

**Minutes of the 2020 Annual General Meeting of Shareholders**

**of**

**Amarin Printing and Publishing Public Company Limited**

**Held on July 10, 2020 at 10:00 a.m.**

**at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited,  
No. 378 Chaipruek Road, Taling-Chan Sub-District, Taling-Chan District, Bangkok**

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The Meeting was held on July 10, 2020 at 10:00 a.m. at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, No. 378 Chaipruek Road, Taling-Chan Sub-District, Taling-Chan District, Bangkok. The Meeting was chaired by Chairperson of the Board, Mrs. Metta Utakapan (the “**Chairperson**”). At the time the Meeting started, there were 19 shareholders who attended the Meeting in person accounting for 180,871,018 shares and by 14 proxy holders accounting for 640,544,507 shares. Therefore, the total number of shareholders present in the Meeting was 33, collectively accounting for 821,415,525 shares, or an equivalent to 82.28% of the total issued shares, thus constituting a quorum. The Chairperson made an opening speech to commence the Meeting and assigned Mr. Chantachat Dhanesnitaya, Company Secretary, to introduce the Company’s directors, executives and other meeting participants.

**Directors presenting the Meeting:**

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| 1. Mrs. Metta Utakapan                     | Chairperson of the Board and<br>Member of the Corporate Governance Committee   |
| 2. Assoc. Prof. Dr. Somchai Phagaphasvivat | Chairman of the Audit Committee,<br>Independent Director and Member of the<br>Sustainability and Risk Management Committee   |
| 3. Mr. Thapana Sirivadhanabhakdi           | Vice Chairperson,<br>Chairman of the Executive Committee   |
| 4. Prof. Dr. Nantawat Boramanand           | Chairman of the Sustainability and<br>Risk Management Committee, Independent<br>Director and Member of the Audit Committee   |
| 5. Mr. Suwit Chindasanguan                 | Chairman of the Corporate Governance<br>Committee, Independent Director, Member of the<br>Nomination and Remuneration Committee and<br>Member of the Audit Committee |
| 6. Mr. Pramoad Phornprapha                 | Chairman of the Nomination and Remuneration<br>Committee, Independent Director and Member<br>of the Corporate Governance Committee                                   |

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|--------------------------------------|--|
| 7. Mr. Nararat Limnararat            | Vice Chairman of Executive Committee, Director,<br>Member of the Nomination and Remuneration<br>Committee and Member of the Corporate<br>Governance Committee                            |
| 8. Mr. Khumpol Poonsonee             | Director, Executive Director<br>Member of the Sustainability and<br>Risk Management Committee  |
| 9. Flg.Off. Kamolnai Chaixanien      | Director and Executive Director  |
| 10. Mrs. Rarin Utakapan Punjarungroj | Director, Member of the Sustainability and<br>Risk Management Committee, Executive Director,<br>Member of the Nomination and Remuneration<br>Committee and Group Chief Executive Officer |
| 11. Mr. Cheewapat Nathalang          | Director, Executive Director,<br>Deputy Group CEO of AMARIN and<br>CEO of Amarin Omniverse Co., Ltd.   |

**Absent Director:**

|                           |          |
|---------------------------|----------|
| Mr. Chokchai Punjarungroj | Director |
|---------------------------|----------|

As of the Meeting date, the Board of Directors of the Company was comprised of 12 directors and there were 11 directors attending the Meeting. The percentage of the directors attending the Meeting was 91.67%.

**Other management members and persons attending the Meeting:**

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|--------------------------------|---|
| 1. Mr. Siri Bunpitukgate       | Executive Director, CFO of AMARIN and<br>CEO of Amarin Television Co., Ltd. |
| 2. Mr. Jeramiah Pitakwong      | Executive Director and Managing Director of<br>Living Media                 |
| 3. Mr. Chantachat Dhanesnitaya | Company Secretary and Financial Controller                                  |
| 4. Ms. Tanaree Pimparu         | Account and Finance Director  |
| 5. Ms. Nittaya Chetchotiros    | Auditor, Representative from KPMG Phoomchai<br>Audit Ltd.                   |
| 6. Ms. Sasithorn Pongadisak    | Auditor, Representative from KPMG Phoomchai<br>Audit Ltd.                   |
| 7. Mr. Neramit Trongpromsuk    | Legal Advisor, Representative from DN36 Limited                             |
| 8. Ms. Natcha Srisupornvichai  | Legal Advisor, Representative from DN36 Limited                             |

Prior to commencement of the Meeting, Mr. Chantachat Dhanesnitaya, Company Secretary 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 December 3, 2019 until February 3, 2020. However, upon expiration of such designated period, no suggestion on agenda or candidates was submitted.

Mr. Chantachat Dhanesnitaya, Company Secretary further explained the Meeting certain key guidelines on conducting the meeting voting and counting as follows:

- For voting purposes, 1 share would equal 1 vote
- Before casting votes on any agenda, the Meeting Facilitator would provide opportunities for shareholders who wish to vote for disapproval or to abstain. If there was no such votes it would be considered as unanimously approved.
- If any shareholder wished to vote for disapproval or to abstain from voting, such shareholder would mark under 'disapproval' or 'abstention' on his or her ballot and raise his or her hand to signify for the staff to collect the relevant ballot for the purpose of vote counting. A shareholder who votes for approval shall return the ballots to the staff after the meeting has finished for the purpose of transparency of vote counting.
- With respect to the vote counting on each agenda item, the Company would count the votes cast by the shareholders attending the Meeting in person and the shareholders who have appointed a proxy and cast their votes in advance in the Proxy Form B or C submitted at the registration of the Meeting. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda.
- The vote counting would be conducted in three ways, according to each agenda item, as follows:
  1. Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 6 would be passed by a simple majority of the total number of votes of the shareholders who attended the meeting and cast their votes by which the Company would calculate only the approval and disapproval votes as the calculation base (excluding abstention vote);
  2. Agenda 7 should be passed by an affirmative resolution of not less than two-third of the total number of votes of the shareholders attending the meeting and entitling to vote by which all approval, disapproval and abstention votes would be counted as the calculation base;

For Agenda 2, no votes would be required as the purpose of the agenda was to acknowledge the operational results of the Company.

**Any votes casted in the following manner shall be considered voided:**

1. A ballot that was filled with more than one mark in the spaces provided, except in the case of a custodian;
  2. A ballot with votes that had been crossed out with no signature; and
  3. A ballot that was cast with votes exceeding the number of voting rights to which the shareholder was entitled.
- In order to prevent the Meeting from waiting for the results of the vote counting of the agenda item under discussion, it was proposed that the Meeting continued discussing the next agenda item without waiting for the result, and after such next agenda item was concluded, the Company would inform the Meeting of the voting result of the preceding agenda.
  - Prior to the voting on each agenda, the Chairperson would give shareholders an opportunity to raise questions and express their opinions concerning such agenda items as the Chairperson deems appropriate. The shareholders or proxies wishing to raise questions or express their opinions shall declare their full name to the Meeting each time before asking any question or expressing any opinion for the purpose of the recording of the Minutes.
  - In the case where shareholders present after the Meeting had proposed, shall have an opportunity to cast their votes on the current and remaining agendas.

**Expressing Opinions and Asking Questions**

1. To reduce the risk of pandemic of the COVID-19 through the use of shared microphone, a shareholder or proxy who wish to express any opinion or ask any question in each agenda would be asked to write down the opinion or question in the paper that provided by the Company. In this regard, the shareholder was requested to inform of his/her name and surname, and specify whether he/she was a shareholder attending the Meeting in person or by proxy, and raise his/her hand to submit the paper to the Company's staff.
2. The Company reserves the rights to select submitted question from shareholder which is not redundant to concise and adjourn the Meeting within specified time. If there is any further query, the Company will disclose the answer together with the Minutes of this meeting via the Company's website.

Prior to commencement of the Meeting, the Chairperson asked for three volunteers from meeting participants to act as vote-counting inspectors in order to ensure transparency in conducting the Meeting and counting of votes. There were 3 representatives volunteered which were 1) Ms. Amporn Suebphongdej 2) Ms. Monthita Limsupchareon and 3) Ms. Juthamas Namkum to observe the vote counting together with Ms. Natcha Srisuponvichai, Legal Advisor, Representative from DN36 Limited.

After detailed information was fully explained, Chairperson assigned Mr. Charnwit Chantalertwittaya as the Meeting Facilitator (the “**Meeting Facilitator**”) to proceed according to the following agenda:

**Agenda 1: To consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019**

The Meeting Facilitator informed the Meeting that the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019, was published on the Company’s website via [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 2019 Annual General Meeting of Shareholders held on April 29, 2019, to have been accurately recorded and that it should be proposed to the Meeting for final consideration and approval.”

The Meeting Facilitator allowed the shareholders to raise their questions on this presented agenda.

Mr. Sakchai Sakulsrimontri, a shareholder attending the Meeting in person, inquired about the expense for Digital Television License.

Mr. Siri Bunpitukgate explained to the shareholders that in 2019, the National Council for Peace and Order (“NCPO”) (at the time) has issued a solution to support the Digital Television Business by waiving the payment of the 5<sup>th</sup> and 6th installation license fee, such exemption has benefited the Company’s expenses approximately Baht 700 million and Amarin Television Company Limited (“AMTV”) had an outstanding license fee of Baht 250 million but has already been paid. Therefore, currently AMTV has no obligation to pay any license fee to the National Broadcasting and Telecommunication Commission (NBTC).

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to consider the matters. Before casting the votes, the Meeting Facilitator informed the Meeting that this agenda would be adopted by only with the simply majority votes of shareholders attending and cast their votes.

**Upon due consideration**, the Meeting resolved to approve the Minutes of the 2019 Annual General Meeting of Shareholders with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,364,488  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 0            | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,364,488  | 100.0000          |

*Note: There were 8 shareholders holding 2,948,963 shares in total additionally attending the Meeting subsequent to the commencement of the Meeting.*

**Agenda 2: To consider and acknowledge the operating results for the 2019 fiscal year, the 2019 Annual Report and the 2020 Business Plan**

The Chairperson explained to the Meeting that in 2019 the Company continuously developed the operation of the integrated media business and maintained the quality of such. Despite the external factors had impact on the Company business and its subsidiaries but regarding to the development and expansion of our business resulting in the growth of Company's operation results significantly.

**Company's Operating Results in 2019**

For the consolidated balance sheet, the Company had total income in an amount of Baht 3,628.46 million, an increase of Baht 270.22 million or 9.01% from 2018. The Company had net profit in an amount of Baht 167.72 million decreased 3.56% from 2019. The earning per share was in an amount of Baht 0.17. In 2018, the Company's recorded profits by equity method on previously held equity interest in related parties prior to change of status to subsidiary in an amount of Baht 58.08 Million Therefore, the profits excluding from such transaction, in the year 2019, the Company and its subsidiaries have increased net profit by Baht 51.90 million or 44.81%

**Company's Operation in 2019**

The important developments of the Company's businesses during the previous year were as follows:

**Printing:** The production line had been continuously improved and launched the packaging printing service.

**Media:** Improvements were made in terms of number and frequency of magazine published and sale for responding to customer's needs. In 2019, 8 magazines were published.

**Pocketbooks:** In 2019, there were 302 new covers published.

**Media Commerce:** To various the products sale platform additional from Naiin Store, the Company has developed the E-Marketplace platform named “AMVATA.com”.

In addition, the Company had organized 2 new additional fairs which were 1) Healthy in Trends by Cheewajit and 2) International Novel Festival. In 2019, 16 fairs were held.

For the previous year, the program and content of Company’s Digital Television Business has been improved continuously and also received a good response from the audiences which made AMARIN HD TV ranked in 7<sup>th</sup> of the most popular TV channel in Thailand.

The Company had a good performance in the previous year, all of these were due to the cooperation of all departments including shareholders, directors, executives and all staffs in emphasizing the cost management and concentrating on their works.

In addition, the Company has carried out various project for the benefit of society such as Project to facilitate the acceptance/delivery of donations to disaster victims in Ubon Ratchathani Province, “Phonboon Project” which the buyers can buy wreaths to express condolences and donate books at the same value as the wreath prices to the organization including the “Sending Knowledge, Creating Happiness” project which has been carrying out continuously for 2 years.

The Chairperson thereafter assigned Mrs. Rarin Utakapan Punjarungroj and Mr. Siri Bunpitukgate to report the 2019 operating result and 2020 business plan of the Company and its subsidiaries.

Mr. Siri Bunpitukgate, CFO reported to the Meeting the 2019 operating result as follows:

As for the 2019 consolidated balance sheet of the Company, the Company had total assets of Baht 5,284 million, liabilities of Baht 1,111 million equity of Baht 4,173 million and the debt to equity was 0.27 time. From the past 2 years until now, the Company has no interest-bearing liabilities with any bank.

The Company has income derived from sale and service in an amount of Baht 3,104 million increasing 11% from the previous year. Due to the restructuring of group business operations resulting on the decrease of net profit recorded in separated balance sheet. The Company earned net profit in an amount of Baht 168 million increasing 45% from the previous year and total net profit from operating in an amount of Baht 116 million (Excluding a special profit of Baht 58 million as per the accounting standard from the acquisition of ABOOK’s shares in 2018). In addition, the Company has profit before interest, taxes, depreciation and amortization (EBITDA) or net profit in cash flows approximately Baht 588 million.

Amarin Television Co., Ltd. (“AMTV”) had income derived from sale and service in an amount of Baht 988 million increasing 13% from the previous year 2019 was for the first year that AMTV generated profit in an amount of Baht 76 million increasing 338% from the previous year. AMTV also steadily

increased its popularity started from 0.303 or ranked 9<sup>th</sup> in December 2018, 0.419 or ranked 7<sup>th</sup> in December 2019 and as of June 2020 AMTV was ranked in 4<sup>th</sup> with a rating average at 0.711.

Thereafter, Mrs. Rarin Utakapan Punjarungroj reported the 2020 business plan of the Company to the Meeting that in overall the Company would maintain the OMNI-MEDIA and OMNI-CHANNEL strategy and further expand the sale to link with various media. The business plan of each sector was as follows:

**On Print:** The Company has expanded service by providing a packaging printing service since the end of 2019 and mainly provide 4 services as follows:

- 1) Creaprint or books publishing
- 2) Creapack is a packaging printing service. The Company has received GMP and HACCP license for food grade packaging in order to expand and increase sales margin.
- 3) Creatia is a creative content service such as offline-online content, VDO, E-Book or website to provide the integrated service and approach to customers' need.
- 4) Print on Demand - within Quarter 4 the Company planned to launch application named "Neramit"

The pocketbook business of the Company had increased the number of published book to 400 covers in the previous year. Even though to the Government's lockdown measure to prevent the pandemic of COVID-19 has affected retail store but the demand of books buying was continuing, the Company took this opportunity to publish and increase sales for publisher. The Company also received the rights to produce E-Book and Audio Books to provide various choice for our customers. For "How to" books, the Company planned to create Video Class and community to supplement additional information and interactive with the instructor.

As for Magazine business, currently the Company had maintained market share of 85% of total magazine market by emphasizing at magazines Pre-Order to predict the number of sales and reduce the chance of returning published magazine from retails.

**On Line:** The Company online service is in the form of "Total Online Media Solution" such as Website, Facebook, Video from Amarin's Group. The re-watching is the advantage of online platform and continuously generating income.

**On Ground:** In 2020, the Company originally planned to hold 13 fairs in total but due to the pandemic of COVID-19, in 2<sup>nd</sup> Quarter wasn't available to hold any fair. In the second half of the year, the Company planned to hold 8 more fairs with the concept of "Total Hybrid Fair". To expand the customer base, any retail shops that participate in our exhibition will be an affiliate seller on AMVATA.com and



customers can buy both on website or at the exhibition including the same promotion. In addition, the Company has also developed the QR Code system to facilitate the users and to collect real time data for the benefit of the Company and the shop for improvement of the next fair/exhibition.

**On Shop:** Currently, Naiin bookstore has 142 branches and 536 network shops. In Naiin shop is not selling only books but expanding into related lifestyle products in the store to increase revenue per square meter and provide complete service to the customers. For the second half of the year, The Company will develop website and application Naiin to support new features and provide better service which customers can conveniently approach books through Digital Platform.

Furthermore, the Company planned to hold book fairs at various office building, department store or outer provinces to increase the Company's revenue. Although the books fair was unavailable to hold in the beginning of the year but the Company still generated income by selling book via website and application. However, the income from such sales were still unable to cover the sales normally generated from store. Therefore, the Company is working on organizing more book fairs.

For AMVATA.com, totaling 750 stores divided into 12 categories partnering on website and the Company is carrying forward of the selling on both online and offline platforms to prevent and support any future incidents.

**On Air:** The Company continues to maintain the rating of AMTV at Top 5. Within 2020, AMTV had scheduled for additional of Morning and Midday News program which rating were satisfied resulting on the advertisement costs and new opportunity to create new contents for the audiences. From such satisfied operation result and rating which made AMTV more diverse, increasing sales opportunity and generating income.

The Meeting Facilitator informed the Meeting that the Company has signed the Declaration of Intent to officially join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) and currently on process for the next step.

The Meeting Facilitator allowed the shareholders to raise their questions on this presented agenda.

Mr. Sakchai Sakulsrimontri, a shareholder presents in person, inquired about the increasing of 8 magazines and suggested to update Company's information on [www.set.or.th](http://www.set.or.th).

Mrs. Rarin Utakapan Punjarungroj explained that in 2020 Company's publisher will publish 7 magazines as follow: 1) Praew 2) Sudsupda 3) Praew Wedding 4) Cheewajit 5) Baan lae suan 6) National Geographic and 7) room.

As there were no questions raised by any shareholders, the Meeting Facilitator then informed the Meeting that this agenda did not require the Meeting to vote.

The Meeting acknowledged the Company's 2019 operating results and 2020 business plan as proposed.

**Agenda 3: To consider and approve the Statement of Financial Position as of December 31, 2019, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2019, all of which have been audited by the Company's auditor for the year 2019**

The Meeting Facilitator asked Mr. Siri Bunpitukgate, CFO to present the Statement of Financial Position as of December 31, 2019, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2019 to the Meeting.

Mr. Siri Bunpitukgate, CFO reported to the Meeting that the Statement of Financial Position and the Statement of Comprehensive Income for the year 2019, which had been audited by the auditor and reviewed by the Audit Committee, were properly prepared and accurate. The Company and its subsidiaries earned a net profit of Baht 167,717,335 in the fiscal year 2019. 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:

| (Unit : Million Baht)             | Consolidated Financial Statements |          |                          | Separate Financial Statements |          |                          |
|-----------------------------------|-----------------------------------|----------|--------------------------|-------------------------------|----------|--------------------------|
|                                   | 2018                              | 2019     | % Increase<br>(Decrease) | 2018                          | 2019     | % Increase<br>(Decrease) |
| Statement of financial position   |                                   |          |                          |                               |          |                          |
| <b>Total assets</b>               | 6,167.45                          | 5,284.16 | (14.32%)                 | 6,800.77                      | 6,761.74 | (0.57%)                  |
| <b>Total liabilities</b>          | 2,092.49                          | 1,111.36 | (46.89%)                 | 523.79                        | 430.49   | (17.81%)                 |
| <b>Shareholder's Equity</b>       | 4,074.96                          | 4,172.80 | 2.40%                    | 6,276.98                      | 6,331.26 | 0.86%                    |
| <b>Paid-up Registered Capital</b> | 998.28                            | 998.28   | 0.00%                    | 998.28                        | 998.28   | 0.00%                    |

| (Unit : Million Baht)  | Consolidated Financial Statements |          |                          | Separate Financial Statements |          |                          |
|--|-----------------------------------|----------|--------------------------|-------------------------------|----------|--------------------------|
|  | 2018                              | 2019     | % Increase<br>(Decrease) | 2018                          | 2019     | % Increase<br>(Decrease) |
| <b>Statements of Comprehensive Income</b>  |                                   |          |                          |                               |          |                          |
| Income from Sales and Services   | 2,798.96                          | 3,103.94 | 10.90%                   | 1,689.42                      | 1,639.02 | (2.98%)                  |
| Cost of Goods Sold   | 1,985.91                          | 1,975.77 | (0.51%)                  | 1,181.69                      | 1,173.24 | (0.71%)                  |
| Gross Profits  | 813.05                            | 1,128.17 | 38.76%                   | 507.73                        | 465.77   | (8.26%)                  |
| Other income   |                                   |          |                          |                               |          |                          |
| Gain on previously held equity interest in related parties prior to change of status to subsidiary | 58.08                             | -        | (100.00%)                | -                             | -        | -                        |
| Others   | 141.20                            | 164.52   | 16.52%                   | 58.88                         | 54.29    | (7.80%)                  |
| Net Profit from Operating  | 246.46                            | 205.21   | (16.74%)                 | 216.99                        | 154.38   | (28.85%)                 |
| Finance Costs  | 32.38                             | 8.90     | (72.50%)                 | 7.90                          | 1.90     | (75.90%)                 |
| Net Profit   | 173.90                            | 167.72   | (3.56%)                  | 169.08                        | 124.16   | (26.57%)                 |

Whereby all details were shown Management Discussion and Analysis-MD&A report in Form 56-2 or page number 76-83 of the Company's annual report and page number 176-279 of the Company financial statement disclosed on the websites of the Stock Exchange of Thailand and the Company/ Investor Relations.

Subsequent to that Assoc. Prof. Dr. Somchai Phagaphasvivat, Chairman of the Audit Committee declared to the Meeting that the Audit Committee, having reviewed the Statement of Financial Position, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2019, were of the opinion that such statements had been accurately prepared and therefore proposed that such statements were approved as proposed by the Board of Directors.

The Meeting Facilitator informed the Meeting that for this agenda, an opinion given to the Meeting by the Board of Directors was "The Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income for the year 2019."

The Meeting Facilitator provided opportunities for shareholders to raise questions and concerns regarding the agenda.

Mr. Sakchai Sakulsrimontri, a shareholder presents in person, inquired that what was the kind of assets the long-term investments categorized in and what was the Company's future plan for such asset.

Mr. Siri Bunpitukgate explained that such long-term investment was cash from the Company capital increased and reserved for a digital television license fee but later upon the exemption of the fee therefore the Company invested the cash in Thai Beverage Public Company Limited's debentures at the interest rate of 3.00% per annum and mature on March 22, 2021. After the debentures reach the matured date, the Company will consider for business expansion and seek for the most cost-effective and low risk of investment.

Mr. Sakchai Sakulsrimontri, a shareholder presents in person, raised additional queries about the accrued expense of the License to use frequency and operate TV station and there was a goodwill record in the Company's financial statement would the recording change in the future and how.

Mr. Siri Bunpitukgate explained that as mentioned in Agenda 1 about the license fee exemption for the 5<sup>th</sup> and 6<sup>th</sup> installation resulting on the reduction of liabilities and assets in 2019. In the Company's annual report and page number 244, showing the details of license fee and amortization over the periods specified in the contracts. Therefore, the remaining license fee as of December 31, 2019 was as recorded in the financial statement. At the present, the Company does not have any debts or liabilities with NBTC.

For the goodwill which is the Company's assets, derived from the purchase of shares in Amarin Book Center Company Limited (ABOOK) evaluated pricing by estimating future cash flows but in Accounting Standard the book price will be recorded at the market price of the effective assets of ABOOK which the difference will be recorded as a goodwill and every year the impairment will be considered. If ABOOK's turnover was good, there will be no impact with the value of the said goodwill.

Mr. Nararat Limnararat further explained that the transaction and value of the digital television license specified in the financial statement were booked as a full value of such fee and amortized under the accounting standard. The mentioned license fee was all cleared and no remaining liabilities. For the statements of comprehensive income there will be an amortization of expenses every year with no payment made. Therefore, the Company will have a relatively high net cash flow. Currently, the Company has a cash balance of approximately 1 billion baht, which will be considered for investment opportunities in the future.

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to consider the matters. Before casting the votes, the Meeting Facilitator informed the

Meeting that this agenda would be adopted only with the simple majority votes of shareholders attending and casting their votes.

**After due consideration**, the Meeting resolved to approve the Statement of Financial Position and the Statement of Comprehensive Income for the year 2019 with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,755,393  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 55,700       | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,811,093  | 100.0000          |

*Note: There were 6 shareholders holding 446,605 shares in total additionally attending the Meeting subsequent to the completion of Agenda 1.*

**Agenda 4: To consider and approve the allocation of profits and legal reserves for the year 2019, acknowledge the payment of interim dividend and omission of additional dividend payment for the year 2019**

The Meeting Facilitator informed the Meeting that the according to operational results for the year ended December 31, 2019, the Company has incurred the net profit of Baht 167,717,335 (Consolidated Basis) and Baht 124,157,474 (Separate Basis) with no accumulated loss. Therefore, the Board of Directors has considered and approved to allocate the net profit as a legal reserve of Baht 6,210,000, which is in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 56 of the Company's Articles of Association which define that the Company requires to set aside a statutory reserve at least 5% of its annual net income after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of its registered share capital. The Meeting Facilitator proposed to the Meeting to consider and approve such allocation of profits and legal reserves for the year 2019.

In additional, the Meeting Facilitator proposed the Meeting to acknowledge the interim dividend payment in an amount of Baht 0.12 per share totaling Baht 119,793,790.80 on May 12, 2020 in order to mitigate any impact that may occur to all shareholders due to the postponement of the 2020 AGM and also to acknowledge the omission of annual dividend payment for the year 2019

In making such interim dividend payment, the Company's Board of Directors has taken the operations result of both the Company and its subsidiaries into account which reflects on positive operations result. Therefore, the dividend payment policy has been changed by calculating the dividend payment rate basis on consolidated balance sheet which equal to 71.43% of total profit of the consolidated balance sheet and 96.49% of total profit of the separated balance sheet. The total amount of dividend payment conforms to the current policy to pay the dividend in the amount of not less than 60% of the net profit after corporate income tax.

For this agenda, the opinion given to the Meeting by the Board of Directors was "The Meeting should approve the allocation of net profits and legal reserve for the year 2019 in and amount of Baht 6,210,000.00, and acknowledge the payment of interim dividend made on May 12, 2020 in an amount of Baht 0.12 per share totaling of Baht 119,793,790.80 and the omission of the annual dividend payment for the year 2019 as proposed.

The Meeting Facilitator provided opportunities for shareholders to raise questions and concerns regarding the agenda.

Mr. Sakchai Sakulrimontri, a shareholder presents in person, raised the additional suggestion to rearrange Agenda for the understanding of shareholders as follows: "to approve the allocation of profits and legal reserves for the year 2019, omission of additional dividend payment for the year 2019 and acknowledge the payment of interim dividend"

Mr. Neramit Tronpromsuk, Legal Advisor of the Company informed the Meeting for conformity of understanding that for this Agenda is to consider and approve the allocation of profits and legal reserves for the year 2019, and acknowledge the payment of interim dividend to comply with the law which such interim dividend payment was from the operation result of the year 2019 and omission of additional dividend payment for the year 2019.

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to consider the matters. Before casting the votes, the Meeting Facilitator informed the Meeting that this agenda would be adopted only with the simple majority votes of shareholders attending and casting their votes.

**After due consideration**, the Meeting resolved to approve the allocation of net profits and legal reserve for the year 2019 with the unanimous votes of shareholders attending and casting their votes and acknowledged the interim dividend payment and the omission of the annual dividend payment for the year 2019 as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,821,093  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 0            | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,821,093  | 100.0000          |

*Note: There were 1 shareholders holding 10,000 shares in total additionally attending the Meeting subsequent to the completion of Agenda 3.*

**Agenda 5: To consider and appoint the Company’s auditor and determine remuneration for the year 2020**

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 2020. 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 2020:

1. Ms. Nittaya Chetchotiros                      CPA License No. 4439 and/or  
(has never reviewed or audited and commenting on the Company’s financial statements)
  
2. Ms. Sureerat Thongarunsang              CPA License No. 4409 and/or  
(has never reviewed or audited and commenting on the Company’s financial statements)
  
3. Ms. Sasithorn Pongadisak                  CPA License No. 8802  
(being the person signing for reviewing or auditing and commenting on the Company’s Financial statements for the year 2017 - 2019 totaling 3 years)

One of the three candidates above from KPMG Phoomchai Audit Ltd. would become a selected auditor and be authorized to audit and approve the financial statements of the Company and its subsidiaries. Such proposed candidates had no relation or interest in the Company and its subsidiaries or with the Company’s management, majority shareholders or related person, such proposed candidates therefore would independently audit the financial statements. None of such proposed candidates had executed the Company’s auditor report for 5 consecutive years. Besides, the Audit Committee proposed to determine the auditor remuneration for the year 2020 as follows:

- Quoted audit fees for Amarin Printing and Publishing Public Company Limited: Baht 1,550,000

Pursuant to the Notification of Capital Market Supervisory Board No. Tor Jor 28/2520 dated March 27, 2020, the listed companies, which are unable to hold the AGM to appoint company's auditors due to COVID-19, shall submit the company's financial statements for the first quarter of 2020 reviewed by the auditors in the list of auditors approved by the Office of SEC and appointed by the company's Board of Directors, to the SEC. The Company's Board of Directors No. 1/2563 held on February 26, 2020, has approved to appoint the auditors whose name are appeared above of KPMG Phoomchai Audit Ltd. to review the quarterly financial statement of the Company.

For this agenda, the opinion given to the Meeting by the Board of Directors was "The Meeting should appoint Ms. Nittaya Chetchotiros (CPA License No. 4439) and/or Ms. Sureerat Thongarunsang (CPA License No. 4409) and/or Ms. Sasithorn Pongadisak (CPA License No. 8802) from KPMG Phoomchai Audit Ltd. as the Company's independent auditor for 2020 and determine the annual remuneration as proposed."

The Meeting Facilitator provided opportunities for shareholders to raise questions and concerns regarding the agenda.

Mr. Sakchai Sakulsrimontri, a shareholder presents in person, inquired about the notes of Transfer Pricing Study Service in an amount of Baht 550,000 paid for KPMG Phoomchai Tax Company Ltd.

Mr. Siri Bunpitukgate explained that such service fee was for the preparation of the documents accompanying the determination of the transfer pricing which covers the study of the Company/transaction being the Benchmarking Study for preparing to comply with the law. The Company appointed KPMG Phoomchai Tax Ltd. which in the group of KPMG Phoomchai Audit Ltd. and such service fee was excluded from the audits fee for the year 2020.

Mr. Nararat Limnararat further explained that according to the law appointment of the Company's auditor and determination remuneration for the fiscal year shall propose and approved by the shareholders' meeting but Benchmarking study service is a normal part of business operation and informed the shareholders for the transparency.

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to consider the matters. Before casting the votes, the Meeting Facilitator informed the Meeting that this agenda would be adopted only with the simple majority votes of shareholders attending and casting their votes.



**After due consideration**, the Meeting resolved, with the unanimous votes of shareholders attending and casting their votes, to approve the appointment of one of the above-mentioned three auditors: Ms. Nittaya Chetchotiros (CPA License No. 4439) and/or Ms. Sureerat Thongarunsang (CPA License No. 4409) and/or Ms. Sasithorn Pongadisak (CPA License No. 8802) from KPMG Phoomchai Audit Ltd., to act as the Company's independent auditor for the year 2020 for the remuneration according to the proposed rates and terms. The vote breakdown was shown below:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,821,093  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 0            | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,821,093  | 100.0000          |

***Note:** There were no shareholders additionally attending the Meeting subsequent to the completion of Agenda 4.*

**Agenda 6: To consider and elect new directors in place of those who are due to retire by rotation**

The Meeting Facilitator informed 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 was not three or a multiple of three, the nearest number to one third shall retire. In this Meeting, the following 4 directors were due to retire by rotation:

- |    |                                  |   |
|----|----------------------------------|---|
| 1. | Mrs. Metta Utakapan              | Chairperson and Member of the Corporate Governance Committee  |
| 2. | Mr. Pramoad Phornprapha          | Independent Director, Chairman of the Nomination and Remuneration Committee   |
| 3. | Mrs. Rarin Utakapan Punjarungroj | Director, Executive Director, Member of the Sustainability and Risk Management Committee, Member of the Nomination and Remuneration Committee and Group CEO |
| 4. | Mr. Cheewapat Nathalang          | Director, Executive Director and Deputy Group CEO   |

Detail regarding the background, achievements and performance of the 4 directors was sent to shareholders prior to the date of this Meeting for their thorough considerations as Enclosure 4 along with the Meeting invitation.

Even the Public Limited Companies Act and other applicable regulations did not require the candidates for the director-nomination to leave the meeting room during the consideration of this agenda, all of four nominated directors volunteered to leave the meeting room prior to the commencement of the discussion on this agenda for providing more opportunity to all shareholders to raise any related questions and to vote independently. Article 47 of the Company's Articles of Association which provides that in the shareholders' meeting, if the Chairman is not present the meeting, the Vice-Chairman shall preside over the Meeting. Therefore, Mr. Thapana Sirivadhanabhakdi conducted as a Chairperson for this agenda.

For this agenda, the opinion given to the Meeting by the Board of Directors was "The Board, excluding the interested directors, considered that such four directors were knowledgeable, capable, and experienced which would be beneficial to the Company's business operation and therefore approved the re-election of such four directors as proposed by the Nomination and Remuneration Committee that the four persons are fully qualified in accordance with Section 68 of the Public Limited Companies Act, and have no prohibited Characteristics to be appointed as directors according to the relevant rules and regulations of the Office of SEC. They are also knowledgeable, capable, and experienced which are beneficial for the Company's business operation and can benefit the Company well. Moreover, previously, they had duly performed their duties as the members of the Company's Board of Directors and the Sub-Committee."

The Meeting Facilitator provided opportunities for shareholders to raise questions and concerns regarding the agenda.

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to cast their votes on individually basis. Before casting the votes, the Meeting Facilitator informed the Meeting that this agenda would be adopted only with the simple majority votes of shareholders attending and casting their votes.

**After due consideration**, the Meeting resolved to approve the re-election of the 4 retired directors for another term. The votes for each director were shown below:

**6.1 After due consideration**, the Meeting resolved to approve the re-election of Mrs. Metta Utakapan for another term with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 788,149,302  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Total</b>         | 788,149,302  | 100.0000          |
| <b>Abstain</b>       | 36,671,791   | -                 |
| <b>Voided Ballot</b> | 0            | 0                 |

*Note: There were no shareholders additionally attending the Meeting subsequent to the completion of Agenda 5.*

**6.2 After due consideration**, the Meeting resolved to approve the re-election of Mr. Pramoad Phornprapha for another term with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,821,093  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 0            | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,821,093  | 100.0000          |

*Note: There were no shareholders additionally attending the Meeting subsequent to the completion of Agenda 6.1*

**6.3 After due consideration**, the Meeting resolved to approve the re-election of Mrs. Rarin Utakapan Punjarungroj for another term with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 686,434,041  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Total</b>         | 686,434,041  | 100.0000          |
| <b>Abstain</b>       | 138,387,052  | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |

*Note: There were no shareholders additionally attending the Meeting subsequent to the completion of Agenda 6.2.*

**6.4 After due consideration**, the Meeting resolved to approve the re-election of Mr. Cheewapat Nathalang for another term with the unanimous votes of shareholders attending and casting their votes as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,521,093  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Total</b>         | 824,521,093  | 100.000           |
| <b>Abstain</b>       | 300,000      | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |

**Note:** There was 1 shareholder holding 330 shares additionally attending the Meeting subsequent to the completion of Agenda 6.3.

After the vote casting in this agenda, the Vice-Chairperson invited the four nominated directors to return to the meeting room and Mrs. Metta Utakapan continued as a chairperson for the following agenda.

**Agenda 7: To consider and determine the remuneration of directors for the year 2020**

The Meeting Facilitator informed the Meeting that the remuneration for Directors, Independent Directors, Executive Director, Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Sustainability and Risk Management Committee members for 2020 had been determined by taking into account the Company's business type and size and in association with the Company's operating performance. These considerations were comparable to those in the same industry and commensurate with the roles and the responsibilities of the Directors, Independent Directors, Executive Director, Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Sustainability and Risk Management Committee. The Directors who are assigned to perform the duties in the Sub-Committee are entitled to receive additional remuneration as a result of the increase in responsibilities. The remuneration had 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 2020 was in an amount not exceeding Baht 5 million as described below:

| <b>Position</b>  | <b>Monthly remuneration (Baht/Month)</b> | <b>Meeting allowance (Baht/Time)</b> |
|--|--|--------------------------------------|
| Chairperson  | 20,000                                   | 25,000                               |
| Director   | 10,000                                   | 20,000                               |
| Chairman of the Audit Committee                              | 30,000                                   | None                                 |
| Member of the Audit Committee                                | 20,000                                   | None                                 |
| Chairman of the Executive Committee                          | 30,000                                   | None                                 |
| Executive Director   | 20,000                                   | None                                 |
| Chairman of the Nomination and Remuneration Committee        | None                                     | 20,000                               |
| Member of the Nomination and Remuneration Committee          | None                                     | 15,000                               |
| Chairman of the Corporate Governance Committee               | None                                     | 20,000                               |
| Member of the Corporate Governance Committee                 | None                                     | 15,000                               |
| Chairman of the Sustainability and Risk Management Committee | None                                     | 20,000                               |
| Member of the Sustainability and Risk Management Committee   | None                                     | 15,000                               |

**Remark:** The above remuneration shall not be applied to the executives.

For this agenda, the opinion given to the Meeting by the Board of Directors was “The Meeting should approve the remuneration as proposed by the Nomination and Remuneration Committee at the amount of not exceeding Baht 5 million.”

The Meeting Facilitator provided opportunities for shareholders to raise questions and concerns regarding the agenda.

As there were no questions raised by any shareholders, the Meeting Facilitator then proposed to the Meeting to consider the matters. Before casting the votes, the Meeting Facilitator informed the Meeting that this agenda would be adopted only with the majority votes of not less than two-thirds of shareholders attending and entitling to vote.

After due consideration, the Meeting resolved to approve the remuneration for directors for 2020 according to the proposed rates and terms with unanimous votes of not less than two-thirds of shareholders attending and entitling to vote as follows:

|                      | <b>Votes</b> | <b>Percentage</b> |
|----------------------|--------------|-------------------|
| <b>Approve</b>       | 824,821,093  | 100.0000          |
| <b>Disapprove</b>    | 0            | 0                 |
| <b>Abstain</b>       | 0            | 0                 |
| <b>Voided Ballot</b> | 0            | 0                 |
| <b>Total</b>         | 824,821,093  | 100.0000          |

*Note: There were no shareholders additionally attending the Meeting subsequent to the completion of Agenda 6*

**Agenda 8: To consider other issues**

The Meeting Facilitator provided the shareholders with opportunity to propose other topics or questions.

Ms. Irarom Anant, representative from Thai Investor Association, inquired as follows:

1. Live broadcast of Thai Boxing Program on Amarin HD TV and;
2. According to the Announcement of the NBTC Subject: Rules and Procedures for the submission of annual funds to the Research and Development Fund (No.2), which has reduced the rate of remittance of the annuity causing any reduction of the Company's expenses.

Mr. Siri Bunpitukgate replied the inquires as follows:

- Due to the situation of COVID-19 in March, the boxing competition and drama filming has been ceased. Therefore, the boxing live broadcast and drama program could not be able to on-air. The Company has rescheduled by re-aired some program and increased the time of broadcasting news programs to respond the recent increase in viewership of news programs, which received good feedback and ratings. If the situation and government lockdown measure is at ease, allow to organize a boxing match and shooting of drama, the Company will bring the said program back into the schedule. In this week, Chang Suek, Muay Thai Kiat Petch is permitted to hold the competition and will continue to broadcast the live every Sunday beginning on July 12, 2020 onwards.

- For the year 2020, the expense settled for such fund in 2019 will be reversal recorded, in an amount of approximately Baht 10 million, from 2020 onwards, the expenses for the fund will be reduced by Baht 6-7 hundred thousand per month. The annual remittance rates as stated above will be calculated based on progressive revenue.

No shareholders proposed other topics to the Meeting for consideration.

When no other shareholders raised any further questions, the Chairperson thanked all shareholders and participants and declared the Meeting adjourned at 12.30 a.m.

(Mrs. Metta Utakapan)  
Chairperson of the Meeting

(Mr. Chantachat Dhanesnitaya)  
Minutes Recorder