

Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders

Of

Amarin Printing and Publishing Public Company Limited

The Meeting was held on February 10, 2017 at 2:00 pm at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited ("**Company**"), 378 Chaiyapruk Road, Taling-Chan Sub-District, Taling-Chan District, Bangkok. The Meeting was chaired by Chairperson of the Board, Mrs. Metta Utakapan ("**Chairperson of the Meeting**"). Chairperson of the Meeting appointed Ms. Monthida Thangsabut as the Meeting facilitator.

The Meeting facilitator informed the Meeting that the Company had 219,999,865 issued shares in total. At the time the Meeting started, there were 117 shareholders and proxies, collectively accounting for 154,693,612 shares or an equivalent of 70.3153% of the total issued shares, thus constituting a quorum in accordance with relevant legal requirement and the Company's Articles of Association that requires presence of either not less than 25 shareholders and proxies or not less than half of the total shareholders with aggregated number of shares held not less than one-third of the total issued shares.

Directors attending the Meeting:

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| 1. Mrs. Metta Utakapan | Chairperson and Member of Nomination and Remuneration Committee |
| 2. Dr. 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. Mrs. Suphab Noi-Um | Director |

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| 8. Mr. Smat Ruangnarong | Independent Director |
| 9. Mr. Ampon Ruayfupant | Independent Director and Member of Audit Committee |

Other management and advisory members attending the Meeting:

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| 1. Mr. Chantachat Dhanesnitaya | Assistant Managing Director, Accounting & Finance Department |
| 2. Mr. Poj Atsavasantichai | Auditor, Representative from Dharmniti Auditing Co., Ltd. |
| 3. Mrs. Suvabha Charoenying | Financial Advisor from Thanachart Securities |
| 4. Ms. Phanthita Sae-Eng | Financial Advisor from Thanachart Securities |
| 5. Mrs. Nisaphon Roekaram | Independent Financial Advisor from Advisory Plus Company Limited |
| 6. Ms. Sumali Tantayaphon | Independent Financial Advisor from Advisory Plus Company Limited |
| 7. Mr. Chatri Trakulmanenate | Legal Advisor from Capital Law Office Limited |
| 8. Ms. Yaowarot Klinbun | Legal Advisor from Capital Law Office Limited |
| 9. Mr. Ruth Chaowanakawi | Accounting Advisor from EY Corporate Services Limited |

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

(1) For the purpose of conducting this Meeting, the Company assigned 3 independent directors, namely Dr. Somchai Phagaphasvivat, Mr. Charoenchit Nasongkhla and Mr. Ampon Ruayfupant, to act as proxies as per the details declared in the Independent Director Biodata for Shareholder's Proxy Appointment (**Enclosure 8**) of the Meeting invitation.

(2) In the Meeting, each agenda would be considered consecutively as mentioned in the Meeting invitation. Information on each agenda would be presented and shareholders would be provided with opportunities to raise questions and concerns regarding the agenda before casting votes. In the event that shareholders or proxies would like to inquire about further details of agenda in consideration, they could raise their hands after all details pertaining to the said agenda have been presented and pointed out to the Meeting by Chairperson of the Meeting or person designated to act on her behalf. After being invited to make inquiry/express

concerns over the agenda at provided microphone, shareholders or proxies would tell their first and last names and their shareholding status (shareholder or proxy) before raising questions. Any question unrelated to the agenda should be raised in Agenda 9 when other issues would be considered.

(3) Voting in each agenda would require votes from shareholders as set forth below:

Voting to approve Agenda 1 would require a majority vote cast by shareholders who were present at the Meeting and eligible for voting.

Voting to approve agenda 2 to Agenda 6 and Agenda 8 would require not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting.

In addition, voting to approve Agenda 7 would also require not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting. In addition, there must be no disapproval from shareholders whose votes account for 10% or more of aggregate votes of shareholders who were present at the Meeting and eligible for voting.

As the issues to be considered in Agenda 4 to Agenda 8 were all related. Therefore, approval for all of the said agendas is related and conditional to one another. In the event that any of the said agenda was not approved, all the other approved agendas were consequently nullified and the other remaining agendas would not be further considered. In this case, it would deem that such approval to be made earlier in the Agenda 4 to Agenda 8 would be considered disapproved by the Meeting.

In casting votes, company-provided ballots are used. 1 share would equal 1 vote, a practice which is in accordance with the Company's Articles of Association. For shareholders who appointed proxies by using Proxy Form B and Proxy Form C. 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. In each agenda, after Chairperson of the Meeting responds to questions raised, shareholders and proxies would cast their votes in the Company-provided ballots. There are 3 options to choose from: Approve, Disapprove and Abstain. Chairperson of the Meeting would ask which shareholders or proxies opt to disapprove or abstain. Those shareholders or proxies would raise their hands and hand over their marked ballots to the Company staff. Those shareholders or proxies who do not raise their hands or hand over their ballots would be considered to have voted in favor of that agenda. In counting the voting results for each agenda, only the 'Disapprove' and 'Abstain' ballots would be collected, then the Company would subtract the 'Disapprove' and 'Abstain' votes from the total number of votes in order to obtain 'Approve' votes for that agenda.

In addition, the Meeting facilitator explained and gave examples of invalid ballots which include, among others, marking two options, scratching out decided option without affixing signature, and /or missing signature.

(4) Those shareholders or proxies who would leave before the end of the Meeting or would not be present during any Agenda can hand over their marked ballots in advance to the Company staff.

(5) The Meeting facilitator further informed the Meeting that to ensure transparency in conducting the Meeting and counting of votes, volunteers from meeting participants are welcome to act as vote-counting inspectors. One shareholder, Mr. Pricha Chintananon, and one legal advisor from Capital Law Office Limited, Ms. Kesama Khlaewyotha, volunteered to act as vote- counting inspectors.

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

Agenda 1: To consider and approve Minutes of the 2016 Annual General Meeting of Shareholders held on April 20, 2016.

The Meeting facilitator informed the Meeting that a copy of the minutes of the 2016 Annual General Meeting of Shareholders (**Enclosure 1**), held on April 20, 2016, was distributed in advance to shareholders along with the Meeting invitation. The said minutes were also published on the Company's website at www.amarin.com prior to the date of this Meeting for shareholders' thorough considerations.

The Meeting facilitator informed the Meeting that the Board's opinion given to the Meeting was "The Board found the Minutes of the 2016 Annual General Meeting of Shareholders to have been accurately recorded and that it should be proposed to the Meeting for final consideration and approval."

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution: Upon due consideration, the Meeting resolved to approve the Minutes of the 2016 Annual 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	126	158,688,442	100
Disapprove	0	0	0
Abstain	0	0	0
Total	128	158,688,442	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require a majority vote cast by shareholders who were present at the Meeting and eligible for voting.
 3. At the time of voting for this agenda, there were 9 additional shareholders totaling 3,994,830 shares who registered for the Meeting after the meeting kick-off. The total number of shareholders present at the Meeting therefore was increased to 126 with 158,688,442 shares in total.

Agenda 2: To consider and approve a decrease in the Company's registered capital by Baht 135 from the existing registered capital of Baht 220,000,000 to Baht 219,999,865 by means of removal of 135 unsold common shares at the par value of Baht 1.

The Meeting facilitator informed the Meeting that as the Company sought to increase its registered capital for purpose of allocation and offering of new common shares by means of private placement with discounted share price of over 10% from the market price. The Company also sought a respite to make a tender offer for all securities of the business (Whitewash). All these efforts would subsequently be further detailed in Agenda 4 to Agenda 8. However, pursuant to Section 136 of the Public Limited Company Act B.E. 2535 (including its subsequent revisions) ("**Public Limited Company Act**") and No. 60 of the Company's Articles of Association, the Company can increase its registered capital by means of issuance of new common shares. This is on condition that all the shares have been sold and fully paid up. Alternatively, in the event that all the shares have not been sold and fully paid up, the remaining shares must be those issued for convertible debentures or right warrants. At present, the Company's 135 common shares at the par value of Baht 1 still remain unsold.

The Meeting facilitator further informed the Meeting that in order to enable the Company to increase its registered capital as above stated, the Meeting should consider and approve the decrease in the Company's registered capital by Baht 135 from its existing registered capital worth Baht 220,000,000. This decrease would lower the registered capital to Baht 219,999,865. Such decrease in the registered capital would be accomplished by means of removal of 135 unsold common shares at the par value of Baht 1 as per the

details above proposed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution: Upon due consideration, the Meeting resolved to approve the decrease in the Company's registered capital by Baht 135 from the existing registered capital of Baht 220,000,000 and to lower its registered capital to Baht 219,999,865 by means of removal of 135 unsold common shares at the par value of Baht 1 as per the details proposed above, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	128	159,148,642	100
Disapprove	0	0	0
Abstain	0	0	0
Total	128	159,148,642	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting.
 3. At the time of voting for this agenda, there were 2 additional shareholders totaling 460,200 shares who registered for the Meeting after the meeting kick-off. The total number of shareholders present at the Meeting therefore was increased to 128 with 159,148,642 shares in total.

Agenda 3: To consider and approve an amendment to No. 4 of the Company's Memorandum of Association in parallel with the decrease in the Company's registered capital.

The Meeting facilitator informed the Meeting that in order to be in parallel with the Company's decrease in its registered capital, as considered in the preceding Agenda 2, amendment to the No. 4 of the Company's Memorandum of Association would be necessary. Such amendment would require the use of the following statement to replace the existing one. In implementing the amendment, person assigned by the Board to register such change with the Business Development Department ("**Business Development Department**"),

Ministry of Commerce, is authorized to modify and make addition to the relevant statement in order to comply with registrar's instruction.

“No. 4	Registered Capital Worth	219,999,865 Baht	(Two hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five Baht)
	Divided into	219,999,865 shares	(Two hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five shares)
	Par Value	1 Baht	(One Baht)
	Categorized as:		
	Common Share	219,999,865 shares	(Two hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five shares)
	Preference Share	-	share (-)”

The Meeting facilitator informed the Meeting that the Board had opined that the Meeting should consider and approve the amendment to the No. 4 of the Company's Memorandum of Association in order to be in parallel with the decrease in the Company's registered capital as per the details above proposed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution: Upon due consideration, the Meeting resolved to approve the amendment to the No. 4 of the Company's Memorandum of Association in order to be in parallel with the decrease in the

Company's registered capital as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	131	159,159,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	131	159,159,892	100

- Note:
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting.
 3. At the time of voting for this agenda, there were 3 additional shareholders totaling 11,250 shares who registered for the Meeting after the meeting kick-off. The total number of shareholders present at the Meeting therefore was increased to 131 with 159,159,892 shares in total.

Before proceeding to the next agenda, the Meeting facilitator informed the Meeting that as all the issues to be considered from Agenda 4 to Agenda 8 were centered on the allocation of the new common shares by the Company as an offering to Watthanaphakdi Company Limited by Mr. Thapana Siriwatthanaphakdi and Mr. Panot Siriwatthanaphakdi (“Buyer”) and the respite to make a tender offer for all securities of the business (Whitewash). All the said issues are related. Therefore, consideration and approval for all of the said issues are related and conditional to one another. In the event that any of the said agenda was not approved, all the other agendas approved earlier would consequently become nullified and the other remaining agendas would not be further considered. In this case, it would deem that such approval in the Agenda 4 to Agenda 8 would be considered disapproved by the Meeting.

Agenda 4 To consider and approve an increase in the Company's registered capital by Baht 200,000,000 from the existing registered capital of Baht 219,999,865 making the total registered capital to reach Baht 419,999,865 by means of issuance of new 200,000,000 common shares at the par value of Baht 1.

The Meeting facilitator asked Mrs. Rarin Utakapan Punjarunroj to point out the details of this agenda to the Meeting.

Mrs. Rarin Utakapan Punjarungroj pointed out to the Meeting the details of the registered capital increase effort and transaction conditions. She furthered that as the Company's operating loss during the past 2-3 years adversely affected liquidity and working capital. In addition, debt-to-equity ratio, as of September 30, 2016 was at 4.32 times. However, the Company found it necessary to raise more fund for an additional investment in its digital television business, which was in its early start and had high operating costs. The fund to be raised would be funneled into frequency permit fees to enable the Company to provide digital television service ("**Digital Television Permit**") to the public, payment of service charge for monthly digital television network, loan repayment to financial institutions and working capital, i.e. television program production. The Company planned to utilize the to-be-raised fund within early 2017. In order to enable the Company to implement all the planned actions above referred, it was necessary for the Company to increase its registered capital. In addition, due to high competition in the digital television industry, the Company needed to forge business alliance with strategic partners well equipped with strong capital support and business expertise along with solid financial status and business relations with diversified business groups. This would make the Company's succeed in raising the funds at the desired amount while also helping strengthen business confidence. Under current circumstance, the Company took the view that private placement was the most suitable method for increasing its registered capital. Therefore, the Meeting was requested to consider and approve an increase in the Company's registered capital by Baht 200,000,000 from the existing registered capital of Baht 219,999,865. This would lift the total registered capital to Baht 419,999,865. The capital increase would be accomplished by means of issuance of new 200,000,000 common shares at the par value of Baht 1. The new common shares would be allocated and offered to buyers at the price of Baht 4.25 per share, totaling Baht 850,000,000 in value ("**Allocation and Offering of Common Shares to Buyers**"). After buying the said new common shares, buyers would own 47.62% of all the Company's shares sold (after registration of the Company's increase in its paid-up capital). The details of the registered capital increase and the new common share allocation were all declared in the Registered Capital Increase Form (F53-4) (**Enclosure 2**).

The Meeting facilitator informed the Meeting that after consideration of all the given reasons, the Board opinioned that the Meeting should consider and approve the plan to increase the Company's registered capital by Baht 200,000,000 from the existing registered capital of Baht 219,999,865 making the total registered capital to reach Baht 419,999,865 by means of issuance of new 200,000,000 common shares at the par value of Baht 1 as per the details above proposed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. The Q&A session was recorded as follows:

Agenda 4 Question/Opinion/Answer

Mr. Chawalit Wisaranyakun (Shareholder) What is the projected total cost of the digital television business per year, taking into account bidding, network and personnel costs?

Response by Mr. Chantachat Dhanesnitaya At present, the cost stands approximately at Baht 800 million per year. This can be broken down to network lease (approx. Baht 200 million), digital television permit fees (approx. Baht 200 million) and television program production (approx. Baht 400 million).

Mr. Chawalit Wisaranyakun (Shareholder) If the Company can raise Baht 850 million from this new common share allocation and offering, would that be enough for the whole project? Will there be any need to take another effort to increase the Company's registered capital? If so, when?

Response by Mrs. Rarin Utakapan Punjarungroj We anticipate that the Baht 850 million to be raised from the new common share allocation and offering would meet the Company's financial requirement for the year 2017. Baht 400 million would be used as working capital or production of quality television program, which should boost interest and popularity among viewers and in turn generate more revenue for the Company. In addition, a portion of the fund to be raised from the registered capital increase effort would be spent on payment of digital television permit fees. In case of any additional future capital requirement, the Company would consider other potential sources of fund. At present, the fund to be raised is considered adequate for the Company's financial requirement for a certain period.

Mr. Chawalit Wisaranyakun (Shareholder) Will television program production cost exceed Baht 400 million? And what is the Company's revenue generated from year 2016 operations?

Response by Mr. Chantachat Dhanesnitaya Most costs are fixed. The approximate revenue generated during the first 9 months exceeded Baht 100 million with tendency towards constant quarterly growth. In 2016, our revenue from the digital television business was affected to some extent during the political crisis in October. However, the September revenue showed steady growth by Baht 59.53 million. With regard to the revenue for the entire 2016, the final figures are not yet available until annual auditing is complete.

Response by Mr. Chokchai Annual cost stands approximately at Baht 800 million. They are of costs related to accounting and interest; collectively some Baht 200 million. Therefore, the figures

Punjarungroj	are of accounting data.
Mr. Chawalit Wisaranyakun (Shareholder)	How buyers would support the Company's business?
Response by Mrs. Rarin Utakapan Punjarungroj	The Company and the buyers would talk about the issue in details after the Meeting resolves to approve the new common share allocation and offering to buyers. However, in terms of forged business alliance with strategic partner, in my opinion, the Company and the buyers would be able to cooperate and grow mutually to a certain extent. We do not look at how we could raise more funds from shareholders but instead focus on television program production so as to generate revenue from advertisement in general market. There would be mutual cooperation between the Company and the buyers, undoubtedly.
Mr. Wirat Kosonwathawong (Shareholder)	With regard to the new common shares to be offered to buyers, is there any silent period? If so, how?
Response by Mr. Chatri Trakulmanenate	As the new common shares would be offered at the price below the market price by over 10%, the silent period is fixed at 1 year in compliance with the regulation of the Securities and Exchange Commission.
Mr. Sakchai Sakunrimontri (Proxy)	What is the total area of the Company's land? Has its value been assessed and how? And why do buyers opt to seek the respite to make a tender offer for all securities of the business?
Response by Mr. Chatri Trakulmanenate	As buyers do not wish to make a tender offer for all securities of the business, buyers opt to seek the respite for such a tender offer by means of resolution passed in shareholder meeting (Whitewash), based on the Notification of the Securities and Exchange Commission: No. Sor. Chor. 36/2546 Governing Criteria for Respite for Tender Offer for All Securities of the Business (including its subsequent revisions). At present, the Securities and Exchange Commission has granted an initial approval for the respite request.
Response by Mrs. Nisaphon Roekaram	The price as appeared in the report of independent financial advisor is an additional data as a result of missing price data from independent expert. Independent financial advisor managed to obtain such data via the Internet and market price available online. However, such price data is not the final one, as

actual purchase has not yet occurred. Also, the price data is not a bargained one. Instead, the price data is an additional data for purpose of facilitating shareholders' consideration. The price figure is not an assessed value from independent price assessor, which would normally take into account several factors for final calculation.

Response by Dr. Somchai Phagaphasvivat

In order to assess the price, the Company would need to consider several factors. Firstly, the Company needs to look at its current situation of low liquidity. This requires the Company to seek assistance form financial advisor to conduct selling price assessment based on the value of the Company's business. Secondly, although the market price is higher than the offering price, such market price is a future price that is dependent on whether or not the new common share allocation and offering to buyers are successful. Thirdly, with regard to the Company's land, although the land price is high, the land itself has low liquidity. In addition, the Company views business alliance forging with strategic partner as another factor.

Mr. Sakchai Sakunrimontri (Proxy)

What is the reason for the Company to hold this No. 1/2017 Extraordinary General Meeting of Shareholders although the next Annual General Meeting of Shareholders is scheduled in the forthcoming April? What is the current status of the Company?

Response by Mr. Chokchai Punjarungroj

The Company has made efforts to tackle liquidity problem over the past few years. Our digital television business has climbed from below 20th to 9th ranked position within such a period. The Company has low working capital whereas the digital television business is fast-changing by nature. Therefore, development needs to occur as soon as possible. Due to this reason, the Company deems it appropriate to hold this extraordinary meeting session for purpose of raising funds for the development of the digital television business. This would in turn allow the Company to move on. All of the taken efforts are meant to protect the interests of the Company and all shareholders.

Mr. Sakchai Sakunrimontri (Proxy)

Why the new common shares are not also offered to minor shareholders?

Response by Mr. Chokchai

In the past, the Company made efforts to seek strategic partner and ways to raise more funds at the amount adequate for further business operations. However,

Punjarungroj with time constraint and being under current economic situation, right offering to current shareholders would require longer period and be unable to meet the required amount of fund. However, the Company would acknowledge and record this requirement of shareholders.

Mr. Sakchai Sakuntrimontri Will the Company appoint additional directors? If so, how?
(Proxy)

Response by Mr. Chokchai The Company would appoint buyer-nominated directors afterwards.
Punjarungroj

Mr. Kitti Sanitwong Na How did the Company identify this new shareholder?
Ayutthaya (Shareholder)

Response by Mr. Chokchai The Company does not expect only fund but also takes into account strategic
Punjarungroj partnership possibility. This move of the Company is considered a good opportunity to forge bond with strong business alliance.

Mr. Aphichat Phetrat What are the opinions of Utakapan Family on the allocation and offering of the
(Proxy) Company's new common shares to buyers? And if the transaction fails, has the Company's management had any plan in mind as an additional resort?

Response by Mrs. Rarin The Utakapan Family takes the view that the transaction would be beneficial to
Utakapan Punjarungroj both the Company and shareholders. If this transaction fails, other sourced of fund would be sought.

Mr. Ritthichai What and how the Company expect from buyers? Why does the Company not
Yipcharoenphon opt to sell shares of subsidiary instead?
(Shareholder)

Response by Mr. Chokchai The Company takes the view that the fund to be raised from this registered
Punjarungroj capital increase effort would be adequate to meet this financial requirement. In addition, the Company would have a good strategic partner to further promote the business strengths.

Response by Mrs. Rarin As the Company's business and those of subsidiaries are related, having a
Utakapan Punjarungroj strategic partner with potentials to manage all these related businesses would be

more beneficial to the Company.

As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution Upon due consideration, the Meeting resolved to approve the an increase in the Company's registered capital by Baht 200,000,000 from the existing registered capital of Baht 219,999,865 making the total registered capital to reach Baht 419,999,865 by means of issuance of new 200,000,000 common shares at the par value of Baht 1 as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	132	159,709,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	132	159,709,892	100

- Note:
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting. In addition the voting to approve this agenda would not involve connected persons and/or shareholders with vested interests in the agenda and not eligible for voting as prescribed in the Public Limited Company Act, the Notification of the Securities and Exchange Commission: No. Thor. Chor. 21/2551 Governing Criteria for Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Governing Disclosure of Information and Practice of Listed Company in Connected Transaction B.E. 2546 (including its subsequent revisions) ("**Connected Transaction Notifications**").
 3. At the time of voting for this agenda, there were 1 additional shareholder totaling 550,000 shares who registered for the Meeting after the meeting kick-off. The total number of shareholders present at the Meeting therefore was increased to 132 with 159,709,892 shares in total.

Agenda 5 To consider and approve an amendment to No. 4 of the Company's Memorandum of Association in accordance with the increase in the Company's registered capital.

The Meeting facilitator asked Mrs. Rarin Utakapan Punjarungroj to point out the details of this agenda to the Meeting.

Mrs. Rarin Utakapan Punjarungroj informed the Meeting that in order to be in parallel with the Company's increase in its registered capital, as considered in the preceding Agenda 4, it was therefore deemed appropriate to seek approval from the Meeting for an amendment to the No. 4 of the Company's Memorandum of Association. Such amendment would require the use of the following statement to replace the existing one. In implementing the amendment, person assigned by the Board to register such change with the Business Development Department is authorized to modify and make addition to the relevant statement in order to comply with registrar's instruction.

“No. 4	Registered Capital Worth	419,999,865 Baht	(Four hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five Baht)
	Divided into	419,999,865 shares	(Four hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five shares)
	Par Value	1 Baht	(One Baht)
	Categorized as:		
	Common Share	419,999,865 shares	(Four hundred and nineteen million and nine hundred and ninety-nine thousand and eight hundred and sixty-five shares)
	Preference Share	-	share (-)”

The Meeting facilitator informed the Meeting that, given the reasons above stated, the Board had opined that the Meeting should consider and approve the amendment to the No. 4 of the Company's

Memorandum of Association in order to be in parallel with the increase in the Company's registered capital as per the details above proposed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution Upon due consideration, the Meeting resolved to approve the amendment to the No. 4 of the Company's Memorandum of Association in order to be in parallel with the increase in the Company's registered capital as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	132	159,709,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	132	159,709,892	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting. In addition the voting to approve this agenda would not involve connected persons and/or shareholders with vested interests in the agenda and not eligible for voting as prescribed in the Public Limited Company Act and Connected Transaction Notifications.
 3. There were no additional shareholders who registered for the Meeting after the meeting kick-off.

Agenda 6 To consider and approve an allocation and offering of new common shares to buyers considered a connected transaction.

The Meeting facilitator asked Mrs. Rarin Utakapan Punjarungroj to point out the details of this agenda to the Meeting.

Mrs. Rarin Utakapan Punjarungroj pointed out to the Meeting that as a consequence of the

Company's effort to increase its registered capital by Baht 200,000,000 from its existing registered capital of Baht 219,999,865, making its total registered capital to reach Baht 419,999,865. The effort was implemented by means of issuance of not over 200,000,000 new common shares at the par value of Baht 1, as considered earlier in Agenda 5. It was hereby proposed to the Meeting that approval should be considered for the allocation and offering of the said common shares to buyers. This would be a private placement at the price of Baht 4.25 per share, totally worth not over Baht 850,000,000. Following such allocation and offering of the said common shares, the buyers would own 47.62% of all the Company's shares sold (after registration of the Company's increase in its paid-up capital). This would make the effort to become a transaction related to juristic person owned by major shareholder. In addition, buyers' representative would be nominated as the Company's executive or authorized person with control power. (Executives shall also mean and refer to the Company's director.) Therefore, the buyers would be considered a connected person. This would make the allocation and offering of the said common shares to the buyers a connected transaction of a listed company, as stipulated in the Connected Transaction Notifications. The size of the transaction was 122.36% of the Company's net tangible assets ("**NTA**") value as of September 30, 2016, which exceeded Baht 20 million, or over 3.00% of the Company's NTA value. As a consequence, the Company would be required to disclose information on the transaction to the Stock Exchange of Thailand ("**Stock Exchange of Thailand**") as detailed in the Company's Information on Connected Transaction (**Enclosure 3**). The Company was also required to take the following actions:

- (1) To seek approval from the Meeting with not less than three-fourth of not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting.
- (2) To appoint independent financial advisor to perform duties related to the transaction, including giving opinions as stated in the Connected Transaction Notifications. In this regard, the Company managed to appoint Advisory Plus Company Limited to act as an independent financial advisor and to implement required actions as stated in the Connected Transaction Notifications. The independent financial advisor opinioned that the transaction was reasonable, with fair price and conditions, and that the the transaction would be beneficial to the Company and shareholders. The detailed opinions were available in Independent Financial Advisor's Report on the Connected Transaction and the Respite for Tender Offer for All Securities of the Business by Means of Resolution Passed in Shareholder Meeting (Whitewash) (**Enclosure 5**).

In addition, in order to ensure efficient implementation of the transaction, it was deemed appropriate to authorize the Company's executive directors and/or managing director and/or their authorized

persons to consider determining other particulars related to the said transaction. For example, (a) determination of requirements, conditions and other details pertaining to the allocation of such new common shares; (b) negotiation, entry into agreement and signing in documents and contracts related to the transaction, including taking actions related to the transaction; and (c) signing in application for permits and written evidence necessary for and related to the transaction, which includes making contacts and submitting the said application, document and evidence to concerned governmental/private agencies, and registration of the new common shares in the Stock Exchange of Thailand, and be authorized to take any other actions deemed necessary and appropriate for the transaction in compliance with statutory and/or regulatory requirements.

In addition, the allocation and offering of the new common shares to the buyers at the price of Baht 4.25 per share was a transaction with a 43.11% discount. The price is lower than market price by over 10% of the market price, as stated in the Notification of the Securities and Exchange Commission: No. Thor. Chor. 72/2558 Governing Permission for Private Placement of New Common Shares by Listed Company (**“Notification No. Thor. Chor. 72/2558”**). Therefore, the said transaction to the buyers would require prior approval from the Meeting with not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting. In addition, there must be no disapproval from shareholders whose votes account for 10% or more of aggregate votes of shareholders who were present at the Meeting and eligible for voting. Apart from this, the Company would have to seek approval from the Securities and Exchange Commission (**“The Securities and Exchange Commission”**) for its private placement of the new common shares, as stipulated in the Notification No. Thor. Chor. 72/2558 before making allocation and offering of the new common shares to the buyers despite prior approval granted in the No.1/2017 Extraordinary General Meeting of Shareholders for such allocation and offering. The details of the private placement at the price with discount over 10% of the market price would be proposed to the Meeting in the upcoming Agenda 7.

Market price shall mean and refer to the weighted-average trading price of the Company’s common share in the Stock Exchange of Thailand during the past 7 consecutive business days before the date of resolution passed by the Board to propose the transaction to the No.1/2017 Extraordinary General Meeting of Shareholders. This 7-day period falls between November 15 and 23, 2016. The market price in question was equal to Baht 7.47. The calculation of the weighted-average market price per share was based on the overall trading value over the 7 consecutive business days, divided by the total trading volume during the same 7-day period (November 15-23, 2016). The overall trading value was calculated by using daily average share price multiplied by the total daily trading volume, as per the Company’s trading data available in SETSMART on www.setsmart.com of the Stock Exchange of Thailand.

The details of the Company's allocation of the new common shares, considered a connected transaction of listed company, is made available in the Company's Information on Connected Transaction **(Enclosure 3)**.

The Meeting facilitator informed the Meeting that the Board's opinion given to the Meeting was that the allocation of the new common shares by the Company, considered a connected transaction by listed company, was a transaction made on fair price and based on general commercial conditions. The Meeting should consider to approve the allocation and offering of not over 200,000,000 new common shares at the par value of Baht 1 to the buyers at Baht 4.25 per share, totaling Baht 850,000,000 in value. The Meeting should also consider to approve the authorization of the Company's executive directors and/or managing director and/or their authorized persons to consider determining other particulars related to the said transaction, as above detailed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution Upon due consideration, the Meeting resolved to approve the allocation and offering of the Company's new common shares which was considered a connected transaction of listed company and the authorization of the Company's executive directors and/or managing director and/or their authorized persons to consider determining other particulars related to the said transaction as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	132	159,709,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	132	159,709,892	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting. In addition the voting to approve this agenda would not involve connected persons and/or shareholders with vested interests in the agenda and not eligible for voting as prescribed in the Public Limited Company Act and Connected

Transaction Notifications.

3. There were no additional shareholders who registered for the Meeting after the meeting kick-off.

Agenda 7 To consider and approve the offering of the Company's new common shares by means of private placement at the price with discount over 10% of the market price.

The Meeting facilitator asked Mrs. Rarin Utakapan Punjarungroj to point out the details of this agenda to the Meeting.

Mrs. Rarin Utakapan Punjarungroj pointed out to the Meeting that as the allocation and offering of the Company's new common shares to the buyers, as already considered in Agenda 6, was a transaction with a 43.11% discount. The transaction is considered a private placement, with its price lower than the market price by over 10%, as stated in the Notification No. Thor. Chor. 72/2558. The said transaction to the buyers would require prior approval from the Meeting with not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting. In addition, there must be no disapproval from shareholders whose votes account for 10% or more of aggregate votes of shareholders who were present at the Meeting and eligible for voting. Apart from this, the Company would have to seek permission from the Securities and Exchange Commission ("**The Securities and Exchange Commission**") before making allocation and offering of the new common shares to the buyers. Due to the afore-mentioned factual information, the Meeting was requested to consider and approve the said offering of the new common shares to the buyers by means of private placement at the clearly determined price with discount over 10% of the market price, as above detailed.

With regard to this, in case the Company's new common shares were offered at the price below 90% of the market price during the past 7-15 days before the first offering day to the buyers, the Company would be responsible for preventing the buyers to sell those common shares in entirety within the following period of 1 year, beginning from the first day when the new common shares are traded on the Stock Exchange of Thailand (Silent Period). After the said new common shares were traded on the Stock Exchange of Thailand for 6 months, the buyers would be entitled to sell 25% of those entire barred common shares in accordance with the Stock Exchange of Thailand's Consideration Criteria, Conditions and Procedures for Processing an Application for Registering Common Shares or Preference Share in Capital Increase Effort as Registered Securities B.E. 2015 (including its subsequent revisions).

The Meeting facilitator informed the Meeting that the Board opinioned that the potential benefits that shareholders would gain from the allocation and offering of the new common shares to the buyers would be greater than the profit sharing or voting right or earning-per-share benefits. The allocation and offering of new

common shares would provide more benefits to shareholders to the extent greater than the impacts of share price decline or shareholder's right to vote. Aside from additional capital to be funneled into its digital television business, which was in its early start, frequency permit fees, service charge for digital television network, loan repayment to financial institutions and working capital, i.e. quality television program production for future operations of the digital television business, the Company would also have a good opportunity to forge bond with strategic partner equipped with strong capital support and business expertise in various industries along with solid financial status and business relations with diversified business groups. This would make the Company's succeed in raising funds at the desired amount while also helping strengthen business confidence. In addition, the fact that buyers would become the Company's investment partner and major shareholder would help strengthen the digital television business with support of the buyers' firm financial status and extensive business connection, thus increasing the competitiveness of the digital television business. The detailed opinions of the Board about the said new common share allocation and offering by means of private placement at the clearly determined price with discount over 10% of the market price were made available in the Information on New Common Share Offering (**Enclosure 4**), In addition, the transaction was proved appropriate, reasonable and beneficial to the Company and shareholders. With all these reasons, the Board opined that the Meeting should consider to approve the said transaction, as above detailed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution

Upon due consideration, the Meeting resolved to approve the allocation and offering of the Company's new common shares to the buyers by means of private placement at the clearly determined price with discount over 10% of the market price as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	132	159,709,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	132	159,709,892	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes

cast by shareholders who were present at the Meeting and eligible for voting. There must be no disapproval from shareholders whose votes account for 10% or more of aggregate votes of shareholders who were present at the Meeting and eligible for voting. In addition the voting to approve this agenda would not involve connected persons and/or shareholders with vested interests in the agenda and not eligible for voting as prescribed in the Public Limited Company Act and Connected Transaction Notifications.

3. There were no additional shareholders who registered for the Meeting after the meeting kick-off.

Agenda 8 To consider and approve a respite to make a tender offer for all securities of the business (Whitewash).

The Meeting facilitator asked Mrs. Rarin Utakapan Punjarungroj to point out the details of this agenda to the Meeting.

Mrs. Rarin Utakapan Punjarungroj pointed out to the Meeting that after the Meeting considered to approve the allocation and offering of the new common shares to the buyers in Agenda 6 and after the buyers managed to subscribe those new common shares, the buyers would become the Company's major shareholders and own approximately 47.62% of all the Company's shares sold (after registration of the Company's increase in its paid-up capital). As the buyers' share ownership exceeds 25% but not reaches 50% of all the Company's shares sold, the buyers were required to make a tender offer for all securities of the business, as stipulated in the Securities and Exchange Act B.E. 2535 (including its subsequent revisions) ("**Securities and Exchange Act**") and the Notification of the Securities and Exchange Commission: No. Thor. Chor. 12/2554 Governing Criteria, Conditions and Procedures for Acquiring Securities for Business Acquisition Purpose (including its subsequent revisions). However, the buyers did not wish to make such a tender offer for all securities of the business but instead opted to have a respite from such a tender offer by means of resolution passed in the Company's shareholder meeting (Whitewash) and in accordance with the Notification of the Securities and Exchange Commission No. Sor. Chor. 36/2546 Governing Criteria for Respite to Make Tender Offer for All Securities of the Business (Whitewash) by Means of Resolution Passed in Shareholder Meeting (including its subsequent revisions) ("**Notification No. Sor. Chor. 36/2546**"). This would be on condition that not less than three-fourth of the aggregate votes of shareholders who were present at the Meeting and eligible for voting was cast in favor of the issue. Therefore, the Meeting was requested to consider and approve the said whitewash action. It was deemed appropriate to authorize the Company's executive directors and/or managing director and/or their authorized persons to take any action related to the above-mentioned implementation, including making contacts to submit data

and written evidence to concerned agencies and to do any action necessary for the complete implementation of this agenda.

At present, the buyers were not connected to the Company, executive, person with control power in the Company or the Company's major shareholders or other companies where those people are their major shareholders or equipped with control power.

In implementing this, the Company managed to appoint Advisory Plus Company Limited to act as an independent financial advisor to give opinions on the respite to make a tender offer for all securities of the business, including to perform related duties and to give opinions on matters as stated in the Notification No. Sor. Chor. 36/2546. The independent financial advisor opined that both the transaction and the whitewash action were reasonable, of fair price and conditions, and that the transaction would be beneficial to the Company and shareholders. The detailed opinions were available in Independent Financial Advisor's Report on the Connected Transaction and the Respite for Tender Offer for All Securities of the Business by Means of Resolution Passed in Shareholder Meeting (Whitewash) (**Enclosure 5**).

In this regard, the buyers managed to submit relevant documents, as mentioned in the Notification No. Sor. Chor. 36/2546, to the Securities and Exchange Commission for consideration. The details of the matter were available in the Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (**Enclosure 6**). After a period of 7 days from the receipt of such document by the Securities and Exchange Commission, the SEC did not respond to the submission of the said document with different feedback.

In addition, the Board opined that the respite to make a tender offer for all securities of the business (Whitewash) was reasonable given the need to increase the Company's registered capital and potential benefits to gain from the capital increase effort, as per the details given in the Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (**Enclosure 6**). The Board deemed it appropriate to request the Meeting to consider and approve the said whitewash action as well as authorizing the Company's executive directors and/or managing director and/or their authorized persons to take any action related to the above-mentioned implementation, including making contacts to submit data and written evidence to concerned agencies and to do any action necessary for the complete implementation of this agenda as per the details above proposed.

The Meeting facilitator gave opportunities for the Meeting to express their opinions and raise questions regarding this agenda. As no shareholders expressed their opinions and raised questions, the Meeting facilitator then proceeded to voting procedures.

Resolution Upon due consideration, the Meeting resolved to approve the whitewash action as per the details above proposed, based on the majority of votes cast by shareholders who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	132	159,709,892	100
Disapprove	0	0	0
Abstain	0	0	0
Total	132	159,709,892	100

- Note:**
1. There were no invalid ballots in this agenda.
 2. Voting to approve this agenda would require not less than three-fourth of votes cast by shareholders who were present at the Meeting and eligible for voting. In addition the voting to approve this agenda would not involve connected persons and/or shareholders with vested interests in the agenda and not eligible for voting as prescribed in the Public Limited Company Act and Connected Transaction Notifications.
 3. There were no additional shareholders who registered for the Meeting after the meeting kick-off.

Agenda 9: To consider other issues

When no shareholders proposed other topics to the Meeting for consideration, the Meeting facilitator informed that Meeting that any further questions and additional opinions were welcome during this period.

When no other shareholders raised any further questions and gave additional opinions, the Chairperson thanked all shareholders and participants and declared the Meeting adjourned at 4.30 pm.

(Mrs. Metta Utakapan)
Chairperson of the Meeting

บริษัท อมรินทร์พริ้นติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

สำนักพิมพ์ : 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพฯ 10170 โทรศัพท์ 0-2422-9999 โทรสาร 0-2434-3555, 0-2434-3777, 0-2435-5111

โรงพิมพ์ : 376 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพฯ 10170 โทรศัพท์ 0-2422-9000, 0-2882-1010 โทรสาร 0-2433-2742, 0-2434-1385

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