

ACC1/19-008

February 18, 2019

Subject : Determination of the date of the 2019 Annual General Meeting of Shareholders (the "AGM 2019"), dividend payment and the amendment of the Articles of Association

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. 2/2019 held on Saturday, February 16, 2019 at 13.00 PM. 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 2018 ended December 31, 2018.
2. The Board of Directors approved the declaration and payment of the total annual dividend of Baht 0.25 per share. The Company did not pay dividend from the operating results for the first 6 months of 2018, therefore remaining in this period has to pay at the rate of Baht 0.25 per share. The dividend derive from profit under BOI privilege. All the right to receive dividend as the case may be uncertain. Since it has to be approved from the shareholders meeting.
3. Approved to propose to the shareholders' meeting for consideration for the director's remuneration for year 2019.

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

Director's Remuneration	Amount
1. Meeting allowance	
1.1 Meeting allowance of company's directors	
- Chairman	16,500 Baht/Time
- Directors	11,000 Baht/Time
1.2 Meeting allowance of audit committee	
- Chairman	13,200 Baht/Time
- Directors	11,000 Baht/Time

Director's Remuneration	Amount
1.3 Meeting allowance of nomination and remuneration committee	
- Chairman	13,200 Baht/Time
- Directors	11,000 Baht/Time
2 Directors' pension	Not exceed 3 Million Baht
3 Compensation of non employee Executive Director	Not exceed 3 Million Baht
Remark : Meeting allowances are paid in attendance basis	

Which shall be considered by the Nomination and Remuneration Committee for the payment of each director.

4. The Board of Directors approved that 2019 Annual General Shareholders' Meeting to be held on April 3, 2019 at 13.30 hrs. at Boardroom 3, Queen Sirikit National Convention Center. The agenda shall be as follows:

Agenda 1 To consider and certify Minutes of the Annual General Shareholder's Meeting for the year 2018.

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 2018.

Agenda 4 To consider and approve the retained earnings appropriation for year 2018 and dividend payment.

Agenda 5 To consider for Commission Election for Those with Retirement by Rotation.

Opinion of the Board : Mr. Sumet Techachainiran does not wish to continue his directorship. The board viewed as appropriate to propose to the shareholders for approval and reappointment as follows

5.1 Mr. Tinakorn Seedasomboon Director

5.2 Mr. Somchai Jongsirilerd Director

And the appointment of Mr. Supachoke Sirichantaradilok to be the Director of the company.

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

Opinion of the Board : The board viewed as appropriate to change authorized signatory for the Company as follows “Mr. Sannpat Rattakham Mr. Tawatchai Lipithorn Mr. Domdej Sripinproach Mr. Supachoke Sirichantaradilok 2 out of 4 directors together with the Company’s seal”

Agenda 7 To consider and approve the director’s remuneration for year 2019.

Agenda 8 To consider and appoint auditor and approve audit fee for year 2019.

Opinion of the Board : In the year 2019, 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
Mr. Joompoth Piratanakorn	C.P.A. Registration No.7645 and/or
Mr. Nopparoek Pissanuwong	C.P.A. Registration No.7764 and/or
Miss Suphaphorn Mangjit	C.P.A. Registration No.8125

The auditors from D I A International Audit Co., Ltd, as the external auditor of the Company for the year 2019 with the remuneration of Baht 1,035,000.

Agenda 9 To consider and approved the amendment of the Company’s Articles of Association

Opinion of the Board : Recommend to approve the amendment to the Company’s Articles of Association as follows.

Existing Articles of Association	Proposed Articles of Association
<u>Article 16</u> The company has at least nine directors and not less than half of the total number of directors must have residence in the Kingdom And must have qualifications according to the law.	<u>Article 16</u> The company has at least seven directors and not less than half of the total number of directors must have residence in the Kingdom And must have qualifications according to the law.

Agenda 10 Other matters (if any)

- The Board of Directors passed the resolution set the record date on 5 March 2019 to determine the name list of shareholders who have the right to attend and vote in the shareholders meeting, The dividend payment will be made on April 26, 2019. The right to receive dividend may be uncertain as it has to be approved by the shareholders’ meeting.



บริษัท ควอลิตี้เทค จำกัด (มหาชน)
Qualitech Public Company Limited

Please be informed accordingly.

Yours sincerely,

(Mr.Domdej Sripinproach)

Managing Director