



KASET-BOD 002/2018

20 February 2018

Subject: Schedule and Agenda for Annual General Meeting of Shareholders for the Year 2018 and Omission of

Dividend Payment

To: President

The Stock Exchange of Thailand

This is to inform that the meeting of the Board of Directors of Thai Ha Public Company Limited (the "Company") No.1/2018 held on 20 February 2018 passed material resolutions as follows:

1. Approved no allocation of net profit for legal reserve and omission of dividend payment for the Year 2018 results from Company's deficit. This resolution will be proposed to the Annual General Meeting of Shareholders for consideration and approval.

2. Approved to proposed transfer legal capital reserve and share premium to compensate the deficit of the Company to the Annual General Meeting of Shareholders for the Year 2018 for consideration and approval.

3. Approved to set the date for Annual General Meeting of Shareholders for the Year 2018 on Friday 20 April 2018 to be held at 10:00 a.m. at Ramada Plaza Bangkok Menam Riverside Hotel, Four River Conference Room, Ground Floor, No. 2074, Charon Krung Road, Bang Kor-laem District, Bangkok to consider and approve the following matters.

Agenda 1 To consider and adopt for the Minutes of the Annual General Meeting for the Year 2017 held on 21 April 2017.

Opinion of the Board of Directors the Board of Directors considered that the Minutes of the Annual General Meeting for the Year 2017 were correctly and completely recorded and deems it appropriate to propose to the Shareholders Meeting to consider and adopt the minutes.

Agenda 2 To acknowledge the performance results of the Company for the Year 2017.

Opinion of the Board of Directors the Board of Directors considered and deems it appropriate to report to the Shareholders Meeting to acknowledge the performance results of the Company for the Year 2017.

Agenda 3 To consider and approve the financial statement ended 31 December 2017.

Opinion of the Board of Directors the Board of Directors considered and deems it appropriate to propose to the Shareholders meeting to consider and approve financial statement ended 31 December 2017 which have been audited by Company's Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors.

Agenda 4 To consider and approve no allocation of net profit for legal reserve and omission of dividend payment for the Year 2017 results.

Opinion of the Board of Directors According to the operation results and Company's deficit, therefore, it deems and appropriate to propose to the Shareholders meeting not to allocate net profit for legal reserve and omit dividend payment for the Year 2017.

Agenda 5 To consider and approve the appointment of three (3) directors in replace for those who are retired by rotation.

Opinion of the Board of Directors In the Annual General Meeting of Shareholders for the Year 2017, three (3) directors who will retired by rotation are as follows:

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| 1. Mr.Somroek Tangpiroonthum | Director, Authorized Director and Chief Executive Officer |
| 2. Assoc.Prof.Dr.Buddhagarn Rutchatorn | Director and Chairman of Audit Committee |
| 3. Dr.Visuth Vittayatanakorn | Director and Authorized Director |

The Company does not set up the nomination committee, however, the Board of Directors considered that those three (3) directors have knowledge, ability and experience which will be the advantage for the Company's operation. Thus, the Board of Directors deems it appropriate to propose to the Shareholders meeting to re-elect those three (3) directors.

Agenda 6 To consider and approve the remuneration of directors and the audit committee of the Company for the Year 2018.

Opinion of the Board of Directors the Board of Directors deem it appropriate to propose to the Shareholders meeting to approve the remuneration of directors and the audit committee of the Company for the Year 2018 at the higher rate than the year 2017 as follows:

1. Meeting allowance of Chairman of Audit Committee from (Baht per meeting attendance) 22,000 to (Baht per meeting attendance) 30,000.
2. Meeting allowance for member of Audit Committee from (Baht per meeting attendance) 15,400 to (Baht per meeting attendance) 20,000.

3. Meeting allowance of the Board of Director from (Baht per meeting attendance) 11,000 to (Baht per meeting attendance) 15,000.

4. Bonus for the Board of Directors not more than Baht 1,000,000 per year (in case the Company has net profit) (remain at the same rate).

Currently, the Company does not set up the nomination committee. Thus, the Board of Directors deem it appropriate to adjust the remuneration of directors and the audit committee of the Company for the Year 2018 at the above rate by comparing to the same field and approximate size of industry including the performance results and growth of the Company.

Agenda 7 To consider and approve the appointment of the Company's auditors and remuneration of the auditing fees for the Year 2018.

Opinion of the Board of Directors the Board of Directors deem it appropriate to propose to the Shareholders meeting for consideration and approval the appointment of Dharmniti Auditing Company Limited to be the auditing firm of the Company for the Year 2018. In addition, it is proposed to appoint anyone of the following auditors being authorized to review and provide opinion on the financial statements of the Company.

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|------------------------------------|--------------------|
| 1. Miss Arisa Chumwisut, | CPA no.9393 and/or |
| 2. Mr.Pojana Asavasontichai, | CPA.no.4891 and/or |
| 3. Mr.Thanawut Piboonsawat, | CPA.no.6699 and/or |
| 4. Miss Salalit Ardsawang, | CPA no.7517 and/or |
| 5. Miss Thanyaporn Tangthanopajai, | CPA no.9169 |

It is also proposed to approve the auditing fees for the year 2018 of the Company at the rate of Baht 1,140,000 which is the same rate as the year 2017.

Agenda 8 To consider and approve transfer the share premium to compensate the deficit of the Company, the details are as follows:

The Company has deficit in the amount of Baht 210,884,788 according to the Company's Statement of Financial Position as of 31st December 2017. In order to prepare the Company to declare dividend when the Company has sufficient net profits and cash flow, the Board of Directors has approved to transfer the share premium at the amount of Baht 225,840,201 to compensate the deficit of the Company.

Shareholders' equity composition as of 31st December 2017:

SHAREHOLDERS' EQUITY COMPOSITION	In Baht
Share capital Registered	292,500,000
Share capital Issued and Fully paid-up	278,000,000
Share Premium	225,840,201
Appropriated legal reserves	8,744,428
Deficit	(210,884,788)
Other Components of Shareholders' equity	49,192,450
Total Shareholders' equity	350,892,291

However, this resolution to transfer the share premium at the amount of Baht 225,840,201 to compensate the deficit of the Company shall be approved by not less than three-fourths of the votes of the shareholders present at the Shareholders Meeting. Consequently, the amount of deficit of the Company is at Baht 0 according to the Company's Statement of Financial Position. This transfer of the share premium will not impact the shareholders' equity since it is only the offset in accounting transactions which can be elaborated as follows:

SHAREHOLDERS' EQUITY COMPOSITION	As of 31st December 2017	
	Before the elimination the deficit (In Baht)	After the elimination the deficit (In Baht)
Share capital Registered	292,500,000	292,500,000
Share capital Issued and Fully paid-up	278,000,000	278,000,000
Share Premium	225,840,201	23,699,841
Appropriated legal reserves	8,744,428	-
Deficit	(210,884,788)	-
Other Components of Shareholders' equity	49,192,450	49,192,450
Total Shareholders' equity	350,892,291	350,892,291

Opinion of the Board of Directors the Board of Directors deem it appropriate to propose to the Shareholders meeting for consideration and approval the authorization of the Chairman of the Board or authorized person by the Chairman of the Board to be authorized to perform any action which is necessary and related to the transfer of legal capital reserve and the share premium to compensate deficit of the Company and/or to perform any action with government agencies or any other relevant agencies, and authorized to appoint grantee of the power of attorney to perform the act.

Agenda 9 Other business (if any)

Approved to set the date for Annual General Meeting of Shareholders for the Year 2018 on Friday 20 April 2018 to be held at 10:00 a.m. at Ramada Plaza Bangkok Menam Riverside Hotel, Four River Conference Room, Ground Floor, No. 2074, Charon Krung Road, Bang Kor-laem District, Bangkok, having agendas as proposed and fix the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders on Wednesday of 7 March 2018.

Please be informed accordingly

Faithfully Yours,



(Mr. Somroek Tangpiroonthum)

Chief Executive Officer

THAI HA PUBLIC COMPANY LIMITED

140 MOO 5, TAMBOL BANGKRATUEK
AMPHUR SAMPHRAN, NAKORNPATHOM 73210 THAILAND
Tel: (662) 482-1661-6 Fax: (6634) 288-415
Tax ID No: 0107547000311
www.kasetbrand.com