



At ATP30 3/2017

February 21, 2017

Subject: Resolution of the Board of Directors' meeting No. 1/2017
(Stock and Cash Dividend Payment, Issuing of Warrant (ATP30-W1), Increase Capital, and 2017
AGM Date and Agenda)

Attention: President
The Stock Exchange of Thailand

ATP 30 Public Company Limited ("the Company") would like to inform the resolution of the Board of Directors No.1/2017 held on February 21, 2017 as detailed follows:

1. Approved the financial statement ended December, 31 2016 and acknowledged the audit report to propose in the Annual General Meeting of shareholders for the year 2017
2. Approved the allocation of net profit as legal reserve and the dividend payment for year 2016 to propose in the Annual General Meeting of shareholders for the year 2017 as following details:
 - 2.1 To appropriate the net profit as a legal reserve of THB 1,166,870 which is equivalent to 5.32 percent of the net profit for the year 2016 resulting in the accumulated legal reserve of THB 5,000,000 which currently stands at 4.55 percent of its registered capital.
 - 2.2 To pay out the dividend in a proportion of THB 0.04473 per share based on the ordinary shares of 440,000,000 shares which accounts for THB 19,681,200 Baht or 94.79 percent of the net profit of the year after deducting as the legal reserve in which consists of:
 - 2.2.1 Stock dividend payment to the Company's shareholders of which it shall not exceed 55,000,000 shares at par value of THB 0.25 at the payout ratio of 8 existing ordinary shares for 1 stock dividend or equivalent to THB 0.03125 per share (any fragment will be rounded down)
Also, cash dividend will be given, in the event of the fraction of share occurred after paying stock dividend, at the payout ratio of THB 0.03125 per share (any fragment more than 5-digit will be rounded down).
 - 2.2.2 Cash dividend payment to the Company's shareholders not exceeding THB 5,931,200 or equivalent to the payout ratio of THB 0.01348 per share in which consists of:
 - 1) Cash Dividend Payment which does not exceed THB 1,531,200 or equivalent to the dividend payout of THB 0.00348 per share to reserve as withholding tax for the dividend payment

2) Additional Cash Dividend Payment amounting THB 4,400,000 which is equivalent to the payout ratio of THB 0.01 per share.

In compliance to the Code states Asada organization Section 47 bis, an individual shareholder who wished to credit the tax from the dividend payment in which equals 0.04473 baht per share shall be entitled to receive income tax credit at a rate of 20/80 of the dividend since the Company is liable for corporate income tax of 20 percent.

To be informed that, the following dividend payment is not valid until to the approval of the Annual General Meeting of shareholders for the year 2017. Consequently, in the event that shareholders approve the following dividend payment, the Board of Directors shall determine the record date for shareholders who are entitled to collect the dividend on 17 April, 2017 and the book closing date for collecting the names of shareholders, according to Securities and Exchange Act B.E. 2535 (Section 225), shall be on April 18, 2017 where the dividend will be paid off within May 2, 2017.

3. Approved the Issuance and offering of the Warrants to purchase newly issued ordinary share No.1 (“Warrants” or “ATP30-W1”) to the existing shareholders without cost, including the shares derived from the aforementioned stock dividend payment, where the number of share shall not greater than 123,750,000 units. Details of the Warrants are as follows:

<u>Detail of the Warrants to purchase newly issued ordinary share No.1 (ATP30-W1).</u>		
Type of Warrant	:	Specified Warrant holders and Transferable
Numbers of Warrant issued	:	Not exceed 123,750,000 units (One hundred twenty-three million seven hundred fifty thousand units).
Offering Price	:	THB 0.00 (At No cost)
Number of underlying shares	:	123,750,000 units
Exercise Ratio	:	1 unit of Warrant has the right to purchase 1 unit of ordinary share unless the exercise ratio is adjusted pursuant to the conditions concerning the prescribed right adjustment.
Exercise Price	:	THB 0.85 per one unit of newly issued ordinary share unless the exercise ratio is adjusted pursuant to the conditions concerning the prescribed right adjustment.
Date of Issuance and offering	:	May 24, 2017
Tenor	:	2 years from the date of Issuance and Offering of Warrants

		(From May 24, 2017 to May 23, 2019)
Expiration Date	:	May 23, 2019
Exercise Period	:	<p>The Warrant holders shall be able to exercise their rights 4 times, which are on December 31, 2017, June 30, 2018, December 31, 2018 and May 23, 2019, the last exercise date which is the day the Warrant will expire.</p> <p>(In the event that the exercise date falls onto on holiday, the exercise date shall be moved forward to the last business day prior to the exercise date).</p>
Allocation Method	:	<p>Warrants shall be allocated to the existing shareholders of the Company (Right offering) without cost at <u>the ratio of 4 existing shares to 1 Warrants, including the shares derived from the aforementioned stock dividend payment (any fragment of warrant will be rounded down)</u> In the event that there is any unit of the Warrant left after the allotment, the Company will cancel those Warrants and the final outstanding balance of the allotted Warrants will equal to the number of the Warrants duly allotted to the existing shareholders.</p> <p>In this regard, the names of shareholders entitled to receive the Warrant shall be determined on May 16, 2017 (Record Date), and the name of entitled shareholders shall be collected under Section 225 of the Securities and Exchange Act B.E. 2535 by means of share register book closure and suspension of share transfer on May 17, 2017.</p>
Secondary Market for Warrants	:	The company shall apply to list the Warrants on the Market for Alternative Investment (mai) (the index where ordinary shares is currently traded)
Secondary Market for Ordinary shares derived from the exercise of Warrants	:	The company shall list the ordinary shares that are derived from the exercise of the Warrants on the Market for Alternative Investment (mai).
Conditions of Warrants for Right		The Company shall proceed to adjust the exercise price and the exercise ratio throughout the period of the Warrant in order to

Adjustment	<p>maintain the benefits of the Warrant holders as per the following occurrences:</p> <ul style="list-style-type: none"> (a) When the Company changes its par value of the Company's ordinary shares as a result of a combine or split in value of issued shares. (b) When the Company offers to sell newly issued ordinary shares to the existing shareholders and/or to general public and/or to specific individuals (private placement) at the average price per share of the newly issued ordinary shares less than 90 percent of "the market price of the ordinary shares of the Company". (c) When the Company offers the existing shareholders and/or general public and/or private placement any newly-issued securities, which give rights to the holders of those securities to convert into ordinary shares; for instance, Convertible Debenture or Warrants. And the average price per share of newly issued ordinary shares to accommodate those rights is lower than 90 percent of "the trading market price of the Company's ordinary shares". (d) When the Company sets aside all or in part of dividend payment for new ordinary shares to the shareholders. (e) When the Company makes cash dividend payment in exceeding 80 percent of Company's income after tax in any fiscal years (based on separate financial statement) during the period of these Warrants. (f) In any other circumstances that result in the Warrant holders or the holders of Certificate of Warrant to loss their rights and benefits, that are not described in (a) to (e).
Others	<p>:</p> <p>The Company's Board of Directors and/or the persons authorized by the Company's Board of Directors are empowered</p> <ul style="list-style-type: none"> (1) To determine and rectify any other necessary and appropriate conditions and details in connection with the warrant issuance, such as details of the offering etc. (2) To execute application, necessarily supporting documents and evidence in relevance to the issuance of the Warrant,

	<p>including to contact and to file such application forms, documents and evidence to the authorities or government agencies concerning the warrant issuance the listing of the Warrant on the Market for Alternative Investment (mai), and</p> <p>(3) To take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant for example considering to appoint the Thailand Securities Depository Co., Ltd. is the Registrar of the Company.</p>
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To be informed that, the following issuance and offering of Warrants No.1 is not valid until to the approval of the Annual General Meeting of shareholders for the year 2017.

4. Approved to propose the Annual General Meeting 2017 to consider an increase of THB 44,687,500 in registered capital by allotting newly-issued ordinary shares amounting 178,750,000 units, at par value of THB 0.25 per share.
5. Approved an amendment of Memorandum of Association Article.4 in accordance with the increasing registered capital.
6. Approved to propose in the Annual General Meeting of shareholders for the year 2017 for the allotment of newly-issued ordinary shares to accommodate stock dividend payment and the exercise of right for ATP30-W1
 - 1) To pay out Stock dividend not exceeding 55,000,000 shares
 - 2) To accommodate the right exercise of ATP30-W1 not exceeding 123,750,000 shares
7. Approved to appoint the auditor of the Company for the year 2017 as following

Mr. Supachai Panyawattano	CPA Registration No.3930 or
Ms. Cholros Santi-Assavaraporn	CPA Registration No.4523 or
Ms. Krongkaew Limkittikul	CPA Registration No.5874,

of Ernst & Young Office Limited. In case of licensed auditors mentioned above cannot perform, Ernst & Young Office Limited is authorized to assign another of its auditors who approved from SEC to perform the audit and provide an opinion on the Company's financial statements in their place. The audit fee for the year 2017 and the fee for quarterly review was set to be 1,050,000 baht and proposed to shareholder's annual general meeting for the year 2017.

8. Approved to propose to the shareholder's annual general meeting for the year 2017 to re-election of the following directors who retired by rotation for another term, namely:

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|----------------------|----------|--|
| 1) Mr.Viwat Kromadit | Position | Deputy Chairman of Board of Director / Advisor |
| 2) Mr.Supot Tiarawut | Position | Audit Committee / Independent Director |

9. Approved to propose to the shareholder's annual general meeting for the year 2017 to consider the remuneration fees of 2017 in form of remuneration per meeting and annually, the rate are same as year 2016, as details listed below

<u>Position</u>	<u>Meeting Allowance</u>	
	<u>Year 2016</u>	<u>Year 2017</u>
Chairman of Board of Director	15,000 Baht	15,000 Baht
Deputy Chairman of Board of Director	12,000 Baht	12,000 Baht
Director	10,000 Baht	10,000 Baht
Chairman of Audit Committee	15,000 Baht	15,000 Baht
Audit Committee / Independent Director	10,000 Baht	10,000 Baht
Chairman of Risk Management Committee	-	15,000 Baht
Risk Management Committee	-	10,000 Baht

Annual Remuneration: The annual remuneration for the board of directors (Bonus) is not exceeding 5 percent of net profit after corporate income tax payment and the board of director have absolute right to allocate this annual remuneration for directors.

10. The Board of Directors has a resolution for the date of the Company's Annual General Meeting of shareholders for the year 2017 to be held on April 3, 2017 at 14.00 hours, at The Emerald Hotel, Room Petch Chompoo, 3rd Floor, Ratchdapisek Road, Dindaeng, Bangkok with the following agendas:

- Agenda 1. To certify the Minutes of the Annual General Meeting 2015 held on April 8, 2016.
- Agenda 2. To acknowledge the Company's performance for the year 2016.
- Agenda 3. To consider and approve the Company's financial statement ended December 31, 2016.
- Agenda 4. To consider and approve the allocation of net profit for the year 2016 as a legal reserve
- Agenda 5. To consider and approve the dividend payment from the Company's operating result for the year 2016.
- Agenda 6. To consider and approve the issuance and offering of the Warrants to purchase newly-issued shares No.1 (ATP-W1).



- Agenda 7. To consider and approve an increasing registered capital and approve for the allotment of newly-issued ordinary shares to accommodate stock dividend payment and the exercise of right for ATP30-W1
- Agenda 8. To consider and approve to amend the Memorandum of Association Article.4 in accordance with the increasing registered capital.
- Agenda 9. To consider and approve the re-election of the directors who retired by rotation.
- Agenda 10. To consider and approve the remuneration of the Directors for the year 2017
- Agenda 11. To consider and approve auditors and the auditing fee for the year 2017.
- Agenda 12. To consider other matters (If any)

The Company set the record date for the Annual General Meeting for the year 2017 and the book closing date for collecting the name of shareholders who are entitled to attend the Annual General Meeting for the year 2017, according to Securities and Exchange Act B.E. 2535 (Section 225), on March 9, 2017 and March 10, 2017, respectively.

Accordingly, in case of questions or further inquiries, please feel free to contact at investor relation department, Telephone 038-468-789.

Please be informed accordingly

Yours Sincerely

(Mr. Piya Techakul)

Managing Director