

No. ASP 003/2019

27th February 2019

President
The Stock Exchange of Thailand

Subject: Notification of the Resolutions of the Board of Directors Meeting

Dear Sir,

Asia Plus Group Holdings Public Company Limited hereby report the resolutions of the Board of Directors Meeting No. 2/2019, which was held on the 27th of February 2019 as follows:

1. It was resolved to approve the audited financial statements for the year ended the 31st of December 2018 and to further propose such statements to the shareholders' meeting for approval.

2. It was resolved to propose to the Annual General Meeting of Shareholders No. 25, the appropriation of profit and the payment of dividend from the operating results of 2018

- No legal reserve appropriation because the company's legal reserve has reached the amount required by law

- Dividend payment from 2018 operating results to the shareholders at the rate of Baht 0.20 per share totaling Baht 421,131,208.80 equal to 97 percent of the annual net profit. The company had paid interim dividend at the rate of Baht 0.10 per share totaling Baht 210,565,604.40 on the 10th of September 2018 and that the remaining amount be paid at the rate of Baht 0.10 per share totaling Baht 210,565,604.40. The dividend will be payable on the 13th of May 2019 after obtaining approval from the Annual General Shareholders Meeting No. 25. Such dividend payment was derived from profit that was subject to corporate income tax of 20%. The rights to receive above dividend is depend upon the approval of the Annual General Meeting of Shareholders No. 25.

3. It was resolved to propose to the shareholders' meeting for approval, the re-election of 3 directors who retired by rotation, namely, (1) Mr. Kongkiat Opaswongkarn (2) Mr. Virach Aphimeteetamrong (3) Mr. Satit Chanjavanakul.

4. It was resolved to propose to the shareholders' meeting for approval, the election of Miss Sumana Punpongsanon, Certified Public Account No. 5872, and/or Ms. Rungnapa Lertsuwankul, Certified Public Account No. 3516, and/or Mrs. Ginkarn Atsawarangsalit, Certified Public Account No. 4496, and/or Miss Pimjai Manitkajohnkit, Certified Public Account No. 4521, and/or Mr. Chayapol Suppasedtanon, Certified Public Account No. 3972, and/or Miss Rosaporn Decharkom, Certified Public Account No. 5659, and/or Ms. Orawan Techawatanasirikul, Certified Public Account No. 4807 of EY Office Limited, as the company's auditor for the year 2019 and fixing their remuneration at the rate of Baht 1,190,000 as proposed by the Audit Committee.

5. It was resolved to fix the date of the Annual General Meeting of Shareholders No. 25 to be held on the 24th of April 2019 at 14.00 hours at the Chatrium Ballroom, 4th Floor, the Chatrium Hotel Riverside Bangkok, 28 Charoenkrung Soi 70 Road, Khwang Bangkholame, Khet Bangkholame, Bangkok, to consider the following agendas:

(1) Consideration and adoption of the Minutes of the Annual General Meeting of Shareholders No. 24 which was held on the 25th of April 2018

Opinion of the Board: The Board of Directors recommends that the minutes be considered and approved.

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- (2) Acknowledgement of directors' report relating to the operation of the company for the year 2018
Opinion of the Board: The Board of Directors recommends that the company's operation for the year 2018 be acknowledged.
- (3) Consideration and approval of the audited financial statements for the year ended the 31st of December 2018
Opinion of the Board: The Board of Directors recommends that financial statements for the year ended the 31st of December 2018, which were audited by the auditor of the company and were considered by the Audit Committee, be considered and approved.
- (4) Consideration and approval of the appropriation of profit and the payment of dividend for the year 2018
Opinion of the Board: The Board of Directors recommends that the meeting approve the appropriation of profit and the payment of dividend for the year 2018 as follows:
- No legal reserve appropriation because the company's legal reserve has reached the amount required by law
 - Dividend payment from 2018 operating results to the shareholders at the rate of Baht 0.20 per share totaling Baht 421,131,208.80 equal to 97 percent of the annual net profit. The company had paid interim dividend at the rate of Baht 0.10 per share totaling Baht 210,565,604.40 on the 10th of September 2018 and that the remaining amount be paid at the rate of Baht 0.10 per share totaling Baht 210,565,604.40. Such dividend payment was derived from the profit which was subject to corporate income tax of 20%.
- The company set the date to determine the list of shareholders entitled to receive dividend on the 13th of March 2019. The dividend payment shall be made on the 13th of May 2019 after obtaining approval from the Annual General Shareholders Meeting No. 25. The rights to receive above dividend is depend upon the approval of the Annual General Meeting of Shareholders' No. 25.
- (5) Consideration and approval of the election of directors to replace those who retired by rotation
Opinion of the Board: The Board, excluding the directors who might have any interest and did not participate in the consideration, agreed to the recommendation of the Nomination Committee to propose to the shareholders meeting to re-elect all 3 retired directors namely, (1) Mr. Kongkiat Opaswongkarn (2) Mr. Virach Aphimeteetamrong (3) Mr. Satit Chanjavanakul as director of the company for another term.
- (6) Acknowledgement of directors' remuneration
Opinion of the Board: The directors' remuneration has been determined in line with the approval of the Annual General Meeting of Shareholders No. 24 held on the 25th of April 2018 to pay directors' remuneration not exceeding Baht 15,000,000 per annum with effective from 2018 fiscal year onward. The Board of Directors recommends that the directors' remuneration be acknowledged.
- (7) Consideration and approval of the appointment of the company's auditor for the year 2019 and to fix their remuneration

Opinion of the Board: The Board of Directors agreed with the recommendation of the Audit Committee that it is appropriate for the shareholders meeting to approve the appointment of Miss Sumana Punpongsanon, Certified Public Account No. 5872, and/or Ms. Rungnapa Lertsuwankul, Certified Public Account No. 3516, and/or Mrs. Ginkarn Atsawarangsalit, Certified Public Account No. 4496, and/or Miss Pimjai Manitkajohnkit, Certified Public Account No. 4521, and/or Mr. Chayapol Suppasedtanon, Certified Public Account No. 3972, and/or Miss Rosaporn Decharkom, Certified Public Account No. 5659, and/or Ms. Orawan Techawatanasirikul, Certified Public Account No. 4807 of EY Office Limited, as the company's auditor for the year 2019 and fixing their remuneration at the rate of Baht 1,190,000.

(8) Other business (if any)

7. It was resolved to set the date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders No. 25 and to receive dividend on the 13th of March 2019. The dividend payment shall be made on the 13th of May 2019.

Please be informed accordingly.

Yours Faithfully,

(Mr. Patchara Surajaras)
Executive Director

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