



บริษัท ควอลิเทค จำกัด (มหาชน)
Qualitech Public Company Limited

Head Office : 21/3 ถนนบ้านพลอง ตำบลมาบตาพุด อำเภอเมือง จังหวัดระยอง 21150
Rayong 21/3 Banplong Road, Maptaphut, Muang, Rayong 21150
Tel. 0 3869 1408-10 Fax. 0 3869 2028
E-mail : info@qualitechplc.com www.qualitechplc.com

Branch Office : 1/37 หมู่ 1 ตำบลหนองซาก อำเภอบ้านบึง จังหวัดชลบุรี 20170
Banbueng 1/37 Moo 1 Nongchak, Banbueng, Chonburi 20170
Tel. 0 3829 7302-4 Fax. 0 3829 7305

ACC1/17-012

February 20, 2017

Subject : Clarification of AGM 2017 and Dividend Payment
To: Director and Managing Director
The Stock Exchange of Thailand

Qualitech Public Company Limited would like to submit the resolution of the Board of Directors' Meeting No. 2/2017 held on Saturday, February 18, 2017 at 13.00 hrs. at The Emerald Hotel, 3rd Floor, Prakaypetch Room, No. 99/1 Ratchadapisek Road, Dindeang, Bangkok. The resolutions are as follows:

1. The Board of Directors approved the Audited Financial Statements of the Company for the year 2016 ended December 31, 2016.
2. The Board of Directors approved the declaration and payment of the total annual dividend of Baht 0.25 per share. The Company made an interim dividend payment to the shareholders for the first half operations of year 2016 at the rate of Baht 0.10 per share on September 7, 2016 and still has to pay the dividend for the second half operations of year 2016 at the rate of Baht 0.15 per share. The derived from profit under BOI privilege. All this, the right to receive dividend as the case may be uncertain due to it has to be approved from the shareholders meeting.
3. The Board of Directors approved that 2017 Annual General Shareholders' Meeting to be held on April 5, 2017 at 13.30 hrs. at The Emerald Hotel, 3rd Floor, Morrakot Room. The agenda shall be as follows:
Agenda 1 To consider and certify Minutes of the Annual General Shareholder's Meeting for the year 2016.
Agenda 2 To acknowledge the operating performance report of the company during the previous year.
Agenda 3 To consider and approve the company's audited financial statement for the year ended 2016.
Agenda 4 To consider and approve the retained earnings appropriation for year 2016 and dividend payment.
Agenda 5 To consider for Directors Election for Those with Retirement by Rotation, resigned director, and to appoint an additional director.

Opinion of the Board : The board viewed as appropriate to propose to the shareholders for approval as follows

5.1 The reappointment of the following directors who will retire by rotation to resume his directorship for another term, Mr.Sannpat Rattakham, Mr.Somyos Chiamchirungkorn and Mrs.Maneerat Rattakham.

5.2 The appointment of Mr.Sumet Techachainiran to assume the position of Mr.Somyos Chiamchirungkorn, the Director, who would resign from the position on 5 April 2017.

5.3 The appointment Mr.Domdej Sripinphoa to be an additional director.

Agenda 6 To consider change of the authorized directors to sign to bind the company.

Opinion of the Board : Since the Company has reformed the organization structure, the board viewed as appropriate to change authorized signatory for the Company as follows.

“Mr.Sannpat Rattakham’s signature, together with Mr.Sumet Techachainiran’s signature with the Company seal, or either Mr.Sannpat Rattakham’s signature or Mr.Sumet Techachainiran’s signature, together with either a signature of Miss.Rachaneewan Rawirach or Mr. Domdej Sripinproach with the Company seal”

Agenda 7 To consider and approve the director’s remuneration for year 2017.

Opinion of the Board : Recommend the AGM to approve the director’s remuneration as follows.

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|--|-------------------------------------|
| 1. Chairman | Not exceed 198,000 Baht/person/year |
| 2. Chairman of the Audit Committee | Not exceed 158,400 Baht/person/year |
| 3. Chairman of the Nomination and Remuneration Committee | Not exceed 158,400 Baht/person/year |
| 4. Member of the Audit Committee | Not exceed 132,000 Baht/person/year |
| 5. Directors | Not exceed 132,000 Baht/person/year |

And pension with amount of not exceed 3 Million Baht per year which shall be considered by the Nomination and Remuneration Committee for each director.

Agenda 8 To consider and appoint auditor and approve audit fee for year 2017.

Opinion of the Board : In the year 2017, there has been a change of auditor. The Board of Directors resolved to appoint

Mrs. Suvimol Chrityakierne	C.P.A. Registration No.2982 and/or
Miss Somjintana Pholhirunrat	C.P.A. Registration No.5599 and/or
Miss Suphaphorn Mangjit	C.P.A. Registration No.8125 and/or
Mr. Nopparoeek Pissanu Wong	C.P.A. Registration No.7764

the auditors from D I A International Audit Co., Ltd, as the external auditor of the Company for the year 2017 with the remuneration of Baht 1,045,000.

Agenda 9 To consider and approve the issuance and offering of 4,900,000 units of warrant to the

Company's management and/or employees of which details are presented in the attachments.

Agenda 10 To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 98,568,485 to Baht 103,468,485 by issuing 4,900,000 ordinary shares at the par value of Baht 1.00 per share for the exercise of the ESOP - Warrants.

Agenda 11 To consider and approve the allotment of new shares to reserve for the exercise of ESOP-Warrant and the amendment of Clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital.

Agenda 12 Other matters (if any)

4. The Board of Directors passed the resolution set the record date on 7 March 2017 to determine the name list of shareholders who have the right to attend and vote in the shareholders meeting and entitled to stock dividend collection of the name list under Section 225 of The Securities and Exchange Act B.E. 2535 (as amended B.E. 2551) by the method of closing the register book to discontinue the share transferring as of 8 March 2017 and the dividend payment will be made on April 26, 2017. The right to receive dividend may be uncertain as it has to be approved by the shareholders' meeting.

Please be informed accordingly.

Yours sincerely,

(Mr.Sannpat Rattakham)

Managing Director