other relevant agencies, as well as the listing of the newly issued shares on the Stock Exchange of Thailand (SET), and other action necessary for the purpose of the allocation of the newly issued shares.

#### 2.2 Action to be taken by the Company in case of a fraction of shares

Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.

### **3. Schedule of the Extraordinary General Meeting of Shareholders to approve the capital increase and allocation of newly issued shares**

The Extraordinary General Meeting of Shareholders No. 2/2017 has been scheduled to be held on August 7, 2017, at 2.00 p.m., at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaiyaphruk Road, Taling-Chan Sub-district, Taling-Chan District, Bangkok where the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2017 (Record Date) and the date for closing the share register book to collect the names of shareholders entitled to attend the meeting under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the "**Securities Act**") have been determined on July 17, 2017 and July 18, 2017, respectively.

### **4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions**

4.1 The Company will register the increase of the registered capital, amendment of the Memorandum of Association, and amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce.

4.2 The Company will apply for permission from the SET to register the newly issued ordinary shares as listed securities on the SET.

### **5. Objectives of the capital increase and plans for utilizing proceeds from the capital increase**

The Company is in need of additional funding to invest in its printing business and digital TV business, which is in new investments on machinery, equipment and studio, and needs funding for payment of the

license fee for the digital TV license and the fee for the digital TV network services, for repayment of loans from financial institutions, for use as working capital, and for production of good quality printing products and television programs to enable the printing business and the digital TV business to continue to thrive in the future.

**Objectives of the capital increase:**

	Approximated Amount (THB Million)	Approximated Time of Use
1. To repay loan from financial institution and Debentures	1,400	By the end of 2018
2. To invest in the printing business and TV business such as machinery, equipment and studio	1,950	By the end of 2019
3. For working capital in business operation	220	By the end of 2018
Total	3,570	

**6. Benefits the Company will receive from the capital increase/allocation of newly issued shares**

- Sufficiency of funds - the Company to receive payment entirely in cash, which will allow the Company to secure funding for various objectives in a timely manner, which is necessary for its business operation and meets the Company's needs, which will increase the Company's competitive advantage, low cost on interest payment and income generation without imposing a burden on the Company to seek additional funds from other sources or affecting the Company's internal financial condition and operation funding as a financial burden.
- Stronger financial position – after the capital increase, the Company's financial structure will be better as the low debt-to-equity ratio.
- Ability for continuous business operation – having additional working capital for its operation will enhance its potential capacity as well as competition in the business.

**7. Benefits the shareholders will receive from the capital increase/allocation of newly issued shares**

7.1 Dividend Policy

The Company has a dividend payment policy of paying not less than 60 percent of the net profit after corporate income tax from its business operation and financial position in each year. However, such policy is subject to change in the event that the Company has any other necessities.

7.2 The subscriber of the newly issued ordinary shares will be entitled to receive dividends from the Company's business operation after the subscriber's registration as a shareholder of the Company.

7.3 Others

-None-

**8. Other details necessary for the shareholders' consideration in approving the capital increase/allocation of newly issued shares**

-None-

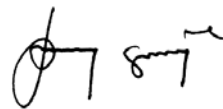
**9. Schedule of actions if the Board of Directors resolves to approve the capital increase/allocation of newly issued shares**

No.	Procedure	Date / Month / Year
1.	Board of Directors' Meeting No. 5/2017	June 30, 2017
2.	Date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2017 (Record Date)	July 17, 2017
3.	Date for closing the share register book to collect the names of shareholders entitled to attend the meeting under Section 225 of the Securities Act	July 18, 2017
4.	Extraordinary General Meeting of Shareholders No. 2/2017	August 7, 2017
5.	Registration of capital increase and the amendment of the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of shareholders' meeting's resolution
6.	Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of allocation of the newly issued shares

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly.

Sincerely yours,



(Mrs. Metta Utakapan)

Chairperson



AMARIN  
TV HD  
อมรินทร์ ทีวี HD  
Z65

POWER MENU - SELECT F1 F2 F3 AMOUNT CONTRAST REAR

LIGHT PGM1 RET A PGM2 RET B PGM3 CALL PGM4  
TALK LEVEL LEVEL TALK

MUNSON

แบบหนังสือมอบฉันทะ (แบบ ก.) / Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholders' Registration No. Written at  
วันที่ / Date \_\_\_\_\_ เดือน / Month \_\_\_\_\_ พ.ศ. / Year \_\_\_\_\_

(1) ข้าพเจ้า (I/We) \_\_\_\_\_ สัญชาติ (Nationality) \_\_\_\_\_  
อยู่บ้านเลขที่ (Address) \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท อมารินท์ปริ้นติ้ง แอนด์ พับลิชชิ่ง จำกัด (มหาชน)  
(am/are a shareholder(s) of **AMARIN PRINTING AND PUBLISHING PUBLIC COMPANY LIMITED**  
โดยถือหุ้นจำนวนทั้งสิ้น รวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes as  
follows.

- หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ / Hereby appoint (ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 3 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้น  
ที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระก็ได้ โดยกาเครื่องหมายหน้าชื่อกรรมการอิสระ ที่  
ปรากฏข้างท้ายนี้ / Shareholder may appoint 3 proxies and only one of them shall represent him/her to attend the Meeting. Shareholder may appoint  
Independent Directors of the Company by indicating    / in the boxes in front of their names listed below.)

- นายสมชาย ภคภาสน์วิวัฒน์ / Mr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 71 ปี / Years  
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจูลดีศ ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200  
Resident at Room 1104 fl.11, Juldiss River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200
- หรือ/or  นายอำพล รวยฟูพันธ์ / Mr.Ampon Ruayfupant กรรมการอิสระ / Independent Director อายุ / Age 47 ปี / Years  
อยู่บ้านเลขที่ 1 ถนนบางขุนเทียน แขวงบางบอน เขตบางบอน กรุงเทพมหานคร 10150  
Resident at 1 Bangkhunthien Road Bangbon Bangkok 10150
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 2/2560 ในวันที่ 7  
สิงหาคม 2560 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึงเลื่อน  
ไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's  
Extraordinary General Meeting No.2/2017 to be held on August 7, 2017 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk  
Road,Bangkok. or such other date, time and place as the Meeting may be adjourned.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the registration desk even shareholders who attend the meeting in person.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) performed by the Proxy in this Meeting shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

#### **หมายเหตุ / Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ / The shareholder must authorize the votes to the Proxy equal to the total numbers of shares specified in Clause (2) and cannot divide those specified shares in partial to the proxy.

3. หนังสือมอบฉันทะแบบ ค. ซึ่งเป็นแบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น ซึ่งบริษัทฯ ได้เผยแพร่ไว้บนเว็บไซต์ของบริษัทฯ [www.amarin.com](http://www.amarin.com) เพื่อให้ผู้ถือหุ้นสามารถดึงข้อมูลมาใช้ได้ตามความเหมาะสม / Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the company' Website at [www.amarin.com](http://www.amarin.com)

อากรแสตมป์  
20 บาท

แบบหนังสือมอบฉันทะ (แบบ ข.) / Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ / Date \_\_\_\_\_ เดือน / Month \_\_\_\_\_ พ.ศ. / Year \_\_\_\_\_

(1) ข้าพเจ้า (I/We) \_\_\_\_\_ สัญชาติ (Nationality) \_\_\_\_\_  
อยู่บ้านเลขที่ (Address) \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท อมารินท์พรินติ้ง แอนด์ พับลิชชิ่ง จำกัด (มหาชน)  
(am/are a shareholder(s) of **AMARIN PRINTING AND PUBLISHING PUBLIC COMPANY LIMITED**)  
โดยถือหุ้นจำนวนทั้งสิ้น รวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes as follows.  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ / Hereby appoint (ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 3 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้นที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระก็ได้ โดยกาเครื่องหมายหน้าชื่อกรรมการอิสระที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 3 proxies and only one of them shall represent him/her to attend the Meeting. Shareholder may appoint Independent Directors of the Company by indicating    in the boxes in front of their names listed below.)

- นายสมชาย ภคภาสน์วิวัฒน์ / Mr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 71 ปี / Years  
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจตุลิต ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200  
Resident at Room 1104 fl.11, Juldis River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200
- หรือ/or  นายอำพล รวยฟูพันธ์ / Mr.Ampon Ruayfupant กรรมการอิสระ / Independent Director อายุ / Age 47 ปี / Years  
อยู่บ้านเลขที่ 1 ถนนบางขุนเทียน แขวงบางบอน เขตบางบอน กรุงเทพมหานคร 10150  
Resident at 1 Bangkhunthien Road Bangbon Bangkok Bangkok 10150
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_
- หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 2/2560 ในวันที่ 7 สิงหาคม 2560 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's Extraordinary General Meeting No.2/2017 to be held on August 7, 2017 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk Road,Bangkok. or such other date, time and place as the Meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we authorize the Proxy to vote on my/our behalf as follows.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the registration desk even shareholders who attend the meeting in person.

- วาระที่ 1  
**Agenda No.1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 เมื่อวันที่ 28 เมษายน 2560  
**To consider and approve the Minutes of Annual General Meeting of Shareholders 2017 held on April 28, 2017.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain
- วาระที่ 2  
**Agenda No.2** พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 839,999,730 บาท จากทุนจดทะเบียนจำนวน 419,999,865 บาท เป็นทุนจดทะเบียนจำนวน 1,259,999,595 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 839,999,730 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท  
**To consider and approve the increase of the Company's registered capital by 839,999,730, from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain
- วาระที่ 3  
**Agenda No.3** พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท  
**To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain
- วาระที่ 4  
**Agenda No. 4** พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 839,999,730 หุ้น  
**To consider and approve the allocation of the newly issued ordinary shares of the Company by 839,999,730.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain
- วาระที่ 5  
**Agenda No. 5** พิจารณาอนุมัติการแก้ไขวัตถุประสงค์ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 ของบริษัท โดยเพิ่มวัตถุประสงค์ของบริษัทอีก 4 ข้อ เป็นข้อที่ 54 – 57 ดังนี้  
**To consider and approve the additional 4 objectives and amendment to Article 3 of the Company's Memorandum of Association.**
- ข้อ 54. ประกอบกิจการจัดพิมพ์ ผลิตภัณฑ์ หนังสือ สิ่งพิมพ์ สื่อการเรียนการสอน รวมถึงอุปกรณ์ที่ใช้ในการศึกษาทุกประเภท
- ข้อ 55. ประกอบธุรกิจพาณิชย์อิเล็กทรอนิกส์
- ข้อ 56. ประกอบธุรกิจเพื่อให้บริการพัฒนา การเป็นที่ปรึกษา และให้คำแนะนำแก่ผู้ประกอบการทั่วไปในการวางระบบพาณิชย์อิเล็กทรอนิกส์
- ข้อ 57. ประกอบธุรกิจบริการรับชำระเงินทางอิเล็กทรอนิกส์
- Clause 54 To engage in the of printing business, book, textbook, instructional materials and other types of learning tools.**
- Clause 55 To engage in the business of electronic commercial.**
- Clause 56 To engage in the business of advisor for electronic commercial.**
- Clause 57 To engage in the business of electronic payment.**



- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
  - เห็นด้วย / Agree
  - ไม่เห็นด้วย / Disagree
  - งดออกเสียง / Abstain

**วาระที่ 6**

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda No.6**

**To consider other matters (if any).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
  - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
    - เห็นด้วย / Agree
    - ไม่เห็นด้วย / Disagree
    - งดออกเสียง / Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น/ Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.
- (6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ/ Other statements or evidences (if any) of the Proxy
- (7) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In case I/we have not specified my/our voting in any agenda or not clearly specified or in case 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 shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (8) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ/ Any act(s) performed by the Proxy in this Meeting, except such vote(s) that is(are)not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

**หมายเหตุ / Remarks**

1. ผู้ถือหุ้นที่มีมอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้/ The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้/ The shareholder must authorize the votes to the Proxy equal to the total numbers of shares specified in Clause (2) and cannot divide those specified shares in partial to the proxy.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ/ In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental proxy form B.
4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้ส่วนเสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6) / If there is any rule or regulation requiring the Proxy to make any statement or provide any evidence, such as the case that the Proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may declare or provide relevant evidence by specifying in Clause (6).
5. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล/ In the agenda of the election of directors, Shareholder or the Proxy may vote for either all directors or each individual director.
6. หนังสือมอบฉันทะ แบบ ค. ซึ่งเป็นแบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น ซึ่งบริษัทฯ ได้เผยแพร่ไว้บนเว็บไซต์ของบริษัทฯ [www.amarin.com](http://www.amarin.com) Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain in from the company' website at [www.amarin.com](http://www.amarin.com)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อมารินพรินต์ติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

As the Proxy to act on behalf of the shareholder of **Amarin Printing And Publishing Public Company Limited.**

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2560 ในวันที่ 7 สิงหาคม 2560 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย/ in the Shareholder's Extraordinary General Meeting No.2/2017 to be held on August 7, 2017 at 14.00Hrs at the Convention Hall Executive Building on 378 Chaiyapruk Road, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )



แบบหนังสือมอบฉันทะ (แบบ ค.) / Proxy (Form C.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ (Date) \_\_\_\_\_ เดือน (Month) \_\_\_\_\_ พ.ศ.(Year)

(1) ข้าพเจ้า (I/We) \_\_\_\_\_ สัญชาติ (Nationality) \_\_\_\_\_  
อยู่บ้านเลขที่ (Address) \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As The Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อมารินท์พรินติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

Who is a shareholder(s) of **AMARIN PRINTING AND PUBLISHING PUBLIC COMPANY LIMITED**

โดยถือหุ้นจำนวนทั้งสิ้น รวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes as follows.

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ / Hereby appoint (ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 3 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้น  
ที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระก็ได้ โดยกาเครื่องหมายหน้าชื่อ  
กรรมการอิสระ ที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 3 proxies and only one of them shall represent him/her to attend the Meeting.  
Shareholder may appoint Independent Directors of the Company by indicating    / in the boxes in front of their names listed below.)

นายสมชาย ภคภาสน์วิวัฒน์ / Mr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 71 ปี / Years  
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจุลดิศ ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200  
Resident at Room 1104 fl.11, Juldis River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200

หรือ/or  นายอำพล รวยฟูพันธ์ / Mr.Ampon Ruayfupant กรรมการอิสระ / Independent Director อายุ / Age 47 ปี / Years  
อยู่บ้านเลขที่ 1 ถนนบางขุนเทียน แขวงบางบอน เขตบางบอน กรุงเทพมหานคร 10150  
Resident at 1 Bangkhunthien Road Bangbon Bangkok 10150

หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

หรือ/or  ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี/year  
อยู่บ้านเลขที่ / Resident at \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 2/2560 ในวันที่ 7  
สิงหาคม 2560 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึงเลื่อน  
ไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's  
Extraordinay General Meeting No.2/2017 to be held on August 7, 2017 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk  
Road,Bangkok. or such other date, time and place as the Meeting may be adjourned.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย

Please bring this proxy to show at the registration desk even shareholders who attend the meeting in person.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
We authorize the Proxy to attend and vote in this Meeting as follows.
- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้/authorize the Proxy to vote equal to the total number of the shares held.
  - มอบฉันทะบางส่วน คือ / authorize in partial as follows.
    - หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and having the right to vote equal to votes
    - หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and having the right to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด (Total Voting) \_\_\_\_\_ เสียง (votes)

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we authorize the Proxy to vote on my/our behalf as follows.

**วาระที่ 1** พิจารณารับรองรายงานประชุมสามัญผู้ถือหุ้นประจำปี 2560 เมื่อวันที่ 28 เมษายน 2560

**Agenda No.1** To consider and adopt the Minutes of the 2017 Annual General Meeting of Shareholders dated April 28, 2017.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
  - เห็นด้วย / Agree
  - ไม่เห็นด้วย / Disagree
  - งดออกเสียง / Abstain

**วาระที่ 2** พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 839,999,730 บาท จากทุนจดทะเบียนจำนวน 419,999,865 บาท เป็นทุนจดทะเบียนจำนวน 1,259,999,595 บาท โดยการออกหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 839,999,730 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

**Agenda No.2** To consider and approve the increase of the Company's registered capital by 839,999,730, from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
  - เห็นด้วย / Agree
  - ไม่เห็นด้วย / Disagree
  - งดออกเสียง / Abstain

**วาระที่ 3** พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

**Agenda No.3** To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
  - เห็นด้วย / Agree
  - ไม่เห็นด้วย / Disagree
  - งดออกเสียง / Abstain

**วาระที่ 4** พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 839,999,730 หุ้น

**Agenda No. 4** To consider and approve the allocation of the newly issued ordinary shares of the Company by 839,999,730.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
  - เห็นด้วย / Agree
  - ไม่เห็นด้วย / Disagree
  - งดออกเสียง / Abstain

**วาระที่ 5** พิจารณาอนุมัติการแก้ไขวัตถุประสงค์ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 ของบริษัท โดยเพิ่มวัตถุประสงค์ของบริษัทอีก 4 ข้อ เป็นข้อที่ 54 – 57 ดังนี้

- ข้อ 54. ประกอบกิจการจัดพิมพ์ ผลิตแบบเรียน หนังสือ สิ่งพิมพ์ สื่อการเรียนการสอน รวมถึงอุปกรณ์ที่ใช้ในการศึกษาทุกประเภท
- ข้อ 55. ประกอบธุรกิจพาณิชย์อิเล็กทรอนิกส์
- ข้อ 56. ประกอบธุรกิจเพื่อให้บริการพัฒนา การเป็นที่ปรึกษา และให้คำแนะนำแก่ผู้ประกอบการทั่วไปในการวางระบบพาณิชย์อิเล็กทรอนิกส์
- ข้อ 57. ประกอบธุรกิจบริการรับชำระเงินทางอิเล็กทรอนิกส์

**Agenda No. 5 To consider and approve the additional 4 objectives and amendment to Article 3 of the Company's Memorandum of Association.**

**Clause 54 To engage in the of printing business, book, textbook, instructional materials and other types of learning tools.**

**Clause 55 To engage in the business of electronic commercial.**

**Clause 56 To engage in the business of advisor for electronic commercial.**

**Clause 57 To engage in the business of electronic payment.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

เห็นด้วย / Agree

ไม่เห็นด้วย / Disagree

งดออกเสียง / Abstain

วาระที่ 6

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

**Agenda No.6 To consider other matters (if any).**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

เห็นด้วย / Agree

ไม่เห็นด้วย / Disagree

งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น/ Voting by the Proxy in any agenda tat is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.
- (6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ/ Other statements or evidences (if any) of the Proxy
- (7) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In case I/we have not specified my/our voting in any agenda or not clearly specified or in case 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 shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (8) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ/ Any act(s) performed by the Proxy in this Meeting, except such vote(s) that is(are)not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor

( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy

( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy

( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy

( )



**หมายเหตุ / Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น / Proxy Form C. is used only in case the shareholder's name appeared on the registration book is a foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Documents required are
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียนเป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน/ Evidence stating authorization from the shareholder to the Custodian to sign the Proxy Form on behalf of him/her
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน / Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล / In the agenda of the election of directors, Shareholder or the Proxy may vote for either all directors or each individual director.
5. ในกรณีที่มียวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ / In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental proxy form C.
6. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้ส่วนเสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6) / If there is any rule or regulation requiring the Proxy to make any statement or provide any evidence, such as the case that the Proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may declare or provide relevant evidence by specifying in Clause (6)



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. / Supplemental Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อมารินท์ปริ้นติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

As the Proxy to act on behalf of the shareholder of **Amarin Printing And Publishing Public Company Limited.**

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2560 ในวันที่ 7 สิงหาคม 2560 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย/ in the Shareholder's Extraordinary General Meeting No.2/2017 to be held on August 7, 2017 at 14.00Hrs at the Convention Hall Executive Building on 378 Chaiyapruk Road, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree       ไม่เห็นด้วย / Disagree       งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

We hereby certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( \_\_\_\_\_ )  
วันที่ / Date \_\_\_\_\_

ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )  
วันที่ / Date \_\_\_\_\_

ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )  
วันที่ / Date \_\_\_\_\_

ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )  
วันที่ / Date \_\_\_\_\_



**Data independent of proxies of shareholders.**

**Mr.Somchai Phagaphasvivat**

**Age 71 Years**

<b>Date of Birth</b>	January 1, 1946
<b>Address</b>	Room 1104 Floor 11, Juladis River Mansion, Watsamphraya Bangkok Thailand 10200
<b>Nationality</b>	Thai
<b>Position</b>	Chairman of Audit Committee and Independent Director
<b>Start Year as a director</b>	1993
<b>Education</b>	Doctorado de Estado, Facultad de Ciencia Politica, Universidad Complutense de Madrid, Spain Diplome d'Etudes Superieures (Economic Integration), Universite de Nancy France Licenciatura, Facultad de Ciencia Politica y Economica, Universidad Complutense de Madrid, Spain Bachelor of Arts, Chulalongkorn University
<b>Training Director Position</b>	DPA, Thai Institute of Directors Association
<b>Work Experience</b>	2013 - Present Chairman of Audit Committee Amarin Printing & Publishing Public Company Limited. 1996 – 2013 Member of Audit Committee Amarin Printing & Publishing Public Company Limited. 1996 – Present Independent Director Amarin Printing & Publishing Public Company Limited. 2007 – Present Independent Director and Chairman of Audit Committee Lee Feed Mill Public Company Limited. 2013 – Present Chairman SEAFCO Public Company Limited. 2006 – 2013 Chairman of Audit Committee SEAFCO Public Company Limited. 2006 – Present Independent Director SEAFCO Public Company Limited. 2007 – Present Director and Chairman of Audit Committee The Krungthep Thanakom Company Limited 2007 – Present Director and Chairman of Audit Committee Thai Hua Rubber Public Company Limited

2015 – Present Director  
Supalai Public Company Limited

2010 – 2011 Independent Director and Member of Audit Committee  
Siam City Bank Public Company Limited

**Shares** -None-

**Prohibited Qualification** No history of criminal offenses  
No history of transactions that may be a conflict of interest with the Company

**Time in Committee** 25 Years

**The Stakeholders in this meeting** None

**More information about the relationship.**

Relationship in the Company	Status / Explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	<b>None</b>
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	<b>No</b>
3. Committee to participate in the management of employee or consultant who has been a regular salary.	<b>No</b>
4. Is a professional service provider. (Such as auditors or legal counsel	<b>No</b>
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	<b>No</b>

(\*) 1. Business competition includes other companies and businesses where the directors/active executives have majority of the revenue. (More than 50 percent of total revenue of the company/other business) from running competing or similar business.

2. A significantly related business includes other companies and businesses whose directors/active directors are also the Customer/Supplier/Trade accounts receivable or Trade accounts payable etc. The significance of the related business is considered based on the amount of the purchase/sale/rent of all products and services during the previous year of the company and its business. management positions as Customer / Supplier / Trade accounts receivable or payable,

**Note.**

- : Board of Directors meeting of the year 2017, 5 / 5 times.
- : Attend the Annual General Meeting of Shareholders 2017, 1 / 1 time.
- : Attend the Extraordinary General Meeting of Shareholders No.1/2017, 1 / 1 time.
- : Board of Audit Committee meeting year 2017, 6 / 6 times.



**Data independent of proxies of shareholders. (Next)**

**Mr. Ampon Ruayfupant**

**Age 47 years**

<b>Date of Birth</b>	December 13, 1969
<b>Address</b>	1 Bangkhunthien, Bangbon, Bangkok 10150
<b>Nationality</b>	Thai
<b>Position</b>	Member of Audit Committee and Independent Director
<b>Education</b>	Master of Business - Finance From: Cornell University
<b>Work Experience</b>	2013 – Present Independent Director and Member of Audit Committee Amarin Printing and Publishing Public Company Limited
	2010 – Present Independent Director and Member of Audit Committee Chiangmai frozen foods Public Company Limited
	2010 – Present Executive Director Pilot Knit Sport Wear Company Limited
	Present Director Mahachai Thai Foods Company Limited
	Present Director, Y.U.D Holding Company Limited
	Present Director, Y.U.D Textile Company Limited
	Present Director, M.T.F. Marketing Company Limited
	Present Director, Bangkok Label Company Limited
	Present Director, Hi Tech Embroidery Company Limited
	Present Partner, Yongudomkarntho Partnership
	Present Director Rising Corporation Company Limited
	Present Director Fasamut View Company Limited
<b>Shareholding in the company</b>	32,247 shares
<b>Prohibited qualification</b>	No history of criminal offenses regarding fraudulent acquisition of assets No history of conflict of interest transactions in the past year
<b>Time in Committee</b>	5 Years
<b>The Stakeholders in this meeting</b>	None

**More information about the relationship**

<b>Relationship in the Company</b>	<b>Status / Explanation</b>
1. Share holding in the Company 1.1 Number of shares 1.2 Ratio of shares with voting rights	<b>32,247 shares</b> <b>0.0147%</b>
2. Is a close relative to executive director(s) and/or major shareholders of the company or its subsidiary	<b>No</b>
3. Is a director involved in management, an employee, contractor or consultant receiving regular salary	<b>No</b>
4. Is a professional service provider (Such as an auditor or legal advisor)	<b>No</b>
5. Has business relationship (such as buying/selling of raw materials /products/services; lending or borrowing money to/from the Company)	<b>No</b>

(\*) 1. Business competition includes other companies and businesses where the directors/active executives have majority of the revenue. (More than 50 percent of total revenue of the company/other business) from running competing or similar business.

2. A significantly related business includes other companies and businesses whose directors/active directors are also the Customer/Supplier/Trade accounts receivable or Trade accounts payable etc. The significance of the related business is considered based on the amount of the purchase/sale/rent of all products and services during the previous year of the company and its business. management positions as Customer / Supplier / Trade accounts receivable or payable,

**Note.**

- : Board of Directors meeting of the year 2017, 5 / 5 times.
- : Attend the Annual General Meeting of Shareholders 2017, 1 / 1 time.
- : Attend the Extraordinary General Meeting of Shareholders No.1/2017, 1 / 1 time.
- : Board of Audit Committee meeting year 2017, 5 / 6 times.

**Documents and evidences that the participants will be required prior to the conference**

**Conditions / How to register, attend the meeting by proxy, and vote.**

To build a confidence for the shareholders, investors and all relevant parties and to clarify shareholder conference with righteous and beneficial to the shareholders; therefore, the company decided to review documents or proof of a shareholder or a representative of the shareholders entitled to attend the meeting to the shareholders or representatives of shareholders. The Company reserves the right to file a waiver of documentation or proof of a shareholder or a representative of the shareholders entitled to attend the meeting. After the conference started due to the schedule in the notice, the company reserves the right to refrain from voting for the agenda which is already considered and announced the votes. The shareholders can vote only remaining term.

**Documents and evidence that the participants will be required prior to the meeting : Shareholders who are Thai nationality.**

**Attending the conference him/herself:**

- Show I.D which the government issued that has not expired, such as identity card, official card, or passport.

**Appoint proxies to attend the meeting. :**

- Proxy (In the form attached with invitation), which is complete and accurate, with grantor signature, and 20 Baht stamp.
- A copy of the document issued by the Government of shareholders and not expired. Such as identity card, official card, or passport with the duly signed by
- A copy of the document issued by the Government of Proxies, and has not expired; Such as, identity card, official card, or passport with the duly signed by

**Shareholders who are legal entities registered in Thailand**

**If authorized person on behalf of corporate entity attend the conference him/herself.**

- A copy of the document issued by the Government of the corporate entity which has not expired, such as, identity card, official card, or passport with the duly signed by
- Certificate of Company Registration of the shareholders. The certified true copy by the corporate entity, and the text shows that the corporate entity, the participant is authorized to act on behalf of a corporate shareholder.

**Appoint proxies to attend the meeting. :**

- Proxy (In the form attached with invitation), which is complete and accurate, and signed by a person authorized to sign on behalf of the entity specified in the proxy issued by the Ministry of Commerce with the corporate seal (if any).
- A copy of Company Registration of shareholders who have been certified by the corporate entity, and the text shows that the corporate entity that signed the proxy form, authorized to act on behalf of the shareholders.
- A copy of the document issued by the government to corporate entity, and has not expired, such as, identity card, official card, or passport with the duly signed by

- A copy of the document issued by the government to Proxies, and has not expired, such as, identity card, official card, or passport with the duly signed by.

**Shareholders who are not a Thai national or a corporate entity established under foreign law.**

Please have your documents and documents as the same as individual or ,legal entities case, use the following documents.

- Copy of shareholders Passport or a juristic person or by proxy with the duly signed.
- A copy of the entity that issued by the Government of the entity is located. It requires a detailed legal entity authorized to bind the entity and the conditions or restrictions on the sign.
- The original documents which are not in English must be translated in English and attach with the legal representative of the individuals personality and authentication of the translation.

**Shareholders who are investing abroad and appointed as custodian (Custodian) in Thailand as the depositary shares and care.**

- Same documents as the legal entity
- Power of attorney from the shareholder to custodian who signed the proxy.
- Confirmation that the custodian as the signer in the proxy statement authorized business as custodian.

**How to proxy**

The company has sent a proxy statement Form A- Form B - Form C according to the Department of Business Development, Ministry of Commerce has set.The proxy form is clear and obvious, so the shareholders who can not attend the compay shareholders conference can appoint their own by doing the following.

- (1) Shareholders who can not attend the meeting on their own. Can consider whether to appoint a person or to appoint directors. Any one of independent details. Attached to the proxy. The shareholder may specify a proxy for income rather than a flexible If any proxy next mission could not attend the meeting. Other proxies can attend instead.
- (2) Attach 20 Baht stamp Crossed with a date of the proxy statement. To make accurate and legally binding.The Company. Is convenient to close the duty whip Tom Camp for proxies that have registered to attend the meeting.
- (3) Sent back to the proxy. "Office of President" within days of July 31, 2017 before 12.00 Hrs to company officials.Check in time is the start of the document.

The shareholder can hold many shares, but can not split the number of shares to proxy, so the proxies are able to cast more votes.

The Company provides Proxy Form A (Proxy, Common, uncomplicated one), and C.(Proxy only if the shareholders are foreign investors and appointed custodian in Thailand to be the depositary shares and care.) The shareholders can print information from the company's website. [www.amarin.com](http://www.amarin.com)

**Conference Registration**

The company will begin the shareholder registration approximately an hour and a half before the meeting is started, or from 12.00 Hrs August 7, 2017 onwards. The conference will be taking place at Convention Hall, Executive Building, Amarin Printing & Publishing Public Company Limited, 378, Chaipayruek Road, Taling Chan, Taling Chan, Bangkok. The map of the conference is attached herewith

### **Shareholder Conference Voting**

Balloting the vote on each agenda item is done by hand, in disclosing display. One person is one vote. The shareholders will be excluded from proxy vote which are agree, disagree, or vote for abstain, as many votes

(1) In the case of proxy voting. The proxy must vote as the proxy specified in the proxy only If the proxy does not specify the purpose of voting on proxy Or not clearly defined. The proxy is entitled to consider and vote instead

(2) Resolution of the shareholders' meeting must include the following vote.

- In common case, the conference decision is based on a majority votes of the meeting.
- Other cases which have laws or regulations, the chairman of the meeting will notify shareholders at the meeting acknowledged before the vote on each agenda item above.

(3) If an equality of votes take place, the chairman shall have an additional one vote separately as a casting vote.

(4) Shareholders or proxies which have special interests in particular is prohibited from voting on such matter. And, the Chairman of the meeting may ask the shareholders or proxies to temporarily leave the meeting, unless voting for the election of directors.



**Company regulations concerning the shareholder conference.**

Article 45. Board of Directors must provide the shareholders an annual general conference within four months after the end of its fiscal year. Meeting of shareholders other than the above, then called the special meeting.

The Committee may call shareholders for special meeting whenever it deemed appropriate, or the combined shareholders equity of not less than one-fifth of the total number of issued shares, or shareholders not less than twenty-five people, whose share in aggregate not less than one-tenth of the total number of issued shares. The shareholders can make a written request to the Board of Directors request a special meeting of shareholders at any time. But shareholders must specify the reasons for asking for a meeting in the requesting letter. In this case, the Board of Directors shall organize the shareholders' meeting within one month from the date receiving requesting letter.

Article 46. In a shareholders' conference, the Committee will organize conference invitation notice specified meeting place, date, time, agenda and the matters to be proposed at the conference, with appropriate details. Also, the notice has to distribute to the shareholders and the registrar not less than seven days before the meeting. Moreover, Meeting notices should be print and advertise in the newspaper everyday for three days before the conference.

Article 47. The shareholders conference must have shareholders and proxies from the shareholders (if any) presence of not less than twenty-five people, or not less than half of all shareholders. Also. The shareholders conference must have shares in aggregate not less than one-third of the total issued shares to constitute a quorum.

If the shareholder conference is pass the starting time to one hour, and the conference is quorum insufficient, in the case that the conference was called because the shareholders requested, the meeting will be extinguished. However, If it because the shareholders request a conference, and submit the notice of conference to shareholders not less than seven days before the conference, the conference is not mandatory to have a quorum.

At the meeting of shareholders, the President shall preside at the meeting. If the Chairman is not present at the meeting or is unable to perform his/her duties, The Vice-Chairman shall preside. If no Vice-Chairman, or Deputy Chairman is unable to perform his duties. The meeting will set the election of a shareholder who attended the meeting, to be presided over the meeting.

Article 48. The resolution of the shareholders' conference shall consist of the following votes.

(1) A decision shall be made by voting. No matter voting will be done, one share is equal to one, unless the company has issued preference shares and shall have the right to vote less than ordinary.

(2) In normal case, the conference except a majority vote of shareholders attending the meeting. If there is an equality of votes, the chairman of the meeting shall vote as an additional vote.

(3) In the following case, a vote must not be less than three-fourths of the shareholders votes who entitled to vote attending the conference.

- (a) Sale or transfer all business, or some of the key to others.
- (b) Purchasing or acquiring other companies, or private companies to the company.
- (c) The amendment or termination of a contract relating to the company lease, or essential part.
- (d) The assignment to someone else to manage the business or merge with others, due to sharing profit and loss.

- (e) The increase or decrease the capital of the company.
- (f) Bond.
- (g) The merger or dissolution.

Article 49. Minimum Transactions for an annual general meeting.

- (1) Acknowledge the committee's report represents the activities of the Company during the past year.
- (2) To approve the balance sheet and profit and loss account.
- (3) Approve the appropriation of profit.
- (4) Elect directors who retire by rotation.
- (5) Appoint the auditor and the amount of audit fees.
- (6) Other parties.

Article 50. The company must submit the shareholders accounts in the annual general conference, stating the name, nationality, number of shares held, and certificate number to the Registrar within one month from the date of completion of the conference.

**Notification of intention to use the van**  
**Extraordinary General Meeting of Shareholders No.2/2017**  
**Amarin Printing and Publishing Public Company Limited**

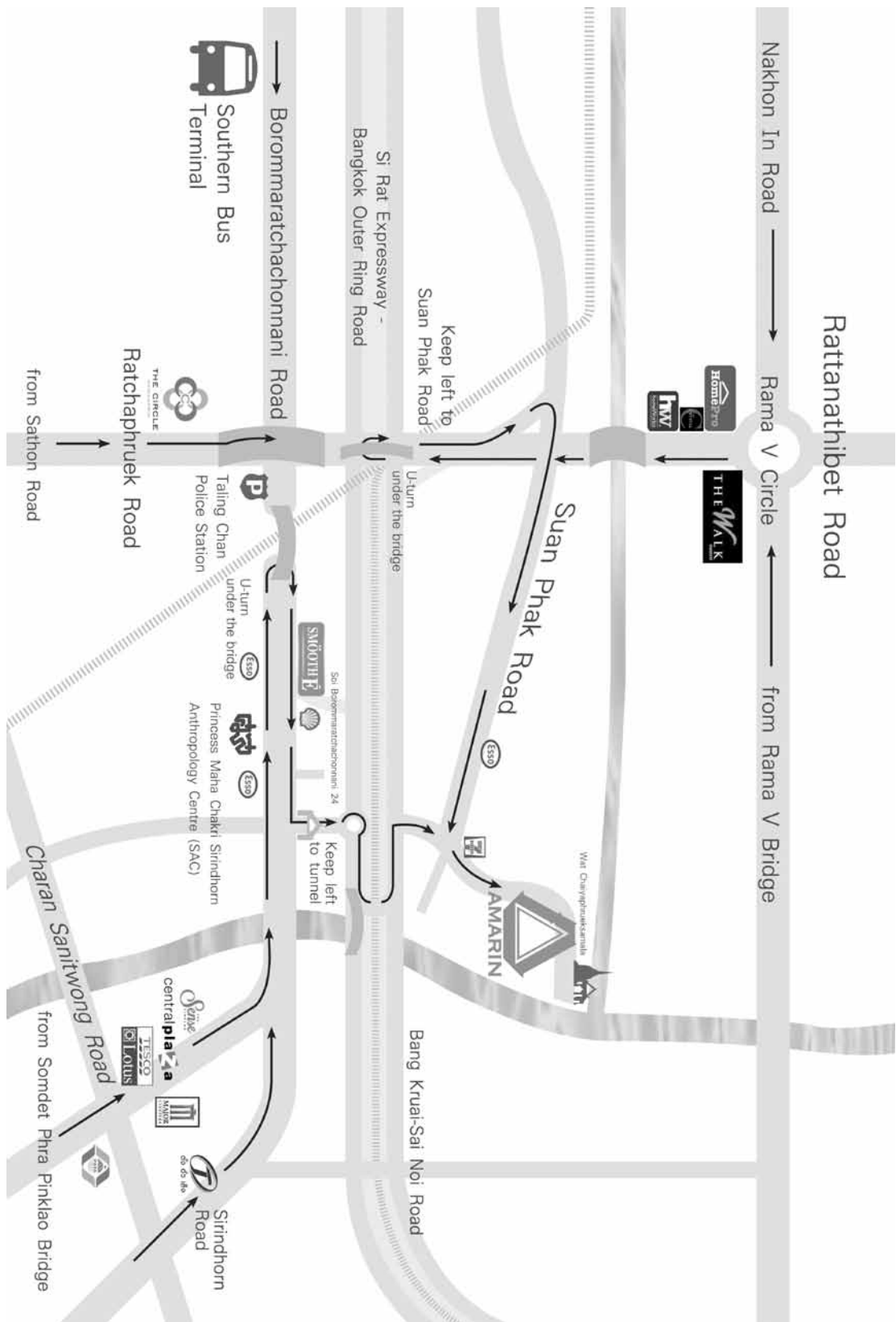
I/We \_\_\_\_\_

Mobile No. \_\_\_\_\_

Address \_\_\_\_\_

**Remark :**

1. The shareholders can submit your request using a van service to the Company on or before August 2, 2017 at [ir@amarin.co.th](mailto:ir@amarin.co.th). or fax 0-2423-9900 ext. 6800.
2. Detailed vans for the shareholders. The departure of Bang Wa BTS Station at 12.30 Hrs. and will be in touch with the officials of the company to the shareholders on August 3, 2017 at 12:00 Hrs. by telephone before the shareholders listed above. The officers of the Company to inform parking spot to shareholders.
3. In case the appointed time of 12.30 Hrs. on August 7, 2017. The Company reserves the right to consider leaving as scheduled. The other benefit of the shareholders to be able to attend the meeting as scheduled.
4. The Company reserves the right to the shareholders to express their intention before.
5. In the event that the shareholders have expressed the intention. I have been contacted by 2., please contact the Company on or before August 3, 2017 to preserve the rights of the shareholders have expressed it clearly. Contact by Phone at 0-2423-9900 ext. 6806, 6817.



Map

Amarin Printing & Publishing Public Company Limited

No. 378 Chaiyaphruk Road, Taling Chan, Taling Chan, Bangkok Tel. 0-2422-9999

Convention Hall, Executive Building.