

Ref. AP 0041/2017

June 30, 2017

**Subject:** Increase of Registered Capital, Allocation and Offering of the Newly Issued Ordinary Shares of Amarin Printing and Publishing Public Company Limited and Convening the Extraordinary General Meeting of Shareholders No. 2/2017

**To:** The President  
The Stock Exchange of Thailand

**Enclosures:** Capital Increase Report Form (F53-4)

We, Amarin Printing and Publishing Public Company Limited (the “**Company**”), would like to disclose the resolutions of the Board of Directors’ Meeting No.5/2017 (the “**Meeting**”), held on June 30, 2017, at 11.00 a.m., where the Meeting has passed the following key resolutions:

1. A resolution was passed to propose that the shareholders’ meeting consider and approve the increase of the Company’s registered capital by THB 839,999,730 from the existing registered capital of THB 419,999,865 to THB 1,259,999,595, by issuing 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share (the “**Right Share**”), to accommodate the allocation of the newly issued shares to the shareholders proportionate to their shareholding (Right offering), as well as the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the Company’s registered capital.
2. A resolution was passed to propose that the shareholders’ meeting consider and approve the allocation of 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share. The shareholders have the right to subscribe the Right Share on the shareholders proportionate only. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.

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

3. A resolution was passed to convene the Extraordinary General Meeting of Shareholders No. 2/2017 to be held on August 7, 2017 at 2.00 p.m. at the Convention Hall, Executive Building, Amarin Printing and Publishing Public Company Limited, 378 Chaiphruk Road, Taling-Chan Sub-district, Taling-Chan District, Bangkok, to consider the following agenda items:

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

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

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

Agenda No. 4 To consider and approve the allocation of the newly issued ordinary shares of the Company

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

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

Clause 55 To engage in the business of electronic commercial.

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

Clause 57To engage in the business of electronic payment.

Agenda No. 6 Other business (if any).

4. A resolution was passed to approve fixing the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2017 (Record Date) on July 17, 2017, and the date for collecting the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the share register book and suspending transfer of shares on July 18, 2017.

Please be informed accordingly.

Sincerely yours,

(Mrs. Metta Utakapan)

Chairperson

(F 53-4)

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

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

**1. Capital increase**

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

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

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

2.1 Details of the allocation

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

Remarks:

- Allocation of 839,999,730 newly issued ordinary shares, with a par value of THB 1 per share to the existing shareholders proportionate to their shareholding (Right Offering) at a ratio 1 Existing share: 2 Right Shares, at the offering price of THB 4.25 per share. The shareholders have the right to subscribe the Right Share on the shareholders proportionate only. Fixing the booking date on September 4-8, 2017 (5 Working days) and fixing the date for determining the names of shareholders entitled to have the right (Record Date) on August 18, 2017 and the date for collecting the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the share register book and suspending transfer of shares on August 21, 2017. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.

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

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

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

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

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

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

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

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

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

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

television programs to enable the printing business and the digital TV business to continue to thrive in the future.

**Objectives of the capital increase:**

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

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

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

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

7.1 Dividend Policy

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

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

7.3 Others

-None-

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

-None-

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

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

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

Please be informed accordingly

Sincerely yours,

(Mrs. Metta Utakapan)

Chairperson