

Subject : TK announces annual dividend payment and date for AGM 2016

Attn : President, The Stock Exchange of Thailand

The Board of Directors meeting of Thitikorn Public Company Limited No.1/ 2016 held on February 18, 2016 has passed the following resolutions:

1. Approved to propose to the Annual General Meeting of Shareholders (AGM) to distribute the dividend payment for the operation from January 1, 2015 to December 31, 2015 at 0.40 Baht per share, totaling 500,000,000 shares with the total amount of 200.0 Million Baht.

2. The Record date for the right to attend the 2016 TK AGM and the right to receive the dividend will be on March 4, 2016, and the share registration book closing date for collecting Shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 will be on March 7, 2016. The annual dividend payment will be paid to shareholders on May 18, 2016. (within one month subsequent to the AGM)

However, the right to receive the dividend is subject to shareholders approval at AGM.

3. The AGM for 2016 will be held on April 26, 2016 at 2.00 P.M. at S.P. Arcade building on 5th floor, 69 Ramkamhaeng Road, Huamark, Bangkok, Bangkok 10240.

4. The agenda for the AGM 2016 will be as follows;

Agenda 1 : To certify Minutes of the AGM 2015 held on April 21, 2015.

Agenda 2 : To acknowledge and approve the company's annual report and the board of director's report for overall performance of 2015.

Agenda 3 : To certify and approve the company's balance sheets and profit and loss statement as of December 31, 2015.

Agenda 4 : To consider and approve the allocation of net profit and dividend of 2015 operational Results will be Bath 0.40 per share, totaling 500 million shares with the Total amount of 200.0 Million Baht.

Agenda 5: To consider and approve the appointment of directors replacing those retired by Rotation.

- The rotated directors are as follows:

1. Mr. Wiboon Perm-Arayawong Independent Director
2. Mr. Surin Dhammanives Independent Director
3. Mr. Raksanit Phornprapha Director
4. Mr. Prapol Phornprapha Director

Approved to propose to AGM for shareholders approval

- The rotated directors being proposed to re-elected 4 retiring directors are as follows:

1. Mr. Wiboon Perm-Arayawong Independent Director
2. Mr. Surin Dhammanives Independent Director
3. Mr. Raksanit Phornprapha Director
4. Mr. Prapol Phornprapha Director

- The members of new Board of Directors are :

1. Dr. Chumpol Phornprapha Chairman
2. Ms. Orapin Chartabsorn Independent Director/ President of Audit Committee
3. Mr. Taveeb Chardtumrong Independent Director/ Audit Committee and
President of Nomination and Remuneration Committee
4. Mr. Surin Dhammanives Independent Director/ Audit Committee
5. Mr. Wiboon Perm-Arayawong Director/ Nomination and Remuneration Committee
6. Ms. Prathama Phornprapha Managing Director
7. Mr. Prapol Phornprapha Director/ Deputy Managing Director
8. Mr. Raksanit Phornprapha Director
9. Mr. Satitphong Phornprapha Director
10. Mrs. Buskorn Liaummukda Director/ Nomination and Remuneration Committee
11. Ms. Penchan Klinboonnak Director

Agenda 6 : To consider and approve the directors remuneration for the year 2016.

Approved to propose to AGM to determine the directors' Remuneration for the year 2016 is Baht 3,000,000.

Agenda 7 : To consider and approve the appointment of the auditors and to determine their remuneration for the year 2016.

Approved the appointment of three auditors of M.R. & Associates Co., Ltd. to be the Company's auditors for 2016 as follow:

1. Mr. Methee Ratanasrimetha (CPA.NO. 3425)
(Signer of the Company audited financial statement for 2007 and for a period of five fiscal years from 2009-2013)
2. Mr. Akadet Pliensakul (CPA.NO. 5389) or
(Signer of the Company audited financial statement for a period of two fiscal years from 2014-2015)
3. Mr. Pisit Chiwaruangroch (CPA.NO. 2803) or
(Has not sign the Company audited financial statement)
with an audit fee of Baht 3,050,000 for 2016.

Agenda 8 : To consider and approve the issue and offering of debenture.

Approved to propose to AGM for shareholders approval on the issue and offering of debenture with the details as follows:

Purpose: Working capital and/or appropriate funding for the Company's operation and/or expansion of the Company's business and/or debt repayment and/or retirement of debenture

Type: Debentures with or without specify name, subordinated and/or unsubordinated, secured and/or unsecured and with or without representative of debenture holder depending on appropriate market conditions at such time the debentures are issued and offered.

Currency: Baht and/or and other foreign currencies

Total value of Debenture - Not exceeding 2,200 million baht equivalent amount in other foreign currencies

Maturity - Not over 10 years of each issuance

Type Offering - The debenture issued pursuant to this plan will be offered in all or in part, and/or as a program to public offering and institutional investors, and/or to private placement, and/or institutional investors or local High Net-worth

investors and/or to any foreigner such offerings may be made in one time or several times in accordance with the notifications of SEC and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered.

Early Redemption – The Company may or may not have the right to early redemption and buyback of the debenture subject to the terms and conditions of each issuance.

Interest Rate or Yield - Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the debentures issued at such time.

Authority to determine other details - The Board of Directors and/or any person assigned by The Board of Directors shall have the power to specify any details on terms and conditions with regard to debenture issuance and offering as the following:

- (1) To determine the details in connection with debentures, among other things, types, names, interest rates, maturity, redemption period, appointing the representative of debentures holder as well as details regarding an offer for sale including but not limited to price, method and period to offer and allot such debentures.
- (2) To appoint financial advisors, and/or underwriter, and/or credit rating agencies to rate credit of issuer and/or security, and/or other person where such appointment is required under related rules and regulations and or in any event as they deem fit.
- (3) To contact, negotiate, enter into, execute, and amend contracts and/or documents as well as to contact, furnish information, submit documentation to the Office of the SEC and/or other related entity regarding issuance and offering of debenture and to do any and all acts and things necessary or requisite as they deem fit.

Agenda 9 : To consider and approve the amendment of the Articles of Association of the Company.

Approved to propose to AGM for shareholders approval on the amendment of the Articles of Association of the Company with the details as follows:

Articles of Association of the Company (Current)	Proposed to Amend as
<p>“Article 4. The Company’s shares shall be ordinary shares each with equal par value and fully paid-up. In making payment for shares, a subscriber or purchaser may not net-off any debt with the Company, except in the case of debt restructuring through the issuance of new shares in accordance with the Debt to Equity Conversion Program which receives an approval from the shareholders’ meeting with the vote of no less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.</p>	<p>“Article 4. The Company’s shares shall be ordinary shares each with equal par value and fully paid-up. <i>The consideration for the shares may be paid in other type of non-cash consideration including payment by property, the use of copyright in any literacy, artistic, scientific works, patents, trademarks, models, drawings, formulae or secret processes or the information concerning experiences in the field of industry, commerce or science.</i> In making payment for shares, a subscriber or purchaser may not net-off any debt with the Company, except in the case of debt restructuring through the issuance of new shares in accordance with the Debt to Equity Conversion Program which receives an approval from the shareholders’ meeting with the vote of no less than</p>

Articles of Association of the Company (Current)	Proposed to Amend as
<p>The issue of new shares for debt settlement and Debt to Equity Conversion Program shall be subject to the rules and procedures prescribed by laws.</p> <p>The Company may issue debentures, warrants, or any other securities as permitted by the laws governing securities and exchange.</p>	<p>three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.</p> <p>The issue of new shares for debt settlement and Debt to Equity Conversion Program shall be subject to the rules and procedures prescribed by laws.</p> <p>The Company may issue debentures, <u>preferred shares</u>, warrants, or any other securities as permitted by the laws governing securities and exchange and <u>may convert convertible preferred shares into ordinary shares, subject to relevant laws.</u></p>
<p>“Article 10. The Company shall not own or take pledge of its own shares, except for the following cases:</p> <p>(1) The Company may buy back its own shares from shareholders who vote against the resolution of the shareholders’ meeting for the amendment of regulations regarding the voting rights and dividend rights upon their views that they are not treated on equitable basis.</p> <p>(2) The Company may buy back its own shares for financial management in case it has retained earnings as well as excess liquidity, and such buyback of shares will not cause the Company in financial difficulties.</p> <p>The treasury stock which the Company is holding shall not constitute a part of a quorum in the shareholders’ meeting and shall neither have the voting rights nor dividend rights.</p> <p>The repurchase of shares for financial Management in accordance to (2) shall be approved by the shareholders</p>	<p>“Article 10. The Company shall not own or take pledge of its own shares, except for the following cases:</p> <p>(1) The Company may buy back its own shares from shareholders who vote against the resolution of the shareholders’ meeting for the amendment of regulations regarding the voting rights and dividend rights upon their views that they are not treated on equitable basis.</p> <p>(2) The Company may buy back its own shares for financial management in case it has retained earnings as well as excess liquidity, and such buyback of shares will not cause the Company in financial difficulties.</p> <p><u>The treasury stock which the Company is holding shall not constitute a part of a quorum in the shareholders’ meeting and shall neither have the voting rights nor dividend rights.</u></p> <p><u>The repurchase of shares shall be approved by the shareholders meeting. In case the amount of shares to be repurchased does not exceed ten (10) per cent</u></p>

Articles of Association of the Company (Current)	Proposed to Amend as
<p>meeting, and executed within one year from the date of its approval by shareholders. In case the amount of shares to be repurchased does not exceed ten (10) per cent of the paid-up capital, the board of directors of the Company shall have the power to approve such repurchase.</p> <p>The Company shall resell the shares repurchased within the period specified by laws. In case the Company is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold in accordance with the terms and procedures specified the existing laws.</p>	<p><u>of the paid-up capital, the board of directors of the Company shall have the power to approve such repurchase.</u></p> <p>The Company shall resell the shares repurchased within the period specified by laws. In case the Company is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold in accordance with the terms and procedures specified the existing laws.</p>

Agenda 10 : To consider and approve an addition of the Company's Objectives and the amendment to Clause 3 of the Company's Memorandum of Association.

In order to be in line with the addition of the Company's Objectives, it is appropriate to approve an addition of 2 objectives of the Company and the amendment to Clause 3 of the Company's Memorandum of Association with the details as follows:

Clause 35. To conduct sell on consignment of assets transactions as a consignee or consignor.

Clause 36. To establish and operate vehicle inspection service centers and engage in business activities of providing vehicle inspection in compliance with the laws, governing land transport to provide vehicle inspection service for vehicle registration under the laws governing land transport or the laws governing vehicles including motorcycle.

Agenda 11 : To consider other issues (if any).

Please be informed accordingly.

Yours Sincerely,

(Ms. Prathama Phornprapha)
Managing Director