

## -Translation-

SGP/SET-169

February 21, 2019

Subject : Dividend Payment and the 2019 Annual General Meeting of Shareholders

To. : The President

The Stock Exchange of Thailand

Siamgas and Petrochemicals Public Company Limited ("the Company") would like to inform the resolutions from its Board of Directors' meeting which held on February 21, 2019. The details of the Board's resolutions were as follow:

### **1. Approval of profit for dividend payments for the Operation Year 2018**

The Board of Directors considered and resolved to propose the Shareholders to consider approval in respect of the allocation of profit for dividend payments for the second-half-year operations of 2018 at the rate of Baht 0.20 per share. The dividend derived from the separate financial statement. The total 2018 dividend will be 0.45 Baht per share, amounting to 827.04 million Baht, including the interim dividend for the first-half-year operations of 2018 at the rate of 0.25 Baht per share. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on March 8, 2019 (Record Date). The dividend payment date is on May 15, 2019. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

### **2. The Meeting resolved to put forth in the Annual General Meeting of Shareholders for the year 2019 to consider electing directors replacing those completed the term and reappointing them to continue another term as below:**

- |   |  |
|---|--|
| 1.) Mr. Worawit Weeraborwornpong        | Chairman / Executive Board Chairman            |
| 2.) Miss Patcharawadee Weeraborwornpong | Director / Deputy Managing Director-Purchasing |
| 3.) Mr. Harn Chiocham                   | Independent Director /Audit Committee          |

### **3. The Annual Remuneration for Directors in 2019**

The Board found it appropriate to propose the Annual General Meeting of Shareholders to approve the remuneration as following:

#### Yearly Remuneration and Meeting Allowance

##### The Board of Director

- Meeting Allowance 10,000 baht/person/time (Only for attending directors)

##### The Sub-Committee

###### The Audit Committee

- Yearly Remuneration 804,058 baht/year or 67,005.0 Baht/person/month
- Meeting Allowance 10,000 baht/person/time (Only for attending directors)

#### **4. The Appointment of Auditors and Audit Fee Approval**

The Propose of the Annual General Meeting of Shareholders to appoint auditors form PricewaterhouseCoopers ABAS Ltd., as the Company's auditor in 2019 as follows Mr. Chaisiri Ruangritchai Certified Public Accountant (Thailand) No. 4526 or Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant (Thailand) No. 4599, Mr. Pongthavee Ratanakoses Certified Public Accountant (Thailand) No. 7795, Mr. Boonrueng Lerdwisewit Certified Public Accountant (Thailand) No. 6552 of PricewaterhouseCoopers ABAS Ltd. be appointed as the Group's auditors, any one being authorised to conduct the audit and express an opinion on the financial statements of the Group. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorised to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.and approve the 2019 remuneration for quarterly and year-end audits at the 2,103,000 Baht.

#### **5. The Meeting resolved the amendment to the Articles of Association of the Company**

The Board of Directors considered and resolved the amendment to the Articles of Association of the Company, no. 25 and 32, to include all necessary subject matters to be in accordance with general practice, and the law, e.g. National Council of Peace and Order no. 74/2014 and clarification of the Department of Business Development dated 23 September 2016, and the amendment of the Public Company Act B.E. 2535 which was amended by the order of the National Council of Peace and Order no. 21/2017 re: the amendment of laws to facilitate the business operation. Details of which are as follow.

<b>Current Articles of Association</b>	<b>New Articles of Association</b>
25. In the case of board meeting, the chairman or director who have assigned to sent letter of meeting to directors at least 7 days before date of meeting except urgently case, for keep right or benefit of the company shall be notice meeting by another way and determine earlier date of meeting than that, by place of meeting could not be Head Office or other Provincial depend on the chairman or director who have assigned decide.	25. In the case of board meeting, the chairman or director who have assigned to sent letter of meeting to directors at least 7 days before date of meeting except urgently case, for keep right or benefit of the company shall be notice meeting by another way and determine earlier date of meeting than that, by place of meeting could not be Head Office or other Provincial depend on the chairman or director who have assigned decide.

Current Articles of Association	New Articles of Association
	<p><u>The meeting of the board of directors may be held electronically, the electronic meeting shall be conducted in accordance with the rules and procedures of relevant laws.</u></p>
<p>32. The Board must hold the annual General Meeting within 4 months from the end of fiscal year of the Company</p> <p>Otherwise meetings than the aforesaid meeting are called Extraordinary Shareholders' Meeting. The Board may summon extraordinary shareholders' meeting at any time as deemed appropriate or when a total number of shareholders representing not less than one-fifth of the total number of the shares which are sold, or not less than 25 shareholders whose shares totaling not less than one - tenth of the total number of the shares which are sold. They will sign their names for a letter requesting the Board to summon Extraordinary Shareholders' Meeting at any time as deemed appropriate, but they must explicitly specify the reason of such meeting request on the such letter as well. The Board must hold the Meeting of Shareholder within 1 month from the date of receiving the letter from the shareholders.</p>	<p>32. The Board must hold the annual General Meeting within 4 months from the end of fiscal year of the Company</p> <p>Otherwise meetings than the aforesaid meeting are called Extraordinary Shareholders' Meeting. The Board may summon extraordinary shareholders' meeting at any time as deemed appropriate <u>or one or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold, may at any time jointly sign and submit a written request to the board of directors to hold an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this cases, the board of directors shall arrange for the shareholders meeting within forty-five (45) days from the date of receiving the request from the shareholders.</u></p> <p><u>In case that the board of directors does not hold such Meeting within the period specified in the second paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate numbers of shares as prescribed in the Article are able to hold the Meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such Meeting was called by the board of directors. The Company is liable for the expenses required for holding the Meeting and facilitating as appropriate.</u></p> <p><u>If it was found that the quorum of Shareholders' Meeting called by the shareholders as mentioned in the third paragraph is not constituted as per specified in the Articles</u></p>

Current Articles of Association	New Articles of Association
	<u>of Association no. 34, the shareholders under the third paragraph shall be jointly liable all expenses incurred from the convening of such Meeting to the Company.</u>

**6. The Fixing of Dates for Annual General Meeting of Shareholders and Closing Share Registration Book**

6.1 The date of the Annual General Meeting of Shareholders 2019 would be on April 25, 2019 at 2.00 p.m. The meeting will take place at Room Mayfair the Berkeley Hotel Pratunam, 559 Ratprarop Rd, Makkasan, Rachatewi, Bangkok.

6.2 In order to determine the list of shareholders who are entitled to attend the AGM 2019, the Record date would be on March 8, 2019.

**7. The agenda for the Annual General Meeting of Shareholders 2019 would be as follows:**

1. To acknowledge the minutes of the Annual General Meeting of Shareholder 2018 held on April 27, 2018
2. To consider and approve the Company's operating results for the year 2018
3. To consider and approve the Company's audited financial statements for the year ended December 31, 2018
4. To consider and approve the dividend payment
5. To consider the election of directors in place of those retiring by rotation
6. To consider the remuneration of directors for the year 2019
7. To consider and approve the appointment of Company's auditors and the determination of audit Fee for the year 2019
8. To consider and approve the amendment to the Articles of Association of the Company.
9. Any other matters (if any)

Please be informed accordingly,

Yours sincerely,  
Siamgas and Petrochemicals PCL.

*Jintana Kingkaew*  
(Mrs. Jintana Kingkaew)  
Deputy Managing Director