

Bor. Hor. 005/2019

14th February 2019

Attention: President
The Stock Exchange of Thailand

Re: Resolutions of the Board of Directors Meeting No. 2/2019 relating to dividend payment, resignation and appointment of Company Secretary and agenda to the Annual General Meeting of Shareholders No. 1/2019 of the Company ("AGM No.1/2019")

The Board of Directors meeting (the Board) of Tipco Asphalt Public Company Limited (the Company) No. 2/2019 held on 14th February 2019 approved following resolutions;



1. The Board resolved to approve the distribution of final dividend payment for the financial year 2018 performance to shareholders equivalent to Baht 0.3 per share, totaling Baht 472.44 million. The Record Date of share register book to determine shareholders who have the rights to receive dividend payment shall be 4th March 2019. The dividend payment will be made on 26th April 2019. However, the entitlement to receiving the final dividend payment is not final as it is subject to shareholder approval at AGM No. 1/2019.
2. The Board resolved to approve the appointment of the following auditors from EY Office Limited as the external auditors of the Company for final approval at AGM No.1/2019:
 1. Miss Krongkaew Limkittikul C.P.A. Registration No. 5874, or
 2. Miss Siraporn Ouaanunkun C.P.A. Registration No. 3844, or
 3. Mr. Natthawut Santipet C.P.A. Registration No. 5730

In addition, the Board also resolved to approve the auditing fee of Baht 2,650,000 million for the financial year 2019 for the Company and to propose same for final approval at AGM No.1/2019.

3. The Board resolved to approve the following recommendations of the Nomination and Remuneration Committee for final approval at AGM No.1/2019:
 - 3.1 Fixed remuneration for all the members of the Board of Directors and its sub-committees for financial year 2019;
 - 3.2 Variable remuneration for all the members of the Board of Directors for the operational results of the Company in financial year 2019;
 - 3.3 Re-election of four directors, namely, Mr. Herve Le Bouc, Mr. Jacques Pastor, Mr. Sitilarb Supsakorn, and Mr. Chaiwat Srivalwat who will be retiring by rotation to serve for another term;
4. The Board resolved to approve the amendment of Clause 29 of the Company's Articles of Association for final approval at AGM No.1/2019 as follows:

Current	Propose
The board of directors of the company is required to meet at least once every three months in the premise which is the location of the head office or branch office of the company or nearby province.	<p>The board of directors of the company is required to meet at least once every three months in the premise which is the location of the head office or any locations approved by the Chairman or his/her designated person.</p> <p>The meeting of the board of directors may be held through electronic media which shall comply with the rules and procedures under the prevailing laws at the time.</p>

5. The Board resolved to approve the amendment of Clause 47 of the Company's Articles of Association for final approval at AGM No.1/2019 as follows:

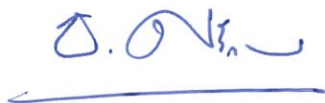
Current	To
<p>The seal of the Company for affixation is as follows:</p> 	<p>The seal of the Company for affixation is as follows:</p> 

6. The Board acknowledged the resignation of the Company Secretary, Mr. Thanapol Laosiripong, and resolved to appoint Mr. Chatwaruth Musigchai, to be the new Company Secretary effective from February 15, 2019.
7. The Board resolved to approve the date of Annual General Meeting of Shareholders No. 1/2019 to be held on Friday 5th April 2019, 10:00 am. at 5th floor Auditorium, Tipco Tower 118/1 Rama 6 Rd., Phayathai sub-district, Phayathai district, Bangkok. The Record Date of share register book for the right to attend the shareholders' meeting and receive the final dividend will be on 4th March 2019. The meeting agenda will be as follows:
 1. To consider and adopt the minutes of the Annual General Meeting of the Shareholders No. 1/2018 held on 5th April 2018;
 2. To acknowledge the Company's performance for financial year 2018;
 3. To consider and approve the Audited Financial Statements ended on 31st December 2018;
 4. To consider and approve the investment and divestment plans for the financial year 2019;
 5. To consider and approve the final dividend payment for the financial year 2018;

6. To consider and approve the appointment of auditors and audit fee for financial year 2019;
7. To consider and approve the recommendation of Nomination and Remuneration Committee and propose to the AGM No. 1/2019 on:
 - 7.1 Fixed remuneration for all the members of the Board of Directors and its sub-committees for financial year 2019;
 - 7.2 Variable remuneration for all the members of the Board of Directors for the operational results of the Company's financial year 2019;
8. To consider and approve appointment of Directors' candidates to replace those Directors who are retiring by rotation;
9. To consider and approve the amendment of clause 29 of the Company's Articles of Association;
10. To consider and approve the amendment of clause 47 of the Company's Articles of Association; and
11. Other matters, if any.

Please disseminate the above information to the investors.

Sincerely,



Mr. Chaiwat Srivalwat
Managing Director