



บริษัท อาม่า มารีน จำกัด (มหาชน)
AMA MARINE PUBLIC CO., LTD.

ทะเบียนเลขที่ 0107559000231

No.CS/EL/AMA004/2019

18 February 2019

Subject : The 2019 Annual General Meeting of Shareholders and Dividend Payment (Revised)
To : The President
The Stock Exchange of Thailand

AMA Marine Public Company Limited (the "Company") would like to report the resolutions of the Board of Directors' Meeting No. 1/2019 held on 18 February 2019 as per the following details:-

1. The 2019 Annual General Meeting of Shareholders will be held on Thursday 18 April 2019 at 14.00 hrs. at Le Lotus Meeting Room, 2/F, Swissotel Le Concord Bangkok, No. 204, Ratchadapisek Road, Huay Kwang, Bangkok 10320 with the agenda below:-

- 1) To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on 19 April 2018

The Board's Opinion The Minutes was correctly recorded and shareholders should adopt such Minutes.

- 2) To acknowledge the operating results and the Annual Report for the Year 2018

The Board's Opinion Shareholders should acknowledge the operating results and the Annual Report for the Year 2018.

- 3) To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal Year Ended 31 December 2018

The Board's Opinion Shareholders should approve the Statement of Financial Position and the Profit & Loss Statements for the Fiscal Year Ended 31 December 2018, which have been audited by the Company's auditors and reviewed by the Audit Committee.

Details	Amount (Baht)
Total Assets	3,667,297,936.61 Baht
Total Liabilities	1,612,769,593.52 Baht
Total Revenues	1,773,973,839.24 Baht
Net Profit	89,522,438.23 Baht
Earnings per share	0.17 Baht

- 4) To consider and approve the dividend payment for the year 2018 and the appropriation of legal reserve

The Board's Opinion

Shareholders should approve the dividend payment for the year 2018 from the operating results to the shareholders, and the appropriation of legal reserve as per the following details:-

- 4.1 To distribute the dividend from the retained earnings of the year 2018 at the total rate of Baht 0.10 (Ten Satang) per share in forms of cash to the existing shareholders in the number of 517,916,773 shares, totaling dividend to be paid of Baht 51,791,677.30 (Fifty One Million Seven Hundred Ninety One Thousand and Six Hundred Seventy Seven Baht Thirty Satang), whereby all dividends will be subject to the withholding tax at the rate required by law.

The dividend payment will be made to the shareholders whose names appear on the date on which the recorded shareholders are entitled to receive the dividend on 4 March 2019. The dividend will be paid on 9 May 2019.

Note: The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2019 Annual General Meeting of Shareholders.

- 4.2 To appropriate the amount of Baht 1,734,000 (Baht One Million Seven Hundred Thirty four Thousand), or no less than 5% of the net profit as legal reserve.

Details of dividend payment compare with the previous year as following:-

Details	Separate Financial Statements (Baht)	
	2017	2018
1. Net profit (Baht)	217,949,158.25	41,148,413.31
2. Number of shares (Shares)	431,600,000	517,916,773
3. Dividend pay-out rate (Baht/Share)	0.30	0.10
4. Total amount of dividend payment (Baht)	129,480,000	51,791,677.30
5. Dividend pay-out ratio (%)	59.41	125.87

- 5) To consider and approve the decrease of the Company's registered capital remained after stock dividend allocation of the Year 2017

The Board's Opinion Shareholders should approve the decrease of the Company's registered capital for another Baht 258,960,000 to Baht 258,958,386.50 by deletion on the remaining of 3,227 shares with the par value of Baht 0.50 which remained after stock dividend allocation of the Year 2017. The Board of Directors deemed that such implementation is appropriate and does not have impact on the right of Shareholders.

- 6) To consider and approve the amendment of the Company's Memorandum of Association to be in line with the decrease of the registered capital

The Board's Opinion According to Agenda No. 5 regarding the decrease of the registered capital, shareholders should approve the amendment of Clause 4 of the Company's Memorandum of Association to be in conformity with the decrease of registered capital. For the registration of the amendment of Clause 4 of the Company's Memorandum of Association at the Department of Business Development, the Ministry of Commercial, the Company deemed appropriate propose to the Shareholder's Meeting to authorize the person assigned by the Board of Directors or the Managing Director with the power to carry on any necessary actions for the completion of the registration including making correction and addition of words as demanded by the Registrar.

- 7) To consider and approve the election of directors who will retire by rotation

The Board's Opinion Three directors who will retire by rotation in 2018 as following :-

1. Mr. Chatchai Srithippayaraj Independent Director
2. Mr. Pisan Ratchakitprakarn Executive Director

3. Ms. Pakjira Ratchakitprakarn Non-Executive Director

The Board of Directors, without members who have conflict of interest in this agenda, has opined in line with the Nomination & Remuneration Committee that such directors have full qualifications which are in accordance with the Public Company Act B.E. 2535 (1992), regulations of the Stock Exchange of Thailand (SET), and those of the Office of the Securities and Exchange Commission (SEC), including possess knowledge, and are competent with experiences and good understanding in the Company's business, as well as to provide satisfied work products during the term of their office. The Board of Directors; therefore, deemed that the shareholders should approve the re-election of such directors to be the Company's directors for another term.

8) To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2019

The Board's Opinion

The Board of Directors has opined in line with the Nomination & Remuneration Committee that the shareholders should approve the remuneration of the Board of Directors and the Sub-Committees for the year 2019 of not exceeding Baht 8,000,000 (Eight Million Baht), same as last year comprising of monthly remunerations, meeting allowances, bonus, with no other benefit.

Details of the monthly remuneration and meeting allowances are as follows:

Positions	Types of Remuneration	
	Monthly Remunerations (Baht Per Person)	Meeting Allowances (Baht Per Person /Meeting)
Board of Directors		
- Chairman	50,000	5,000
- Directors	15,000	5,000
Audit Committee		
- Chairman of the Audit Committee	10,000	2,500
- Audit Committee Members	5,000	2,500
Executive Committee		
- Chairman of the Executive Committee	30,000	2,500
- Executive Committee Members	5,000	2,500

Positions	Types of Remuneration	
	Monthly Remunerations (Baht Per Person)	Meeting Allowances (Baht Per Person /Meeting)
Nomination & Remuneration Committee		
- Chairman of the Nomination & Remuneration Committee	5,000	2,500
- Nomination & Remuneration Committee Members	2,500	2,500
Risk Management Committee		
- Chairman of the Risk Management Committee	None	None
- Risk Management Committee Members	None	None

Note: There is no consideration of meeting allowances for the Risk Management Committee as all members are the executives.

- 9) To consider and approve the appointment of Company's auditor for the year 2019 and determination of the audit fee

The Board's Opinion

The Board of Directors has opined in line with the Audit Committee that the shareholders should approve the appointment of either one of the auditors namely below from D I A International audit Co., Ltd. to be the auditor of the Company and its subsidiary for the year 2019.

1. Mrs. Suvimol Chrityakerne Certified Public Accountant No. 2982
2. Ms. Somjintana Pholhirunrat Certified Public Accountant No. 5599
3. Ms. Supaporn Mangjitr Certified Public Accountant No. 8125
4. Mr. Nopparek Pitsanuwongse Certified Public Accountant No. 7764

In addition, the shareholders should approve the determination of the audit fee for the year 2019 of Baht 1,250,000 (One Million Two Hundred and Fifty Thousand Baht), which has been remained the same as last year while the audit fee for the subsidiary is at Baht 470,000 higher than the year of 2018 by Baht 30,000 (Thirty Thousand Baht) or 1.78 percent.

Companies	Auditor Fee (Baht)		Non-Audit Fee (Baht)	
	2018	2019	2018	2019
AMA Marine Public Company Limited	1,140,000	1,140,000	110,000	110,000
AMA Logistics Company Limited	440,000	470,000	-	-
Total	1,580,000	1,610,000	110,000	110,000

Note: The out of pocket expenses, such as auditor allowance, traveling expense, overtime, international phone call, room and board (in case of staying overnight or travelling up-countries) will be paid on actual basis.

10) Other matters (if any)

2. Authorized Mr. Pisan Ratchakitprakarn to have the power, to the extent as permitted by applicable laws, to amend, add and/or determine the date, time, venue and agenda for the 2019 Annual General Meeting of Shareholders as deemed appropriate.

3. Determined the date on which the recorded shareholders have the right to attend the 2019 Annual General Meeting of Shareholders and to receive the dividend (Record Date) to be on 4 March 2019. The dividend payment will be paid on 9 May 2019. (The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2019 Annual General Meeting of Shareholders.)

In addition, the Company allowed minority shareholders to propose matter(s) for consideration as an agenda of the 2019 Annual General Meeting of Shareholders from 28 September 2018 to 31 January 2019 but none of the shareholders proposed any matter as an agenda of the meeting, and no question relating to the Company was sent to the Company.

Please be informed accordingly.

Yours faithfully,

AMA MARINE PUBLIC COMPANY LIMITED

(Mr. Pisan Ratchakitprakarn)

Managing Director