

Subject: Resolution of the Board of Directors' meeting; resignation of directors, dividend payment, amendment of the Company's Articles of Association and Schedule for the Annual General Meeting of Shareholders (revised)

To: President and Manager  
The Stock Exchange of Thailand

Referring the Board of Directors' meeting of Forth Corporation Public Company Limited (the Company) No. 1/2018 held on 23 February 2018, at 03.30 p.m. The Company would like to notify the important resolutions as follows:

- 1) Acknowledged the resignation of Directors as follows:
  - 1) Mr. Sanit Vorapunya has resigned from the position of Audit Committee. However, he is still the Company's Chairman of the Board of Directors.
  - 2) Mr. Sutham Malila has resigned from the positions of Director, Independent Director, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee.
  - 3) Ms. Nongram Laohaareedilok has resigned from the positions of Director, Independent Director, Audit Committee, Chairman of Risk Management Committee, Nomination and Remuneration Committee.

With effect from the 2018 Annual General Meeting of Shareholders held on 23 April 2018 has finished. The reason for resignation of the above-mentioned directors is to promote good corporate governance principles regarding a term of office of Independent Director shall not be over 9 years. The Board of Directors will hold the meeting to consider and appoint the Audit Committee to replace the resigned Audit Committee on 24 April 2018.

- 2) Resolved to propose the Annual General Meeting of Shareholders to approve a dividend payment for 2017 at the rate of Baht 0.42 per share, a total of Baht 403.20 million. The dividend will be paid from the net profit for the year 2017 and the retained earnings derived from the promoted operations at the rate of Baht 0.27 per share, which individual shareholders are not subject to withholding tax and shall not be entitled to a tax credit. The remaining amount of Baht 0.15 per share will be paid from the profit derived from 20% corporate income tax-paid business, which individual shareholders are subject to 10% withholding tax and shall be entitled to a tax credit. When including with an interim dividend payment for the first six-month period of 2017 at the rate of Baht 0.17 per share, totaling Baht 163.2 million, the balance of dividend payment in this period will be paid at the rate of Baht 0.25 per share, amounting to Baht 240.00 million. The dividend will be paid from the net profit for the year 2017 and the retained earnings

derived from the promoted operations at the rate of Baht 0.17 per share, which individual shareholders are not subject to withholding tax and shall not be entitled to a tax credit. The remaining amount of Baht 0.08 per share will be paid from the profit derived from 20% corporate income tax-paid business, which individual shareholders are subject to 10% withholding tax and shall be entitled to a tax credit.

The record date to determine shareholders' name for the right to receive the dividend is scheduled on 16 March 2018. The dividend will be paid on 3 May 2018. The grant of this right is subjected to the approval by the shareholders' meeting.

- 3) Resolved to propose the Annual General Meeting of Shareholders to consider the re-election of the directors who will be retired by rotation to be the Company's directors for another term and the appointment of new directors, as proposed by the Nomination and Remuneration Committee, as follows:

**Directors who will retired by rotation**

- 1) Mr. Boonya Tantipanichapun    Position: Director/ Executive Director/ Risk Management Committee
- 2) Mr. Kaelic Amatanont            Position: Director
- 3) Mrs. Matinee Wandeepirom    Position: Director/ Nomination and Remuneration Committee

**New Directors**

- 1) Mr. Somboon Muangklam        Position: Director/ Independent Director
- 2) Mrs. Vilasinee Puddhikarant    Position: Director/ Independent Director
- 3) Mrs. Porntip Lerttanongsak     Position: Director/ Independent Director

- 4) Resolved to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of directors for the year 2018, as proposed by Nomination and Remuneration Committee, as follows:

**Meeting allowance**

	<b><u>2018</u></b>	<b><u>2017</u></b>	
<b><u>Board of Directors</u></b>			
- Chairman	33,000	33,000	Baht per meeting attendance
- Member	22,000	22,200	Baht per meeting attendance
<b><u>Audit Committee</u></b>			
- Chairman	49,500	49,500	Baht per meeting attendance
- Member	46,200	46,200	Baht per meeting attendance
<b><u>Risk Management Committee</u></b>			
- Chairman	15,000	15,000	Baht per meeting attendance
- Member	10,000	10,000	Baht per meeting attendance

**Nomination and Remuneration Committee**

- Chairman	15,000	15,000	Baht per meeting attendance
- Member	10,000	10,000	Baht per meeting attendance

### Gratuity

The amount of gratuity is not exceeding Baht 1.5 million (2017: not exceeding Baht 1.5 million) and will be paid to non-executive directors and/or independent directors.

- 5) Resolved to propose the Annual General Meeting of Shareholders to consider and appoint the Company's auditors and fix their remuneration for the year 2018 as proposed by Audit Committee, as follows:

Ms. Waraporn Prapasirikul	CPA License No. 4579 and/or
Mr. Narong Puntawong	CPA License No. 3315 and/or
Ms. Sirirat Sricharoensup	CPA License No. 5419

They are the auditors of EY Office Limited. The remuneration for the year 2018 is to be Baht 1,490,000 (2017: Baht 1,490,000).

- 6) Resolved to propose the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 36 of the Company's Articles of Association as follows:

#### Existing clause

Clause 36      The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.

Revised clause

Clause 36 The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Meetings other than those specified above shall be called the extraordinary general meeting.

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares issued may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reason for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call the meeting of shareholders to be held within forty five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under the paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty five (45) days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Clause 38 of the Company's Articles of Association, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.

- 7) Determined the date of the Annual General Meeting of Shareholders is to be on Monday, April 23, 2018 and to hold the meeting at 02.00 p.m., at 256, the office building of Forth Smart Service Public Company Limited, 7<sup>th</sup> floor, Phaholyothin Road, Samsennai, Phayathai, Bangkok, with the following agenda:

1<sup>st</sup>Agenda: To certify the minutes of the Annual General Meeting of Shareholders for the year 2017.

2<sup>nd</sup>Agenda: To acknowledge the report on the operating results for the year 2017.

3<sup>rd</sup>Agenda: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2017.

4<sup>th</sup>Agenda: To consider and approve the allocation of profit and the dividend payment for the year 2017.

5<sup>th</sup> Agenda: To consider and elect directors in place of those be retired by rotation and appoint new directors.

6<sup>th</sup> Agenda: To consider and fix the directors' remuneration for the year 2018.

7<sup>th</sup> Agenda: To consider and appoint the Company's auditors and fix their remuneration for the year 2018.

8<sup>th</sup> Agenda: To consider and approve the amendment of Clause 36 of the Company's Articles of Association.

9<sup>th</sup> Agenda: To consider other business (if any).

8) Determined the record date to determine shareholders' name for the right to attend the Annual General Meeting of the Shareholders for the year 2018 is to be on 16 March 2018.

Please be informed accordingly.

Yours faithfully,

Mr. Arin Jamnaree  
Financial Controller