



**TIPCO ASPHALT PUBLIC COMPANY LIMITED**



Bor. Hor. 005/2017

15<sup>th</sup> February 2017

**Attention: President**  
**The Stock Exchange of Thailand**

**Re: Resolutions of the Board of Directors Meeting No. 2/2017 relating to the Annual General Meeting of Shareholders No. 1/2017 of the Company, and Dividend Payment**

The Board of Directors of Tipco Asphalt Public Company Limited No. 2/2017 held on 15<sup>th</sup> February 2017 approved following resolutions and proposed to the Annual General Meeting of Shareholders No. 1/2017;

1. The Board resolved to propose to distribute final dividend payment for the 2016 performance to the shareholders equivalent to Baht 0.6 per share, totaling Baht 932.34 million. The Record Date of share register book to determine name of shareholders who have the rights to receive dividend payment will be 2<sup>nd</sup> March 2017 while the Book Closing date for compiling the list of shareholder in according to Section 225 of the Securities and Exchange Act will be 3<sup>rd</sup> March 2017. The dividend payment will be made on 28<sup>th</sup> April 2017. However, the entitlement of receiving the final dividend payment is not final as it needs to be approved by the shareholders in the Annual General Meeting of Shareholders No. 1/2017.
2. The Board resolved to appoint the following auditors from EY Office Limited as the external auditors of the Company for the year 2017:-

2.1. Mr. Supachai Phanyawattano C.P.A. Registration No. 3930, or



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|--------------------------------|----------------------------------|
| 2.2. Ms. Siraporn Ouahanunkun  | C.P.A. Registration No. 3844, or |
| 2.3. Ms. Supanee Triyanantakul | C.P.A. Registration No. 4498     |

The Board also resolved to approve the auditing fee of Baht 2,650,000 million for the year 2017 for the Company.

3. The Board resolved to approve the following recommendations of the Nomination and Remuneration Committee for final approval at Annual General Meeting of Shareholders No. 1/2017:-

- 3.1 To consider and approve payment of extraordinary variable remuneration for all non-executive members of the Board of Directors for the operational results of the Company in fiscal year 2016;
- 3.2 Fixed remuneration for all the members of the Board of Directors and its sub-committees for 2017;
- 3.3 Variable remuneration for all the members of the Board of Directors for the operational results of the Company in fiscal year 2017; and
- 3.4 Re-election of six directors, namely, Re-election of six directors, namely, Mr. Jacques Leost, Mrs. Anne-Marie Machet, Mr. Chainoi Puankosoom, Mr. Koh Ban Heng, Mr. Parnchalerm Sutatam, and Mr. Somchit Sertthin who will be retiring in April 2017 to serve another term.

4. The Board resolved to approve the date of Annual General Meeting of Shareholders No. 1/2017 to be held on Wednesday 5<sup>th</sup> April 2017, 10:00 am. at 5<sup>th</sup> floor Auditorium, Tipco Tower 118/1 Rama 6 Rd., Samsen Nai, Phayathai, Bangkok. The Record Date of share register book for the right to attend the shareholders' meeting and receive the final dividend will be on 2<sup>nd</sup> March 2017, and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer on 3<sup>rd</sup> March 2017. The meeting agenda will be as follows:





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- Agenda 1 To consider and adopt the minutes of the Annual General Meeting of the Shareholders No. 1/2016 held on 11<sup>th</sup> April 2016;
- Agenda 2 To acknowledge the Company's performance for the year 2016;
- Agenda 3 To consider and approve the Audited Financial Statements ended on 31<sup>st</sup> December 2016;
- Agenda 4 To consider and approve the investment and divestment plans for the year 2017;
- Agenda 5 To consider and approve final dividend payment for the year 2016 as well as to acknowledge the payment of the interim dividend;
- Agenda 6 To consider and approve the appointment of auditors and audit fee for the year 2017;
- Agenda 7 To consider and approve Payment of extraordinary variable remuneration for all non-executive members of the Board of Directors for the operational results of the Company in fiscal year 2016;
- Agenda 8 To consider and approve remuneration for all members of the Board of Directors and its sub-committees for 2017:
- 8.1 Fixed remuneration for all the members of the Board of Directors and its sub-committees for 2017;
- 8.2 Variable remuneration for all the members of the Board of Directors for the operational results of the Company in fiscal year 2017;
- Agenda 9 To consider and approve election of Directors to replace those who are retiring by rotation;
- Agenda 10 Other matters, if any.



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Please disseminate the above information to the investors.

Sincerely,

Mr. Chaiwat Srivalwat

Managing Director