

AT ATP30 6/2018

March 7, 2018

Subject            Invitation to attend 2018 Annual General Meeting of Shareholders

To                    Shareholders

Attachment        1.     The Minutes of the Annual General Meeting of Shareholders for the year 2017

                          2.     Annual Report for the year 2017 and the financial statements for the year ended  
                          31 December, 2017 (CD Rom)

                          3.     Profiles of proposed Auditors for Year 2018

                          4.     Profiles of the nominated candidates for the election of new directors in  
                          replacement of those to be retired by rotation

                          5.     Company regulations in Chapter 6 (Shareholders' Meeting)

                          6.     Conditions and procedures of the meeting of shareholders

                          7.     Company's Articles of Association relating to the General Meeting of  
                          Shareholders

                          8.     Registration form, documents required prior to attending the Meeting and  
                          documents for proxy, and Proxy Form A and Form B as specified by the  
                          Department of Business Development, Ministry of Commerce

                          9.     Criteria and procedures to select the directors

                          10.    Profiles of the independent directors proposed by the Company to act as proxy  
                          for shareholders

                          11.    Map of The Emerald Hotel Bangkok

                          12.    Registration Form

Notice is hereby given that, by virtue of the resolution of the Board of Directors of ATP30 Public Company Limited ("the Company") held on Monday, 26<sup>th</sup> February, 2018, Annual General Meeting of Shareholders will be held on Monday, 2<sup>nd</sup> April, 2018 at 14:00 hours at Panorama 1, 14<sup>th</sup> floor, The Emerald Hotel Bangkok, Ratchadapisek Road, Din Daeng, Bangkok to consider matters according to the agenda together with the Board of Directors' opinions as follows:

- Agenda 1** To approve the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 3<sup>rd</sup> April, 2017.
- Facts and reasons:** The 2017 Annual General Meeting of Shareholder was held on 3<sup>rd</sup> April, 2017, a copy of the minutes has been submitted to the stock Exchange of Thailand (the “SET”) within 14 days fro the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company’s website at [www.atp30.com](http://www.atp30.com).
- Board of Directors’ opinion:** The Board of Directors of the company considered and was of the opinion that the minutes of Shareholder ‘s meeting were correct and complete. Thus, the Board deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and certify the above-mentioned minute as attachment no.1.
- Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.
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- Agenda 2** To acknowledge the operating result of the Company for the year 2017
- Facts and reasons:** The summary of the Company’s performance and major changes during the year 2017 is shown in the Annual Report for the year 2017, which is provided herewith in attachment no. 2
- Board of Directors’ opinion:** The Board requests the Meeting to acknowledge the Company’s Annual Report for the year 2017 stating the Company’s performance and major changes during the year 2017.
- Vote required:** This agenda is for shareholders’ acknowledgment; therefore, voting is not required.
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- Agenda 3** To consider and approve the financial statements for the year ended 31<sup>st</sup> December, 2017
- Facts and reasons:** To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders’ approval. The financial statements for the year ended 31<sup>st</sup> December, 2017 as duly audited and certified by the auditor from EY Office Limited and reviewed by the Audit Committee. The summary of the Company’s financial status and performance during the year 2017, which is provided herewith in attachment no. 2.



**Board of Directors' opinion:** The Board requests the Meeting to consider and approve the financial statements for the year ended 31<sup>st</sup> December, 2017. The summary of the Company's financial status and performance during the year 2017 is as follows:

The statements of financial position and income statements

	Unit: Thousand Baht
Total Assets	668,863
Total Liabilities	382,553
Shareholders' Equity	286,310
Revenue from sales	347,503
Total revenue	348,641
Profit for the year	26,248
Earnings per share (Baht/Share)	0.053

Details are as shown in the Company's Annual Report for the year 2017 submitted to the shareholders together with this Notice in attachment no. 2

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 4** To consider and approve the allocation of profit for the year 2017 and the dividend payment for the year ended 31<sup>st</sup> December, 2017.

**Facts and reasons:** The company will allocate 5% legal reserve of net profit 2017 and dividend payment for the year ended 31<sup>st</sup> December, 2017, according to the policy dividend payment at least 40% of net profit which calculated from the specific financial statement after deduction of tax and legal reserve will be paid, even if there is no any other issues and impact to the operation of company and its subsidiaries. However, the agreed payment must be considered with other factors which consisting of operation result, financial status, liquidity and expansion plan etc.

**Board of Directors' opinion:** The Board requests the Meeting to consider and approve the allocation of profit and the dividend payment for the year 2017 as per the following;

The Board will propose to the Shareholders' Meeting for the year 2017 approve the proposed an appropriation for statutory reserves was also made at Baht 1,400,000,





equivalent to 5.33% of the annual net profit as prescribed by law. The Company has a legal reserve of Baht 6,400,000, equivalent to 4.14% of the registered capital.

The Board will propose to the Shareholders' Meeting for the year 2017 approve the proposed the dividend payments for the whole year at Baht 0.03 per share of a total 521,462,375 shares, or a total Baht 15,643,871.25, equivalent to 62.96% of net profit after appropriation for statutory reserves.

**Vote required** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 5** To consider and appoint the auditors and fix the audit fees for the year 2018

**Facts and reasons:** To comply with Section 120 of the Public Limited Companies Act B.E. 2535 prescribed that the auditors and their fee shall be appointed or re-appointed and determined annually by the Annual General Meeting of Shareholders.

Considered the qualifications and performance of the auditor by the audit committee and including the appropriateness of the audit fee in 2018, which is provided herewith in attachment no. 3

**Audit Committees' opinion:** The Audit Committee agreed that the auditors' expertise and experience as well as working standards are beneficial to the company. The Audit Committee found it appropriate to propose auditors. The nominated auditors from EY Office Ltd. has no relationship with, or any interest in the Company, the Company's subsidiaries, the executives, major shareholders, or any related person of the aforesaid persons, Therefore, they are able to audit and comment on the financial statement of the Company independently.

**Board of Directors' opinion:** The Board agrees with the Audit Committee and recommends the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fees as follows:

- Mr. Supachai Panyawattano CPA Registration No 3930 or
- Ms. Cholos Santisawasawaraporn CPA Registration No 4523 or
- Ms. Krongkaew Limpkittikul CPA Registration No 5874

The nominated auditors from EY Office Limited, one of the above to be audit,



The auditor is responsible for examination and review of interim of financial statement for the year 2018 and fixing amount of Baht 1,260,000

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 6** To consider and elect the directors in replacement of those to be retired by rotation

**Facts and reasons:** In compliance with the Public Limited Companies Act and Clause 20 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. Three Directors to be retired by rotation in this Meeting are as follows:

- 1) Mr. Piya Techakul Director and Managing Director
- 2) Ms. Somhatai Panichewa Director
- 3) Mr. Kumchai Boonjirachot Audit Committee and Independent Director

**Board of Directors' opinion:** Board of Directors excluding the directors who have conflict of interest in this matter, agreed to reinstate 3 mentioned above directors to serve as director(s) or independent director(s) for another term. Bio-data of Nominee for Directorship which is provided herewith in [attachment no. 4](#)

**Vote required** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 7** To consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2018

**Facts and reasons:** According to Clause 25 of the Company's Articles of Association, the Directors' remuneration shall be approved by the Shareholders' Meeting. The directors' remuneration may be fixed or set a specific criterion by periodically. In addition, the directors are entitled to receive allowances and welfare benefits. By following the company's regulations.

**Board of Directors' opinion:** The Board requests the Meeting to consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2018. The directors' remuneration is meeting allowance as detail below. The Board of Directors' remuneration in 2018 is maintained at the same rate of 2017 as per the following;

Meeting Allowance

Position	Meeting Allowance (Baht/Time)	
	2017	2018
Chairman of the Board of Director	15,000	15,000
Dputy of Board of Director	12,000	12,000
Director	10,000	10,000
Chairman of Audit Committee	15,000	15,000
Audit Committee and Independent Committee	10,000	10,000
Chairman of Risk Management Committee	15,000	15,000
Risk Management Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	-	15,000
The Nomination and Remuneration Committee	-	10,000

The Board of Directors would receive the remuneration in the amount not exceeding 5 percent of the annual net profit, after deducting corporate income tax. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

**Vote required** Not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.

**Agenda 8** To consider and approve the amendments to the Company's Articles of Association Clause 6 of the Company's Articles of Association

**Facts and reasons:** Due to the issuance of the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business which has amended Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the right of shareholders to call an extraordinary general meeting, the existing provision Clause 6 of the Company's Articles of Association which is in line with the former



regulation shall no longer be applied and enforceable as it is in conflict with the Order. The Governance and Nomination Committee has considered this issue and resolved that, in order to be in compliance with the Order, the amendment to Article 6 of the Company's Articles of Association shall be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval, which is provided herewith in [attachment no. 5](#)

<b>Board of Directors' opinion:</b>	The Board has considered and resolved that the amendments to Clause 19 and Clause 29 of the Company's Articles of Association shall be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval, by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.
<b>Vote required</b>	Not less than three- fourths of total number of votes of the shareholders present at the meeting and eligible to vote.
<b>Agenda 9</b>	<b>Others (if any)</b>

The commencement for registration to attend the Meeting will be from 13:00 hours. To facilitate the shareholders please find the register information and prepare documents is provided herewith in [attachment no.6](#). The meeting will be conducted according to the Company's Articles of Association in [attachment no.7](#). For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the two Proxy Forms (Form A or Form B) attached in [attachment no. 8](#), or alternatively you may download only one of three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.)

In addition, you may appoint an Independent Director not to be retired by rotation in 2018 Annual General Meeting of Shareholders by the Company to act as proxy for shareholders are provided herewith as [attachment no.10](#).

All shareholders are cordially invited to attend 2018 Annual General Meeting of Shareholders to be held on Monday, 2<sup>nd</sup> April, 2018 at 14:00 hours at Panorama 1, 14th floor, The Emerald Hotel Bangkok, Ratchadapisek Road, Din Daeng, Bangkok as [attachment no.11](#).





Yours sincerely,

ATP30 Public Company Limited

A handwritten signature in blue ink, appearing to read 'Chartchai Panichewa', is written over a faint blue line.

Mr. Chartchai Panichewa

Chairman of the Board of Director

