



Ref. AP 0004/17

February 10, 2017

Subject Notification of Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2017

To The President  
The Stock Exchange of Thailand

We, Amarin Printing and Publishing Public Company Limited (the “**Company**”), would like to disclose the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2017 (the “**Meeting**”), held on February 10, 2017, at 2.00 p.m., at the Convention Hall, Executive Building, 378 Chaiyaphruk Road, Taling-Chan Sub-district, Taling-Chan District, Bangkok, where the Meeting has passed the following key resolutions:

1. A resolution was passed to adopt the Minutes of the 2016 Annual General Meeting of Shareholders dated April 20, 2016, with a simple majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 158,688,442 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
  - (2) The resolution for this agenda item requires an affirmative vote of a simple majority vote of the shareholders attending the meeting and casting their votes.
  - (3) During the consideration of this agenda item, there were 9 additional shareholders, holding 3,994,830 shares in aggregate, attending the meeting. Therefore, there were 126 shareholders, holding 158,688,442 shares, attending the meeting.
2. A resolution was passed to approve the reduction of the Company’s registered capital by THB 135, from the existing registered capital of THB 220,000,000 to THB 219,999,865, by canceling the Company’s 135 authorized but unissued shares, with a par value of THB 1 per share with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,148,642 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.
- (3) During the consideration of this agenda item, there were 2 additional shareholders, holding 460,200 shares in aggregate, attending the meeting.

Therefore, there were 128 shareholders, holding 159,148,642 shares, attending the meeting.

3. A resolution was passed to approve the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of the Company’s registered capital with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,159,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.
- (3) During the consideration of this agenda item, there were 3 additional shareholders, holding 11,250 shares in aggregate, attending the meeting. Therefore, there were 131 shareholders, holding 159,159,892 shares, attending the meeting.

4. A resolution was passed to approve the increase of the Company’s registered capital by THB 200,000,000, from the existing registered capital of THB 219,999,865 to THB 419,999,865, by issuing 200,000,000 newly issued ordinary shares, with a par value of THB 1 per share with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,709,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. In this regard, there will be no related person and/or shareholder having an interest in this agenda item who does not have the right to vote pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the “**PLC Act**”) and the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (the “**Connected Transaction Notifications**”).
- (3) During the consideration of this agenda item, there was 1 additional shareholders, holding 550,000 shares in aggregate, attending the meeting. Therefore, there were 132 shareholders, holding 159,709,892 shares, attending the meeting.

5. A resolution was passed to approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,709,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
  - (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. In this regard, there will be no related person and/or shareholder having an interest in this agenda item who does not have the right to vote pursuant to the PCL Act and the Connected Transaction Notifications.
  - (3) During the consideration of this agenda item, there was no additional shareholder attending the meeting.
6. A resolution was passed to approve the allocation of 200,000,000 newly issued ordinary shares, with a par value of THB 1 per share, to Vadhanabhakdi Co., Ltd. by Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi (the "Purchaser") at an offering price of THB 4.25 per share and in the total sum of THB 850,000,000, since, after the said allocation of the Company's newly issued ordinary shares to the Purchaser, the Purchaser will hold 47.62 percent of the Company's total issued shares (following registration of the Company's paid-up capital), resulting in the said allocation of the Company's newly issued ordinary shares to the Purchaser constituting a listed company's connected transaction pursuant to the Connected Transaction Notifications, and the authorization of the Executive Committee and/or the Chief Executive Officer and/or the person(s) designated by the Executive Committee and/or the Chief Executive Officer to consider fixing other details in relation to the said allocation of newly issued ordinary shares with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,709,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. In this regard, there will be no related person and/or shareholder having an interest in this agenda item who does not have the right to vote pursuant to the PCL Act and the Connected Transaction Notifications.
- (3) During the consideration of this agenda item, there was no additional shareholder attending the meeting.

7. A resolution was passed to approve the offering of the Company's newly issued ordinary shares to a specific investor at the offering price with a discount of 43.11 discount, which is an offering to a specific investor at a specific offering price with a discount of more than 10 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors, with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote without any objection by the shareholders holding an aggregate of 10 percent of the total votes of shareholders attending such meeting and having the right to vote for the offering at such offering price, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,709,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
  - (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote without any objection by the shareholders holding an aggregate of 10 percent of the total votes of shareholders attending such meeting and having the right to vote for the offering at such offering price. In this regard, there will be no related person and/or shareholder having an interest in this agenda item who does not have the right to vote pursuant to the PCL Act and the Connected Transaction Notifications.
  - (3) During the consideration of this agenda item, there was no additional shareholder attending the meeting.
8. A resolution was passed to approve the application for a waiver from the requirement to make a tender offer for all securities of the business (Whitewash), since the allocation of the Company's newly issued ordinary shares will result in the Purchaser becoming a major shareholder of the Company, holding 47.62 percent of the Company's total issued shares (following registration of the Company's paid-up capital), which is more than 25 percent but less than 50 percent of the Company's total issued shares, as well as resulting in the Purchaser being required to make a tender offer for all securities of the Company pursuant to the Securities and Exchange Act. B.E. 2535 (1992) (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re. Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

|             |             |       |              |     |
|-------------|-------------|-------|--------------|-----|
| Approval    | 159,709,892 | votes | representing | 100 |
| Disapproval | 0           | votes | representing | 0   |
| Abstention  | 0           | votes | representing | 0   |

Remark:

- (1) The resolution for this agenda item has no invalid voting card.

- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. In this regard, there will be no related person and/or shareholder having an interest in this agenda item who does not have the right to vote pursuant to the PCL Act and the Connected Transaction Notifications, nor will there be any shareholder who does not have the right to vote pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorChor. 36/2546 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting of the Business (as amended), since the Purchaser has not yet become the Company's shareholder.
- (3) During the consideration of this agenda item, there was no additional shareholder attending the meeting.

Sincerely yours,

(Mrs. Metta Utakapan)  
Chairperson