

Amarin Printing and Publishing Public Company Limited
Invitation letter to the 2018 Annual General Meeting of Shareholders



Amarin Printing & Publishing Public Company Limited

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26 March 2018

- Subject: Invitation to the 2018 Annual General Meeting of Shareholders
- Attention: Shareholders of Amarin Printing and Publishing Public Company Limited
- Enclosures:
1. A copy of Minutes of Extraordinary General Meeting of Shareholders No.2/2017 on August 7, 2017
 2. 2017 Annual Report
 3. List of auditor and auditor's remuneration for the year 2018
 4. Information Memorandum on the Acquisition of Assets and Connected Transaction in relation to the Acquisition of Amarin Book Center Company Limited
 5. Report on Opinion of the Independent Financial Advisor regarding the Connected Transaction with respect to the Acquisition of Amarin Book Center Company Limited
 6. List and profile of new directors nominated for directorship in place of those to be retired by rotation and definition of an independent director
 7. Director's remuneration for the year 2018
 8. Proxy forms
 9. Independent director profile for an appointment of proxy
 10. Documents and evidence required to be presented before participating in the Meeting
 11. Articles of Association of the Company concerning Meeting of Shareholders
 12. Request form for Company-provided shuttle bus service
 13. Map of direction to meeting venue

Amarin Printing and Publishing Public Company Limited cordially invites you to attend the 2018 Annual General Meeting of Shareholders on April 25, 2018 at 2:00 pm. at the Convention Hall, Executive Building, 378 Chaoyapruk Road, Taling-Chan, Taling-Chan, Bangkok 10170 to consider matters according to the following agenda and to take account of the Board's opinions given.

Agenda 1: To consider and approve the Minutes of Extraordinary General Meeting of Shareholders No. 2/2017 held on August 7, 2017.

Background and Rationale: The Extraordinary General Meeting of Shareholders No. 2/2017 was held on August 7, 2017. A copy of the minutes of the meeting has been attached to this invitation as Enclosure No. 1. The said minutes of meeting have also been published on the Company's website at www.amarin.com.

Board's Opinion: The Board considered the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 held on August 7, 2017 to have been accurately recorded and that it should be further proposed to the Meeting for final consideration and approval.

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



Agenda 2: To consider and acknowledge the operating results for the 2017 fiscal year, the 2017 Annual Report and the 2018 Business Plan.

Background and Rationale: The Company has summarized its operating results for the year 2017, as per the details given in Enclosure No. 2 attached to this invitation. The 2017 operating results have also been published on the Company's website at www.amarin.com, and the 2018 Business Plan has been presented in the Company's Annual Report.

Board's Opinion: The Board found it appropriate to acknowledge the operating results for the year 2017, the 2017 Annual Report and the 2018 Business Plan as proposed.

Meeting's Resolution: This agenda is only intended for acknowledgement of shareholders and therefore does not require any voting and resolution.

Agenda 3: To consider and approve the Statement of Financial Position as of December 31, 2017, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2017, all of which have been audited by the Company's auditor for the year 2017.

Background and Rationale: In order to comply with the Public Company Act that requires listed company to prepare its Statement of Financial Position and Statement of Comprehensive Income at the end of the Company's fiscal year for shareholders' consideration and approval. Both of the said statements for the year 2017 have been reviewed by the Audit Committee and approved by the Company's certified auditor for their correctness.

The Company generated a net loss of THB 163,937,376 out of its 2017 operations, as set out in Enclosure No. 2 and summarized as follows:

	(Unit: Million Baht)	
	Consolidated	Separate
	Financial Statements	Financial Statements
Total Assets	5,579.14	6,834.34
Total Liabilities	1,678.08	716.44
Shareholders' Equity	3,901.06	6,107.90
Total Revenue	2,237.19	1,823.02
Total Comprehensive income profit(loss)		
For the Year	(163.94)	195.32
Earnings per Share (Baht)	(0.30)	0.35

Board's Opinion: The Board found it appropriate to approve the said Statement of Financial Position and Statement of Comprehensive Income for the year 2017.

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



Agenda 4: To consider and appoint the Company's auditor and determine remuneration for the year 2018. (Detailed information pertaining to the agenda is given in Enclosure No. 3)

Background and Rationale: To comply with the Section 120 of the Public Company Act B.E. 2535, and Article 35 of the Company's Articles of Association, the Company is required to appoint the auditor and to determine audit fee at every Annual General Meeting of Shareholders. Moreover, according to the Notification of Capital Market Supervisory Committee, the companies listed on the Stock Exchange of Thailand have to rotate the auditors. If the previous auditor has performed the duties in auditing and commenting the financial statements of the Company for the five consecutive accounting periods, the Company can nominate the new auditor under the same audit firm as the previous auditor. However, the Company can appoint the auditor who are due to retire from the duties only after the period of at least two accounting years from the date of retirement has lapsed.

The Audit Committee has selected the auditor for the year 2018 in accordance with the determined procedures and has proposed to the Company's Board of Directors to consider and propose to the Annual General Meeting of Shareholders to appoint the auditor from KPMG Phoomchai Audit Company Limited to be the Company's auditor for the year 2018. Since the Audit Committee is of the opinion that in the past year, the auditor from KPMG Phoomchai Audit Company Limited has performed the duty with responsibility and had been capable of completing the duty of reviewing and auditing the financial statements within the required schedule, and had independence to perform the duty. Moreover, it is also the domestically and internationally recognized firm with the term having standards and experiences in auditing the Company's financial statements. In this regard, one of the following auditors shall be assigned to be responsible for auditing and commenting the Company's financial statements for the year 2018.

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

KPMG Phoomchai Audit Company Limited and the three auditors as proposed are the auditors of the Company and the subsidiaries and have no relationship or interest with the Company, the subsidiaries, the executives or the major shareholders or anyone related to the aforementioned persons. Therefore, they are the auditors who are able to independently audit and comment on the Company's financial statements. None of such auditors has previously signed the auditor's report for five consecutive years.

In addition, the Audit Committee approved the remuneration of the Company's auditor for the year 2018, detail as follows:



Unit: Baht

Audit Fees	2018 (Year Proposed)	2017	Increase (Decrease)	
			Baht	%
Amarin Printing and Publishing Public Company Limited	1,500,000	1,600,000	(100,000)	(6.25%)
Other service fees	None	None	-	-
Total Remuneration	1,500,000	1,600,000	(100,000)	(6.25%)

*The above audit fees do not include other relevant expenses such as document/publishing, postage, duty and communications to be incurred during the course of service. The auditor may bill the Company for those expenses on an actual basis.

Audit Committee's Opinion: The Audit Committee has properly considered and scrutinized the appointment of the auditors from the ability to perform task with independence, being equipped with skill, and able to comprehend the nature of the Company including to carry on the profession with responsibility. The Audit Committee deemed it appropriate to propose to approve the appointment of KPMG Phoomchai Audit Company Limited as the Company's and the affiliates' auditor and to consider the appropriate audit fee by comparing the rate of other companies in the industry having the comparable size of assets.

Board's Opinion: As discreetly considered and proposed by the Audit Committee, the Board of directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of KPMG Phoomchai Audit Company Limited as the Company's auditors with one of the following auditors:

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

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

Agenda 5: To consider and approve to refrain annual dividend payment and the allocation of the legal reserves for the operating period between January 1, 2017 to December 31, 2017.

Background and Rationale: It is the Company' policy to pay dividend in the amount of not less than 60% of the net profit after corporate income tax according to the operating results and financial position as stipulated by the Public Company Act B.E. 2535. As the subsidiaries company still has a net loss and the Company needs to reserve money in investments and working capital, then the



Company proposed the Annual General Meeting of Shareholders to approve to refrain a dividend for the fiscal year 2017. To comply with Section 116 of the Public Company Act B.E 2535, and Article 56 of the Company's Articles of Association, the Company is required 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 Company, thus, considered to allocate the profits to the legal reserve of THB 9,800,000.

Appropriated retained earnings - Legal reserve 2015 – 2017

Unit : Baht

Year	Registered capital	Legal reserve	Percentage of registered capital
2015	220,000,000	25,000,000	11.36
2016	220,000,000	25,000,000	11.36
2017	1,259,999,595	34,800,000	2.76

Board's Opinion: The Board found it appropriate approve to refrain the annual dividend payment for the year 2017 as proposed and allocate the profits to the legal reserve of THB 9,800,000 as proposed.

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

Agenda 6: To consider and approve and the acquisition of 81,000 shares of Amarin Book Center Co.,Ltd. ("ABOOK") or 81% of the total issued shares of ABOOK at the purchase price of THB 5,500 per share or a total amount of 445.50 million baht in aggregate from the existing shareholders of ABOOK being the Company's connected persons. (Detailed information pertaining to the agenda is given in Enclosure No. 4 and Enclosure No.5)

Background and Rationale: The Company wishes to acquire of Amarin Book Center Co., Ltd. ("ABOOK") conducting a printing business which leading in part of printing media distribution, from the existing shareholders of ABOOK being the Company's related persons. Currently the Company holds 19% of the total issued shares of ABOOK and subsequent to the completion of this transaction, the Company will hold 100% of the total issued shares of ABOOK. It is considered that acquisition of ABOOK's shares, being an investment in a business that will increase the potentiality in the Company's current businesses, would result that the Company will have various distribution channels which are 158 Naiin Bookstores located nation-wide, wholesale network, direct sale, mobile sale teams, e-commerce platform and online applications as well as is in line with the Company's strategy which is to be a provider of a complete range of content with various channels and would eliminate i) the risk related to lacking of distributor as ABOOK is only distributor of the Company and ii) conflict of interest due to previously the Company held 19.00%.of shares in ABOOK

Board's Opinion: The Company's Board of Directors are of the opinion that the acquisition of ABOOK's shares is reasonable and will cause certain benefits to the Company because i) an increase of investment ratio in a distribution business will cause the Company to have a complete



range of services; and ii) it is an investment in a business which would increase potentiality of the Company's businesses by using customer database, front store media and online system creating the business synergy in the group of companies, which will allow the Company to gain a good return on investment.

Meeting's Resolution: Approval of this agenda requires more than three fourth of the vote cast by shareholders attending and entitled to vote (excluding those having special interest). Details of the additional information is given in Information Memorandum on the Acquisition of Assets and Connected Transaction in relation to the Acquisition of Amarin Book Center Company Limited (Enclosure 4).

Agenda 7: To consider and elect new directors in place of those who are due to retire by rotation.

(List and profile of new directors nominated for directorship are given in Enclosure No. 6)

Background and Rationale: To comply with the Public Company Act and Article 16 of the Company's Articles of Association which stipulate that one third of the directors must retire during the Annual General Meeting of Shareholders. In case the calculated number is not three or a multiple of three, the nearest number to one third shall retire. In this Meeting, the following 4 directors are due to retire by rotation:

- | | |
|------------------------------|---|
| 1. Mr. Suwit Chindasanguan | Chairman of the Corporate Governance Committee, Member of the Audit Committee and Independent Director |
| 2. Mr. Nararat Limnararat | Director, Executive Director and Member of the Nomination and Remuneration Committee and Member of the Corporate Governance Committee |
| 3. Mr. Khumpol Poonsonee | Director, Executive Director |
| 4. Mr. ChokChai Punjarungroj | Director, Executive Director |

To encourage the implementation of the good corporate governance principle, the Company gave an opportunity to the shareholders to nominate qualified candidates to be appointed as the Company's directors between December 21, 2017 and February 12, 2018 via the news system of the Stock Exchange of Thailand's and posted on the Company's website. However, none of shareholders nominated any candidates to be considered as the Company's directors.

Board's Opinion: The opinion of the Nomination and Remuneration Committee, excluding the interested directors, considered the qualifications of four directors who vacated their positions by rotation at the Annual General Meeting of Shareholders for the year 2018. The Committee, therefore, considered that the four persons are fully qualified in accordance with Section 68 of the Public Company Act, and have no prohibited Characteristics to be appointed as directors according to the relevant rules and regulations of the Securities and Exchange Commission. 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. Hence, it is appropriate to propose to the Annual General Meeting of Shareholders to consider appointing those



four directors who are due to retire by rotation to return in the position of directors again for another period. The profiles and relevant information of the nominated persons and the definition of independent directors of the Company are attached hereto in the Enclosure 6.

In addition, the Nomination and Remuneration Committee, excluding the interested directors, had considered and is of the opinion that Mr. Suwit Chindasanguan who has been the Chairman of the Corporate Governance Committee, Member of the Audit Committee and Independent Director since November, 2017 and due to retire from the position by rotation this year has been completely qualified in accordance with the Public Company Act. He has knowledge, competence, and experience which shall be beneficial to the Company's business operation and he is also proficient in accounting and finance as well as being able to give beneficial comments to the Company independently.

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

Agenda 8: To consider and determine Director's remuneration for the year 2018.

(Detailed information pertaining to the agenda is given in Enclosure No. 7)

Background and Rationale: The Board has considered the remuneration for directors, Director, Independent Directors, Executive Director, Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee for the year 2018 based on the type, size and association with the Company's operating results according to similar industry standards as well as the particular roles and responsibilities of Director, Independent Director, Executive Director, Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee, The Directors 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 and Nomination Committee has carefully scrutinized the remuneration for the Board of Directors and the Sub-Committee and considered the appropriateness of such remuneration as compared to that within the same industry by taking into account the Company's business expansion and growth. It is agreed to propose to the Annual General Meeting of Shareholders to approve the remuneration for the Board Directors and the Sub-Committee for the year 2018 (Effective from January 1, 2018), which when calculated together with the extra remuneration (if any) shall not be exceeding 4,000,000 Baht. For the extra remuneration, the Remuneration and Nomination Committee will consider and appropriately allocate by taking into account the Company's operational results.

The details of remuneration for the Board of Directors and the Sub-Committee for the year 2018 compared to that the year 2017.

Position	Monthly remuneration (Baht/Month)		Meeting allowance (Baht/Time)	
	2018	2017	2018	2017
Chairperson	20,000	20,000	25,000	25,000
Director	10,000	10,000	20,000	20,000
Chairman of the Audit Committee	30,000	30,000	None	None
Member of the Audit Committee	20,000	20,000	None	None
President	30,000	30,000	None	None
Executive Director	20,000	20,000	None	None
Chairman of the Nomination and Remuneration Committee	None	None	20,000	None
Member of the Nomination and Remuneration Committee	None	None	15,000	None
Chairman of the Corporate Governance Committee	None	None	20,000	None
Member of the Corporate Governance Committee	None	None	15,000	None

Remark: In the case of executives, this will not be paid.

Board's Opinion: Shareholders should approve the proposed remuneration as suggested by the Nomination and Remuneration Committee.

Meeting's Resolution: Approval of this agenda requires more than two-thirds of the vote cast by attending and voting shareholders.

Agenda 9: To consider and approve the reduction of the Company's registered capital by THB 261,718,005, from the existing registered capital of THB 1,259,999,595 to THB 998,281,590, by canceling the Company's 261,718,005 authorized but unissued shares, with a par value of THB 1 per share.

Background and Rationale: According to the Extraordinary General Meeting of Shareholders No. 2/2017 of Amarin Printing and Publishing Public Company Limited (the "Company") on August 7, 2017 (the "Meeting"), the Company got the resolution of an increase 839,999,730 registered share capital, from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares with a par value of THB 1 per share. The 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share were allocated to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share. In case there were shares remaining from the exercise of the subscription right, the Company would propose the reduction of the Company's registered capital at the next shareholders' meeting. From the subscription of the Company's newly issued shares on 4-8 September 2017, the 578,281,725 shares were subscribed by the existing shareholders and the newly issued shares were registered with the Department of Business



Development, Ministry of Commerce on September 14, 2017. The 261,718,005 shares remaining will be proposed to the Annual General Meeting of Shareholders to approve the cancellation of the said amount of the unissued shares.

Board's Opinion: The Board of Directors has deemed it appropriate to propose that the shareholder's meeting consider and approve the reduction of the Company's registered capital by THB 261,718,005, from the existing registered capital of THB 1,259,999,595 to THB 998,281,590 by canceling the Company's 261,718,005 authorized but unissued shares, with a par value of THB 1 per share as per the details proposed above.

Meeting's Resolution: Approval of this agenda requires more than three fourth of the vote cast by attending and voting shareholders.

Agenda 10: To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of the Company's registered capital.

Background and Rationale: To be in line with the reduction of the Company's registered capital as detailed in Agenda 9 above, it is appropriate to propose that the shareholder's meeting consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company by adopting the following in replacement of the existing wordings and delegate the power to the persons designated by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce to be authorized to amend or add wordings in compliance with the registrar's directions:

“Clause 4.	Registered capital	998,281,590 Baht	(Nine hundred and ninety-eight million two hundred and eighty-one thousand five hundred and ninety Baht)
	Divided into	998,281,590 shares	(Nine hundred and ninety-eight million two hundred and eighty-one thousand five hundred and ninety shares)
	Par value per share	1 Baht	(One Baht)
	Ordinary shares	998,281,590 shares	(Nine hundred and ninety-eight million two hundred and eighty-one thousand five hundred and ninety shares)
	Preference shares	- shares	(-)”

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

Meeting's Resolution: Approval of this agenda requires more than three fourth of the vote cast by attending and voting shareholders.



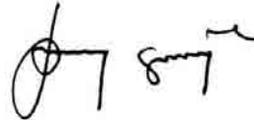
Agenda 11. To consider other matters (if any).

The Company cordially invites all shareholders to attend the 2018 Annual General Meeting of Shareholders at 2.00 pm. on April 25, 2018 at Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaiyapruk Road, Taling-Chan District, Bangkok. Registration for attendance will start at 12.00 pm. The list of shareholders who are eligible to attend the Annual General Meeting of Shareholders Year 2018 will be determined on March 15, 2018.

Should you wish to appoint a proxy to attend and vote at the Meeting on your behalf, please kindly complete the enclosed proxy form and present to the proxy before the Meeting date. If you wish to appoint an independent director as your proxy, the Company has provided the following independent directors i.e. 1) Assoc. Prof. Dr.Somchai Phagaphasvivat 2) Mr.Pramoad Phornprapha. The Company would appreciate it if you could return the signed proxy form to the Company by April 23, 2018. In order to help expedite the registration process, shareholder/proxy should bring the documents listed in Enclosure No. 10 with them to present during registration on the Meeting date.

In order for you to get the most from the Meeting and to best protect your right and interest, please let us know if you have questions on any Meeting agenda that you would like the Company to provide clarification. You may send your questions in advance to ir@amarin.co.th or fax us at 0-2422-9890, 0-2422-9892

Yours respectfully,



(Mrs. Metta Utakapan)

Chairperson

Chief Executive Officer's Office

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



(With Consideration agenda 1)

**Minutes of the No.2/2017 Extraordinary General Meeting of Shareholders
Of
Amarin Printing and Publishing Public Company Limited**

The meeting was held on August 7, 2017 at 2:00 pm at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaiyapruk Road, Taling-Chan Sub-District, Taling-Chan District, Bangkok. The meeting was chaired by Chairperson of the Board, Mrs. Metta Utakapan. At the time the meeting started, there were 98 shareholders and proxies, collectively accounting for 310,510,670 shares or an equivalent of 73.93% of the total issued shares, thus constituting a quorum. Chairperson of the Meeting therefore made an opening speech and then appointed Mr. Chanwit Chanthalertwitthaya as meeting facilitator.

The meeting facilitator informed the meeting that the Company had provided shareholders with the opportunity to post questions in advance via the Company's website from July 21, 2017 until July 31, 2017. However, after the designated period, no questions were submitted. The meeting facilitator, then, introduced the Company's directors, executives and other meeting participants as follows:

Directors attending the meeting:

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|-----|-------------------------------------|---|
| 1. | Mrs. Metta Utakapan | Chairperson of the Board and Member of Nomination and Remuneration Committee |
| 2. | Mr.Somchai Phagaphasvivat | Chairman of Audit Committee and Independent Director |
| 3. | Mr. Charoenchit Nasongkhla | Chairman of Nomination and Remuneration Committee, Independent Director and Member of Audit Committee |
| 4. | Mr. Ampon Ruayfupant | Independent Director and Member of Audit Committee |
| 5. | Mr. Pramoad Phornprapha | Independent Director |
| 6. | Mr. Nararat Limnararat | Director |
| 7. | Mr. Kamolnai Chaixanien | Director |
| 8. | Mr. Khumpol Poonsonee | Director |
| 9. | Mrs. Rarin Utakapan
Punjarungroj | Director and Member of Nomination and Remuneration Committee |
| 10. | Mr. Chokchai Punjarungroj | Director and Member of Nomination and Remuneration Committee |
| 11. | Mr. Cheewapat Nathalang | Director and Member of Nomination and Remuneration Committee |

Other management members and persons attending the meeting:

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Siri Bunpitukgate | Chief Financial Officer |
| 2. | Mr. Chantachat Dhanesnitaya | Financial Controller |
| 3. | Miss Tanaree Pimparu | Company Secretary and Accounting and Finance Director |
| 4. | Miss Natcha Uwatthanasombat | Auditor, Representative from KPMG Phoomchai Audit Limited |
| 5. | Miss Piyawan Meesuke | Legal Advisor from Khunnatham Law Office |

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

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

- For voting purposes, Company-provided ballots would be used and 1 share would equal 1 vote, a practice which is in accordance with the Company's regulations. In counting the voting results for Agenda 1, only the 'Disapprove' and 'Abstain' ballots would be collected, while the vote count for Agenda 2, 3, 4 and 5, all ballots would be collected, then the Company would subtract the 'Disapprove' and 'Abstain' votes from the total number of votes. For shareholders who appointed proxies to attend the meeting and vote on their behalf based on the shareholder's intention, the Company had input their votes i.e. approve, disapprove or abstain, into the computer for each corresponding agenda. As shareholders did not express opinions against the proposed meeting conduct, the meeting was conducted using the method as explained by the meeting facilitator.

The meeting facilitator informed the meeting that to ensure transparency in conducting the meeting and counting of votes in each agenda, volunteers from meeting participants to act as vote-counting inspectors. 2 meeting participants were interested in volunteering to act as a vote-counting inspector; namely Miss Saowalak Chirayutyothin and Mr. Somkiat Kiatsoemsakun. The meeting facilitator then further conducted the meeting.

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

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

The meeting facilitator explained that the Minutes of the 2017 Annual General Meeting of Shareholders, held on April 28, 2017, was published on the Company's website at 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 2017 Annual General Meeting of Shareholders, held on April 28, 2017, to have been accurately recorded and that it should be proposed to the meeting for final consideration and approval."

Before proceeding to voting procedure, a shareholder raised questions and gave remarks as recorded below:

Mr. Thara Chonprani, a shareholder who attended the meeting in person, made a few remarks about some improvements that should be made to the Minutes of the 2017 Annual General Meeting of Shareholders as follows:

In Agenda 1, the minutes should have been recorded that the meeting resolved to approve the agenda "unanimously". Although there was an 'Abstain' ballot from a shareholder, that single abstention would not be taken into account in majority vote count. Therefore, without taking into account the abstention in the vote count, the resolution should have been considered a unanimous approval.

In Agenda 5.1, 5.2, 6.1, 6.2 and 8, the resolution passed for those agendas required majority vote of the meeting. However, the minutes stated that "based on the majority of votes cast by shareholders who were present and eligible for voting". As such, the word "eligible" should have been removed.

Mr. Chantachat Dhanesnitaya, Financial Controller, thanked the shareholder for his beneficial remarks and assured that more attention to accuracy would be given in the record of minutes of future meetings.

Upon due consideration, the meeting resolved to approve the Minutes of the 2017 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	112	321,016,908	100.00
Disapprove	0	0	0
Abstain	0	0	0
Total	112	321,016,908	100.00

Note: At the time of voting for this agenda, there were 14 additional shareholders totaling 10,506,238 shares who registered for the meeting after the meeting kick-off.

Agenda 2: To consider and approve an increase in the Company’s registered capital by Baht 839,999,730 from the existing registered capital of Baht 419,999,865 making the total registered capital to reach Baht 1,259,999,595 by means of issuance of 839,999,730 new common shares at the par value of Baht 1.

Before proceeding to Agenda 2, the meeting facilitator explained that as Agenda 2, 3 and 4 were all related to an approval of the increase in the Company’s registered capital, Board members and executives, in order to facilitate the meeting, would present the information on the agendas for shareholders’ consideration and their final decision. After the presentation of the information, shareholders would be given ample opportunities to raise questions and concerns regarding the agendas until there were no further questions/concerns. After the said Q&A session was completed, the meeting would then proceed to vote casting and vote count procedures for each of the 3 agendas, respectively, beginning with Agenda 2. When shareholders made no objections to the proposed proceedings, Board members and executives began to present the information to the meeting as follows:

Mrs. Rarin Utakapan Punjarungroj reported to the meeting the Company’s operation plans to be accomplished and strategies to be deployed to facilitate shareholders’ decision as to whether to approve the Company’s proposal to increase its registered capital. The major strategies to be deployed are referred to as “OMNIMEDIA and OMNICHANNEL”.

“OMNIMEDIA” refers to running the Company’s business under a truly total media solution, collectively called “5 on” strategy comprising On Print, On Line, On Air, On Ground and On Point of Sale.

On Print refers to printing business. At present, the Company’s printing arm offers diversified printed products; from magazine to pocket book production and to printing house service, which is currently expanding its presence into fully integrated printing service.

On Line refers to higher income generation via online channels, namely website, Facebook and Instagram, resulting in greater access to the Company’s media, products and services among the target audience.

On Air refers to television business. At present, the Company’s channel continues to grow steadily in the ratings. In addition, the broadcast program content has been rerun extensively on YouTube – a demonstrably true evidence of our program content popularity.

On Ground refers to a mean of income generation via organization of various trade fairs already recognizable among the general public.

On Point of Sale refers to a mean of income generation via Naiin Book Store, which currently reports strong growth, especially sales via online channels.

The strategy to be deployed will lay emphasis on penetration of target customer groups by means of integrated platform comprising magazine, pocket book, trade fair, event, training and seminar. Strong emphasis will be given to range of interest in each target customer group as follows: House & Design, Food & Health, Baby & Kids, Fashion & Beauty, Smart Men and Young Generation.



Another major strategy in the pipeline is called “OMNICHANNEL”. This refers to an exploitation of all the media in hand to stimulate consumer purchase via e-commerce transaction. This strategy, referred in our group of companies as “Media Commerce”, will serve as our major strategy to be pursued in the latter half of 2017.

With these strategies, change in corporate income structure will be observed. Although the income base will remain significantly generated through our printing and television business arms, the Company will report more share of income to be provided through other available media and earning channels. This in turn will lead to our more income security.

Mr. Chokchai Punjarungroj, Director and Executive Director, reported to the meeting the Company’s television business performance. According to his report, steady growth has been observed in the television business as evident in the constantly growing popularity of internally developed television programs among the audience, as measured by the ratings.

Mr. Nararat Limnararat, Director and Executive Director, reported to the meeting the details of the Company’s plan to increase the registered capital, as follows:

Operating Results (Income and Net Profit)

The details pertaining to corporate income based on separate financial statements are as follows. Year 2016 annual income stood at Baht 1,698 million. The income of the 1/2017 was Baht 392 million, representing a 13% year-on-year growth from Baht 347 million recorded in the 1/2016. However, as seen from the consolidated financial statements, which included the income generated from the television business, the Company and its subsidiaries reported a total income worth Baht 1,894 million in 2016. In the 1/2017, the Company and its subsidiaries recorded an income of Baht 465 million against Baht 375 million achieved in the 1/2016, representing a 24% year-on-year growth, with the television business arm demonstrating steady growth performance.

The details pertaining to net profit (loss) based on separate financial statements are as follows. In 2016, the Company reported a net profit of Baht 223 million. The 1/2017 net profit was Baht 31 million, compared to Baht 11 million posted in the 1/2016, representing a robust 182% year-on-year growth. Based on the consolidated financial statements, which included the income performance of the television business, the Company and its subsidiaries, however, reported a net loss of Baht 625 million in 2016. The 1/2017 net loss was Baht 99 million against a net loss of Baht 172 million in the 1/2016, representing a 42% year-on-year decrease in the net loss. In 2017, the Company will work towards a goal of improved operating results.

Debt-to-Equity Ratio

The details pertaining to D/E ratio are as follows. In 2014, the Company had Baht 3,407 million in total debt, with shareholders’ equity of Baht 1,965 million, or equivalent to 1.73 times in D/E ratio. In 2015, the Company reported a total debt of Baht 3,706 million and shareholders’ equity of Baht 1,395 million, or equivalent to 2.66 times in D/E ratio. Year 2016 recorded Baht 3,971 million in total debt and Baht 770 million in shareholders’ equity, or equivalent to 5.16 times in D/E ratio. The D/E ratio for the 1/2017, following the increase in the Company’s registered capital effort by the raised funds worth Baht 850 million, stood at 2.27 times based on Baht 3,430 million in total debt and Baht 1,509 million in shareholders’ equity.

The details pertaining to interest – bearing debts are as follows. In 2014, the Company had Baht 570 million in total interest – bearing debts, with interest burden of Baht 25 million. In 2015, a total interest – bearing debts of Baht 1,630 million was recorded, with interest burden of Baht 88 million. In 2016, the Company had Baht 2,290 million in total inter – bearing debts with Baht 136 million in interest burden. In the 1/2017, the total interest – bearing debts stood at Baht 1,704 million, with interest burden of Baht 36 million. It is demonstrably evident that binding interest – bearing debts along with heavy interest burden is a great impediment to the Company’s profitability. Aside from this, the Company also has further encumbrance of the remaining contingent liabilities of Baht 1,051 million to



be paid for its television business. Under this circumstance, the Company needs to increase its registered capital with an eye to reduce the current debt and interest burdens while also making necessary funds available for such future encumbrance.

Capital Structure Rationale

The Company originally had 220 million common shares and registered capital worth Baht 220 million. Later in the No.1/2017 Extraordinary General Meeting of Shareholders, the registered capital was increased by means of issuance of 200 million new common shares, which were allocated and offered to buyers by means of private placement at the price of Baht 4.25 per share. The Company raised Baht 850 million out of the effort, making its registered capital to reach Baht 420 million in the form of 420 million shares. As for the current move to further increase the registered capital, the Company aims to issue another 840 million new common shares. In this effort, 2 new common shares will be allocated to the existing shareholders for each of their currently-owned common shares. The selling price per share will be at Baht 4.25. If the existing shareholders fully exercise their subscription rights, the Company expects to raise another Baht 3,570 million out of the effort. This effort, when accomplished; will make the Company's total registered capital reach Baht 1,260 million in the form of 1,260 million common shares.

In this registered capital increase, each existing shareholder will become eligible to subscribe the new common shares at the volume only in proportion to the current share ownership. Any remaining unsubscribed shares will not be allocated to other shareholders. The Company anticipates that this offer, if resolved to approve in the meeting, will attract considerable interest among shareholders and will in turn make additional funds available accordingly for the Company's future investment and operations. However, it is anticipated that up to 70% to 100% of shareholders will be interested in subscribing the newly issued common shares to be on offer. The projected amount of funds to be raised from shareholders' subscription can be broken down as follows: Baht 3,570 million for 100% subscription; Baht 3,210 million (Baht 360 million lower than the total projection) for 90% subscription; Baht 2,850 million (Baht 720 million lower than the total projection) for 80% subscription; and Baht 2,500 million (Baht 1,070 million lower than the total projection) for 70% subscription.

Objectives of Capital Increase

In case of 100% subscription of the newly issued common shares by shareholders, the raised funds will be funneled into the following activities:

- (1) Loan repayment at the approximate amount of Baht 1,400 million
- (2) Expansion of printing business at the approximate amount of Baht 400 million
- (3) Expansion of television business at the approximate amount of Baht 500 million
- (4) Reserve for future encumbrance; namely the approximate amount of Baht 1,050 million for television business permit fee to be incurred
- (5) Working capital at the approximate amount of Baht 220 million

Expected Benefits from Capital Increase

- (1) D/E ratio to be lowered to less than 1 time
- (2) Less debt and interest burdens
- (3) Financial capability to buy new machinery to increase production efficiency while decreasing repair burdens and overhead expenses;
- (4) Investment in the Media Commerce to further expand the group's business
- (5) Increased competitiveness in the television business through further investment in program content in order to diversity programs as well as further investment in equipment and instrument; and having readily available funds for increased production of internally developed programs
- (6) Adequate reserve to cope with the remaining unpaid permit fee for television business

(7) Adequate working capital for better liquidity

In summary, the increase in the registered capital, when accomplished, will further develop the Company's potential for competitiveness and business operations in terms of both television business and the group's business, which will in turn lead to sustainability and growth in income and profit.

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

Mr. Hangchai Akkhwisakun, a proxy appointed by Mr. Suphot Ueachailoetsakun, expressed his admiration for the way the Company provided the full information on the issue. He also thanked the Company for managing to close share registration book to identify the rights of the existing shareholders (for their new common share subscription) on August 21, 2017. As the said date was designated after the Shareholder Meeting had resolved to approve the registered capital increase proposal, this is therefore considered a good governance of the Company. Nevertheless, Mr. Hangchai inquired whether or not the Company would not provide investment opportunity to other shareholders or grasp opportunity to raise more funds itself, as other shareholders or persons will be barred from subscription of the remaining unsubscribed shares. This is on the ground that if the remaining unsubscribed shares can be offered to other shareholders or persons, the Company will stand a better chance to raise more funds to the level it intends to.

Response by Mr. Nararat Limnarat: From sufficiently funded shareholders' point of view, other shareholders are not eligible for subscribing the remaining unsubscribed shares may make them miss the opportunity to invest more. However, from insufficiently funded shareholders' point of view, this may be viewed as a decrease in their share ownership; which will become more disadvantage. With regards to this, following a thorough consideration, the Company has envisioned that it is highly likely that this share offer to buyers will attract considerable interest among shareholders. Therefore, it is deemed appropriate for the Company to opt for the choice that will make a minimal impact on shareholders. This is the reason for the Company not to allocate any remaining unsubscribed shares to other shareholders.

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

Question: With reference to the meeting invitation, the information on potential impacts on shareholders, in particular the impacts on the shares' market price. The projected shares' market price after the offer is stated at Baht 5.14 per share. Please give an explanation of the calculation. In addition, will (and how) different achieved subscription volume make variable impacts on shareholders?

Response by Mr. Siri Bunpitukgate (Chief Financial Officer): The projected figure obtained from the calculation of potential impacts on the shares' market price after the offer is only a projection, and not a definite occurrence. This is because actual figure will depend on the market price before the closing date of share registration book to identify the rights of the existing shareholders for their new common share subscription. The calculation in question was made by using the weighted-average trading price of the Company's common share in the Stock Exchange of Thailand during the 7 business days before June 30, 2017 on which the Company's Board resolved to approve the registered capital increase proposal. The calculation outcome was Baht 6.91 per share. Based on this obtained figure, further calculation was made on condition that 2 new common shares will be allocated to the existing shareholders for each of their currently-owned common shares. In the calculation, the existing common share was priced at Baht 6.91 per share while the 2 new common shares were priced at Baht 4.25 per share). This eventually led to the projected shares' market price after the offer of Baht 5.14 per share, as stated in the meeting invitation. In case the new common shares are not fully subscribed, the impacts on shares' market price will be changed accordingly.



Question: With regards to the Company's e-commerce business plan, it has been widely broadcast in the media that an affiliate, under the umbrella of the Company's new major shareholder, managed to buy shares in a listed company active in online business and control the business of that company. Will (and how) that be rather questionable in terms of conflict of interest with the Company's business?

Response by Mr. Nararat Limnarat: As the Company does not have any involvement in the share purchase deal in question, we do not have any data pertaining to the issue in hand. Nevertheless, in case the said affiliate has become engaged in the online business that should not be construed as a conflict of interest in any way. Instead, that business connection/synergy can be considered a commercial alliance that should promote further growth of the Company's e-commerce business, given Company's various media in hand while that affiliate has a wide range of products on offer. There is less possibility of business competition or conflict of interest, as remarked.

Question: This is an aspect continued from the previous question. I heard that after such a share purchase from the said listed company, the purchased shares were subsequently withdrawn from the Stock Exchange of Thailand. Because of this, I am wondering whether or not (and how) in the future the Company has any policy to withdraw its own shares from the Stock Exchange of Thailand.

Response by Mr. Nararat Limnarat: As business transaction by each company is made under different deciding factors, following actions taken can also differ from one another. With regards to shareholding in the Company by the new major shareholder, the motion behind its entry is based on the reliability of the Company as a listed company with transparent disclosure of information and various capabilities to raise funds. Therefore, there is no ground for the new major shareholder to withdraw the Company's share from the Stock Exchange of Thailand.

Mr. Krairoek Phothiaphithanwisut, a proxy appointed by Mr. Bodin Phothiaphithanwisut, inquired whether the new major shareholder had any plan for forging alliance with the Company in other areas. If yes, how?

Response by Mr. Kamolnai Chaixanien: The new major shareholder has its clear guidelines for mutual business cooperation and alliance with the Company, but this will be considered individually from issue to issue. For example, in terms of the television business, we have worked closely to jointly create television programs and also the exploitation of our television media to broadcast their product/service advertisement. Other mutual cooperative efforts include, among others, opening Naiin Book Store in shopping mall areas owned by the new major shareholder, and active cooperation to host activities in trade fairs and events.

Mr. Kitti Sanitwong Na Ayutthaya, a shareholder who attended the meeting in person, inquired about the Company's plans to handle competitively demanding business environment characterized by the presence of other players in the television business.

Response by Mr. Chokchai Punjarungroj: In handling the industry competition, the Company focuses efforts on television program improvement, along with purchase of high-quality program content from overseas. In addition, seeking business alliance with world-renowned program content distributor is another measure that also simultaneously projects greater image, and improve the quality, of the Company's television channel. Further focus also includes production of local program content, accomplished by recruitment of capable personnel. Furthermore, the program content is rerun on online channels in order to augment corporate income while also promoting greater consumption of the Company's media among target audience.

Mr. Thara Chonprani, the shareholder who attended the meeting in person, raised the following questions which were responded by the Company's directors and executives as follows:

Question: This question is about the objectives of the Company to exploit the to-be-raised funds in case of 100% and 70% subscription of the new common shares. Baht 400 million in case of 100% subscription (or Baht 200 million in case of 70% subscription) will be budgeted for the printing business. Baht 500 million in case of 100% subscription (or Baht 400 million in case of 70% subscription) will be budgeted for the television business. There is an

obviously material variance in the amount of budgeting ratio between the two businesses. Does that mean the television business have an advantage over the printing business in terms of significance or profitability?

Response by Mr. Nararat Limnararat: Each business is equally significant. The only thing to be noted is that the existing machinery in our printing business can still be utilized. In case the Company cannot achieve the highest subscription rate as anticipated, new machinery will be purchased in order to improve its production efficiency. In case the Company achieves lower subscription rate, repairs of the existing machinery will be a suitable choice, rather than replacing them with the new ones, given the limited amount of to-be-raised funds in hand. Differently, in the television business, there is still a constant shortage of income-generating program content. However, it is not possible for us to compare the two businesses directly in terms of profitability, as each business has its own specific qualities.

Question: This question is directed to the future contingent liabilities based on the to-be-raised funds. As much as Baht 1,050 million will be set aside for planned spending in case of 100% subscription whereas only Baht 300 million will make available for the same planned spending in case of 70% subscription. Does this imply that such a planned spending is not a real priority? And therefore, is it really necessary for the Company to increase its registered capital during this period? Is there any possibility for postponing the capital increase action and how?

Response by Mr. Nararat Limnararat: Although the expense in question is to be incurred in the future, achieving fund raising targets as planned will be more convenient for the Company, as there will be no need to implement additional capital increase efforts in the near future. The intention of the Company is to raise sufficient amount of funds in each single capital increase effort. The funds to be raised must be large enough for the Company to use in business operations over a long period. This is intended to avoid unnecessarily frequent capital increase efforts. In addition, in case approximate Baht 300 million is reserved for the future encumbrance due to under achievement of 100% subscription as planned, this will only be sufficient for one-year television business permit fee, the Company will increase its registered capital unless again next year. Loan will need to be sought with inevitable interest burden unless. Therefore, achieving fundraising targets and obtaining the funds at the desired amount will be more beneficial to the Company.

Mr. Ritthichai Yipcharoenphon, a shareholder who attended the meeting in person, raised the following questions which were responded by the Company's directors and executives as follows:

Question: Shareholders has disagreed with the Company's intention not to allocate the remaining unsubscribed shares to other shareholders in order that they will be able to subscribe more shares in excess of their granted share ownership rights. This is considered an action of taking away minor shareholders' rights to subscribe more shares and preventing them from maintaining their share ownership in the Company.

Response by Mr. Nararat Limnararat: The reasons behind this decided option have been explained earlier. Let me give you additional explanation for the matter. Suppose other shareholders were allowed to subscribe the remaining unsubscribed shares and in excess of their granted share ownership rights, this would mean that the remaining shares of those shareholders who did not exercise their subscription rights had to be allocated to other shareholders (wishing to own more shares in excess of their granted rights) in proportion to their share ownership. This would inevitably result in more allocation to major shareholders while minor shareholders would own the remaining shares in comparatively less number. With all these reasons, it is therefore equitable for all parties concerned if the remaining unsubscribed shares will not be further allocated to the other shareholders.

Question: Please clarify the income generation model in the future, based on your "On Point of Sale" strategy; the mean of earning income through the strategy.

Response by Mrs. Rarin Utakapan Punjarungroj: With regards to the "5 on" strategy, in our future implementation, we will diversify our income generation channels to avoid sole reliance upon one single income



generation channel. Generating income through On Point of Sale refers to focus on Media Commerce to generate income. In order to generate the income, this will mean the exploitation of our various media channels in hand for product/service offer to consumers while they are consuming our media.

After all the questions raised by shareholders were clearly responded by the Company's directors and executives, the meeting facilitator moved on to make a summary of the main points of the registered capital increase issue as follows. The Company requires additional funds for investment to be made in its printing and digital television businesses. The to-be-raised funds will be spent on machinery and equipment purchase as well as studio, digital television business permit fee, digital television network service fee, loan repayment to financial institution and working capital. The major objective of the registered capital increase effort is to remain superior to its competitors as a producer of first-rate printing work and television program, with both businesses to report continued growth in their future operating results. In achieving these goals materially, the Company has envisioned that the registered capital increase effort and allocation of the new common shares to the existing shareholders are the appropriate option that can preserve the best interest of all parties concerned. Therefore, the Company proposes to the meeting that it should increase the registered capital by Baht 839,999,730 from the existing registered capital of Baht 419,999,865 making the total registered capital to reach Baht 1,259,999,595 by means of issuance of 839,999,730 new common shares at the par value of Baht 1 to be allocated to the existing shareholders at the selling price per share of Baht 4.25. In the allocation, 2 new common shares will be allocated to the existing shareholders for each of their currently-owned common shares. The details pertaining to the registered capital increase and the allocation of the new common shares are given in the Enclosure 2 of the meeting invitation.

For this agenda, The Board's opinion given to the meeting was "The meeting should consider and approve the Company's proposal to increase the registered capital by Baht 839,999,730 from the existing registered capital of Baht 419,999,865 making the total registered capital to reach Baht 1,259,999,595 by means of issuance of 839,999,730 new common shares at the par value of Baht 1. The funds to be raised will be invested in its printing and digital television businesses, namely machinery and equipment purchase as well as studio, digital television business permit fee, digital television network service fee, loan repayment to financial institution and working capital."

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

After due consideration, the meeting resolved to approve the registered capital increase as proposed with over three-fourths of votes from shareholders, who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	114	321,029,058	100.00
Disapprove	0	0	0
Abstain	0	0	0
Total	114	321,029,058	100.00

Note: For this agenda, there were 2 additional shareholders totaling 12,150 shares who registered for the meeting after Agenda 1.

Agenda 3: 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 explained that in order to be in parallel with the Company's increase in its registered capital, as detailed in the preceding Agenda 2, it was therefore deemed appropriate to seek approval from the



meeting for an amendment to be made 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.

"No. 4	Registered Capital	1,259,999,595 Baht	(One thousand and two hundred and fifty-nine million and nine hundred and ninety-nine thousand and five hundred and ninety-five Baht)
	Worth		
	Divided into	1,259,999,595 Shares	(One thousand and two hundred and fifty-nine million and nine hundred and ninety-nine thousand and five hundred and ninety-five shares)
	Par Value	Baht 1	(One Baht)
	Categorized as:		
	Common Share	1,259,999,595 Shares	(One thousand and two hundred and fifty-nine million and nine hundred and ninety-nine thousand and five hundred and ninety-five shares)
	Preference Share	- Share	(- Share)"

In implementing the amendment, person to be 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.

For this agenda, The Board's opinion given to the meeting was "The meeting should consider and approve the amendment to be made to the No. 4 of the Company's Memorandum of Association in order to be in accordance with the increase in the Company's registered capital, as per the details above proposed."

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

After due consideration, the meeting resolved to approve the amendment to be made to the No. 4 of the Company's Memorandum of Association in order to be in accordance with the increase in the Company's registered capital with over three-fourths of votes from shareholders, who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	114	321,029,058	100.00
Disapprove	0	0	0
Abstain	0	0	0
Total	114	321,029,058	100.00



Agenda 4: To consider and approve the allocation of the 839,999,730 new common shares of the Company.

The meeting facilitator explained that as a consequence of the Company's effort to increase its registered capital, as per the details given in Agenda 2 earlier, the Company will have to allocate the 839,999,730 new common shares at the par value of Baht 1 to the existing shareholders. 2 new common shares will be allocated to the existing shareholders for each of their currently-owned common shares. The selling price per share will be Baht 4.25. Each existing shareholder will become eligible to subscribe the new common shares at the volume only in proportion to the current share ownership. In case there are any remaining unsubscribed shares, the Company will seek approval in the next meeting to decrease the registered capital in order to avoid the allocation to any other shareholders. In this registered capital increase effort, the following potential impacts on shareholders are anticipated:

1) Impacts on Control Dilution

In case all the existing shareholders exercise all their rights to subscribe the entire new common shares made available, there will be no impacts on the existing shareholders. However, when any existing shareholder does not exercise the given subscription rights or opts to exercise the given subscription rights only in part, the share ownership ratio of that shareholder will be decreased accordingly. The severity of the said impacts will depend directly on the total number of the new common shares to be subscribed during the subscription period.

2) Impacts on Price Dilution

The potential impacts on the decrease in the shares' market price may be as follows:

= (Market Price before Offer – Market Price after Offer) / Market Price before Offer; whereas:

Market Price = Weighted-average trading price of the Company's common share in the Stock Exchange of Thailand during the 7 business days before June 30, 2017 on which the Company's Board resolved to approve the registered capital increase proposal; which is Baht 6.91 per share.

Market Price after Offer = (Market Price x Number of Paid-up Shares) + (Offering Price x Number of Shares in This Offer) / (Number of Paid-up Shares + Number of Shares in This Offer); which is Baht 5.14 per Share

Therefore, the decrease in the shares' market price = 25.64%.

3) Impacts on Earning per Share – EPS Dilution

In case all the existing shareholders exercise all their rights to subscribe the entire new common shares made available, earning per share (in case calculation is made by taking into account only the impacts from the increase in the common share number as a consequence of this registered capital increase effort) will decrease by 66.67%.

For this agenda, The Board's opinion given to the meeting was "The meeting should consider and approve the allocation of the 839,999,730 new common shares at the par value of Baht 1 to the existing shareholders. 2 new common shares will be allocated to the existing shareholders for each of their currently-owned common shares. The selling price per share will be Baht 4.25. Each existing shareholder will become eligible to subscribe the new common shares at the volume only in proportion to the current share ownership. In case there are any remaining unsubscribed shares, the Company will seek approval in the next meeting to decrease the registered capital in order to avoid the allocation to any other shareholders. In addition, the Board has also passed a resolution to assign Board of Executive Directors and/or Managing Director and/or persons to be assigned by the Board of Executive Directors and/or Managing Director to have authority to consider determining other details pertaining to the said allocation of the new common shares; for example (1) determine other requirements, conditions and details in connection with the said allocation of the new common shares; (2) negotiate and sign documents and agreements in connection with the said allocation of the new common shares, including implementing actions in connection with the said allocation of the new common shares; and (3) sign application forms and supporting papers necessary for and related to the said

allocation of the new common shares, including making contacts and submitting the said application forms and supporting papers to governmental agencies or relevant agencies, and listing the new common shares on the Stock Exchange of Thailand (“Stock Exchange of Thailand”), and be authorized to implement any other actions deemed necessary and decent for the said allocation of the new common shares above referred, as they think fit and in compliance with laws and /or regulations.”

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

After due consideration, the meeting resolved to approve the allocation of the 839,999,730 new common shares as 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	114	321,029,058	100.00
Disapprove	0	0	0
Abstain	0	0	0
Total	114	321,029,058	100.00

Agenda 5: To consider and approve an amendment to the objectives of the Company and to No. 3 of the Company’s Memorandum of Association by an addition of 4 more objectives.

The meeting facilitator explained that as the Company pursued a policy of business expansion, the meeting was requested to consider approving the amendment to be made to the objectives of the Company in order to support the Company’s future business operations. In implementing this requirement, 4 additional objectives will be added as Objective No. 54 - No. 57, as per the details given below:

- “No. 54 To conduct business of printing and producing textbook, book, printed material, educational aid, including all categories of materials used in educational discipline.
- No. 55 To conduct business of electronic commerce.
- No. 56 To conduct business of development, consultancy and provision of advice to general business operators in the area of electronic commerce systems.
- No. 57 To conduct business of electronic payment.”

As the addition of the said objectives will require the amendment to the Company’s Memorandum of Association in order to maintain their consistency, therefore the meeting will also have to consider approving the amendment to be made to the No. 3 of the Company’s Memorandum of Association.

For this agenda, The Board’s opinion given to the meeting was “The meeting should consider and approve the amendment to be made to the objectives of the Company by the addition of Objective No. 54 - No. 57 in order to be in parallel with the Company’s current and future business operations and the amendment to be made to the No. 3 of the Company’s Memorandum of Association, resulting in the Company’s objectives to total 57.”

Mr. Thara Chonprani, the shareholder who attended the meeting in person, inquired whether and how this amendment to be made to the Company’s objectives would also cover the Company’s contractual printing and distribution of printed materials and including participation in bids for printing contracts for governmental and private sectors.

Response by Mr. Chantachat Dhanesnitaya: This amendment to be made to the Company’s objectives is intended for compliance with the regulations of the Office of the Basic Education Commission (OBEC). With regards



to the question about the different printing services of the Company, they have already been covered by other objectives.

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

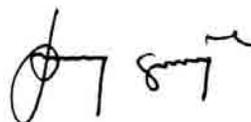
After due consideration, the meeting resolved to approve the amendment to be made to the Company's objectives through the addition of the 4 new objectives as Objective No. 54 - No. 57, and the amendment to be made to the No. 3 of the Company's Memorandum of Association in order to maintain their consistency as proposed with over three-fourths of votes from shareholders, who were present and eligible for voting as follows:

	No. of People	Votes	Percentage
Approve	114	321,029,058	100.00
Disapprove	0	0	0
Abstain	0	0	0
Total	114	321,029,058	100.00

Agenda 6: To consider other issues.

No shareholders proposed other topics to the meeting for consideration.

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 5.00 pm.



(Mrs. Metta Utakapan)

Chairperson of the Meeting

(Consideration with agenda 4)

To appoint auditors and determine annual compensation in 2018.

The Audit Committee has properly considered and scrutinized the appointment of the auditors from the ability to perform task with independence, being equipped with skill, able to comprehend the nature of the Company and to carry on the profession with responsibility. The Audit Committee deemed it appropriate to propose to approve the appointment of KPMG Phoomchai Audit Company Limited as the Company's and the affiliate's auditor and to consider the appropriate audit fee by comparing the rate of other companies in the industry having the comparable size of assets. As discreetly considered and proposed by the Audit Committee, the Board of directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of KPMG Phoomchai Audit Company Limited as the Company's auditors with one of the following auditors:

1. Ms. Sasithorn Pongadisak Certified Auditor No.8802 and/or
(being the person signing for reviewing or auditing and commenting on the Company's for the year 2017 totaling one year)
2. Ms. Nittaya Chetchotiros Certified Auditor No.4439 and/or
(has never reviewed or audited and commenting on the Company's financial statements)
3. Ms. Sureerat Thongarunsang Certified Auditor No.4409
(has never reviewed or audited and commenting on the Company's financial statements)

The Audit Committee approved the remuneration of the Company's auditors for the year 2018 as follows:

Unit: Baht

Audit Fees	2018 (Year Proposed)	2017	Increase (Decrease)	
			(Baht)	(%)
Amarin Printing and Publishing Public Company Limited	1,500,000	1,600,000	(100,000)	(6.25%)
Other service fees	None	None	-	-
Total Remuneration	1,500,000	1,600,000	(100,000)	(6.25%)

Board's Opinion

According to the recommendation of the Audit Committee, The Board of Directors has consider to select the auditors and determine the appropriate compensation Therefore agreed to propose to the Annual General Meeting of shareholders to approve the appointment of the auditors of the Company and their remuneration for the period ended December 31, 2018 as follows.

1. Three auditors from KPMG Phoomchai Audit Limited appointed as the auditor of the Company are as follows:

1. Ms. Sasithorn Pongadisak Certified Auditor No.8802 and/or
(being the person signing for reviewing or auditing and commenting on the Company's for the year 2017 totaling one year)
2. Ms. Nittaya Chetchotiros Certified Auditor No.4439 and/or
(has never reviewed or audited and commenting on the Company's financial statements)



3.Ms. Sureerat Thongarunsang Certified Auditor No.4409

(has never reviewed or audited and commenting on the Company's financial statements)

2. Proposed remuneration of auditors in the 2018 annual, totaled of 1,500,000 Baht

For the non audit services in the past year. The Company and its subsidiaries. No other services provided by auditing firm or enterprise related to the auditor. Auditor and the auditors.

The three auditors niether have relationship nor profitable part in the Company, subsidiaries, executives of major shareholders, or associated with any of their relatives, and have been well performed in their duties, with knowledge and appropriate compensation.

(Consideration with agenda 4)

History and experience of the auditor for the year 2018

Name	Ms. Sasithorn Pongadisak Permit Number 8802
Company	KPMG Phoomchai Audit Limited
Position	Partner
Education	-Master of Business Administration, Chulalongkorn University -Bachelor of Business Administration, Thammasat University
Qualification	-Certified Public Accountant in Thailand -SEC licensed Auditor -Subcommittee of The Board of Specialist subcommittee of Certified Public Accounting Testing Committee, the Federation of Accounting Professions of Thailand
Auditing Experience	-Sasithorn has accumulated extensive experience in diversified industries covering multinational and listed companies and also is one of the international engagement team in providing audit service to the clients listed in other countries stock exchanges and coordination for auditing of foreign companies doing business in Thailand and Asia Pacific. -Sasithorn has experiences in providing audit service covering various industries i.e. Media, Consumer Market, Food and Beverage, Construction and Industries market businesses. -Sasithorn had working experiences in China to support Thai clients and Thai investor doing business in China for 2 years (2010-2012).
Past and present representative clients	-Amarin Printing and Publishing Public Company Limited -Workpoint Entertainment Public Company Limited -JWD InfoLogistic Public Company Limited -Don Muang Tollway Public Company Limited -Thai Beverage Public Company Limited -Oishi Group Public Company Limited -O.C.C. Public Company Limited



History and experience of the auditor for the year 2018

Name	Ms. Nittaya Chetchotiros Permit Number 4439
Company	KPMG Phoomchai Audit Limited
Position	Partner, Audit
Education	Bachelor of Accountancy and Master of Business Administration, Chulalongkorn University
Qualification	-Accredited KPMG IFRS reviewing partner -Certified Public Accountant in Thailand -SEC Licensed Auditor -Bank of Thailand Licensed Auditor -Subcommittee of the Board of Auditing Committee, the Federation of Accounting Professions of Thailand -Committee of the Board of Certified Tax Auditor Testing Committee
Auditing Experience	-Nittaya has extensive of audit and business advisory experience in diversified industries covering multinational and listed companies. -29 years of audit mainly experience with various business in Factoring & leasing, Food & Beverage, Consumer products, Retails, Hospital, Manufacturing and Trading etc. -Nittaya had conducting as instructor in The International Financial Reporting Standards (IFRS) for internal and external personnel. And experience in auditing financial statements of the Company. Nittaya has experiences in auditing of financial statements of Airports of Thailand Public Company Limited for IFRS and reviewing the financial statements which represent the impact of privatization to public company of the Airports Authority of Thailand. -Leader for auditing of listed companies in Thailand and International.
Past and present representative clients	-Thai Beverage Group -Oishi Group -Serm Suk Group -Univenture Group -Golden Land -Siam Food Group

History and experience of the auditor for the year 2018

Name	Ms. Sureerat Thongarunsang Permit Number 4409
Company	KPMG Phoomchai Audit Limited
Position	Risk Management Partner, Audit
Education	-Master Degree of Accountancy, Thammasat University -Bachelor's Degree of Accountancy, Thammasat University
Qualification	-Member of Federation of Accounting Profession of Thailand -Certified Public Accountant in Thailand -SEC Licensed Auditor -Committee of the Board of Auditing Committee, the Federation of Accounting Professions of Thailand -Committee of The Board of Specialist subcommittee of Certified Public Accounting Testing Committee, the Federation of Accounting Professions of Thailand
Auditing Experience	-Providing audit service covering various industries i.e. food and beverage, real estate, construction and international audit experience. -Working as a member of the Department of Professional Practice where in she is involved extensively in developing practice notes on accounting and auditing issues especially on IFRS for KPMG Thailand from 2005 - 2008. -Participating with the Education Center in the United States of America, where Sureerat had experience in media design and co-develop computer programs for electronic working papers for the auditors of KPMG Thailand.
Past and present representative clients	-Thai Beverage Public Company Limited Group -Sermasuk Public Company Limited Group -Sappe Public Company Limited Group -The Siam Cement Public Company Limited (SCG) Group

(Consider with Agenda 6)

**Information Memorandum
of Amarin Printing and Publishing Public Company Limited
Re: Acquisition of Assets and Connected Transaction
in relation to the Acquisition of Amarin Book Center Co., Ltd.**

Amarin Printing and Publishing Public Company Limited (the “**Company**” or “**Amarin**”) wishes to acquire 81,000 shares or 81% of the total issued shares of Amarin Book Center Co., Ltd. (“**ABOOK**”) (this acquisition shall be referred to as the “**Transaction**”), a company conducting a printing business which leading in part of printing media distribution, at the purchase price of Baht 5,500.00 (Baht Five Thousand and Five Hundred) per share or Baht 445.50 million in aggregate from the existing shareholders of ABOOK being the Company’s related persons. Currently the Company holds 19.00% of the total issued shares of ABOOK and subsequent to the completion of this Transaction; the Company will hold 100.00% of the total issued shares of ABOOK. Details of this Transaction are as follows:

1. Date / Month / Year of the Transaction

The Company will enter into the Conditional Share Purchase Agreement (the “**SPA**”) between the Company and the Sellers (as detailed in Item 2) being the Company’s existing shareholders and a related person, for the acquisition of 81,000 shares or 81.00% of the total issued shares of ABOOK, subject to approval of the Transaction from the Company’s Board of Directors being granted. Subsequently, the Company will enter into the above Transaction after obtaining approval from the Annual General Meeting of Shareholders for year 2018 (the “**AGM 2018**”) which will be held on 25th April 2018 at 14.00 subject to all conditions precedent as specified in the SPA having been completed. In light of this, it is initially expected that such share acquisition and payment will be completed within the 3rd quarter of 2018.

2. Relevant Parties and their Relationship with the Company

Purchaser : Amarin Printing and Publishing Public Company Limited
Sellers : The existing shareholders of ABOOK, which are as follows:

Name	No. of Shares Held	Shareholding Percentage of ABOOK
1. Mr. Rapee Utakapan	71,000	71.00
2. Mr. Preeda Sengpanich	2,000	2.00
3. Mr. Khet Sengpanich	2,000	2.00
4. Mr. Phak Sengpanich	2,000	2.00
5. Mr. Chumphot Sengpanich	2,000	2.00
6. Ms. Nisa Noi-am	2,000	2.00
Total	81,000	81.00

Relationship : (1) Mr. Rapee Utakapan is a related person of the Company who holds 4.02% of the Company’s paid-up capital (as of 21st January 2018) and is a close relative of the Company’s shareholders, directors and executives. Details of such relationship are as follows:

- Mrs. Metta Utakapan’s son who is the Company’s director, Chairperson and shareholder holding 3.67% of the Company’s paid-up capital.
- Mrs. Rarin Utakapan Punjarungroj’s brother who is the Company’s director, Chief Executive Officer and shareholder holding 13.86% of the Company’s paid-up capital.

(2) Mr. Preeda Sengpanich is a related person of the Company who holds 0.10% of the Company’s paid-up capital (as of 21st January 2018) and is a close relative



of the Company's shareholders, directors and executives, being a brother of Mrs. Metta Utakapan who is the Company's director, Chairperson and shareholders holding 3.67% of the Company's paid-up capital.

- (3) The rest of the sellers are not related person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: "Rules on Related Party Transactions" and the Notification of the Board of Governors of the SET Re: "Disclosure of Information and Act of Listed Company Concerning the Connected Transactions" dated 19th November 2003 (collectively referred to as the "**Related Party Transaction Rules**") since they are the sons and daughter of Mrs. Metta Utakapan's siblings. Therefore, they are not close relatives of the Company's shareholders, directors and executives.

3. General Characteristics of the Transactions

The Company wishes to acquire 81,000 shares or 81.00% of the total issued shares of ABOOK at the purchase price of Baht 5,500.00 (Baht Five Thousand and Five Hundred) per share or a total amount of Baht 445.50 Million in aggregate from the existing shareholders of ABOOK being the Company's related person. Currently, the Company holds 19.00% of the total issued shares of ABOOK and subsequent to the completion of this Transaction, the Company will hold 100.00% of the total issued shares of ABOOK.

4. Type and Size of Transaction

This Transaction is considered as:

- a) A purchase or acquisition of the business of other private companies by the Company pursuant to Section 107 of the Public Limited Company Act B.E. 2535 (as amended), which requires the approval of not less than three-fourths of the total number of votes of the shareholders attending the meeting and eligible to vote, excluding those of the shareholders having special interests;
- b) An acquisition of material assets pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 20/2551 Re: "Rules on the Entering into Material Transactions Deemed as the Acquisition or Disposition of Assets" and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: "Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets" dated 29th October 2004 (collectively referred to as the "**Acquisition and Disposal Notifications**"). When considering the size of the Acquisition pursuant to each calculation method prescribed under the Acquisition and Disposal Notifications and based on the audited consolidated financial statements of the Company for the year ended 31st December 2017, the transaction size is of the highest value when calculated in accordance with the total value of consideration basis, which equals to 7.99% of the total assets of the Company and its subsidiaries.

After computation of the foregoing with the transaction size of the Company's other acquisition transactions within the past 6 months, i.e. i) establishment of a new subsidiary, Amarin Media and Commerce Co., Ltd. by holding 100.00% of total shares with 25.00% paid-up capital in an amount of Baht 25.00 million pursuant to the resolution of the Board's meeting on 30th October 2017; ii) investment in a new joint venture company, Real Hero Muaythai Co., Ltd. in the portion of 30.00% of the total shares in the total amount of Baht 3.00 Million and iii) an acquisition of 1.00% of shares of Pracharath RakSamakkee Social Enterprise (Thailand) Co., Ltd. in an amount of Baht 1.00 Million, which was approved by the Board's meeting on 10th November 2017, the transaction size is of the highest value when calculated in accordance with the total value of consideration basis, which equals 0.63% of the total assets of the Company and its subsidiaries. The total transaction size of the Company is, therefore, equal to 8.62% as per the total value of consideration basis, which is less than



15.00%. Therefore, the Company is not required to prepare any information memorandum as per the Acquisition and Disposal Notifications.

Calculation of Transaction Sizes under the Acquisition and Disposal Notifications

Calculation Basis	Calculation Details	Transaction Size
1.Total Asset Value = % NTA of the acquired company/ NTA of the listed company	= Baht 24.86 Million* x 81% / Baht 3,780.86 Million**	0.53%
2.Net Profit = % net profit of the acquired company / net profit of the listed company	This calculation basis is not applicable due to both AMARIN and ABOOK generate loss.	-
3.Total Value of Consideration = Value of Consideration / Total assets of the listed company	= Baht 445.50 Million / Baht 5,579.14 Million	7.99%
4.Value of Issued Equity = Number of shares issued by the listed company as consideration / Number of paid-up shares of the listed company	This calculation basis is not applicable	-
Highest Transaction Size		7.99%

After computation of the foregoing with the transaction size of the Company's other acquisition transactions within the past 6 months, the total transaction size of the Company is therefore equal to 8.62% as per the total value of consideration basis.

Note: *NTA of ABOOK is referred from the audited balance sheet of ABOOK for the year ended 31st December 2016, having the following details:

NTA of ABOOK = Total assets- intangible assets- liabilities- minority interests
 (Unit: Million = 1,016.21 – 10.27 – 981.08 – 0.00
 Baht) = Baht 24.86 Million

**NTA of the Company is referred from the audited balance sheet of the Company for the year ended 31st December 2017, having the following details:

NTA of the Company = Total assets- intangible assets- liabilities- minority interests
 = 5,579.14 – 120.20 – 1,678.08 – 0.00
 (Unit: Million = Baht 3,780.86 Million
 Baht)

- c) Since some of the sellers, namely Mr. Rapee Utakapan and Mr. Preeda Sengpanich are the related persons of the Company, the acquisition of ABOOK's shares from such sellers in the total amount of Baht 401.50 Million is considered to be a related party transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: "Rules on Related Party Transactions" and the Notification of the Board of Governors of the SET Re: "Disclosure of Information and Act of Listed Company Concerning the Connected Transactions" dated 19th November 2003 (collectively referred to as the "**Related Party Transaction Rules**") having the size of 10.62% of total net tangible assets of the Company as of 31st December 2017. Furthermore, when considering such transaction size combined with other related party transactions occurring during the past six months prior to entering into this transaction, which is a financial assistance provided by the Company to ABOOK in an amount of Baht 90.00 Million pursuant to the resolution of the Board's meeting on 10th November 2017, which equals to 2.39% of the total net tangible assets of the Company, it appears that the combined transaction size equals 13.01% of total net tangible assets of the Company. The Company is therefore required to (i) convene a shareholders' meeting to obtain the requisite



resolutions with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote, excluding those shareholders having special interests; and ii) appoint an independent financial advisor to provide an opinion regarding the proposed Acquisition and related party transactions to the shareholders.

Calculation of Transaction Sizes under the Related Party Transaction Rules

Related Party Transaction	Details of Calculation	Transaction Size
Transaction Size of the Related Party Transaction = Total value of consideration/ NTA of listed company	= Baht 401.50 Million / Baht 3,780.86 Million	10.62%

When considering the size of the Transaction combined with other related party transactions regarding a financial assistance provided by the Company to ABOOK having the transaction size of 2.39% of the total net tangible assets of the Company, the combined transaction size therefore equals to 13.01% of total net tangible assets of the Company.

5. Details of Assets Acquired

Details of ABOOK's shares, which are the assets to be acquired by the Company, are as follows:

5.1 Details of ABOOK's shares to be acquired by the Company

The Company will acquire 81,000 shares or 81.00% of the total issued shares of ABOOK from the existing shareholders of ABOOK.

5.2 Summary Details of ABOOK

a) General Information

ABOOK was established in 1993 for operating the business of distributing various kinds of printed matters including publications by Amarin Printing and Publishing Public Company Limited and by other publishing offices (who engage ABOOK to distribute its printed matters) as well as those of the freelance writers. Subsequently, ABOOK expanded into the retail business by launching a bookstore with the intention to create customer relationships as well as to share knowledge with the community, namely "Naiin".

Throughout 24 years of business operation, ABOOK has developed its business operation for responding to market needs as well as has developed the working systems of supporting department, information systems and warehouse and logistic systems resulting that ABOOK has been a leading printed matter distributor in Thailand.

Currently, the registered and paid-up capital of ABOOK is of Baht 10.00 Million.

As of 31st December 2017, the subsidiaries of ABOOK are as follows:

	Subsidiaries	Percentage of Shares held by ABOOK	Business
1	Amarin Food and Beverage Company Limited, having the paid-up capital of Baht 13.50 million	90.13	To produce and sale food and beverage products in Naiin Bookstore (currently such Business is suspended)
2	Amarin Trading Company Limited, having the paid-up capital of Baht 1.00 million	99.99	To sale premium products of Naiin Bookstore (currently such company is under the liquidation process)



b) Business Characteristic

ABOOK's business is to distribute the products and to provide the services as follows:

- 1) **Pocketbooks**: which are published by the Company's subsidiary publishing office as well as other contracted publishing offices such as Jamsai Publishing Office, We Learn Publishing Office, EQ Plus Publishing Office and Monster Book Publishing Office. These also include pocketbooks published by other publishing office sold by ABOOK via the retail channel through Naiin Bookstore and naiin.com such as books under the distribution of SE-ED as well as those published by Sathaporn Book Publishing Office, Nanmee Books Publishing Office and IDC Premier Publishing Office.
- 2) **Magazines**: which are published by the Company's subsidiary publishing office as well as other contracted publishing offices such as Anywhere Magazine, FilmaxandFinale Wedding Magazine. These also include other magazines and newspapers sold by the Company via the Company's retail channel.
- 3) **Textbooks**: which are those published by Amarin Education and those published in collaboration with expert educators.
- 4) **Lifestyle Products**: which are various kinds of products according to the needs of Naiin's customers and magazine member customers.

The distribution channels of ABOOK are as follows:

- 1) **Pocketbook Distribution Channel**: ABOOK's sales team will recommend the pocketbooks to major bookstores such as Se-Ed Book Center, B2S, Kinokuniya, book centers of various universities as well as other bookstores located in Bangkok and other provinces.
- 2) **Magazine Distribution Channel**: The magazines will be distributed to agents all over the country such as Penboon Distribution, Kanda Supply, Kor. Sampan Book by which such agents will re-distribute such magazines to the bookstall shops located in its distribution area. Besides, ABOOK also opens for the annual magazine subscription in which ABOOK will deliver such magazines to its subscribers once it is launched, resulting that ABOOK has a database of magazine customers allowing ABOOK to reach its customers who have different interests as well as to recommend other books, products as well as activities related to the customers' lifestyle.
- 3) **Retail channel through Naiin Bookstore**: Currently there are 158 Naiin Bookstores located in the central business district and other communities all over the country. Naiin Bookstores offer the books and magazines including lifestyle products published by AMARIN as well as other contracted publishing offices and general publishing offices by focusing in the variety of the books so that the customers can select books and other products as per their interest. Naiin Bookstores are not only acting as knowledge sharing centers that promote reading habits, but are also known as meeting places for writers and readers by which various activities are jointly held with publishing offices such as launching the new arrival of books, writers and reader discussion forums, tutoring sessions and handicraft workshops.

In addition, ABOOK also has mobile sales teams, namely "Mobile Naiin" for attending any exhibition, book fair or opening sale booths in any office buildings, education institution and department stores all over the country.



- 4) **Direct sale channel:** The sales staffs will directly offer and recommend the books distributed by ABOOK to education institutions or governmental authorities to purchase certain books for students as well as directly sell to any business organizations to develop its staff or to give to its customers. Besides, ABOOK also provides library management services which include the design, procurement of book shelves and selection of the appropriate books which will enhance intellectual and reading skills of youth and general people. In addition, ABOOK has stepped into a kindergarten to secondary textbook market for both governmental and private schools.
- 5) **E-Commerce:** ABOOK has developed an in-trend distribution channel which is the e-commerce via www.naiin.com by which various types of books with their details and abstract have been shown in the website for assisting the customers in making a purchase decision as well as facilitating the customers in an easy, rapid and safe purchase with home delivery service. Besides, www.naiin.com is also a community for readers to express their opinions and recommend books to the public. ABOOK also launched an application namely, “Naiin Pann” for selling the books and magazines in a digital form to facilitate customers who don’t want to carry physical books.

c) Board of Directors and Executives

The Board of Directors of ABOOK are comprised of:

1. Mr. Rapee Utakapan
2. Mr. Phak Sengpanich
3. Mrs. Kunlaya Pitakwong

The executives of ABOOK are as follows:

Executives	Position
1. Mr. Nuttachai Veerakul	Managing Director
2. Mr. Rapee Utakapan	Assistance to Managing Director, Property Development
3. Mr. Phak Sengpanich	Assistance to Managing Director, Books and Magazines Distribution
4. Ms. Waraporn Warasapanon	Director of Retail Operation Department
5. Mr. Jakravut Jaidee	Director of Strategic Planning Department
6. Ms. Prapasri Noipreecha	Director of Supply Chain & Support Department
7. Ms. Srirada Choenkwansri	Director of Accounting Department
8. Mrs. Kunlaya Pitakwong	Director of Financial and Management Accounting Department

Subsequent to the completion of the Transaction, the Company will additionally nominate certain directors in ABOOK. The Company is now in the selection process for such directors and will be announced accordingly



d) Shareholding Structure

The current shareholding structure of ABOOK is as follows:

Shareholders	No. of Share Held	Percentage
1. Amarin Printing and Publishing Public Company Limited	19,000	19.00
2. Mr. Rapee Utakapan	71,000	71.00
3. Mr. Preeda Sengpanich	2,000	2.00
4. Mr. Khet Sengpanich	2,000	2.00
5. Mr. Phak Sengpanich	2,000	2.00
6. Mr. Chumphot Sengpanich	2,000	2.00
7. Ms. Nisa Noi-am	2,000	2.00
Total	100,000	100.00

Source: ABOOK

e) Financial Information

The financial information of ABOOK as per its balance sheet audited by its auditor, namely Morison CKS Company Limited, for the year ended 31st December 2015-2016 and internal balance sheet for year ended 2017 are as follows:

Financial Information of ABOOK for Years 2015-2017

Unit: Million Baht	2015	2016	2017
Cash and cash equivalents	25.63	66.99	67.84
Trade and other receivables	198.85	143.78	147.19
Inventories	380.88	376.41	297.47
Other current assets	29.75	39.68	26.67
Total current assets	635.11	626.86	539.17
Property, plant and equipment	355.91	311.14	301.40
Intangible assets	14.95	10.31	6.68
Other non-current assets	69.10	67.90	61.22
Total non-current assets	439.96	389.35	369.30
Total Assets	1,075.07	1,016.21	908.47
Bank overdrafts and short-term loan from financial institutions	148.46	65.00	105.00
Trade and other payables	674.93	754.41	572.23
Other current liabilities	96.13	115.60	114.53
Total current liabilities	919.52	935.01	791.76
Provisions for employee benefits	30.85	36.47	33.22
Other non-current liabilities	9.30	9.60	10.58
Total non-current liabilities	40.15	46.07	43.80
Total Liabilities	959.67	981.08	835.56
Issued and paid-up capital	10.00	10.00	10.00
Retained Earnings – Legal Reserve	1.00	1.00	1.00
Retained Earnings – Unappropriated	104.40	24.13	61.91
Total Shareholders' equity	115.40	35.13	72.91
Total Liabilities and Shareholders' equity	1,075.07	1,016.21	908.47

Source: ABOOK's financial statements



Operation Results of ABOOK for Years 2015-2017

Unit: Million Baht	2015	2016	2017
Revenue from sale	2,362.61	2,379.83	2,251.56
Other revenue	33.83	22.54	20.75
Total Revenue	2,396.44	2,402.37	2,272.31
Cost of sale	1,706.33	1,741.81	1,596.21
Selling and administrative expenses	749.79	735.69	663.76
Total Expenses	2,456.12	2,477.50	2,259.97
Profit (Loss) before the financial cost	(59.68)	(75.13)	12.34
Financial Cost	(2.49)	(5.14)	(4.99)
Profit (Loss) – Net	(62.17)	(80.27)	7.35

Source: ABOOK's financial statements

6. Value of Consideration and Basis Used to Determine the Value of Consideration

The total value of consideration for 81,000 shares of ABOOK to be acquired by the Company is Baht445.50 Million or Baht 5,500.00 per share. The price was mutually agreed by the sellers and the Company. In determining the purchase price, the Company takes the Discounted Cash Flow Approach and EV/EBITDA (by referring to the past and expected future operation result of ABOOK) basis into account for consideration. The fair value which calculated based on Discounted Cash Flow Approach is between Baht 5,307.09 per share to Baht 5,795.35 per share at 11.54% discount rate. The transaction price is equivalent to 9.60 times under EV/EBITDA basis by which ABOOK's EBITDA for 2017 is in an amount of Baht 61.41 million. In this respect, the Company considered that the transaction price, which is in line with such evaluated price calculated on Discounted Cash Flow basis is the appropriate transaction price. The Company will pay for such purchase price by transfer to the bank account or via cheque upon completion of the Transaction.

Material assumptions applied in appraising ABOOK's shares value under Discounted Cash Flow Approach basis are as follows:

Percentage	2016	2017	Projection for 2018 – 2021
Revenue Growth Rate			
Revenue derived from the sale of pocketbooks	(4.09)	(1.45)	3.50 – 5.43
Revenue derived from the sale of magazines	26.71	(36.61)	(28.15) – (47.21)
Revenue derived from other sale and services	5.69	21.21	2.67 – 9.64
Sale and Service Revenue Growth Rate	0.76	(5.47)	(1.72) – 3.74
Cost of Sale and Service Ratio	72.51	70.35	69.71 – 70.05
Sale and Admin Expenses Ratio (Depreciation cost and write-off expenses are excluded)	28.86	27.86	27.46 – 28.56

- 1) Major revenue of ABOOK being equivalent to 78% of total sale and service revenue is derived from the sale of books whereby the revenue assumption applied in the above appraising mainly refers to the expected future operation result and the operation of ABOOK during 2016-2017. In 2016 and 2017, the book sale growth rate declined due to the closure of 14 and 37 branches generating losses, respectively as well as the change of contract type of the wholesale channel to consignment basis. In 2018, ABOOK's management expects that the book sale growth rate will increase as a result of the books that ABOOK obtains the exclusive distribution right having the growth rate in 2017 at the rate of 5.18%. In addition ABOOK has a plan to renovate Naiin bookstore to become Lifestyle Shop as well as to adjust the product mix in each branch for conformity with the need of target group of



customers and to increase the ratio of non-book products having the high growth rate in 2017. Besides, ABOOK has a plan to commence to distribute the kindergarten and primary textbook for increasing its revenue. As for the revenue derived from the sale of magazine, its growth rate is projected to be declined for conformity with the change of customer behavior.

- 2) Cost and Sale and Admin Expenses Ratio (Depreciation cost and write-off expenses are excluded) are referred to the information in years 2016 and 2017 as per the product category and distribution channel as well as expected growth in the future including business plan of ABOOK. The Cost of Sale and Service Ratio from year 2017 tends to decline due to the change of marketing policy by limiting the product clearance by way of sale below cost which has been commenced since 2016 until the first half of 2017. From 2018 onwards, ABOOK's management expects that the Cost and Sale and Admin Expenses Ratio will be slightly declined due to the increase of non-book product proportion having higher gross profit margin than the book products as well as other changes of marketing plan resulting that the gross profit margin of ABOOK will increase accordingly. Most of Sale and Admin Expenses are staff expenses, rental fee and distribution expense which are the fixed costs resulting that the Expenses to Revenue Ratio will tend to decline according to the increase of revenue. As a result, ABOOK's EBITDA will slightly increase accordingly.
- 3) ABOOK's management expects that ABOOK will require a capital expenditure in an amount of Baht 34 million in 2018 and Baht 20 million in 2019-2022 each. The capital expenditure for 2018 will be for improvement of Naiin existing bookstores to Lifestyle Shops and those for the following years will be renovating the potential bookstores as ABOOK deems appropriate including purchasing of any equipment required for ABOOK's business operation by which such capital expenditure amount is in line with those of the previous year.

Projection of ABOOK's revenue and expenses are as follows:

Million Baht	2016	2017	2018	2019	2020	2021	2022
Total Revenue	2,402.37	2,272.31	2,243.29	2,330.58	2,416.40	2,498.29	2,576.15
Cost of Sale and Service	1,741.81	1,596.21	1,554.12	1,620.44	1,671.46	1,726.33	1,780.09
Sale and Admin Expenses	735.69	663.76	636.81	652.56	667.40	683.97	701.73
EBITDA	(75.13)	12.34	52.36	57.58	77.54	87.99	94.33

7. Value of Assets acquired

The total value of 81,000 shares of ABOOK to be acquired by the Company is Baht 445.50 million by which the book value of such shares as of 31st December 2017 is Baht 72.91 million or Baht 729.08 per share.

8. Sources of Financing

The Company will finance this Transaction with internal cash. As of 31st December 2017, the Company has cash and cash equivalent in an amount of Baht 1,327.69 million, being net cash from operation (approximately of Baht 274.4 million) and remaining amount from the Company's latest capital increase offered to the existing shareholders of the Company on September 2017 (approximately of Baht 1,053.3 million). Therefore in this Transaction, the Company will apply the amount of Baht 265.5 million from net cash from operation and Baht 180 million from the remaining amount from the Company's latest capital increase offered to the existing shareholders of the Company on September 2017. After payment of the purchase price, the Company will have sufficient funds for the Company's business operations. In addition, the Company has a policy to pay dividends at a minimum rate of 60 percent of its net profit



after income tax for its operational results in each year, provided that such policy is subject to change depending on any necessity of the Company and such payment of dividends is subject to the approval of the meeting of shareholders and Board of Directors of the Company.

9. Expected Benefits to the Company

Acquisition of ABOOK's shares under this Transaction will benefit the Company as follows:

- An increase of investment ratio in a distribution business will cause the Company to have a complete range of services since the current businesses of the Company are printing and publishing but distribution is made through ABOOK whose shares are owned by the Company in the ratio of 19.00%.
- In line with the Company's strategy which is to be a provider of a complete range of content with various channels.
- Being an investment in a business that will increase the potentiality in the Company's current businesses, resulting that the Company will have various distribution channels which are 158 Naiin Bookstores located nation-wide, wholesale network, direct sale, mobile sale teams, e-commerce platform and online applications. The Company is able to use such channels for distribution of other products or for conducting any sales promotions in the future, subsequent to the completion of this Transaction. In addition, both companies will coordinate with each other in terms of business by using the existing resources such as customer's data base, goodwill of Naiin Bookstores, storefront media of Naiin Bookstores and website www.naiin.com, bookstores of Naiin bookstores located all over the country and etc., for the utmost benefit of the business of both companies.
- Eliminating the risk of the Company, at the present having only one distributor.
- Eliminating conflict of interest due to previously the Company held shares in ABOOK at the ratio of 19.00%

10. Directors having an interest and/or being related persons who did not attend and vote at the meeting

Mrs. Metta Utakapan, Mrs. Rarin Utakapan Punjarungroj and Mr. Chokchai Punjarungroj who are the directors having an interest did not attend and vote at the meeting.

11. Condition of the Transaction

The Company will enter into the SPA with the Sellers subsequent to the approval from the Company's Board of Directors for this Transaction being granted. Not with standing the above, the completion of this Transaction is subject to completion of certain material conditions precedent set out in the SPA as follows:

- The shareholders' meeting of the Company shall have approved the acquisition of 81,000 shares of ABOOK or 81.00% of total issued share in ABOOK at the purchase price of Baht 5,500.00 (Baht Five Thousand and Five Hundred) per share or a total amount of Baht 445.50 Million in aggregate from the existing shareholders of ABOOK, being the Company's related persons;
- The meetings of the board of directors and shareholders of ABOOK shall have approved the change to the number of directors, appointment of new directors and change of the authorized directors of ABOOK as agreed amongst the parties; and
- The representations and warranties of the Sellers contained in the SPA shall be true and correct and the Sellers shall not breach any of such representations and warranties.

12. Opinion of the Company's Board of Directors

The Company's Board of Directors are of the opinion that the acquisition of ABOOK's shares is reasonable and will cause certain benefits to the Company because i) an increase of investment ratio in a distribution business will cause the Company to have a complete range of services; and ii) it is an investment in a business that would enhance the potentiality of the Company's existing businesses by using customer's database, storefront media and online system, which will allow the positive synergy in



the Company's business operation to be occurred resulting that the Company would gain a good return on investment.

In addition, the Company has not only engaged ABOOK as its exclusive distributor by using ABOOK's various distribution channels including retail channel under Naiin bookstore having leading market share in the country but also held 19% of shares in ABOOK. It is therefore unable to compare this Transaction to other similar transactions entered into with any third person. Given to the above, this Transaction is deemed to have conditions that cause the utmost benefits to the Company.

13. Opinion of the Company's Audit Committee and/or Directors differently from those of the Board of Directors

Neither the Audit Committee nor any director had a different view from the Board of Directors of the Company.

14. Shareholders' Meeting and Serving of Invitation Letter to the Shareholders' Meeting

The Company will serve the invitation letter to the Annual General Meeting of Shareholders for the year 2018 together with the report of the independent financial advisor (the "Invitation Letter") to the SET and office of the SEC in advance of not less than 5 working days before serving such Invitation Letter to all shareholders of the Company. The Company shall serve the Invitation Letter to all shareholders in advance not less than 14 days prior to the date of the meeting.

Part 2: Information Memorandum under Clause 20 of the Related Party Transaction Rules

1. Background Information

Our history begins in 1976 with the foundation of Warasan Baan Lae Suan Partnership Limited by Mr. Chukiat Utakapan to engage in the business of producing a magazine called "Baan Lae Suan". The following year, a printing firm named Amarin Printing Partnership Limited was established to do the printing work in-house, starting "Baan Lae Suan" and other magazines, and later grew to take on increased opportunities for printing orders from outside. From a small startup that began in the mid 70's, the company continued to evolve into a more mature phase. Preparing itself for the challenges of tomorrow, it was converted to a public company and the name was subsequently changed to Amarin Printing and Publishing Public Company Limited (hereinafter "the Company"), which was listed on the Stock Exchange of Thailand on 15 June 1993.

In 2012, Amarin Television Company Limited ("AMTV") was established as a 99.99% owned subsidiary of the Company. The television broadcasting arm of the Company had an authorized share capital of 10 million baht fully paid up. It entered into a contract for broadcasting via satellite on the "AMARIN active TV" channel, which went on-air for the first time in November 2012. Later in January 2014, after AMTV was permitted under license to operate digital HD television broadcasting in the general category, it ceased all satellite activity and switched to digital. The new station began broadcasting on Channel 34 under the new name AMARIN TV HD on 23 May 2014. Needing the right amount of working capital to function optimally, AMTV increased its authorized share capital from 10 million baht to 500 million baht in 2014, to 1,200 million baht in 2015, to 1,800 million baht in 2016, and again to 3,600 million baht in 2017.

On 9 September 2016, the Company entered into a joint venture agreement, under which it invested 13.8 million baht amounting to 46% of shares in Kadokawa Amarin Company Limited. The new commercial enterprise had an authorized share capital of 30 million baht fully paid up. It engaged in the business of publishing and distributing print products ranging from light novels and comics to Walker Magazine e-commerce and physical books, e-books, as well as licensed products from movies, books, animations and related products.



On 28 November 2017, the Company entered into another joint venture agreement, under which it invested 3 million baht or 30% of shares in Real Hero Muaythai Company Limited. The new commercial enterprise, which had an authorized share capital of 10 million baht fully paid up, engaged in the business of producing Thai boxing events to be telecast via the digital television channel, social media, and online channels. It also made television programming for sales and exports to other countries.

Amarin Printing and Publishing Public Company Limited currently has an authorized share capital of 998.28 million baht fully paid up, which amounts to 998.28 million shares each with a 1-baht par value. In the past, the Company increased its authorized share capital from 190 million baht to 200 million baht fully paid up in 2004. The authorized capital was increased again to 219.99 million baht in 2014 to raise funds for stock dividend payment. In 2017, the Company increased its authorized capital to 419.99 million baht by issuing 200 million common shares each with a 1-baht par value, which were sold to Vadhanabhakdi Company Limited. The same year, in September the Company increased its capital by means of a rights offering, an issue of rights to the company's existing shareholders at a ratio of 1:2 (one existing share for two new shares) at 4.25 baht each. In all, 578.29 million shares were sold, which resulted in the authorized share capital rising to 998.28 million baht fully paid up.

Currently, the Company operates in 5 divisions, namely:

1. Print Division
2. Magazines Division
3. Pocket Books Division
4. New Media Division
5. Creative Projects and Events Division

Business Descriptions

The Company and its subsidiaries now operate in 3 main lines of business as follows:

1.1 Printing Business

Print Business includes the Printing Business Division, the Magazine Division, and the Book Publishing Division.

1.1.1 Commercial Printing Service (Printing Business Division)

The Printing Business Division is the Company's primary activity and constitutes a great proportion of products and services. Its comprehensive in-house production facility is capable of serving the specific needs of the Magazine Division, the Book Publishing Division, and Commercial Printing Service. Commercial printing covers many types of printmaking and design, ranging from conceptual design, content creation, and artistic work to photography, photo-retouching, and color enhancement. It operates on many different formats including digital and electronic media, and is well equipped to meet every customer printing need. Over the years, its quality products and services have attracted many discerning customers from the royal palace to government agencies to state enterprises. Other clients include banks and financial institutions as well as independent organizations, religious establishments, associations and private businesses. As technology advances, Commercial Printing Service has the privilege of working with the community concerned with the pursuit of research and education as well as foreign customers and retail businesses. The Division has won acclaim for its commitment to quality products and services, notably the Asian Print Awards, and the Thailand Print Awards.

1.1.2 Publishing (Magazine Division, and Book Publishing Division)

With years of experience in printing and publishing, the Company prides itself on having a strong editorial department. As a respectable publisher of many magazines and books, it currently operates 15 publishing houses that are part of Amarin Group. They include on the popular women's magazines



Praew, and other publications including Arun, Rose, Praew Children's Friend, Amarin Comics, Praew Juvenile, Amarin Drama, Amarin Cuisine, Amarin Health, Amarin, AmarinHow-to, Springbooks, Amarin Travel, Shortcut, and Baan Lae Suan. Together, they go to work producing many categories of artistic and literary composition tailored to the specific needs of different audiences. Every year, the two divisions put out around 600 volumes under three genres: Fiction, Non-Fiction for Children and Youth, and Living. As of 31 December 2017, 10 magazines are offered. They include Baan Lae Suan, Room, Praew, Praew Wedding, Sudsapda, Amarin Baby & Kids, Cheewajit, My Home, National Geographic Thai, and Secret. In the fewest words possible, the Company's magazines on average have sold in greater quantities than their counterparts nationwide, hence keeping their place as the country's leading publications.

1.2 Marketing and Trade Fair Business

1.2.1 Marketing and Trade Fairs

The Company organizes several trade shows every year to advertise to its target audiences. Exhibiting at a trade event provides favorable opportunity for comprehensive communication to build understanding and positive attitudes about the Company's products and services. Participating exhibitors also stand to benefit from it. Done by a team of experts, the trade shows have created a climate of respect and warm approval from external organizations in both public and private sectors. In 2017, a total of 15 trade fairs were organized to promote the magazines published by Amarin Group. They include the Baan Lae Suan Fair Midyear, Baan Lae Suan Fair Yearend, totaling 9 Amarin Baby&Kids Fairs in Bangkok and up-countries, and totaling 4 Sudsapda Shopping market. Meantime, several marketing and promotional events are held at regular intervals to advertise the Company's magazines such as Sudsapda "Khonlor KhorThumdee", Praew Charity, and AMARIN Run for Love. All of these events have been greeted with approval.

1.2.2 Amarin New Media

Through the means of communication using digital technologies such as the Internet, the Company provides a variety website services and online content development. In this way, promotional editorial material and human interest stories are offered to the viewership using a wide range of formats such as feature articles, illustrations, infographics, slide shows, online videos, etc. At the same time, Amarin New Media also developed new technologies for use by Amarin Group to collect data about trade fairs and website visitors for further analysis and research. In so doing, the so-called "Second-Screen System" was devised to enhance interactions with the viewership and respond to inquiries in a timely fashion. The method to reach out and connect with viewers was developed in conjunction with AMARIN TV HD.

1.3 Television Program Production Division

The Company's television distribution arm, Amarin Television Company Limited (AMTV), broadcasts digital TV programming on AMARIN TV HD (Channel 34). The station presents news and TV programming in high definition. Its professional teams have won the admiration of the critics for outstanding lifestyle TV programs such as home decorating, home repair and maintenance, gardening, cooking, programs for moms and kids. AMTV was awarded a 15 year permit to broadcast television in HD under license from the National Broadcasting and Telecommunications Commission (NBTC). The permit took effect on 25 April 2014 and is valid until 24 April 2029.



2. Management Structure

The Company's Board of Directors as of 31 December 2017

	<u>Name</u>	<u>Position</u>
1.	Mrs. Metta Utakapan	Chairperson
2.	Mr. Thapana Sirivadhanabhakdi	Vice Chairperson
3.	Mr. Somchai Phagaphasvivat	Director
4.	Mr. Suwit Chindasanguan	Director
5.	Mr. Nantawat Boramanand	Director
6.	Mr. Nararat Limnararat	Director
7.	Mr. Pramoad Phornprapha	Director
8.	Mr. Khumpol Poonsonee	Director
9.	Mrs. Rarin Utakapan Punjarungroj	Director
10.	Mr. Chokchai Punjarungroj	Director
11.	Mr. Cheewapat Na Thalung	Director

and Mr. Chantachat Dhanesnitaya as the Company Secretary

The Audit Committee as of 31 December 2017 comprises of three members.

	<u>Name</u>	<u>Position</u>
1.	Mr. Somchai Phagaphasvivat	Independent Director and Chairman of the Audit Committee
2.	Mr. Suwit Chindasanguan	Independent Director and Member of the Audit Committee
3.	Mr. Nantawat Boramanand	Independent Director and Member of the Audit Committee

and Mr. Samart Pojanapanichkul as Secretary of the Audit Committee

The Nomination and Remuneration Committee as of 30 June 2017 comprises of five members.

	<u>Name</u>	<u>Position</u>
1.	Mrs. Metta Utakapan	Chairman of the Nomination and Remuneration Committee
2.	Mr. Thapana Sirivadhanabhakdi	Member of the Nomination and Remuneration Committee
3.	Mr. Nararat Limnararat	Member of the Nomination and Remuneration Committee
4.	Mrs. Rarin Utakapan Punjarungroj	Member of the Nomination and Remuneration Committee

and Mrs. Rarin Utakapan Punjarungroj as Secretary of the Nomination and Remuneration Committee



The Board of Executive Directors as of 31 December 2017 comprises of six members.

	<u>Name</u>	<u>Position</u>
1.	Mr. Thapana Sirivadhanabhakdi	President
2.	Mr. Nararat Limnarat	Executive Director
3.	Mr. Khumpol Poonsonee	Executive Director
4.	Mrs. Rarin Utakapan Punjarungroj	Executive Director
5.	Mr. Chokchai Punjarungroj	Executive Director
6.	Mr. Cheewapat Na Thalang	Executive Director

And Mr. Siri Bunpitukgate as Secretary of the Board of Executive Directors

Twenty-six executives as of 31 December 2017 are:

	<u>Name</u>	<u>Position</u>
1.	Mrs. Rarin Utakapan Punjarungroj	Chief Executive Officer
2.	Mr. Chokchai Punjarungroj	Deputy CEO, CEO: Amarin Television Co., Ltd.
3.	Mr. Cheewapat Na thalang	Deputy CEO, Managing Director: Printing Business Division
4.	Mr. Siri Bunpitukgate	Chief Financial Officer
5.	Mr. Chantachat Dhanesnitaya	Financial Controller
6.	Mr. Ardhan Nimitmunwa	Executive Vice President: Head of Human Resource
7.	Mr. Jeremiah Pitakwong	Managing Director: Magazine Business Division
8.	Ms. Ussanee Viratkaphan	Managing Director: Book Publishing Business Division
9.	Mr. Monthian Siripongpreda	Deputy Managing Director: Magazine Business Division
10.	Mrs. Ampawan Suwanruangsri	Senior Director of General Administration
11.	Ms. Tanaree Pimparu	Accounting and Finance Director
12.	Ms. Bussapakes Wongchaoum	Administration Director: Printing Business Division
13.	Mrs. Pattrawan Pultawekiat	Director of Amarin Publishing Services
14.	Ms. Jutamas Smitanon	Printing Sale Director
15.	Ms. Chadaporn Boonyaporn	Executive Account Director
16.	Ms. Waleerat Sakkajohnyos	Executive Account Director
17.	Mr. Companukorn Pandasuwan	Executive Account Director
18.	Mr. Ronnachai Hansuwanon	Executive Account Director
19.	Ms. Chantana Yutthanaphum	Executive Editorial Director
20.	Ms. Lakkana Komkai	Executive Editorial Director
21.	Ms. Chatchda Phomlert	Publishing Management Director
22.	Ms. Namthip Ngernyaem	Director of Marketing & Brand Communication-Media
23.	Mr. Asa Piwkhum	New Media Director
24.	Ms. Bussarakham Imjitt	Executive Account Director: New Media
25.	Mr. Rawee Wattanachua	Plant Director: Printing Business Division
26.	Ms. Monrudee Leelamasjakul	Executive Director of Creative and Events



10 Major Shareholders as of 21 January 2018, the Book Closing Date, are:

<u>No.</u>	<u>Shareholder Name</u>	<u>Number of share holding</u>	<u>Percent</u>
1.	Vadhanabhakdi Co.,Ltd	600,000,000	60.10
2.	Mrs. Rarin Utakapan Punjarungroj	138,387,052	13.86
3.	Mr. Rapee Utakapan	40,156,972	4.02
4.	Mrs. Metta Utakapan	36,671,791	3.67
5.	Mr. Sophon Mitphanpanich	17,312,700	1.73
6.	Mr. Somchai Sawadipol	15,000,000	1.50
7.	Ms. Mayuree Wongkaewcharoen	8,000,000	0.80
8.	Mr. Peerawat Thammapirom	7,990,000	0.80
9.	Mr. Charlermpol Sophonkijakarn	7,700,000	0.77
10.	Bangkok Commercial Asset Management Public Company Limited	6,449,473	0.65

3. Inter-transactions during the past year and present year until the latest quarter

In 2017, the Company and its subsidiaries have entered into the business transactions with its related party under the basic terms and conditions and the common trade convention which an ordinary person would agree to with any partners in the same situation. The transactions are based on the commercial terms and criteria agreed by the Company as summarized below:



	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
1.	<p>AMARIN BOOK CENTER COMPANY LIMITED</p> <p>Relationship:</p> <ul style="list-style-type: none"> - Company is the major shareholder of ABOOK holding 19.00% of ABOOK paid-up capital. - Mr. Rapee Utakapan holds 4.02% of the Company's paid-up capital and being a director and major shareholder of ABOOK holding 71.00% of ABOOK's paid-up capital. 	<p>1.1. The Company sold products and provided services to ABOOK</p> <ul style="list-style-type: none"> -Sale and Service Revenues -Other revenue -Account receivables - Consignment 	<p>466.29</p> <p>0.16</p> <p>170.20</p> <p>178.67</p>	<p>The Company sold books and magazines to ABOOK which will distribute such products to ABOOK's bookstore and other bookstores nationwide. Other revenues of the Company are derived from the Printing Service provided to ABOOK.</p> <p>Pricing: The selling price is equal to the Book Cover Price deducted with Trade Discount (For the year 2017, the discount is 37.9% - 65.0%). Printing Service fee will be based on the same general pricing as external customers.</p>
		<p>1.2 The Company engaged ABOOK to provide transportation and marketing services:</p> <ul style="list-style-type: none"> - Transportation cost - Promotional activities cost - Other expenses - Account payables 	<p>0.36</p> <p>2.11</p> <p>0.11</p> <p>1.22</p>	<p>The Company has transportation cost and promotional activities cost relating to the distribution of books and magazines through ABOOK.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>
		<p>1.3 The Company entered into the lease agreement with ABOOK</p> <ul style="list-style-type: none"> -Rental fee 	<p>0.72</p>	<p>The Company has leased building space of Amarin Book Center Co., Ltd. as the Office of Accounting and Finance Department of the Company.</p> <p>The term of such lease is for 1 year commencing from 1st March, 2017 to date 28th February 2018. The rental fee is 0.08 Million Baht per month. Upon the expiration of the lease term and neither party expresses its intention to terminate the agreement, the parties agree to extend the term of the agreement for</p>

	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
				<p>another period of 1 year.</p> <p>Pricing: Rental fee was based on a mutually agreed contract which can be comparable to the rental rates of nearby areas.</p>
		<p>1.4 The Company provided a financial assistance to ABOOK in the amount of Baht 90.00 Million for working capital.</p>	<p>As of December 31, 2017, no loan amount is drawn down by ABOOK.</p>	<p>The Board of Directors meeting held on November 10, 2017 resolved to provide financial assistance to ABOOK in the amount of Baht 90.00 million as ABOOK's working capital having land as collaterals for a period of 1 year.</p> <p>The interest rate is equal to 3-month or 6-month fixed deposit rate of Bangkok Bank Public Company Limited, Kasikorn Bank Public Company Limited and Siam Commercial Bank Public Company Limited plus the appropriate rate (Not lower than 1.50%).</p> <p>This transaction is a management of excess cash flow for short-term benefit of the Company having investment return higher than the bank deposit interest rate.</p>
2.	<p>Mr. Rapee Utakapan</p> <p>Relationship:</p> <ul style="list-style-type: none"> ▪ Holding 4.02% of the Company's paid-up capital ▪ Director and Major Shareholder of ABOOK 	<p>2.1 The Company's Subsidiary namely; Amarin Television Company Limited entered into the lease agreement with Mr. Rapee Utakapan</p> <p>- Rental Expense</p>	<p>0.72</p>	<p>Amarin Television Company Limited entered in to the land and building lease agreement with Mr. Rapee Utakapan for using such leased premises as the company office and parking area.</p> <p>- The Term of the land and</p>



	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
	<p>holding 71.00% of ABOOK's paid-up capital.</p>			<p>building lease agreement is for 1 year commencing from January 1, 2017 to December 31, 2017. The rental fee is 0.05 million Baht per month. Upon the expiration of the lease term and neither party expresses its intention to terminate the agreement, the parties agree to extend the term of the agreement for another period of 1 year.</p> <p>- The Term of the parking land lease agreement is for 1 year commencing from January 1, 2017 to December 31, 2017. The rental fee is 0.01 million Baht per month.</p> <p>Pricing: Rental fee was based on a mutually agreed contract which can be comparable to the rental rates of nearby areas.</p>
3.	<p>Mr. Thapana Sirivadhanabhakdi Relationship:</p> <ul style="list-style-type: none"> ▪ Director and Major Shareholder who holds 50.00% of Vadhanabhakdi Company Limited's ("Vadhanabhakdi") paid-up capital. ▪ Vadhanabhakdi holds 60.01% of the Company paid-up capital. ▪ Vice Chairperson 	3.1 An acquisition of shares in Pracharath Rak Samakkee Social Enterprise (Thailand) Co., Ltd. ("Pracharath Rak Samakkee") -Shares consideration	0.25	<p>The Company paid for Pracharath Rak Samakkee's shares in proportion of 1.00% in an amount of 0.25 Million Baht to Mr. Thapana Sirivadhanabhakdi which equals to Pracharath Rak Samakkee's paid-up capital during such transaction. Pracharath Rak Samakkee is established to reinforce and strengthen the community by providing sustainable</p>

	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
4.	<p>Thai Beverage Public Company Limited and its subsidiaries (“Thaibev”) Relationship:</p> <ul style="list-style-type: none"> ▪ Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, being directors and holding 50.00% of Vadhanabhakdi paid-up capital each, are the directors and shareholder holding 0.43% of Thaibev paid-up capital each and are close relatives of ThaiBev’s directors and Major Shareholder which are Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi ▪ Vadhanabhakdi’s director being a Major Shareholder of 60.10% Company’s paid-up capital is Mr. Sithichai Chaikriangkrai, being the director of Thaibev. 	<p>4.1 The Company sold products and provided services to Thaibev.</p> <ul style="list-style-type: none"> - Sale and Service Revenues - Other revenue - Account payables 	<p>8.05 0.94 3.20</p>	<p>income through the three types of works which are agriculture, agri-product processing and community tourism. The Company considered that this transaction is to support the Pracharath Project being cooperation project between government, Private sector, expertise, social enterprises and public sector together. Furthermore it is the CSR activities of the Company.</p> <p>The Company sold products and provided printing as well as creative and events services including other special project jointly organized by the Company’s magazine division and Thaibev. Other revenues of the Company are sponsored by Thaibev for the activities in trade fair.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>
5.	<p>Berli Jucker Public Company Limited and its subsidiaries (“BJC”) Relationship:</p> <ul style="list-style-type: none"> ▪ Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, being directors and holding 50.00% of Vadhanabhakdi 	<p>5.1 The Company provided services to BJC</p> <ul style="list-style-type: none"> - Revenues from rendering of services 	<p>0.13</p>	<p>The Company provided printing services and creative and events services to BJC.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>



	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
	<p>paid-up capital each, are close relative of BJC's directors and major shareholder which are Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi and Vadhanabhakdi's director being a Major Shareholder of 60.10% Company's paid-up capital is Mr. Sithichai Chaikriangkrai, being the director of BJC.</p>			
		<p>5.2 The Company purchased printing machines, supplies and printing services from BJC.</p> <ul style="list-style-type: none"> - Printer and maintenance fees - Purchase of supplies and digital printing services fee - Account payables 	<p>0.61 5.50 3.59</p>	<p>The Company purchased printing machines, printing and maintenance services, supplies and digital printing services from BJC.</p> <p>Pricing: The terms and conditions of the agreement are mutually agreed by both parties by which the Company has conducted the selection process and price comparison.</p>
6.	<p>Univentures Public Company Limited and its subsidiaries ("UV")</p> <ul style="list-style-type: none"> ▪ Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, being directors and holding 50.00% of Vadhanabhakdi paid-up capital each, are the directors of UV and shareholders holding 50.00% of Adelfos which is a major shareholder holding 66.01% of UV's paid-up capital. ▪ Vadhanabhakdi's director being a Major Shareholder of 60.10% Company's paid-up capital is Mr. Sithichai Chaikriangkrai, being the director of UV. 	<p>6.1 The Company sold products and provided service to UV:</p> <ul style="list-style-type: none"> - Sale and Service Revenues - Other revenues - Account receivables - Other payables 	<p>13.3 0.10 2.83 3.00</p>	<p>The Company sold advertising space in magazines and provided book publishing and creative and events services as well as content production services to UV.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>

	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
		<p>6.2 The Company's expenses for serviced provided by UV</p> <ul style="list-style-type: none"> - Commission fee - Account payable 	<p>0.58 0.32</p>	<p>The Company paid the commission fee from the advertising revenue to UV for the clients recommended by UV. Pricing: Pricing is based on the same general pricing as external customers.</p>
7.	<p>Golden Land Property Public Company Limited and its subsidiaries ("GOLD") Relationship:</p> <ul style="list-style-type: none"> ▪ Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, being the directors and holding 50.00% of Vadhanabhakdi paid-up capital each, are the directors of GOLD and UV by which UV holds 39.28% of shares in GOLD.Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi are also the shareholders holding 50.00% of Adelfos which is a major shareholder holding 66.01% of UV's paid-up capital. ▪ Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi are close relatives of the Major Shareholders of Frazer Property Holdings (Thailand) Limited, which are Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi by which Frazer Property Holdings (Thailand) Limited holds 39.92% of shares in GOLD ▪ Vadhanabhakdi's director being a Major Shareholder of 60.10% Company's paid-up capital is Mr. Sithichai Chaikriangkrai, being the director of GOLD. 	<p>7.1 The Company sold products and provided service to GOLD:</p> <ul style="list-style-type: none"> - Sale and Service Revenues - Account receivables 	<p>0.56 0.44</p>	<p>The Company sold advertising space in magazines and provided book publishing to GOLD. Pricing: Pricing is based on the same general pricing as external customers.</p>



	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
8.	<p>Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited. (“Pracharath Rak Samakkee”)</p> <p>Relationship:</p> <ul style="list-style-type: none"> Mr. Thapana Sirivadhanabhakdi being Vadhanabhakdi’s director and a major shareholder holding 50.00% of Vadhanabhakdi’s paid-up capital holds 85.00% of shares in Pracharath Rak Samakkee. 	<p>8.1 The Company provided services to Pracharath Rak Samakkee</p> <ul style="list-style-type: none"> - Services Revenue - Account receivables 	<p>0.28</p> <p>0.30</p>	<p>The Company provided book publishing to Pracharath Rak Samakkee.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>
9.	<p>TCC Hotel Asset Management Company Limited (“TCC Hotel Asset Management”)</p> <p>Relationship:</p> <ul style="list-style-type: none"> Mr. Thapana Sirivadhanabhakdi being Vadhanabhakdi’s director and a major shareholder holding 50.00% of Vadhanabhakdi’s paid-up capital is a close relative of TCC Hotel Asset Management’s director, namely Mrs. Wallapa Traisorat and is close relatives of the Major Shareholders of Asset World Corp Limited, which are Mr. Charoen Sirivadhanabhakdi and KhunyingWanna Sirivadhanabhakdi by which Asset World Corp Limited is a major shareholder of TCC Hotel Asset Management. 	<p>9.1 The Company sold advertising space to TCC Hotel Asset Management.</p> <ul style="list-style-type: none"> - Sale Revenues - Account receivables 	<p>0.07</p> <p>0.04</p>	<p>The Company sold advertising space to TCC Hotel Asset Management.</p> <p>Pricing: Pricing is based on the same general pricing as external customers.</p>
10.	<p>Southeast Insurance Public Company Limited (“SEIC”)</p> <p>Relationship:</p> <ul style="list-style-type: none"> Mr. Thapana Sirivadhanabhakdi being Vadhanabhakdi’s director and a major shareholder holding 50.00% of 	<p>10.1 SEIC provided insurance services to the Company</p> <ul style="list-style-type: none"> - Prepaid premium - Account payables 	<p>0.10</p> <p>0.10</p>	<p>SEIC provided insurance services to the Company</p> <p>Pricing: The terms and conditions of the agreement are mutually agreed by both parties by which the Company has conducted the selection process and</p>



	Related persons and Type of Relationship	Transactions	Transactions value (THB Million)	Reasonableness of the transaction
	<p>Vadhanabhakdi's paid-up capital is a director of SEIC and is a close relative of Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi being directors of SEIC and indirect major shareholders holding 97.33% of SEIC through Southeast Group Company Limited</p>			price comparison.

Note: Items 3 to 10 are the value of related part transactions since Vadhanabhakdi Company Limited become the shareholder of the Company.

4. Summary of the Company and its Subsidiary's Balance Sheet and Analysis of the Financial Position and Operation Result of the Company

The financial information as per the audited balance sheet of the Company as of December 2015-2017 are summarized as follows:

Summary Table of the Company and its Subsidiary's Balance Sheet for the Year Ended 31 December 2015 – 2017

Consolidated statement of financial position	For the year ended 31 December					
	2015		2016		2017	
	Audited		Audited		Audited	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	209.67	4.11	176.16	3.72	1,327.69	23.80
Trade and other receivables	477.24	9.36	633.87	13.37	534.70	9.58
Inventories	284.78	5.58	270.34	5.70	236.68	4.24
Other current assets	101.87	2.00	12.23	0.26	6.94	0.12
Total current assets	1,073.56	21.05	1,092.59	23.05	2,106.01	37.75
Non-current assets						
Investments in associates	-	-	12.91	0.27	15.26	0.27
Long-term investments in related parties and others	4.40	0.09	4.40	0.09	5.40	0.10
Other long-term investments	10.08	0.20	10.03	0.21	10.03	0.18
Property, plant and equipment	903.52	17.72	879.99	18.56	863.49	15.48
Land held for future development	77.41	1.52	77.41	1.63	77.41	1.39
Intangible assets	2,785.20	54.61	2,578.74	54.40	2,401.74	43.05
Book copyright	32.38	0.63	29.34	0.62	32.71	0.59
Deferred tax assets	208.45	4.09	46.08	0.97	52.60	0.94
Other non-current assets	5.13	0.10	9.08	0.19	14.48	0.26
Total non-current assets	4,026.57	78.95	3,647.97	76.95	3,473.12	62.25
Total assets	5,100.13	100.00	4,740.57	100.00	5,579.13	100.00
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institutions	450.00	8.82	550.00	11.60	-	-
Bills of exchange	99.50	1.95	196.66	4.15	-	-
Trade and other payables	184.38	3.62	220.58	4.34	202.87	3.64
Accrued expenses	128.82	2.53	91.24	2.24	129.22	2.32
Current portion of long-term loan from financial institution	-	-	270.00	7.05	-	-
Current portion of debentures	-	-	-	-	200.00	3.58
Current portion of digital television license payable	476.13	9.34	458.70	9.68	244.40	4.38

Consolidated statement of financial position	For the year ended 31 December					
	2015		2016		2017	
	Audited		Audited		Audited	
	Million Baht	%	Million Baht	%	Million Baht	%
Current portion of finance lease liabilities	4.09	0.08	15.81	0.33	16.17	0.29
Income tax payable	31.71	0.62	31.90	0.67	20.77	0.37
Other current liabilities	33.16	0.65	31.97	0.67	34.99	0.63
Total current liabilities	1,407.79	27.60	1,866.86	39.38	848.42	15.21
Non-current liabilities						
Long-term loan from financial institution	980.00	19.22	1,070.00	22.57	-	-
Debentures	100.00	1.96	200.00	4.22	-	-
Digital television license payable	1,096.30	21.50	649.35	13.70	650.45	11.66
Finance lease liabilities	2.53	0.05	64.05	1.35	48.69	0.87
Provisions for employee benefits	118.92	2.33	120.40	2.54	130.00	2.33
Other non-current liabilities	-	-	-	-	0.52	0.01
Total non-current liabilities	2,297.75	45.05	2,103.80	44.38	829.66	14.87
Total liabilities	3,705.53	72.66	3,970.66	83.76	1,678.08	30.08
Equity						
Share capital :						
Authorised share capital	220.00		220.00		1,260.00	
Issued and paid-up share capital	220.00	4.31	220.00	4.64	998.28	17.89
Share premium on ordinary shares	270.00	5.29	270.00	5.70	2,786.81	49.95
Retained earnings						
Appropriated						
Legal reserve	25.00	0.49	25.00	0.53	34.80	23.80
Unappropriated	879.60	17.25	254.91	5.38	81.17	1.45
Total equity	1,394.60	27.34	769.91	16.24	3,901.06	69.92
Total liabilities and equity	5,100.13	100.00	4,740.57	100.00	5,579.14	100.00



Summary Table of the Company and its Subsidiary's Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2015 - 2017

Comprehensive income	For the year ended 31 December					
	2015		2016		2017	
	Audited		Audited		Audited	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from sales and goods and rendering of services	1,968.63	100.00	1,900.00	100.00	2,196.00	100.00
Cost of sales of goods and rendering of services	1,953.06	99.21	1,825.06	96.59	1,811.73	82.50
Gross profit	15.57	0.79	74.94	3.41	384.27	17.50
Other income	35.23	1.79	41.23	2.69	40.77	1.86
Profit before expenses	50.80	2.58	116.17	6.11	425.04	19.36
Selling expenses	56.07	2.85	59.11	3.12	63.39	2.89
Administrative expenses	352.60	17.91	331.12	17.43	381.09	17.35
Finance costs	87.72	4.46	135.99	7.18	105.39	4.80
Total expenses	496.39	25.21	526.22	27.78	549.87	25.04
Share of loss of investments in associates	-	-	(0.89)	(0.05)	(650.48)	(29.62)
Profit (loss) before income tax expenses	(445.58)	(22.63)	(411.45)	(21.72)	(125.07)	(5.70)
Income tax(income) expenses	28.44	1.44	(216.67)	(11.44)	(38.87)	(1.77)
Profit (Loss)for the year	(417.15)	(21.19)	(628.12)	(33.16)	(163.94)	(7.47)
Other comprehensive income:						
Item that will not be reclassified to profit or loss						
Actuarial gain arising from post-employment benefit –net of income tax	0.74		3.42		0.00	
Total items that will not be reclassified to profit or loss, net of tax	0.74		3.42		0.00	
Total comprehensive income for the year	(416.41)		(624.69)		(163.94)	
Basic earnings (loss) per share (Baht per share)	(1.89)		(2.86)		(0.30)	
Weighted average number of ordinary shares (thousand shares)	220.00		220.00		555.00	



Explanation and analysis of financial status and performance **Operating results for the year 2015-2017**

Revenues from sales and services

The Company and its subsidiary's revenues from sales and services consisted of revenues from Print Business which included Printing Business Division, Magazine Business Division and Book Publishing Business Division and revenues from Non-print Business which included Cheewajithome Business, Training and Seminars Business, Fair and Events Business, Website Development Business and Television Program Production Business. In 2015 - 2017, the Company and its subsidiary recorded revenues from sales and services at 1,968.63 million baht, 1,899.50 million baht and 2,196.42 million baht, respectively.

In 2016, the Company and its subsidiary recorded a reduction in revenues from sales and services by 69.13 million baht or a decrease by 3.51% from 2015 resulting from the slowing down in consumer spending. However, the Company recorded higher revenues in the fourth quarter of 2016 which were derived from a subsidiary company who operates in Television Program Production business. It was ranked in the top 10 popular channels by nationwide rating in the group of people over 15 years old from the survey conducted by AGB Nielsen Media Research (Thailand) Company Limited. This resulted in the continuous increase in revenue from Television Program Production by 101.34 million baht or a rise by 92.02% compared to 2015.

In 2017, the Company recorded revenues from sales and services at 2,196.42 million baht, an increase by 296.92 million baht or a rise by 15.63% compared to the previous year which were derived from the growths in printing business, fair business, online business and TV Digital business. The revenue from Television Program Production business grew by 107.64% compared to last year, resulting in the retaining the 7th ranking in the popular channels by nationwide rating in the group of people over 15 years old from the survey conducted by AGB Nielsen Media Research (Thailand) Company Limited. In addition, the revenues from digital business showed a dramatic growth by 505.95% which were derived from the advertising income and the income from the digital content's production. Furthermore, the revenues from fair business and printing business showed the continuous growth of 36.32% and 25.43% respectively, compared to 2016.

Cost of sales and services

During 2015-2017, the Company recorded cost of sales and services at 1,953.06 million baht, 1,825.06 million baht and 1,811.73 million baht respectively. In 2016, cost of sales and services decreased from 2015 by 128.00 million baht or declined by 6.55% due to the cease operation of Cheewajithome business in the first quarter of 2016 including the cost control program.

In 2017, the Company recorded cost of sales and services at 1,811.73 million baht, reducing from the previous year by 13.33 million baht or a decrease by 0.73% which were mainly caused by the cost control program and the effectiveness of the machines utilization.

Selling and administrative expenses

The Company recorded the selling expenses during 2015-2017 at 56.07 million baht, 59.11 million baht and 63.39 million baht, respectively. In 2016-2017, the Company's selling expenses increased by 3.04 million baht and 4.28 million baht or grew by 5.42% and 7.42% respectively, compared to the previous year, resulting from the continuous expansion of fair business which led to higher public relation expenses.

The Company recorded the administrative expenses during 2015-2017 at 352.60 million baht, 331.12 million baht and 381.09 million baht, respectively. In 2016, the Company's administrative expenses decreased by 21.48 million baht from 2015 as a result of cost control and efficiency program. However, the Company's administrative expenses grew by 49.97 million baht in 2017, compared to 2016, or an increase of 15.09% due to an increase of operating cost for the expansion of digital TV business which led to the higher personnel expenses including higher fees paid to NBTC as a result of higher sales.

Financial cost

The Company's financial cost, during 2015-2017, was recorded at 87.72 million baht, 135.99 million baht and 105.39 million baht, respectively. An increase in its financial cost in 2016 was caused by higher bank loan outstanding which was withdrawn to pay digital terrestrial television license fee installment of the digital TV business and to be in compliance with Federation of Accounting Profession's publication regarding license payment recognition guideline. The Company adjusted accounting journal entries of the license cost by discounting the total installment to be a present value and recording the difference between cash equivalent price and total amount of installment that must be paid as financial cost throughout the period of license fee installment. In 2017, the Company recorded the lower financial cost due to its 2 new capital injection. Firstly, the Company issued and offered new shares in March 2017 as a private placement with totaling cash received of 850 million baht. Secondly, the Company increased its share capital in September 2017 to offer to the existing shareholders which led to cash received from new capital injection of 2,457 million baht. The proceeds were repaid to its bank loan outstanding which led to its lower financial cost.

Net profit

Due to the economic slowdown, consumers' purchasing power shrank and the full entry into digital TV business operation turned the Company's performances were recorded at a net loss of 416.41 million baht in 2015 and increased to 624.69 million baht in 2016. In 2017, the Company, however, recorded the dramatic growth of revenues from digital TV business, printing business, fair business and digital and website business, resulting in a significant decrease in net loss by 163.94 million baht or a decline by 73.76% from 2016.

Financial position analysis as at 31 December 2015, 2016 and 2017

The Company recorded total assets for the year ended 31 December 2015-2017 of 5,100.13 million baht, 4,740.57 million baht and 5,579.14 million baht, respectively, in which the majority of assets consisted of trade and other receivables, inventories, properties plant and equipment, and intangible assets. Details were as follows;

As at 31 December 2016, the Company recorded total assets at 4,740.57 million baht, decreased by 359.56 million baht or a decline by 7.05%, compared to the total assets as at 31 December 2015. The decrease was primarily caused by the license fee amortization of 206.26 million baht, resulting in the decrease in digital television license from 2,746.66 million baht in 2015 to 2,540.40 million baht in 2017. Moreover, the decreasing in income tax expense of the subsidiary company on 163.01 million baht.

As at 31 December 2017, the Company recorded total assets at 5,579.14 million baht, increasing by 838.57 million baht or a growth rate of 17.69%, compared to the total assets as at 31 December 2016.



The significant increase was primarily resulted from an increase in cash by 1,151.53 million baht whilst the amortized digital television license decreased by 206.26 million baht. The increase in cash was due to two new capital injections which gained the total proceeds of 3,307 million baht.

The Company recorded total liabilities for the year ended 31 December 2015- 2017 at 3,705.53 million baht, 3,970.66 million baht and 1,678.08 million baht, respectively, in which the majority of liabilities consisted of trade and other payables, loans, debentures and liabilities under the license to operate digital television. Details were as follows;

As at 31 December 2016, the Company recorded total liabilities of 3,970.66 million baht, increased by 265.13 million baht or an increase by 7.15%, compared to the total liabilities as at 31 December 2015, which was primarily caused by an increase in Bill of Exchange, short-term loan from banks and Debenture totaling 557.16 million baht to finance the working capital of digital TV business and an increase in long-term loan from a financial institution of 410 million baht to pay the third license fee installment which led to the reduction of liabilities under the license to operate digital television by 464.38 million baht in 2016.

As at 31 December 2017, the Company recorded total liabilities of 1,678.08 million baht with a dramatic decrease by 2,292.58 million baht or a decline by 57.74%, compared to the total liabilities as at 31 December 2016, which was primarily caused by the repayment of Bill of Exchange and short-term loan & long-term loan from banks totaling 2,087 million baht with the proceeds from new capital injection. In addition, the Company paid the license fee installment of 257 million baht which led to the reduction of liabilities under the license to operate digital television.

The Company recorded total shareholders' equity for the year ended 31 December 2015 – 2017 at 1,394.60million baht, 769.91 million baht and 3,901.06 million baht, respectively. As at 31 December 2016, total shareholders' equity decreased by 624.69million baht which was a result of a net loss from operation. In 2017, the Company's total shareholders' equity, however, increased by 3,131.15 million baht due to two new capital injection which gained the total proceed of 3,307 million baht net of the net loss from operations of 164 million baht.

5. Information which would materially affect the decision of the investors (if any)

-N/A-

6. List of Shareholders of the Company who has no right to vote

The shareholders of the Company as of 21st January 2017 (the latest record date of the Company) who has no right to vote in Agenda 6 regarding the acquisition of ABOOK's shares are as follows:

Name	No. of Shares Held		Relationship
	Number	Percentage	
Mr. Rapee Utakapan	40,156,972	4.02	Party to the Transaction
Mrs. Rarin Utakapan Punjarungroj	138,387,052	13.86	Sister of Mr. Rapee who is a Party to the Transaction
Mrs. Metta Utakapan	36,671,791	3.67	Mother of Mr. Rapee who is a Party to the Transaction
Mr. Khet Sengpanich	4,230,000	0.42	Party to the Transaction
Ms. Nisa Noi-am	2,102,871	0.21	Party to the Transaction



Name	No. of Shares Held		Relationship
	Number	Percentage	
Mr. Phak Sengpanich	1,042,104	0.10	Party to the Transaction
Mr. Preeda Sengpanich	1,035,789	0.10	Party to the Transaction
Mr. Chumphot Sengpanich	926,315	0.09	Party to the Transaction
Mr. Chokchai Punjarungroj	29,700	0.003	Spouse of Mrs. Rarin being sister of Mr. Rapee who is a Party to the Transaction
Total	224,582,594	22.50	

7. Asset Price Appraised by the Independent Appraiser

The Company engaged Fast and Fair Valuation Company Limited, being an appraiser certified by the Office of SEC, to appraise the price of the fixed assets of ABOOK which details are as follows:

List of Assets	Location	Appraisal Method	Book Value as of 31 December 2017 (Million Baht)	Appraisal Price (Million Baht)
1. Land having area of 7-2-62 Rai with an office building and warehouse	Soi Suanpak 32, Bangkruai-Jongthanom Road, Mahasawat Sub-district, Bangkruai District, Nonthaburi Province	Market Approach (for land) and Cost Approach (for building and warehouse)	175.58	322.68
2. Warehouse with Land having area of 2-0-17 Rai and Mini-Factory	Raiking Sub -district, Sampran District, Nakhonpathom Province	Market Approach	12.61	36.00
3. Raw Land having area of 14-3-61 Rai	Soi Watlampo, 345 Road, Lampo Sub-district, Bang Bua Thong District, Nonthaburi Province	Market Approach	41.41	122.28
Total			229.60	480.96

Note: Such appraisal reports were made on 15, 16 and 19 January 2018



8. Opinion of the Independent Financial Advisor

The Company engaged EY Corporate Services Company Limited to be an independent financial advisor to provide opinion on the appropriate, benefit and fairness of price and condition of the Transaction and related party transaction to the Company's shareholders whereby the report of the independent financial advisor are as shown in the Attachment 5.

9. Proxy and List of Independent directors for an appointment of proxy

Such documents are as shown in the Attachment 8.

10. Opinion of the Company's Board of Directors

Such information are as shown in Item 12 of the Information Memorandum of Amarin Printing and Publishing Public Company Limited Re: Acquisition of Assets and Connected Transaction in relation to the Acquisition of Amarin Book Center Co., Ltd.

11. Opinion of the Company's Audit Committee and/or Directors differently from those of the Board of Directors

Neither the Audit Committee nor any director had a different view from the Board of Directors of the Company.



(With Consideration agenda 7)

History of individuals who have been nominated to a director.**Due to replacement of the directors retired by rotation.****Mr. Suwit Chindasanguan****Age 63 Years**

Date of Birth	June 18, 1954
Address	59/145 Moo 19 Soi Boromratchachonni 101, Pinklao-Nakhonchaisri Rd, Salathammassop, Thaveewatana, Bangkok 10170
Nationality	Thai
Type of Director	Independent Director
Position	Chairman of the Corporate Governance Committee, Member of the Audit Committee and Independent Director
Start Year as a director	November 22, 2017
Time in Committee	1 Month
Education	-Master of Sciences (Economics), Kasetsart University -Bachelor of Sciences (Economics), Kasetsart University
Training Director Position	- Ethical Leadership Program (ELP1/2558) - Director Certification Program Update (DCPU1/2014) - Risk Management Committee Program (RMP1/2013) - Role of the Nomination and Governance Committee (RNG2/2012) - Advance Audit Committee Program (AAP4/2011) - Monitoring the System of Internal Control and Risk Management (MIR9/2010) - Monitoring the Internal Audit Function (MIA8/2010) - Monitoring Fraud Risk Management (MFM4/2010) - Successful Formulation & Execution of Strategy (SFE8/2010) - Monitoring the Quality Financial Report (MFR6/2008) - The Role of the Chairman Program (RCP18/2008) - The Role of Compensation Committee Program (RCC1/2006) - Improving the Quality of Financial Reporting (QFR2/2006) - Audit Committee Program (ACP4/2005) - Direct Certification Program (DCP44/2004) - Direct Accreditation Program (DAP14/2004)

Working Experience during the past 5 years

Position in other listed companies

2003 – Present -Chairman of the Audit Committee, Member of the Corporate Governance Committee and Independent Director -Univentures Plc.

Position in non-listed companies

2014 – Present -Narrator -Foundation for Research and Development Government Organization
2009 – Present -Instructor -Thai Institute of Directors (IOD)

Experience in other listed companies

---None---

Experience in non listed companies

2013 – 2015 -President -Theme Ad Corporation Co., Ltd.
2012 – 2016 -Plenary Review Committee and plan administrator restore -Legal Execution Department Ministry of Justice
2012 – 2013 -Risk Management Committee -Organization of Mass Communication Thailand (MCOT)
2008 – Present -List of State Enterprise Directors -Ministry of Finance
2005 – Present -President -Wide wi max Co., Ltd.

Position in competing business related to the business of the company that may cause conflict of interest

---None---

Shareholding in the company, including shareholding of spouse and minor children

---None---

Prohibited Qualification

No history of criminal offenses

No history of transactions that may be a conflict of interest with the Company

Rules and procedures for recruiting. The Company announced on the company's investor on the website to invite the shareholders to nominate a person with appropriate qualifications for selecting a Director in advance. But shareholders do not nominate any person to enter the company. The Nomination and Remuneration Committee has considered appropriate and to be the most beneficial to the operations of the company to propose **Mr. Suwit Chindasanguan who retired by rotation back to directors for another term.** It is evident that she is qualified under the Companies Act 2535 and have knowledge and experience in the business related to the company's operations and can help develop the company.



More information about the relationship.

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	None 0%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	No
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.

3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note: : Board of Directors meeting of the year 2017, 1/ 1 times.

(Appointed on November 22, 2017)

:The Corporate Governance Committee of the year 2017, 1/ 1 times.

(Appointed on December 6, 2017)



History of individuals who have been nominated to a director.

Due to replacement of the directors retired by rotation. (Next)



Mr. Nararat Limnararat

Age 59 Years

Date of Birth	May 17, 1958
Address	95/15 Soi Ari Samphan 1, Phaholyothin Rd., Samsaennai, Phayathai, Bangkok
Nationality	Thai
Type of Director	Director
Position	Director, Executive Director, Member of the Nomination and Remuneration Committee, Member of the Corporate Governance and Authorized Director
Start Year as a director	March 9, 2017
Time in Committee	9 Months
Education	-Master of Business Administration Finance Cornell University, New York, USA
Training Director Position	-Risk Management Committee (RMP1/2013) -The Executive Director Course (EDC1/2012) -Monitoring the System of Internal Control and Risk Management (MIR13/2012) -Role of the Nomination and Governance Committee (RNG2/2012) -Audit Committee Program (ACP35/2011) -DCP Refresher Course (5/2007) -Finance for Non-Finance Director (FND1/2003) -Director Certification Program (DCP) (2000)

Working Experience during the past 5 years

Position in other listed companies

2005 – Present	-Director and Member of the Remuneration and Nomination Committee	-Univentures Plc.
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Position in non-listed companies

2017 – Present	-Director and Executive Director	-GMM Channel Trading Co., Ltd
2017 – Present	-Director	-GMM Media Co.,Ltd.
2016 – Present	-Director	-Univentures Consulting Co., Ltd.
2014 – Present	-Independent Director, Member of the Audit Committee	-Capital Link Credit Foncier Limited.
2014 – Present	-Independent Director	-Capital Link Holding Limited
2002 – Present	-Director	-N Ratanarai Co., Ltd.
1998 – Present	-Director and President	-Asia Asset Management Limited



Experience in other listed companies

---None---

Experience in non listed companies

2012 – 2017	-Independent Director and Member of Audit Committee	-Terabyte Net Solution Plc.
2010 – 2013	-Advisory	-Market for Alternative Investment
2010 – 2013	-New Listing & Listed Company Development Committee	-The Stock Exchange of Thailand

Position in competing business related to the business of the company that may cause conflict of interest

---None---

Shareholding in the company, including shareholding of spouse and minor children

---None---

Prohibited Qualification

No history of criminal offenses

No history of transactions that may be a conflict of interest with the Company

Rules and procedures for recruiting. The Company announced on the company's investor on the website to invite the shareholders to nominate a person with appropriate qualifications for selecting a Director in advance. But shareholders do not nominate any person to enter the company. The Nomination and Remuneration Committee has considered appropriate and to be the most beneficial to the operations of the company to propose **Mr. Naratat Limnararat who retired by rotation back to directors for another term.** It is evident that she is qualified under the Companies Act 2535 and have knowledge and experience in the business related to the company's operations and can help develop the company.

More information about the relationship.

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	None 0%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	Yes
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.



3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note:

- :Board of Directors meeting of the year 2017, 6 / 6 times.
(Appointed on March 9, 2017)
- :Executive Director meeting of the year 2017, 10 / 10 times.
(Appointed on March 9, 2017)
- : Annual General Meeting 2017, 1 / 1 time.
- : Extraordinary General Meeting of the year 2017, 1 / 1 time.
- :The Nomination and Remuneration Committee Meeting of the year 2017, 2 / 2 times
(Appointed on November 10, 2017)
- :The Corporate Governance Committee of the year 2017, 1/ 1 times.
(Appointed on December 6, 2017)



History of individuals who have been nominated to a director.

Due to replacement of the directors retired by rotation. (Next)



Mr. Khumpol Poonsonee

Age 46 Years

Date of Birth	July 5, 1971
Address	173/1 Soi Phatthanakan 65 separate 5, Phatthanakan Rd., Pravet, Pravet, Bangkok 10250
Nationality	Thai
Type of Director	Director
Position	Director, Executive Director
Start Year as a director	March 9, 2017
Time in Committee	9 Months
Education	-Master of Business Administration University of Newcastle upon Tyne, United State of Kingdom
Training Director Position	-Director Accreditation Program (DAP87/2011) -Director Certification Program (DCP185/2014) -Risk Management Committee Program (RMP4/2014) -Company Secretary Program 55/2015

Working Experience during the past 5 years

Position in other listed companies

2016 – Present	-Executive Vice President Investment and Business Development	-Univentures Plc.
2013 – Present	-Executive Director	-Golden Land Property Development Plc.

Position in non-listed companies

2017 – Present	-Director	-Aheadall Co., Ltd.
2017 – Present	-Director	-Amarin Television Co., Ltd.
2017 – Present	-Director	-Amarin Media and Commerce Co.,Ltd.
2017 – Present	-Director	-Bhakdivattana Co., Ltd.
2017 – Present	-Director	-Siridamrongbham Co., Ltd.
2017 – Present	-Director	-LRK Development Co., Ltd.
2016 – Present	-Director	-Vadhanabhakdi Co., Ltd.
2016 – Present	-Director and Managing Director	-Univentures Consulting Co., Ltd.
2016 – Present	-Director	-Lertratakarn Co., Ltd.
2016 – Present	-Director and Executive Director	-Stonehenge Inter Co., Ltd.
2013 – Present	-Director	-Golden Land Resident Co., Ltd.

2013 – Present	-Director	-Baan Chang Estate Co., Ltd.
2013 – Present	-Director	-Golden Habitation Co., Ltd.
2013 – Present	-Director	-Golden Land (Mayfair) Co., Ltd.
2013 – Present	-Director	-Golden Land Polo Co., Ltd.
2013 – Present	-Director	-Golden Property Services Co., Ltd.
2013 – Present	-Director	-Grand Mayfair Co., Ltd.
2013 – Present	-Director	-Grand Paradise Property Co., Ltd.
2013 – Present	-Director	-MSGP Property Co., Ltd.
2013 – Present	-Director	-Narayana Pavillion Co., Ltd.
2013 – Present	-Director	-North Sathorn Realty Co., Ltd.
2013 – Present	-Director	-Ritz Villgae Co., Ltd.
2013 – Present	-Director	-Sathorn Supsin Co., Ltd.
2013 – Present	-Director	-Sathorn Thong Co., Ltd.
2013 – Present	-Director	-United Homes Co., Ltd.
2013 – Present	-Director	-Walker Homes Co., Ltd.
2002 – Present	-Director	-Cathay Asset Management Co., Ltd.

Experience in other listed companies

2013 – 2016	-Member of Risk Management Committee, Company Secretary, Executive Secretary, Risk Management Committee Secretary and Executive Vice President Business Development	-Golden Land Property Development Plc.
2008 – 2012	-Senior Vice President Business Development	-Univenture Plc.

Experience in non listed companies

2015 – 2016	-Director	-North Sathorn Hotel Co., Ltd.
2007 – 2013	-Director and Managing Director	-Univenture Consulting Co., Ltd.
2002 – 2013	-Investment Committee	-Kinnaree Property Co., Ltd.

Position in competing business related to the business of the company that may cause conflict of interest

---None---

Shareholding in the company, including shareholding of spouse and minor children

---None---

Prohibited Qualification

No history of criminal offenses

No history of transactions that may be a conflict of interest with the Company

Rules and procedures for recruiting. The Company announced on the company's investor on the website to invite the shareholders to nominate a person with appropriate qualifications for selecting a Director in advance. But shareholders do not nominate any person to enter the company. The Nomination and Remuneration Committee has considered appropriate and to be the most beneficial to the operations of the company to propose **Mr. Khumpol Poonsonee who retired by rotation back to directors for another term.** It is evident that she is qualified under the Companies Act 2535 and have knowledge and experience in the business related to the company's operations and can help develop the company.



More information about the relationship.

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	None 0%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	Yes
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.

3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note:

- : Board of Directors meeting of the year 2017, 6 / 6 times.
(Appointed on March 9, 2017)
- : Executive Director meeting of the year 2017, 10 / 10 times.
(Appointed on March 9, 2017)
- : Annual General Meeting 2017, 1 / 1 time.
- : Extraordinary General Meeting of the year 2017, 1 / 1 time.



History of individuals who have been nominated to a director.

Due to replacement of the directors retired by rotation. (Next)



Mr. Chokchai Punjarungroj

Age 48 Years

Date of Birth	October 25, 1969
Address	22 Taling Chan, Taling Chan, Bangkok 10170
Nationality	Thai
Type of Director	Director
Position	Director, Executive Director
Start Year as a director	April 19, 2013
Time in Committee	5 years
Education	-Master's degree in Marketing, Armstrong University -Bachelor of Business Administration, Assumption University
Training Director Position	---None---
Working Experience during the past 5 years	
Position in other listed companies	---None---
Position in non-listed companies	
2017 – Present	-Director -Amarin Media and Commerce Co., Ltd
2016 – Present	-Director -Kadokawa Amarin Co., Ltd.
2014 – Present	-Chief Executive Officer -Amarin Television Co., Ltd.
2012 – Present	-Director -Amarin Television Co., Ltd.
Experience in other listed companies	---None---
Experience in non listed companies	---None---
Position in competing business related to the business of the company that may cause conflict of interest	---None---
Shareholding in the company, including shareholding of spouse and minor children	
Direct holding	Number of shares held 138,416,752 shares or 13.87%
Prohibited Qualification	No history of criminal offenses No history of transactions that may be a conflict of interest with the Company



Rules and procedures for recruiting. The Company announced on the company's investor on the website to invite the shareholders to nominate a person with appropriate qualifications for selecting a Director in advance. But shareholders do not nominate any person to enter the company. The Nomination and Remuneration Committee has considered appropriate and to be the most beneficial to the operations of the company to propose **Mr. Chokchai Punjarungroj who retired by rotation back to directors for another term.** It is evident that she is qualified under the Companies Act 2535 and have knowledge and experience in the business related to the company's operations and can help develop the company.

More information about the relationship.

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	138,416,752 13.87%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	Yes
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.

3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note:

- : Board of Directors meeting of the year 2017, 9 / 9 times.
- : Executive Director meeting of the year 2017, 12 / 12 times.
- : Annual General Meeting 2017, 1 / 1 time.
- : Extraordinary General Meeting 2017, 2 / 2 time.
- : The Nomination and Remuneration Committee meeting of the year 2017, 2 / 2 times
(Resigned on November 22, 2017)

(To consider with Agenda 8)

The Definition of Independent Director

Definition of Independent Directors of the Company is more strict than the minimum requirements of the Stock Exchange of Thailand, which is stated in the announcement of the Thai Stock Exchange. Scope of the Audit Committee (No. 1) Act 1999, by the independent directors, and / or audit committee of the company shall have the following features.

- (1) Holding shares not more than 1 percent of the paid-up capital of the Company, companies, subsidiaries or related companies. This shall be inclusive of the shares held by related persons as well.
- (2) Directors who are not participate in the management of the Company, associated or related companies, or major shareholders of the company staff member, or consultant who has been a regular salary from the Company, or associated companies, or major shareholders of the Company.
- (3) A director of who has no interest, whether direct or indirect, in terms of finance and management of the company, companies, subsidiaries or related companies, or major shareholders of the Company, which will effect the execution of duties, and the freedom of decision making
- (4) A director who is not a related person or close relatives of the executives or major shareholders of the Company.
- (5) A director is not appointed from a representative to safeguard interests of the directors of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
- (6) Can perform and express their opinions or reporting the performance of duties as assigned by the Board of Directors of the Company by independent. And work without any control of management or major shareholders of the Company, including those related to or close relatives of such person for the benefit of the Company. Independent directors should be ready to challenge the actions of other directors or management.



(Consideration with agenda 8)

Remuneration for Committee Performance year 2018

The Nomination and Remuneration Committee has considered remuneration for the Board of Director, Independent Director, Executive Director, Audit Committee, Nomination and Remuneration Committee and the Corporate Governance Committee for the year 2018 (effective from January 1, 2018), taking into consideration the appropriateness of the type, size and relationship with the operating results of the Company. Which corresponds to the same industry. Include appropriate for the duties and responsibilities. Board of Director, Independent Director, Executive Director Audit Committee, Nomination and Remuneration Committee and the Corporate Governance Committee Compensation for special remuneration (if any) is limited to Baht 4 million and details are as follows:

The details of remuneration for the Board of Directors and the Sub-Committee for the year 2018 compared to that the year 2017.

Position	Monthly remuneration (Baht/Month)		Meeting allowance (Baht/Time)	
	2018	2017	2018	2017
Chairperson	20,000	20,000	25,000	25,000
Director	10,000	10,000	20,000	20,000
Chairman of the Audit Committee	30,000	30,000	None	None
Member of the Audit Committee	20,000	20,000	None	None
President	30,000	30,000	None	None
Executive Director	20,000	20,000	None	None
Chairman of the Nomination and Remuneration Committee	None	None	20,000	None
Member of the Nomination and Remuneration Committee	None	None	15,000	None
Chairman of the Corporate Governance Committee	None	None	20,000	None
Member of the Corporate Governance Committee	None	None	15,000	None

Remark: In the case of executives, this will not be paid.

Scope of duties and responsibilities of Committees

Audit Committees

As of 31 December 2017, Audit Committee consists of Chairman of the Audit Committee, 2 independent directors (3 members of the independent directors).

Responsibilities

The Audit Committee is responsible for assisting the Board of Directors in performing their duties. On the appropriateness and accuracy of financial reports, in terms of reliability. The information is complete, accurate and in accordance with standards and regulatory requirements confidence and credibility of investors financial institution Business partners and stakeholders. As well as the efficiency of internal control of Amarin Printing and Publishing Public Company Limited and subsidiaries. To ensure that the operations of the various agencies. To be effective, legislation, regulations and requirements of regulatory authorities. The standard of good ethics. The scope of duties and responsibilities of the audit committee as follow:

1. Reviewed Financial Statements and subsidiaries, to ensure reliable and adequate disclosure.
2. Review the company and subsidiaries comply with the law governing securities and the Stock Exchange of Thailand. Regulatory requirements and other laws related to the company's business.
3. Consider the connected transaction Items with potential conflict of interest acquisition or disposition of assets and subsidiaries to comply with the law and regulations of the Stock Exchange of Thailand. In order to ensure that The items are reasonable for the maximum benefit of the company and the operation is transparent.
4. Review the Company and subsidiaries have an internal control system, internal audit appropriate and effective. Also consider the independence of the internal audit unit, provide advice on the budget, manpower, and approve the appointment. Annual performance evaluation and termination of the chief Internal Auditor
5. To consider, select, nominate, appoint, remove persons who are independent. To serve as the company's auditor and subsidiaries and propose auditor's remuneration. Also, attend meetings with the auditors. without the management, attend the meeting, at least 1 time per year.
6. Review the company and subsidiaries have a risk assessment system and adequate and effective risk management.
7. Prepare report of audit Committee signed by the chairman of the audit committee and disclosed in the company's annual report. In accordance with the regulations of the Stock Exchange of Thailand
8. Approve the internal audit plan of the company and subsidiaries by the way and generally accepted standards. To monitor the performance of the internal audit department.
9. The audit committee may seek independent opinions from other professional consultants. When deemed necessary at the expense of the company.
10. Perform other duties assigned by the board of directors, with the approval of the audit committee



Nomination and Remuneration Committee.

As of 31 December 2017, Consists of Chairman of the board of director and 3 committees

Duties and responsibilities.

1. Recruit and select qualified individuals to serve as the Company's directors or Chief Executive Officer. Monitor the succession plan to look out for qualified individuals to fulfill any vacant positions due to the completion of term or for other reasons.
2. Determine the approach and criteria involving the selection and performance evaluation of directors, and managing director to ensure transparency.
3. Determine the approach and criteria to nominate qualified candidates in advance by minority shareholders to ensure all shareholders are treated equally and fairly.
4. Possess the authority to request relevant documents and individuals to support decision making process.
5. Propose policy and criteria regarding remuneration for directors, advisors to the Board, and committees appointed by the Board.
6. Determine the annual remuneration for directors, advisors to the Board, and committees appointed by the Board.
7. Perform other tasks as assigned by the Board of Directors.



Corporate Governance Committee.

As of 31 December 2017, Consists of Chairman of the board of director, 1 Independent Director and 2 Directors.

Duties and responsibilities.

The Corporate Governance Committee has carried out its works under the Corporate Governance Committee Charter as follows:

1. Duty regarding the formulation of good corporate governance policies and guidelines for the Company;
 - 1.1 To prepare good corporate governance principles and guidelines for the Company's business operations;
 - 1.2 To publicly disclose the Company's good corporate governance principles and guidelines;
2. Duty regarding the formulation of good policies and guidelines for upholding good corporate governance;
 - 2.1 For shareholders and investors;
 - 2.2 For business partners and customers;
 - 2.3 For employees;
 - 2.4 For the society and the environment;
3. Duty to review elements in the Board of Directors and the preparation for the development of the Board:
 - 3.1 To specify the qualifications of directors in the way that matches the Company's structure and size, and prescribe elements of knowledge, experiences, and expertise of directors that on the overall are in line with the Company's business operations;
 - 3.2 To plan the guideline for directors' development such as training for directors, Board Retreats, and various other aspects of development;
 - 3.3 To supervise and monitor the assessment of Board of Directors' performance on an annual basis to ensure efficient evaluations; and
4. Duty to uphold anti-corruption policies:
 - 4.1 To lay down framework for the supervision of anti-corruption efforts; and
 - 4.2 To prepare, review, recommend, monitor and evaluate the anti-corruption operations and report the evaluation results to the Board of Directors at least once a year.



อาคารแสดงสมบัติ
20 บาท

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

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

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

(1) ข้าพเจ้า (I/We) _____ สัญชาติ (Nationality) _____
อยู่บ้านเลขที่ (Address) _____

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

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

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

- รศ. ดร.สมชาย ภคภาสน์วิวัฒน์ / Assoc.Prof.Dr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 72 ปี / Years
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจตุลทิศ ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200
Resident at Room 1104 fl.11, Juldis River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200
- หรือ/or นายปราโมทย์ พรประภา / Mr. Pramoad Phornprapha กรรมการอิสระ / Independent Director อายุ / Age 61 ปี / Years
อยู่บ้านเลขที่ 399 ซอยจตุตถรัตนสุทนต์ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
Resident at 399 Soi Ueawattanasakun, Suanluang, Suanluang, Bangkok 10250
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____

คนหนึ่งคนใดเพียงคนเดียวเป็นตัวแทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 25
เมษายน 2561 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's
Annual General Meeting Year 2018 (B.E.) to be held on April 25, 2018 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk
Road, Bangkok. or such other date, time and place as the Meeting may be adjourned.

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

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

ลงนาม / Signed _____ ผู้มอบฉันทะ / Grantor
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ / The shareholder must authorize the votes to the Proxy equal to the total numbers of shares specified in Clause (2) and cannot divide those specified shares in partial to the proxy.
3. หนังสือมอบฉันทะแบบ ค. ซึ่งเป็นแบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น ซึ่งบริษัทฯ ได้เผยแพร่ไว้บนเว็บไซต์ของบริษัทฯ www.amarin.com เพื่อให้ผู้ถือหุ้นสามารถดึงข้อมูลมาใช้ได้ตามความเหมาะสม / Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the company' Website at www.amarin.com



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

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

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

(1) ข้าพเจ้า (I/We) _____ สัญชาติ (Nationality) _____
อยู่บ้านเลขที่ (Address) _____

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

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

- รศ.ดร.สมชาย ภคภาสน์วิวัฒน์ / Assoc.Prof.Dr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 72 ปี / Years
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจูลดี ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200
Resident at Room 1104 fl.11, Juldis River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200
- หรือ/or นายปราโมทย์ พรประภา / Mr. Pramoad Phornprapha กรรมการอิสระ / Independent Director อายุ / Age 61 ปี / Years
อยู่บ้านเลขที่ 399 ซอยจัดสรรเอื้ออวัฒนสกุล แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
Resident at 399 Soi Ueawattanasakun, Suanluang, Suanluang, Bangkok 10250
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____
- หรือ/or ชื่อ / Name _____ อายุ / Age _____ ปี/year
อยู่บ้านเลขที่ / Resident at _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 25
เมษายน 2561 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพุกภัย แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's
Annual General Meeting Year 2018 (B.E.) to be held on April 25, 2018 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk
Road, Bangkok. or such other date, time and place as the Meeting may be adjourned.

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

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

- วาระที่ 1
Agenda No.1
พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2560 เมื่อวันที่ 7 สิงหาคม 2560
To consider and approve the Minutes of Extraordinary Annual General Meeting of Shareholders No.2/2017 held on August 7, 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain
- วาระที่ 2
Agenda No.2
พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปีบัญชี 2560 รับรองรายงานประจำปี 2560 และแผนงานประจำปี 2561
To consider and acknowledge the operating results for the 2017 fiscal year, the 2017 Annual Report and the 2018 Business Plan.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain
- วาระที่ 3
Agenda No.3
พิจารณารับรองงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2560 งบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสด สำหรับปีสิ้นสุดวันเดียวกัน ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีประจำปี 2560
To consider and approve the Statement of Financial Position as of December 31, 2017, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2017, all of which have been audited by the Company's auditor for the year 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain
- วาระที่ 4
Agenda No.4
พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2561
To consider and appoint the Company's auditor and determine remuneration for the year 2018.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain
- วาระที่ 5
Agenda No.5
พิจารณาอนุมัติงดการจ่ายเงินปันผลประจำปี และจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมายสำหรับผลการดำเนินงาน ตั้งแต่วันที่ 1 มกราคม 2560 ถึงวันที่ 31 ธันวาคม 2560
To consider and approve to refrain annual dividend payment and to allocate of legal reserves for the operating period between January 1, 2017 and December 31, 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain
- วาระที่ 6
Agenda No.6
พิจารณาอนุมัติการเข้าซื้อหุ้นสามัญของบริษัท อมรินทร์ บুক เซ็นเตอร์ จำกัด ("ABOOK") จำนวน 81,000 หุ้นหรือคิดเป็นร้อยละ 81.00 ของทุนชำระแล้วของ ABOOK ในราคาหุ้นละ 5,500.00 บาท คิดเป็นมูลค่าทั้งสิ้น 445.50 ล้านบาท จากผู้ถือหุ้นเดิมของ ABOOK ซึ่งเป็นบุคคลที่เกี่ยวข้องกันของบริษัทฯ
To consider and approve an acquisition of 81,000 shares of Amarin Book Center Co., Ltd. Of 81% of the total issued shares of ABOOK at the purchase price of Baht 5,500 (Baht Five Thousand and Five Hundred) per share or Baht 445.50 million in aggregate from the existing shareholders of ABOOK being the Company's related persons.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ 7

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda No.7

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

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

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

การเลือกตั้งกรรมการทั้งหมด/ Election of all directors

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

การเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้/ Election of each individual director as follows

1. นายสุวิทย์ จินดาสงวน / Mr. Suwit Chindasanguan

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

2. นายนรรัตน์ ลิมนรรัตน์ / Mr. Nararat Limnararat

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

3. นายกำพล ปญโญ / Mr. Khumpol Poonsonee

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

4. นายโชคชัย ปัญจรุ้งโรจน์ / Mr. Chokchai Punjarungroj

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ 8

พิจารณากำหนดค่าตอบแทนสำหรับกรรมการ สำหรับปี 2561

Agenda No.8

To consider and determine Director's remuneration for the year 2018.

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

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

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ 9

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 261,718,005 บาท จากทุนจดทะเบียนเดิมจำนวน 1,259,999,595 บาท เป็นทุนจดทะเบียนจำนวน 998,281,590 บาทโดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท จำนวน 261,718,005 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda No.9

To consider and approve the reduction of the Company's registered capital by THB 261,718,005, from the existing registered capital of THB 1,259,999,595 to THB 998,281,590, by canceling the Company's 261,718,005 authorized but unissued shares, with a par value of THB 1 per share.

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

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

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ 10

พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda No.10

To consider and approve the amendment to Clause 4. Of the Memorandum of Association to be in line with the reduction of the Company's registered capital.

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

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

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ 11

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No.11

To consider other matters (if any).

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

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

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

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

ลงนาม / Signed _____ ผู้มอบฉันทะ / Grantor
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

หมายเหตุ / Remarks

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



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อมารินท์พรินติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันที่ 25 เมษายน 2561 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย/ in the Shareholder's Annual General Meeting 2018 (B.E.) to be held on April 25, 2018 at 14.00Hrs at the Convention Hall Executive Building on 378 Chaiyapruk Road, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ _____ เรื่อง _____

Agenda Subject

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

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____

Agenda Subject

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

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ) _____

Agenda Subject Election of Directors (Continues)

ชื่อกรรมการ _____

Director's name.

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director's name.

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director's name.

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม / Signed _____ ผู้มอบฉันทะ / Grantor
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)



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

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

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

(1) ข้าพเจ้า (I/We) _____ สัญชาติ (Nationality) _____
อยู่บ้านเลขที่ (Address) _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As The Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อมารินพรินติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

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

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

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

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

(2) ขอมอบฉันทะให้ / Hereby appoint (ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 3 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้น
ที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระก็ได้ โดยกาเครื่องหมายหน้าชื่อกรรมการ
อิสระ ที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 3 proxies and only one of them shall represent him/her to attend the Meeting.

Shareholder may appoint Independent Directors of the Company by indicating / in the boxes in front of their names listed below.)

รศ.ดร.สมชาย ภคภาสน์วิวัฒน์ / Assoc.Prof.Dr.Somchai Phagaphasvivat กรรมการอิสระ / Independent Director อายุ / Age 72 ปี / Years
อยู่บ้านเลขที่ 1104 ชั้น 11 อาคารจุลดิศ ริเวอร์ แมนชั่น เลขที่ 2/132-3 ซอยสามเสน 3 แขวงวัดสามพระยา เขตพระนคร กรุงเทพมหานคร 10200
Resident at Room 1104 fl.11, Juldis River Mansion No.2/132-3, Soi Sam Sen 3, Wat Sam Phraya, Phra Nakorn, Bangkok 10200

หรือ/or นายปราโมทย์ พรประภา / Mr. Pramoad Phornprapha กรรมการอิสระ / Independent Director อายุ / Age 61 ปี / Years
อยู่บ้านเลขที่ 399 ซอยจตุรสรเอื้อวัฒน์สกุล แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
Resident at 399 Soi Ueawatthanasakun, Suanluang, Suanluang, Bangkok 10250

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

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

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

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 25
เมษายน 2561 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือจะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's
Annual General Meeting Year 2018 (B.E.) to be held on April 25, 2018 at 14.00Hrs. at the Convention Hall Executive Building on 378 Chaiyapruk
Road, Bangkok. or such other date, time and place as the Meeting may be adjourned.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย

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

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorize the Proxy to attend and vote in this Meeting as follows.

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้/authorize the Proxy to vote equal to the total number of the shares held.
- มอบฉันทะบางส่วน คือ / authorize in partial as follows.

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

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด (Total Voting) _____ เสียง (votes)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we authorize the Proxy to vote on my/our behalf as follows.

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2560 เมื่อวันที่ 7 สิงหาคม 2560

Agenda No.1 To consider and approve the Minutes of Extraordinary Annual General Meeting of Shareholders No.2/2017 held on August 7, 2017.

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

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปีบัญชี 2560 รับรองรายงานประจำปี 2560 และแผนงานประจำปี 2561

Agenda No.2 To consider and acknowledge the operating results for the 2017 fiscal year, the 2017 Annual Report and the 2018 Business Plan.

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

วาระที่ 3 พิจารณารับรองงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2560 งบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสด สำหรับปีสิ้นสุดวันเดียวกัน ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีประจำปี 2560

Agenda No.3 To consider and approve the Statement of Financial Position as of December 31, 2017, Statement of Comprehensive Income and Cash Flow Statement for the year ended December 31, 2017, all of which have been audited by the Company's auditor for the year 2017.

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

วาระที่ 4 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2561

Agenda No.4 To consider and appoint the Company's auditor and determine remuneration for the year 2018.

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

วาระที่ 5 พิจารณาอนุมัติงดการจ่ายเงินปันผลประจำปี และจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมายสำหรับผลการดำเนินงาน ตั้งแต่ วันที่ 1 มกราคม 2560 ถึงวันที่ 31 ธันวาคม 2560

Agenda No.5 To consider and approve to refrain annual dividend payment and to allocate of legal reserves for the operating period between January 1, 2017 and December 31, 2017.

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



Agenda No.11

To consider other matters (if any).

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น/ Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.
- (6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ/ Other statements or evidences (if any) of the Proxy
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In case I/we have not specified my/our voting in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำออกทุกประการ/ Any act(s) performed by the Proxy in this Meeting, except such vote(s) that is(are)not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed _____ ผู้มอบฉันทะ / Grantor
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

ลงนาม / Signed _____ ผู้รับมอบฉันทะ / Proxy
()

หมายเหตุ / Remarks

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



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. / Supplemental Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อมารินท์พรินติ้งแอนด์พับลิชชิ่ง จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันที่ 25 เมษายน 2561 เวลา 14.00 น. ณ ห้อง Convention Hall อาคารผู้บริหาร เลขที่ 378 ถนนชัยพฤกษ์ แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย/ in the Shareholder's Annual General Meeting 2018 (B.E.) to be held on April 25, 2018 at 14.00Hrs at the Convention Hall Executive Building on 378 Chaiyapruk Road, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ _____ เรื่อง _____

Agenda Subject

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

วาระที่ _____ เรื่อง _____

Agenda Subject

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

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ) _____

Agenda Subject Election of Directors (Continues)

ชื่อกรรมการ _____

Director's name.

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director's name.

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director's name.

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ / Signed _____ ผู้มอบฉันทะ / Grantor
(_____)

วันที่ / Date _____

ลงชื่อ / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

วันที่ / Date _____

ลงชื่อ / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

วันที่ / Date _____

ลงชื่อ / Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

วันที่ / Date _____





Data independent of proxies of shareholders.

Assoc. Prof. Dr. Somchai Phagaphasvivat

Age 72 Years

Date of Birth	January 1, 1946	
Address	Room 1104 Floor 11, Juladis River Mansion, No.2/132-3 Soi Samsaen 3, Watsamphraya Phra Nakorn, Bangkok Thailand 10200	
Nationality	Thai	
Position	Chairman of the Audit Committee and Independent Director	
Start Year as a director	1993	
Time in Committee	24 Years	
Education	-Doctorado de Estado, Facultad de Ciencia Politica, Universidad Complutense de Madrid, Spain -Diplome d'Etudes Superieures (Economic Integration), Universite de Nancy France -Licenciatura, Facultad de Ciencia Politica y Economica, Universidad Complutense de Madrid, Spain -Bachelor of Arts, Chulalongkorn University	
Training Director Position	-Director Accreditation Program (DAP34/2005)	
Working Experience during the past 5 years		
Position in other listed companies		
2016 – Present	-Chairman of Corporate Governance Committee	-Supalai Plc.
2015 – Present	-Independent Director	-Supalai Plc.
2013 – Present	-Chairperson	-SEAFCO Plc.
2008 – Present	-Chairman of the Audit Committee	-Lee Feed Mill Plc.
1991 – Present	-Independent Director and Chairman of Audit Committee	-Lee Feed Mill Plc.
Position in non-listed companies		
---None---		
Experience in other listed companies		
2010 – 2011	-Independent Director and Member of the Audit Committee	-Siam City Bank Plc.
2004 – 2012	-Independent Director and Chairman of the Audit Committee	-SEAFCO Plc.
Experience in non listed companies		
2007- 2016	-Director and Chairman of the Audit Committee	-The Krungthep Thanakorn Co., Ltd.
Position in competing business related to the business of the company that may cause conflict of interest		
---None---		
Shareholding in the company, including shareholding of spouse and minor children		
---None---		

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

There is interest in the agenda ---None---

More information about the relationship.

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	None 0%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	No
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.

3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note:

- : Board of Directors meeting of the year 2017, 9 / 9 times.
- : Annual General Meeting 2017, 1 / 1 time.
- : Extraordinary General Meeting 2017, 2 / 2 time.
- : The Audit Committee meeting of the year 2017, 7 / 7 times



Data independent of proxies of shareholders. (Next)



Mr. Pramoad Phornprapha

Age 51 Years

Date of Birth August 21, 1966
Address 399 Soi UeaWatthanasakun,
Suanluang, Bangkok
Nationality Thai
Position Independent Director and Member of Corporate Governance Committee
Start Year as a director April 28, 2017
Time in Committee 8 Months
Education -BS in Electrical Engineering
Northwestern University (Honours)
-MBA in Marketing, Kellogg School of Management
Northwestern University (Honours)
-MPA in Business and Government, Kennedy School of Government
Harvard University (Honours)

Training Director Position -Direct Certification Program (DCP55/2005)

Working Experience during the past 5 years

Position in other listed companies

2012 – Present -Independent Director, Member of Corporate Governance Committee and -Sernsuk Plc.

2005 – Present -Independent Director -Thai Summit Harness Plc.

Position in non-listed companies

2016 – Present -Chairman -Talalypu Natural Product Co., Ltd.
2011 – Present -Managing Director -MyDNA Co., Ltd.
2004 – Present -Managing Director -Claris Co., Ltd.
2002 – Present -Managing Director -Wanwarin and Associate Co., Ltd.
2002 – Present -Director -Pornmit Co., Ltd.
1997 – Present -Director -The Progress Watch Co., Ltd.
1997 – Present -Director -P Landscape Co., Ltd.
1989 – Present -Director -Plimnboonluck Co., Ltd.

Experience in other listed companies

---None---

Experience in non listed companies

---None---

Position in competing business related to the business of the company that may cause conflict of interest

---None---

Shareholding in the company, including shareholding of spouse and minor children

---None---

Prohibited Qualification No history of criminal offenses

No history of transactions that may be a conflict of interest with the Company

There is interest in the agenda---None---**More information about the relationship.**

Relationship in the company.	Status / explanation
1. Shareholding ratio of 1.1 shares 1.2 shares with voting rights.	None 0%
2. Is a close relative with the administrators of the major shareholders of the company - a subsidiary.	No
3. Committee to participate in the management of employee or consultant who has been a regular salary.	No
4. Is a professional service provider. (Such as auditors or legal counsel)	No
5. A business relationship (such as buying - selling raw materials / products / services, lending or borrowing money.)	No

(*) 1. Shareholding includes shares held by spouse and minor children.

2. Competitive business such as company directors and other business / management positions. The majority of the revenue. (Accounting for more than 50 percent of the total revenue of the company / other companies) on a competitive or similar business.

3. As well as related material such as company directors and other business / management positions as Customer / Supplier / Trade accounts receivable or payable, Etc. relevant to the company's business significantly, consider the limit buy / sell / lease products - all services during the past year and the company's business.

Note: : Board of Directors meeting of the year 2017, 6 / 4 times.

(Appointed on April 28, 2017)

:The Corporate Governance Committee of the year 2017, 1/ 1 times.

(Appointed on December 6, 2017)



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

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

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

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

Attending the conference him/herself:

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

Appoint proxies to attend the meeting. :

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

Shareholders who are legal entities registered in Thailand

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

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

Appoint proxies to attend the meeting. :

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

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

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

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

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

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

How to proxy

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

- (1) Shareholders who can not attend the meeting on their own. Can consider whether to appoint a person or to appoint directors. Any one of independent details. Attached to the proxy. The shareholder may specify a proxy for income rather than a flexible If any proxy next mission could not attend the meeting. Other proxies can attend instead.
- (2) Attach 20 Baht stamp Crossed with a date of the proxy statement. To make accurate and legally binding. The Company. Is convenient to close the duty whip Tom Camp for proxies that have registered to attend the meeting.
- (3) Sent back to the proxy. "Office of CEO" within days of April 23, 2018 before 12.00 Hrs to company officials. Check in time is the start of the document.

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

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

Conference Registration

The company will begin the shareholder registration approximately an hour and a half before the meeting is started, or from 12.00 Hrs April 25, 2018 onwards. The conference will be taking place at Convention Hall, Executive Building, Amarin Printing & Publishing Public Company Limited, 378, Chaiyapruerk Road, Taling Chan, Taling Chan, Bangkok. The map of the conference is attached herewith



Shareholder Conference Voting

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

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

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

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

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

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



Company regulations concerning the shareholder conference.

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

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

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

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

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

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

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

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

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

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

(a) Sale or transfer all business, or some of the key to others.

(b) Purchasing or acquiring other companies, or private companies to the company.

(c) The amendment or termination of a contract relating to the company lease, or essential part.

(4) The assignment to someone else to manage the business or merge with others, due to sharing profit and loss.



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

Article 49. Minimum Transactions for an annual general meeting.

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

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

Notification of intention to use the van
The 2018 Annual General Meeting of Shareholders
Amarin Printing and Publishing Public Company Limited

I/We _____

Mobile No. _____

Address _____

Remark:

1. The shareholders can submit your request using a van service to the Company on or before April 20, 2018 at ir@amarin.co.th. or fax 0-2422-9890 and 0-2422-9892.
2. Detailed vans for the shareholders. The departure of Bang Wa BTS Station at 12.30 Hrs. and will be in touch with the officials of the company to the shareholders on April 23, 2018 at 12:00 Hrs. by telephone before the shareholders listed above. The officers of the Company to inform parking spot to shareholders.
3. In case the appointed time of 12.30 Hrs. on April 25, 2018. The Company reserves the right to consider leaving as scheduled. The other benefit of the shareholders to be able to attend the meeting as scheduled.
4. The Company reserves the right to the shareholders to express their intention before.
5. In the event that the shareholders have expressed the intention. I have been contacted by 2., please contact the Company on or before April 23, 2018 to preserve the rights of the shareholders have expressed it clearly. Contact by Phone at 0-2422-9999 ext. 4634, 4635.

