

## -Translation-

SGP/SET-155

February 22, 2018

Subject : Dividend Payment and the 2018 Annual General Meeting of Shareholders (Edit)

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 22, 2018. The details of the Board’s resolutions were as follow:

### 1. Approval of change in the par value of the Company’s shares

The current par value of the Company’s share is 1.00 Baht per share. To enhance liquidity of the Company’s shares, the Meeting has approved the change in the par value of the Company’s share from 1.00 Baht per share to 0.50 Baht per share with the detail as follow:

	Prior to Change in Par Value	After Change in Par Value
1. Registered Capital	918,931,500 Baht	918,931,500 Baht
2. Paid-up Capital	918,931,500 Baht	918,931,500 Baht
3. Par Value	1.00 Baht per share	0.50 per share
4. Number of Shares	918,931,500 shares	1,837,863,000 shares

### 2. Approval of the amendment to clause 4 of the Company’s Memorandum of Association as follows:

“ Clause 4 Registered Capital of 918,931,500 Baht (Nine hundred eighteen million, nine hundred thirty one thousand, five hundred Baht)  
Divided into 1,837,863,000 shares (One thousand eight hundred thirty seven thousand, eight hundred sixty three thousand shares)  
At par value of 0.50 Baht (Fifty Satang)  
Ordinary Shares of 1,837,863,000 shares ( One thousand eight hundred thirty seven thousand, eight hundred sixty three thousand shares )  
Preference Shares of - shares ( -)”

### **3. Approval of profit for dividend payments for the Operation Year 2017**

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 2017 at the rate of Baht 1.00 per share. The dividend derived from the separate financial statement. The total 2017 dividend will be 1.50 Baht per share, amounting to 1,378.40 million Baht, including the interim dividend for the first-half-year operations of 2017 at the rate of 0.50 Baht per share. **The dividend payment will be paid under previous par value 1 Baht per share.** The Board of Directors had determined the name of shareholders who are entitled to attend the 2018 AGM and receive dividend on Friday March 9, 2018 (Record Date). The dividend payment date is on Wednesday May 9, 2018. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

### **4. The Meeting resolved to put forth in the Annual General Meeting of Shareholders for the year 2017 to consider electing directors replacing those completed the term and reappointing them to continue another term as below:**

- 1.) Mrs. Patchara Weeraborwornpong Director
- 2.) Mr. Somchai Ko-Prasobsuk Director / Assistant Managing Director
- 3.) Mr. Viroj Klangboonklong Independent Director /Chairman of Audit Committee

### **5. The Annual Remuneration for Directors in 2018**

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)

### **6. 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 2018 as follows Ms. Amornrat Pearnpoonvatanasuk Certified Public Accountant (Thailand) No. 4599, Mr. Pongthavee Ratanakoses Certified Public Accountant (Thailand) No. 7795, Mr. Boonrueng Lerdwiseswit 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 2018 remuneration for quarterly and year-end audits at the 2,041,200 Baht.

**7. The Fixing of Dates for Annual General Meeting of Shareholders and Record Date**

7.1 The date of the Annual General Meeting of Shareholders 2018 would be on April 27, 2018 at 2.00 p.m. The meeting will take place at Room Mayfair the Berkeley Hotel Pratunam, 559 Ratchaprarop Rd, Makkasan, Rachathewi, Bangkok.

7.2 In order to determine the list of shareholders who are entitled to attend the AGM 2018, the Record date would be on March 9, 2018.

**8. The agenda for the Annual General Meeting of Shareholders 2018 would be as follows:**

1. To acknowledge the minutes of the Annual General Meeting of Shareholder 2017 held on April 21, 2017
2. To consider and approve the Company's operating results for the year 2017
3. To consider and approve the Company's audited financial statements for the year ended December 31, 2017
4. To consider and approve the dividend payment
5. Approval of change in the par value of the Company's shares
6. Approval of the amendment to clause 4 of the Company's Memorandum of Association
7. To consider the election of directors in place of those retiring by rotation
8. To consider the remuneration of directors for the year 2018
9. To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2018
10. Any other matters (if any)

Please be informed accordingly,

Yours sincerely,

Siamgas and Petrochemicals PCL.

*Jintana Kingkaew*

(Mrs.Jintana Kingkaew)

Deputy Managing Director