



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

ทะเบียนเลขที่ 0107559000231

No.CS/EL/AMA005/2020

21 February 2020

Subject : The 2020 Annual General Meeting of Shareholders and Dividend Payment

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. 1/2020 held on 21 February 2020 as per the following details:-

1. The 2020 Annual General Meeting of Shareholders will be held on **Friday 3 April 2020 at 14.00 hrs. at Salon A 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 2019 Annual General Meeting of Shareholders held on 18 April 2019**

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 2019**

The Board’s Opinion Shareholders should acknowledge the operating results and the Annual Report for the Year 2019.

- 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 2019**

The Board’s Opinion Shareholders should approve the Statement of Financial Position and the Profit & Loss Statements for the Fiscal Year Ended 31 December 2019, which have been audited by the Company’s auditors and reviewed by the Audit Committee.

Details	Amount (Baht)
Total Assets	3,397,041,075.27 Baht
Total Liabilities	1,328,974,297.16 Baht
Total Revenues	1,899,707,206.98 Baht
Net Profit	180,520,437.07 Baht
Earnings per share	0.35 Baht

#### 4) To consider and approve the dividend payment for the year 2019

##### The Board's Opinion

Shareholders should approve the dividend payment for the year 2019 from the operating results to the shareholders as per the following details:-

- 4.1 To distribute the dividend from the retained earnings of the year 2019 at the total rate of Baht 0.20 (Twenty 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 103,583,354.60 (One Hundred Three Million Five Hundred Eighty-Three Thousand Three Hundred Fifty-Four Baht Sixty 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 6 March 2020. The dividend will be paid on 12 May 2020.

***Note: The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2020 Annual General Meeting of Shareholders.***

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

Details	Amount	
	2019	2020
1. Net profit (Baht)	41,148,413.31	79,232,579.05
2. Number of shares (Shares)	517,916,773	517,916,773
3. Dividend pay-out rate (Baht/Share)	0.10	0.20
4. Total amount of dividend payment (Baht)	51,791,677.30	103,583,354.60
5. Dividend pay-out ratio (%)	125.87%	130.73%

#### 5) To consider and approve the election of directors who will be retired by rotation

##### The Board's Opinion

Four directors who will be retired by rotation in 2020 consist of:-

1. Mr. Kasem Vejasilpa Independent Director / Chairman
2. Mr. Manit Nitiprateep Director / Chairman of the Audit Committee / Chairman of the Nomination & Remuneration Committee / Independent Director

3. Mr. Rangsun Puangprang                      Director / Executive Committee Member /  
Authorized Director
4. Mr. Sakchai Rutchakitprakarn              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.

**6) To consider and approve the appointment of a new director to replace the resigned director**

The Board's Opinion

The Board of Directors has opined in line with the Nomination & Remuneration Committee that the shareholders should approve the appointment of Miss Malinee Sumboonnanondha to be the new director to replace the resigned director.

**7) To consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2020**

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 2020 of not exceeding Baht 8,000,000 (Eight Million Baht), comprising monthly remunerations, meeting allowances and annual performance bonus, where the monthly remunerations 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
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.*

**8) To consider and approve the appointment of Company's auditor for the year 2020 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 2020.

1. Mrs. Suvimol            Chrityakierne      Certified Public Accountant No. 2982
2. Ms. Somjintana      Pholhirunrat      Certified Public Accountant No. 5599
3. Ms. Supaporn        Mangjitr            Certified Public Accountant No. 8125

In addition, the shareholders should approve the determination of the audit fee for the year 2020 of Baht 1,140,000 (One Million One Hundred Forty Thousand Baht), which has been remained the same as last year while the audit fee for the subsidiary is at Baht 570,000 higher than the year of 2019 by Baht 100,000 (One Hundred Thousand Baht) or 21 percent.

Companies	Auditor Fee (Baht)		Other Fee (Baht)	
	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>
AMA Marine Public Company Limited	1,140,000	1,140,000	110,000	110,000
AMA Logistics Company Limited	470,000	570,000	-	-
<b>Total</b>	<b>1,610,000</b>	<b>1,710,000</b>	<b>110,000</b>	<b>110,000</b>

*Note : The related expense consists of allowance, travel allowance, over time, international telephone, room and board (in case of staying overnight) will reimburse as actual pay.*

#### 9) Other matters (if any)

1. 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 2020 Annual General Meeting of Shareholders as deemed appropriate.

2. Determined the date on which the recorded shareholders have the right to attend the 2020 Annual General Meeting of Shareholders and to receive the dividend (Record Date) to be on 6 March 2020. The dividend payment will be paid on 12 May 2020. (The right to receive the dividend is uncertain until receiving approval from the shareholders at the 2020 Annual General Meeting of Shareholders.)

In addition, the Company allowed minority shareholders to propose matter(s) for consideration as an agenda of the 2020 Annual General Meeting of Shareholders from 30 September 2019 to 31 January 2020 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**

A handwritten signature in blue ink, appearing to be 'P. Ratchakitprakarn', written in a cursive style.

(Mr. Pisan Ratchakitprakarn)

Managing Director

Corporate Secretary Division

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