



MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TIPCO ASPHALT PUBLIC COMPANY LIMITED

No. 1/2017 Wednesday 5th April 2017

Auditorium, 5th floor, Tipco Tower

The meeting was held on Wednesday 5th April 2017 at 10.00 hours at the Auditorium of the Company's head office, 5th Floor, Tipco Tower, No. 118/1 Rama VI Road, Samsen Nai, Phaya Thai, Bangkok 10400. Mr. Chainoi Puankosoom, Chairman of the Board, acted as the Chairman of the Meeting.

The Chairman declared the Meeting in session and informed the Meeting that at that moment the total number of shareholders attending the Meeting was as follows:

- 183 in persons holding altogether 74,134,625 shares or amounting to 4.7709%,
- 168 by proxies holding altogether 950,709,192 shares or amounting to 61.1818%,
- 455 by proxies, holding altogether 74,842,893 shares or amounting to 4.8164%, sent by registered mail appointing Independent Directors to attend and vote on their behalf.
- Therefore, the total number of attendees were 806 persons, holding altogether 1,099,686,710 shares or amounting to 70.7691% of the Company's total number of shares (the Company had 14,225 shareholders and 1,553,907,570 shares in total), thereby constituting quorum in accordance to Article 33 of the Articles of Association of the Company, of which it required shareholders and proxies numbering not less than 25 persons or not less than one-half of the total number of shareholders holding in aggregate not less than one-third of the total number of shares issued by the Company.

The Chairman introduced to the Meeting the following Directors, Chief Financial Officer, representatives of the Auditor of the Company, and minutes recorder who attended the meeting:

Directors Present

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|--------------------------------|--|
| 1. Mr. Chainoi Puankosoom | Chairman |
| 2. Mr. Phirasilp Subhapholsiri | Chairman of the Audit Committee |
| | Chairman of the Corporate Governance Committee |
| 3. Mr. Somchit Serththin | Chief Executive Officer |
| | Executive Director |
| 4. Mr. Chaiwat Srivalwat | Managing Director |
| | Executive Director |
| | Corporate Governance Committee Member |



Independent Directors Witnessing the Vote Counting

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|------------------------------|---|
| 1. Mr. Nopporn Thepsithar | Chairman of the Nomination and Remuneration Committee
Audit Committee Member |
| 2. Mr. Parnchalerm Suthatham | Audit Committee Member
Nomination and Remuneration Committee Member |
| 3. Mr. Niphon Suthimai | Independent Director |

Other Directors attending the meeting

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|---------------------------|---|
| 1. Mr. Koh Ban Heng | Vice Chairman |
| 2. Mr. Jacques Pastor | Executive Director
Nomination and Remuneration Committee Member |
| 3. Mr. Jacques Marechal | Executive Director
Corporate Governance Committee Member |
| 4. Mrs. Anne-Marie Machet | Nomination and Remuneration Committee Member
Corporate Governance Committee Member |
| 5. Ms. Laksana Supsakorn | Director |
| 6. Mr. Sitilarb Supsakorn | Executive Director |

Directors not attending the meeting

- | | |
|----------------------|----------|
| 1. Mr. Hervé Le Bouc | Director |
| 2. Mr. Jacques Leost | Director |

Chief Financial Officer, Auditor Representative and Minutes Recorder

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|---|---|
| 1. Mr. Koh Lai Huat | Chief Financial Officer |
| 2. Mr. Supachai Phanyawattano and Ms. Nattamon Ingkpradit | Representative of EY Office Limited |
| 3. Mr. Parama Saovabha | Minutes Recorder from R & T Asia (Thailand) Co., Ltd. |

The meeting started at 10:00 hours.



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The Chairman informed that the meeting was being video recorded for future reference. The Chairman also informed the method for voting by stating that the Company had prepared voting bar code ballots for computerized processing and handed to shareholders attending the meeting. The ballots contained three boxes for those who vote in favor of the resolution with the wording "Approved", those who vote against the resolution with the wording "Disapproved" and those who abstain with the wording "Abstained". The votes would be counted from ballots that voted against the resolution and abstaining ballots to arrive at the votes in favor of the relevant resolution by deducting from the total number of eligible votes attending the meeting with those votes against the matter and abstaining votes.

In casting the votes, the shareholders and proxies shall vote on ballots in accordance with their intentions and specify the number of votes on the ballots together with their signatures. In the event the ballot are marked with more than one intention, the ballot is considered void. For proxies whose votes have already been specified, they need not submit the ballots.

In voting, 1 share shall be counted as 1 vote. Collection of voting ballots would be made only for those "Disapproved" and "Abstained". For those "Approved" ballots, they would be collected at the end of the meeting.

According to Article 34 of the Articles of Association of the Company, the resolution of the meeting shall be passed by a majority of the votes of the persons attending the meeting and entitled to vote, except in certain agenda where the votes required to pass the resolution for such agenda shall require the number of votes as particularly specified in such agenda.

The Chairman informed the meeting that during the period from 26th September 2016 to 29th December 2016, the Company informed the shareholders that the shareholders can propose additional agenda and director candidate through the communication system of the Stock Exchange of Thailand and the Company's website. However, there was no shareholder proposing any matter nor consideration of director's candidate to be included as additional agenda during the aforementioned period.

The Chairman informed the meeting that the Company received a letter from the Securities and Exchange Commission of Thailand requesting the Company not to hand out souvenirs to shareholders attending the meeting. This message was specified in notice to Annual General Meeting No.1/2017. Therefore, the Company will not be giving out any souvenirs.

The Chairman then conducted the meeting according to the following agenda:



Agenda 1 **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 1/2016 held on 11th April 2016**

The Chairman presented to the meeting, for its consideration and adoption, the minutes of the Annual General Meeting of Shareholders No. 1/2016 held on 11th April 2016. Such minutes was prepared and delivered to the Office of the Securities and Exchange Commission, The Stock Exchange of Thailand and the Ministry of Commerce within the timeframes specified in the relevant law and was posted on the Company's website, www.tipcoasphalt.com, on 25th April 2016. A copy of the minutes was provided to the meeting as the attachment to the invitation notice to this meeting. The minutes was considered correct and completed by the Board and was recorded in accordance with said meeting and therefore was appropriate to submit to this meeting to consider adopting the same.

The Chairman asked whether any shareholders have question or wish to amend anything in the minutes. There was no shareholder making any enquiry. The Chairman therefore asked the shareholders to vote and the Company's staff to collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Chairman then informed the meeting that votes required for passing a resolution under this agenda was majority votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.

The Managing Director informed the meeting that there were 32 additional shareholders attending the meeting at the time of voting for this agenda, holding altogether 1,022,755 shares, and therefore the total number of attended shareholders was 838 persons, holding altogether 1,100,709,465 shares.

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by majority votes, resolved that the minutes of the Annual General Meeting of Shareholders No. 1/2016 be adopted as proposed as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,084,225,665 shares, representing 98.8206% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 0 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 12,940,200 shares, representing 1.1794% of the total number of shares attending this meeting and entitled to vote.



Agenda 2 To acknowledge the Company's performance for the year 2016

The Chairman informed the meeting that the result of the Company's performance for the year 2016 had been included in the 2016 Annual Report which was sent to the shareholders together with the invitation notice to this meeting, and which had also been posted on the Company's website, www.tipcoasphalt.com.

The Chairman asked the Managing Director (Mr. Chaiwat Srivalwat) to report the Company's performance for the year 2016 according to the consolidated financial statements of the Company, the essential details of which was as follows:

Description	2016 (Million Baht)	2015 (Million Baht)
Sales & Service Income	24,038	37,137
Gross Profit	4,689	7,504
Selling and Administrative Expenses	1,302	1,145
Other Expenses / (Other Income)	(407)	(89)
Operating Profit	3,794	6,448
EBITDA	4,728	6,375
Finance Cost	110	151
Corporate Income Tax	665	1,189
Operating Profit after Tax	3,029	5,109
Profit from Investment in Joint Venture and Associate Company	98	88
Minority Interest	(17)	118
Net Profit of the Group	3,110	5,079

The Managing Director explained that Sales & Service Income for 2016 was lower than 2015 by approximately 35%, because average asphalt selling prices significantly dropped which was in line with the decline of crude oil prices in 2016 when compared to 2015. In addition, the Company's sales volume for 2016 also decreased from 2015 by 9.7%. The decrease in sales volumes mainly resulted from the weak demand in key markets such as Indonesia and Vietnam while the decrease in asphalt selling price was due to high excess supply and inventory in international markets. Moreover, refineries in Korea produced a significant amount of



asphalt products. In 2016, the international market proved to be a challenging year, but the management viewed that the international market will recover in 2017. On the other hand, domestic market performance was very good. This resulted from high government budget on road in 2016 and expedite 2017 road budget. In effect, the Company's sales volume in the domestic market reached the highest record level for the second consecutive year. Our refinery operated more than 90% at very high reliability and the performance was impressive. With respect to the marine business, the Company owns a total of 9 vessels and will receive the 10th vessel within this year. The Company's policy is that the Company will have sufficient number of vessels to support 70% of the Company's overall need only. The Company will charter other company vessels to meet its remaining needs in order to prevent Company's vessels from idling during low working season. In conclusion, the performance of the domestic business, refinery business and marine business in 2016 were good whereas the international business was challenging. However, it cannot be compared with previous year's because the Company's performance in 2015 was rather exceptional.

The Chairman asked whether shareholders have any question and please specify the name for minute's record.

Mr. Thongtod Paenglad, a shareholder, asked why the selling and administrative expenses was Baht 100 million higher than the previous year, but the sales volume decreased. The Managing Director responded that this was due to selling and administrative expenses of the 7 newly acquired companies in Vietnam, Indonesia and Singapore were included in 2016 (but not in 2015).

Mrs. Rungruang Sitpanya, a shareholder, asked whether the asphalt prices depend with crude prices. The Managing Director responded that asphalt prices vary by country, depending on the demand and supply of each country. Generally, the retail price of asphalt in each country is notably higher than the wholesale price of asphalt due to the high transportation cost. In the past, asphalt prices had certain correlation with crude oil prices and some correlation with fuel oil prices. However, such correlation almost does not exist today. The same shareholder asked how much lower was the export volume of asphalt in China compared to the Company's target. This is because China has a significant level of infrastructure investments, which cause many commodity prices to rise. The Managing Director responded that sales volume in China was lower than the target by approximately 20%. The Managing Director further reported that the asphalt price in China did not increase like the prices of other commodities. This is because infrastructure investments in China did not focus on road infrastructure projects, but on other types of infrastructure projects such as railway construction. The same shareholder asked whether the Company would benefit from the double track railway project in Thailand. The Managing Director responded that the Company does not expect to receive a lot of benefits from such project. The same shareholder asked whether the Company intends to set a higher sales volume target for 2017 than the previous year. The same shareholder also expressed concerned that the Company might not be able to utilize the full capacity of the Company's vessel due to the increase of the BDI index. The Managing Director responded that the Company planned to set the sales volume target higher than the previous year, and the



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Company's vessels are utilized to transport the Company's own asphalt. Furthermore, the Company's policy is that the Company will have a sufficient number of vessels to support 70% of the Company's overall need only. Therefore, the BDI index does not really affect the Company's business since the Company does not provide transportation services to others. The same shareholder asked whether the Company would set its sale revenue target to be as high as the year 2015. The Managing Director responded that the Company's revenue has decreased due to the decline of asphalt prices per unit. Therefore, the Company's sale revenue should not be a good indicator to reflect company's performance but the shareholders should consider the Company's sales volume in tons since the asphalt selling price per unit varies each year.

Mr. Pongcharoon Srisowanna, a shareholder, asked the management about the proportion between the domestic sales volume to the international sales volume; and the ratio between the imported asphalt volume to the asphalt volume purchased in the country. The Managing Director responded that the ratio between domestic sales volume and international sales volume is approximately 1 to 3. With respect to the import of asphalt, the Company does not have a policy to import asphalt into Thailand since the refineries in the country are able to produce sufficient amount of asphalt to meet the domestic demand. However, in the event of a shortage of domestic asphalt supply; the Company would import asphalt only at quantity that is sufficient to remedy the supply shortage.

Mr. Thammasak Jittimaporn, a shareholder, asked about the Company's policy regarding the foreign currency exchange since the Thai Baht currency has appreciated and how the control of asphalt price by the Ministry of Commerce would affect the Company. The Managing Director responded that the fluctuation of the foreign currency exchange has minimal impact on the Company because the Company's domestic business purchases raw materials in Thai Baht and sells products in Thai Baht; and the Company's international business purchases raw materials in US Dollars and sells products in US Dollars. With respect to the control of domestic asphalt prices by the Ministry of Commerce, the price control only applies to asphalt producer, which are local refineries. However, the Company is an asphalt trader in Thailand. Therefore, the price control should not affect the Company.

The Managing Director reported to the meeting that the Company and group companies had participated in the anti-corruption campaign, which the Company currently has achieved rank of Level 3. The Company aims to improve to Level 4, certified. Currently, the Company has already submitted Self-Evaluation tools to the Institute of Directors (IOD) for evaluation. Accordingly, the IOD has requested the Company to provide additional details on risk assessment.

The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.



The Chairman therefore informed the meeting that this agenda is for acknowledgement only and no voting is required.

The meeting acknowledged the Company's performance for the year 2016 as reported.

Agenda 3 **To consider and approve the Audited Financial Statements ended on 31st December 2016**

The Chairman reported to the meeting that, in compliance with Section 112 and 113 of the Public Limited Companies Act B.E. 2535, the Company shall prepare the Statements of Financial Position and Comprehensive Income at the end of the fiscal year of the Company, which were audited and certified by the auditor of the Company and submit to the shareholders for approval.

The Chairman asked the meeting to consider and approve the Consolidated Statements of Financial Position and Comprehensive Income of the Company as at 31st December 2016 per details in the 2016 Annual Report which has been sent to the shareholders together with the invitation notice to this meeting. Such financial statements were reviewed by the Audit Committee and certified by the Company's auditor as materially correct without any conditions in accordance with the Thai Financial Reporting Standards. Also, such financial statements were approved by the Company's board of directors. The Chairman asked the Managing Director to provide a summary of the Consolidated Statements of Financial Position and Comprehensive Income of the Company.

The Managing Director reported to the meeting as per the following summary:

Consolidated Statements of Financial Position	31/12/16 (Million Baht)	31/12/15 (Million Baht)
Net Fixed Assets	8,919	7,107
Total Assets	19,503	16,869
Total Liabilities	7,238	6,305
Shareholders' Equity	12,265	10,564
D/E Ratio	0.59	0.60



Consolidated Statements of Comprehensive Income	2016 (Million Baht)	2015 (Million Baht)
Sales & Service Income	24,038	37,137
Gross Profit	4,690	7,504
Net Profit	3,110	5,079

The Chairman then invited questions from the shareholders in relation to this agenda.

Mr. Sataporn Kotiranurak, a shareholder, asked about the impact on the Company from capital decrease of Thai Bitumen Co., Ltd. last year. The Chief Executive Officer (Mr. Somchit Serththi) responded that Thai Bitumen Co., Ltd. which held shares in the refinery company in Malaysia, transferred its holdings (in refinery) in consideration for cash to the Company. As such, Thai Bitumen Co., Ltd. had excess cash, so it proceeded with the capital reduction to return such excess cash to the Company. Such capital reduction did not have any impact on the Company's P&L statements.

The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Managing Director informed the meeting that there were 9 additional shareholders attending the meeting at the time of this agenda, holding altogether 57,672 shares, and therefore the total number of attended shareholders was 881 persons, holding altogether 1,101,048,276 shares

The Chairman informed the meeting that the votes required for passing a resolution under this agenda were the majority votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by majority votes, resolved that the Consolidated Statements of Financial Position and Consolidated Statements of Comprehensive Income of the Company as at 31st December 2016 be approved as proposed by the Chairman as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,089,688,376 shares, representing 99.2878% of the total number of shares attending this meeting and entitled to vote;



- Shareholders who voted "Disapproved" under this agenda, held altogether 0 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 7,816,300 shares, representing 0.7122% of the total number of shares attending this meeting and entitled to vote.

Agenda 4 To consider and approve the investment and divestment plans for 2017

The Chairman reported to the meeting that, in compliance with Section 34 of Company's Articles of Association, the Company shall have resolution from shareholders for annual investment and divestment plan.

The Chairman then asked the Managing Director to present the investment and divestment plans for 2017.

Description of Investment	2017 (Million Baht)	2016 (Million Baht)
Land improvement and construction of new buildings	75.1	92.8
Machine, computer and software, equipment, furniture and others	802.9	939.8
Trucks and vessel for transportation of asphalt	1,377.4	397.5
Investment in acquisition	-	304.9
Total Investment Budget	2,254.4	1,735.0

The Managing Director explained that the Company plan to purchase a crude carrier in the amount of Baht 1,000 million, such vessel is expected to transport crude oil 4 trips per year from our supplier to the refinery. Currently, the Company's transportation cost of crude oil is approximately USD 4-5 million per trip.

Description of Divestment	2017 (Million Baht)	2016 (Million Baht)
Land	204	204
Total Divestment Budget	204	204

The Managing Director explained that the Company plans to sell two plots of land, with the value of approximately Baht 204 million.



The Chairman informed the meeting that the Company's board of directors recommends that the meeting should approve such investment and divestment plans. The Chairman then invited questions from the shareholders in relation to this agenda.

Mr. Sataporn Kotiranurak, a shareholder, asked the management the following questions. The first question was whether the Company's Articles of Association provides for a threshold amount of investment for which approval from the shareholders is required, whether the land in the divestment plan was the same land that was included in the divestment plan for last year and whether the Company had set the selling price of such land. The Managing Director responded that the Company's Articles of Association do not provide for a threshold amount for investments/divestments which require approval from the shareholder, but the Company needs to seek approval from the shareholder's meeting for investment and divestment plan for the following year. With respect to the land, the Chief Executive Officer explained that two plots of land are the same land in the divestment plan from the previous year. As for the selling price of these plots, the Company referred to the appraisal report by the American Appraisal (Thailand) Co., Ltd. which stated that the value of the land in Bang Saphan District and Phetchaburi Province was approximately Baht 160 million and Baht 40 million respectively. The Company would not have any gain from the sale of the lands because the selling price is equal to the book value. The same shareholder asked whether the Company was going to purchase trucks for transportation of asphalt in the amount of Baht 300 million. The Managing Director responded that such budget also includes the repair and maintenance cost of asphalt vessels, which is approximately Baht 100 million. Each vessel is required to undergo dry docking every 30 month to inspect the vessel's condition. The same shareholder asked whether the vessel which the Company had recently purchased was a new crude carrier and the age of such vessel and the expected return of such investment. The Chief Executive Officer responded that a new crude carrier cost more than USD70 million. The Company is planning to purchase good condition second hand vessels with age ranging 12-15 years. The lifespan of such vessel is around 25 years. With respect to the return, the Company's generally expect 15% IRR for any investment.

The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Chairman informed the meeting that the votes required for passing a resolution under this agenda were votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.



The Managing Director informed the meeting that there were 11 additional shareholders attending the meeting at the time of this agenda, holding altogether 150,000 shares, and therefore the total number of attended shareholders was 892 persons, holding altogether 1,101,198,376 shares.

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that the investment and divestment plans for the year 2017 be approved as proposed as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,097,654,776 shares, representing 100% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 0 shares, representing 0.000% of the total number of shares attending this meeting and entitled to vote; and
- Shareholder who voted "Abstained" under this agenda, held altogether 0 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.

Agenda 5 **To consider and approve final dividend payment for the year 2016 as well as to acknowledge the payment of interim dividend**

The Chairman informed the meeting that pursuant to Section 116 of the Public Limited Company Act of 1992, the Company is required to set aside its annual net profits as legal reserve for not less than 5 percent of the annual net profits after loss carried forward (if any) until the reserve reaches 10 percent of the registered capital. As at 31st December 2016, the statutory reserve of the Company was Baht 172 million, which is higher than 10 percent of the registered capital. Therefore, the Company has no obligation to set aside additional statutory reserve.

The Chairman further informed the meeting that the Company has a policy to pay dividends of not less than 60 percent of its stand-alone financial statement's net profit each year. However, the actual dividend payment depends on cash flow, investment plan of the Company, terms and conditions of agreements entered by the Company, together with all other conditions of necessity and suitability in the future. The Chairman asked the Managing Director to present the final dividend payment for the year 2016. The Managing Director reported to the meeting as per the following summary:

The Managing Director reported to the meeting that in the year 2016, interim dividend payment was made to the shareholders on 9th August 2016 at Baht 0.30 per share, or Baht 466 million. The Managing Director stated to the meeting that the Board of Directors' meeting approved the final dividend payment to shareholders at Baht 0.6 or Baht 932,344,542. If the meeting approves the final dividend payment, the total dividend payment for



2016 will amount to Baht 1,389 million or Baht 0.9 per share which accounts for 54 percent of the stand-alone financial statement's net profit of 2016.

The Chairman further asked the shareholders to consider and approve the final dividend payment for the year 2016 at Baht 0.6 per share or a total of Baht 932,344,542. The Record Date of the share register book to determine the name of shareholders who have the rights to receive dividend payment was 2nd March 2017 and the Book Closing Date for compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act was 3rd March 2017. The dividend payment will be made on 28th April 2017, if approved.

The Chairman asked whether any shareholders have question or wish to amend anything in this agenda. There was no shareholder making any enquiry.

The Chairman therefore asked the shareholders to vote and the Company's staff to collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Managing Director informed the meeting that there were 13 additional shareholders attending the meeting at the time of this agenda, holding altogether 227,310 shares, and therefore the total number of attended shareholders was 905 persons, holding altogether 1,101,425,686 shares.

The Chairman then informed the meeting that the votes required for passing a resolution under this agenda was majority votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by majority votes, resolved that the allocation of profit and final dividend payment for the year 2016 be approved as proposed by the Chairman as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,084,260,386 shares, representing 98.7593% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 13,619,700 shares representing 1.2405% of the total number of shares attending this meeting and entitled to vote; and
- Shareholder who voted "Abstained" under this agenda, held altogether 2,000 shares, representing 0.0002% of the total number of shares attending this meeting and entitled to vote.



Agenda 6 **To consider and approve the appointment of auditors and auditing fee for the year 2017**

The Chairman informed the meeting that pursuant to Section 120 of the Public Limited Companies Act, the annual general meeting is required to appoint the auditors and audit fee annually. This agenda shall be divided into two sub agendas as follows:

6.1 To consider and approve the appointment of auditor for the year 2017

The Chairman asked that the Managing Director to present the essential details of this agenda. The Managing Director reported to the meeting that, since 2005, the Audit Committee has selected EY Office Limited to be the external auditor of the Company and its subsidiaries. The auditors would be changed every 5 years to comply per the requirement of the Securities Exchange Commission. As EY Office Limited is a reliable institution with excellent reputation and has been performing well as auditor for 12 consecutive years, the Board of directors agreed with the Audit Committee's recommendation on the appointment of the following auditors from EY Office Limited to be the Company's auditors for the year 2017; namely Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 or Ms. Siraporn Ouaanunkun, Certified Public Accountant No. 3844 or Ms. Supanee Triyanantakul Certified Public Accountant No. 4498. The 3 auditors neither have relationship nor interest with the Company, the Company's subsidiaries, management or major shareholders of the Company as well as other related persons.

The Chairman informed the meeting that the boards of directors have approved the appointment of the said auditors as the Company's auditors for the fiscal year end on 31 December 2017.

The Chairman asked whether any shareholder has a question or wish to enquire anything in this agenda. There was no shareholder asking question or making an enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Managing Director informed the meeting that there were 7 additional shareholders attending the meeting at the time of this agenda, holding altogether 164,365 shares, and therefore the total number of attended shareholders was 912 persons, holding altogether 1,101,590,051 shares.

The Chairman then informed the meeting that the votes required for passing a resolution under this agenda was majority votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.

After collecting the voting ballots casted and checking the votes, the result was that:



RESOLUTION: The meeting, by majority votes, resolved that the appointment of the Company's auditors for 2017 be approved as proposed by the Chairman as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,098,039,241 shares, representing 99.9993% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 5,210 shares, representing 0.0005% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 2,000 shares, representing 0.0002% of the total number of shares attending this meeting and entitled to vote.

6.2 To consider and approve the audit fee for the year 2017

The Chairman asked that the Managing Director to present the essential details of this agenda as follows:

Type of Business	Name of Company	2017 (Baht)	2016 (Baht)
Asphalt Business	Tipco Asphalt Public Company Limited	2,650,000	2,250,000
	Raycol Asphalt Co., Ltd.	570,000	570,000
	Thai Bitumen Co., Ltd.	1,050,000	1,050,000
	Total	3,870,000	3,870,000
Marine Business	Tipco Maritime Co., Ltd.	270,000	270,000
	Delta Shipping Co., Ltd.	270,000	270,000
	Alpha Maritime Co., Ltd.	250,000	250,000
	Tasco Shipping Co., Ltd.	290,000	290,000
	Bitumen Marine Co., Ltd.	330,000	330,000
	Total	1,410,000	1,410,000
Tipco Asphalt Group	Grand Total	5,680,000	5,280,000

The Managing Director explained that audit fee of the Company has increased because of additional scope of work which are i) review of annual report as dictated by the SEC and ii) more task on subsidiaries consolidation.



The Managing Director asked the meeting to consider the audit fee of Baht 2.65 million in performing the annual auditing work for the year 2017, which the Audit Committee considered this fee as appropriate to the volume of work undertaken by the auditors.

The Chairman asked whether any shareholder has a question or wish to enquire anything in this agenda. There was no shareholder asking question or making an enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Chairman then informed the meeting that the votes required for passing a resolution under this agenda was majority votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda.

The Managing Director informed the meeting that there was no additional shareholders attending the meeting at the time of this agenda,

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by majority votes, resolved that the audit fee of the Company's auditors for the year 2017 be approved as proposed by the Chairman as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,097,859,241 shares, representing 99.9830% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 5,210 shares representing 0.0005% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 182,000 shares, representing 0.0166% of the total number of shares attending this meeting and entitled to vote.

Agenda 7 **To consider and approve payment of extraordinary variable remuneration for all non-executive members of the Board of Directors for operational results of the Company in financial year 2016**

The Chairman asked the Managing Director to present the details on the payment of extraordinary variable remuneration for all non-executive members of the Board of Directors for operational results of the Company in 2016. The Managing Director reported that 2016 was a very challenging year for the Company. However, the performance in 2016 was impressive and recorded the second highest net profit in the history of the Company. This was resulted from much contribution from the Board of directors.



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The Managing Director informed the meeting that the extraordinary variable remuneration in this agenda is for non-executive members of the Board of Directors listed below:

Director	Extraordinary Variable Remuneration (Baht)
1. Mr. Chainoi Puankosoom	437,500
2. Mr. Koh Ban Heng	250,000
3. Mr. Phirasilp Subhapholsiri	250,000
4. Mr. Nopporn Thepsithar	250,000
5. Mrs. Anne-Marie Machet	250,000
6. Mr. Parnchalerm Suthatham	250,000
7. Mr. Nipphon Suthimai	250,000
8. Mr. Hervé Le Bouc	250,000
9. Mr. Jacques Leost	250,000
10. Ms. Laksana Supsakorn	312,500
	2,750,000

The Chairman informed the meeting that the Board of Directors recommends that the meeting should approve the payment of extraordinary variable remuneration to the Board of Directors for the operational results of the Company for the year 2016 in the total amount of Baht 2,750,500 as specified in the matrix above.

The Chairman asked whether any shareholder has question or wish to enquire anything in this agenda. There was no shareholder asking question or making an enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Chairman then informed the meetings that the votes required for passing a resolution under this agenda were votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to vote. Every shareholder was eligible to vote in this agenda, except for Ms. Laksana Supsakorn who held 13,000,000 shares

The Managing Director informed the meeting that there were 11 additional shareholders attending the meeting at the time of this agenda, holding altogether 12,552 shares, and therefore the total number of attended shareholders was 923 persons, holding altogether 1,101,602,603 shares.

After collecting the voting ballots casted and checking the votes, the result was that:



RESOLUTION: The meeting, by votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to vote, resolved that payment of extraordinary variable remuneration for all non-executive members of the Board of Directors for operational results of the Company in financial year 2016 be approved as proposed as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,056,974,393 shares, representing 97.4117% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 27,899,610 shares, representing 2.5713% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 185,000 shares, representing 0.0170% of the total number of shares attending this meeting and entitled to vote.

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

The Chairman asked the Managing Director to summarize important details of this agenda to the meeting. The Managing Director reported the survey from Stock Exchange of Thailand details of remuneration from 602 listed companies. The survey showed average remuneration of each committee categorized in all listed companies, construction material industry; companies with net profit more than Baht 3,000 million; and companies with revenue more than Baht 20,000 million. The Managing Director then asked the meeting to consider and approve the fixed remuneration for all members of the Board of Directors and its sub-committees for 2017, which accounts for the total amount of Baht 5.8 million which can be summarized as follow:

Description	2017 (Baht)	2016 (Baht)
Chairman	500,000	500,000
Independent Director (6 x 250,000)	1,500,000	1,500,000
Executive Director / Director (8 x 250,000)	2,000,000	2,000,000
Chairman of Audit Committee	500,000	500,000
Audit Committee members (2 x 400,000)	800,000	1,200,000
Nomination & Remuneration Committee members (4 x 40,000)	160,000	160,000



Description	2017 (Baht)	2016 (Baht)
Chairman of Corporate Governance Committee	100,000	100,000
Corporate Governance Committee members (3 x 80,000)	240,000	240,000
Total	5,800,000	6,200,000

The Chairman informed the meeting that the Company's Board of Directors recommended that the Meeting should approve the fixed remuneration for all the members of the Board of Directors and its sub-committees for 2017, which accounts for a total of Baht 5.8 million.

The Chairman asked whether any shareholder has a question or wish to enquire anything in this agenda. There was no shareholder asking question or making an enquiry.

The Chairman then informed the meeting that the votes required for passing the resolution under the agenda were votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to vote. Every shareholder was eligible to vote in this agenda, except for the following shareholders who were the directors relating in the relevant agenda:

- Mr. Somchit Serththin holding 28,600,000 shares;
- Mr. Sitilarb Supsakorn holding 15,400,000 shares;
- Ms. Laksana Supsakorn, holding 13,000,000 shares;
- Ms. Piyaratana Supsakorn holding 10,500,000 shares;
- Mr. Chaiwat Srivalwat holding 1,400,000 shares; and
- Mr. Jacques Pastor holding 1,100,000 shares.

The Managing Director informed the meeting that there were 5 additional shareholders attending the meeting at the time of this agenda, holding altogether 31,030 shares, and therefore the total number of attended shareholders was 928 persons, holding altogether 1,101,633,633 shares.

After collecting the voting ballots cast and checking the votes, the result was that

RESOLUTION: The meeting, by votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to vote, resolved that fixed remuneration for the members of the Board of Directors and its sub-committees for 2017 be approved as proposed as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,027,871,323 shares, representing 99.9787% of the total number of shares attending this meeting and entitled to vote;



- Shareholders who voted “Disapproved” under this agenda, held altogether 21,710 shares, representing 0.0021% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted “Abstained” under this agenda, held altogether 197,000 shares, representing 0.0192% of the total number of shares attending this meeting and entitled to vote.

8.2 Variable Remuneration for all the members of the Board of Directors for 2017

The Chairman informed the meeting that if the Company is profitable and subject to approval of the Board of Directors, variable remuneration payments of not exceeding 1 time of the total annual fixed remuneration of all members of the Board of Directors shall be considered and paid to all members of the Board of Directors by the Company. Only seating director shall receive variable remuneration. If the director was appointed for less than a year, the director shall be paid a variable remuneration on a pro rata basis.

The Chairman asked whether any shareholder has a question or wish to enquire anything in this agenda.

Mr. Thongtod Paenglad, a shareholder, asked whether the variable remuneration for the members of the Board of Directors depends on the condition that the Company is profitable, and what are the conditions for the payment of extraordinary variable remuneration. The Managing Director explained that the variable remuneration depends on the condition that the Company is profitable and is also subject to the consideration and approval of the Board of Directors. If the Company reported low profit or losses, such payment will not be recommended for payment by the Board of Directors.

The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.

The Chairman therefore asked the shareholders to vote and the officers would collect the ballots from shareholders voting “Disapproved” and “Abstained” respectively.

The Chairman then informed the Meeting that the votes required for passing a resolution under this agenda were votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to vote. Every shareholder was eligible to vote in this agenda, except for the following shareholders who were also the directors relating in this agenda:

- Mr. Somchit Serththin holding 28,600,000 shares;
- Mr. Sitilarb Supsakorn holding 15,400,000 shares;
- Ms. Laksana Supsakorn, holding 13,000,000 shares;
- Ms. Piyaratana Supsakorn holding 10,500,000 shares;



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- Mr. Chaiwat Srivalwat holding 1,400,000 shares; and
- Mr. Jacques Pastor holding 1,100,000 shares.

The Managing Director informed the meeting that there were no additional shareholders attending the meeting at the time of this agenda,

After collecting the voting ballots cast and checking the votes, the result was that:

RESOLUTION: The meeting, by votes of not less than two-thirds of the total number of the votes of the shareholders who are attending the meeting by proxy or physical presence and entitled to votes, resolved that variable remuneration for all the members of the Board of Directors for the year 2017 be approved as proposed as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,014,746,588 shares, representing 98.7172% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 12,949,910 shares, representing 1.2596% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 238,000 shares, representing 0.0231% of the total number of shares attending this meeting and entitled to vote.

Agenda 9 **To consider and approve election of Directors to replace those who are retiring by rotation**

The Chairman informed the meeting that pursuant to Section 71 of the Public Limited Company Act of 1992 and Article 16 of the Articles of Association of the Company, one-third of the directors or the number nearest to one-third must be retired at every Annual General Meeting. At this meeting, the following 6 directors would be retired by rotation:

1. Mr. Jacques Leost
2. Mrs. Anne-Marie Machet
3. Mr. Chainoi Puankosoom
4. Mr. Koh Ban Heng
5. Mr. Parnchalerm Sutatam
6. Mr. Somchit Serththin

From 6th September 2016 to 29th December 2016, the Company, via the Stock Exchange of Thailand's and the Company's websites, requested shareholders to propose names of candidate they would like to nominate for the appointment as Directors. There was no shareholder nominating such person(s) for consideration to be director. The Board of Directors concurred with the view of the Nomination and Remuneration Committee that the 6 directors namely, Mr. Jacques Leost, Mrs. Anne-Marie Machet, Mr. Chainoi



Puankosoom, Mr. Koh Ban Heng, Mr. Parnchalerm Sutatam and Mr. Somchit Serththin should be re-elected as director for another term as their background, knowledge and experience have contributed to the Company's success on a continuing basis. Therefore, the Board unanimously resolved to propose to the consideration of the shareholders meeting the election of the 6 directors, namely Mr. Jacques Leost, Mrs. Anne-Marie Machet, Mr. Chainoi Puankosoom, Mr. Koh Ban Heng, Mr. Parnchalerm Sutatam and Mr. Somchit Serththin to be directors of the Company. The candidates' Curricula Vitae's were provided to the shareholders together with the invitation notice to this meeting.

The Chairman further informed the meeting that Clause 15 of the Company's Articles of Association sets out the rules and procedures for electing directors as follows:

1. Separate round of voting by the shareholders shall take place for each Director position;
2. Each shareholder has a voting right of one vote per one share for each Director position to be elected;
3. Each Director position shall be allocated to the person who has received the most votes provided that the number of votes received is not less than three-fourths of the total number of votes of shareholders attending the meeting by proxy or physical presence and having the right to vote. (Director(s) who are also shareholder(s) are not eligible to vote for his/her own re-election).

The Chairman asked whether any shareholder has a question or wish to enquire anything in this agenda.

Mr. Thongtod Paenglad, a shareholder requested that another director should present this agenda since the Chairman who was presenting such agenda was one of the retired directors and also one of the nominees for re-election of the director position. The Chairman explained that the agenda which the Chairman is being nominated for reelection will be handled by the Managing Director.

Ms. Niyada Anukool, a proxy from the Thai Investors Association, asked what are the attributes of the persons nominated for election for the proposed 6 directors which would support the Company in achieving its strategies and plans; whether the Company had ever reviewed the appropriateness to reelect independence of independent directors who have served their position for more than 9 years. The Managing Director responded that the Nomination and Remuneration Committee already considered the nomination of the retiring directors and proposed the nomination of these retiring directors for re-election. Each of the nominated directors are recognized for their business capabilities which contribute to the Company's success and performance. Furthermore, the nominated independent directors possess all the qualifications required by the Securities and Exchange Commission.

The Chief Executive Director explained that all the independent directors had many years of various background and business experience. For example, Mr. Koh Ban Heng and Mr. Chainoi Puankosoom have



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always worked in the field of oil and petroleum business, Mrs. Anne-Marie Machet has many years of experience in the field of human resources and development, and Mr. Parnchalerm Sutatam has expertise in accounting which is a key requirement for the Audit committee. For this reason, the management is confident that the qualifications of these 6 independent directors meet the requirements of the Securities and Exchange Commission.

The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.

The Chairman therefore asked the shareholders to vote on the sub-agenda 9.1 - 9.6 and the officers would collect the ballots from shareholders voting "Disapproved" and "Abstained" respectively.

The Chairman then informed the meeting that the votes required for passing a resolution under this agenda were votes given to person who received most votes in the election by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote. Every shareholder was eligible to vote in this agenda, except for the directors who are shareholders are not eligible to vote for his/her own re-election.

The Managing Director informed the meeting that in agenda 9.1, there were 9 additional shareholders attending the meeting at the time of this agenda, holding altogether 189,010 shares, and therefore the total number of attended shareholders was 937 persons, holding altogether 1,101,822,643 shares.

After collecting the voting ballots casted and checking the votes, the result was that:

RESOLUTION:

9.1 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mr. Jaques Leost be re-elected as a director of the Company for another term of office as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,006,109,440 shares, representing 90.6078% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 92,169,593 shares, representing 8.3922% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 10 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.



9.2 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mrs. Anne-Marie Machet be re-elected as a director of the Company for another term of office as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,018,404,340 shares, representing 92.7273% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 79,874,693 shares, representing 7.2727% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 10 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.

9.3 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mr. Chainoi Puankosoom be re-elected as a director of the Company as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,096,225,733 shares, representing 99.8130% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 2,053,300 shares, representing 0.1870% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 10 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.

9.4 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mr. Koh Ban Heng be re-elected as a director of the Company as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,098,273,833 shares, representing 99.9995% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 5,200 shares, representing 0.0005% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 10 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.

9.5 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mr. Parnchalerm Sutatam be re-elected as a director of the Company as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,081,107,633 shares, representing 98.4365% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 17,171 shares, representing 1.5635% of the total number of shares attending this meeting and entitled to vote; and



- Shareholders who voted "Abstained" under this agenda, held altogether 10 shares, representing 0.0000% of the total number of shares attending this meeting and entitled to vote.

9.6 The meeting, by votes of not less than three-fourths of the total number of the votes of the shareholders attending the meeting and entitled to vote, resolved that Mr. Somchit Serththin be re-elected as a director of the Company as per the following voting details:

- Shareholders who voted "Approved" under this agenda, held altogether 1,059,171,833 shares, representing 99.9993% of the total number of shares attending this meeting and entitled to vote;
- Shareholders who voted "Disapproved" under this agenda, held altogether 5,200 shares, representing 0.0005% of the total number of shares attending this meeting and entitled to vote; and
- Shareholders who voted "Abstained" under this agenda, held altogether 2,010 shares, representing 0.0002% of the total number of shares attending this meeting and entitled to vote.

Agenda 10 Other matters, if any

The Chairman asked whether any shareholder has questions or wishes to enquire the management on anything in this meeting.

Mr. Niti Suthiroj, a shareholder, asked which shipyard the Company regularly uses and whether the Company has ever used services provided by Asimar, listed company, and the amount of the vessel repair cost in each year. The Managing Director responded that most of the Company's vessels are new ships which were well designed and constructed to support the Company's business. Therefore, the Company did not face many repair and maintenance issues. The cost of repair for these vessels is considered to be normal. The average age of the Company's vessels is 14 years. The Company already uses the service of the Asimar shipyard. With respect to the Company's repair cost, the repair cost varies in each year. Moreover, the Company's vessels have been classified by the NK classification society, which is considered has the highest standard in the world and are required to undergo dry docking every 30 months to inspect the vessel's condition. The Company does not have expenses for repair that are out of ordinary, and the vessel business has generated considerable profits to the Company.

Mrs. Maliwan Chavalparit, a shareholder, suggested that the Company should lower the sugar in its fruit drinks and praised the Company for releasing new flavors. The Managing Director thanked the shareholder and responded that he will pass such suggestion to Tipco Foods (Public) Co., Ltd. which is the Company's parent company.



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Mr. Thammasak Jittimaporn, a shareholder, asked about the management's view and forecast for the market this year especially the markets in this region and CLMV. The Managing Director responded that the international sales volume in 2016 decreased from the previous year by approximately 20%, but the Company is certain that the sales volume for this year will be more than 2.4 million tons due to the recovery of the international markets. With respect to the CLMV countries, the Company's market share in these countries is quite high. In Laos, the Company's market share is more than 50%. The Company sells the products through a local authorized dealer in Laos and is planning to invest in a factory in Laos soon. As for Cambodia, the Company is the only asphalt player which has a production plant and asphalt importing terminal in Cambodia; and the Company's market share in Cambodia is approximately 80 percent. In Myanmar, the Company sells products to contractors along the Myanmar country border and also has a representative officer in Myanmar. However, Myanmar has many legal restrictions on various issues which does not accommodate investments by foreigners. With respect to Vietnam, the Company has the highest market share since it acquired the companies in Vietnam.

Mrs. Maliwan Chavalparit, a shareholder, expressed that based on her trip to the Dawei Project in Myanmar, she feels that investment in Myanmar is quite difficult and suggested that the Company should construct a factory at the border instead of in Myanmar. The Managing Director thanked her for her suggestion.

Mr. Watchara, a shareholder, asked why the presented information regarding the EBITDA in 2016 is higher than 2015 since the sales volume in 2016 was significantly lower than the year 2015. The Managing Director explained there was an error in the table. That is, the EBITDA for 2016 should have been the EBITDA for 2015. The same shareholder asked whether the Company would have a better cash flow than 2016 if the Company achieves the sales volume of 2.4 million tons and whether the margin between the asphalt price and crude price had gotten better during the past quarter. The Managing Director responded that if the sales price in 2017 is not lower than 2016 and the sales volume reaches its target, the Company should have a better cash flow in 2017 than the previous year. In the previous year, the asphalt selling price and demand of asphalt in the international market decreased especially in the key export markets. As such, the Company had lower revenue than 2015, but the Company view that the international market for 2017 will definitely be better especially in China and Indonesia. With respect to the margin of the prices, the asphalt selling price in December 2016 was approximately USD 220 per ton, but has now increased to USD 300-305 per ton; and the crude price which is the Company's cost of asphalt products remained the same throughout such period. This benefit the Company in term of profit. The same shareholder asked whether the Company's profit can be calculated by deducting the spot price of crude oil from the spot price of asphalt. The Managing Director explained that, with respect to the export business, the selling price is the current spot price, but the crude prices which is the cost for asphalt manufacturing is the price of crude which the Company purchases few months ago. The Company enters into a



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hedging agreement to fix the crude prices. With respect to the trading business, the Company purchases asphalt from refineries in this region and sells asphalt produce on a cost-plus basis. The same shareholder asked whether the Company had sold asphalt for the runway repair of the Suvarnabhumi Airport project. The Managing Director responded that the Company had sold almost all of the asphalt used in such project since the project had required special specification of asphalt which only a few companies can provide. The same shareholder asked whether the government had allocated its budget evenly for each quarter. The Managing Director explained that the ,under current government, government budget is disbursed its on the first day of the fiscal year which is October 2016, which results in a high sales volume in the first and last quarter of the year for the Company.

Mrs. Maliwan Chavalparit, a shareholder, stated that, based on her understanding, the Company did not have any competitors and would like the management to make public appearance in the media more often and asked about the difference between concrete roads and asphalt roads. The Chief Executive Officer explained that the Company has many competitors in the asphalt business such as Shells, Esso and PTT but, the Company is the leader in manufacturing asphalt. Managing Directors explained that concrete is suitable for city roads while asphalt is suitable for road between cities due to product characteristic.

Mr. Wasan Pongputamon, a shareholder asked about the detail of sales volume of 2.4 million tons and what if the asphalt selling price will not live up to management expectation. The Managing Director explained that the 25% of the sales volume was from the domestic market and 75% of the sales volume was from the international market. The expected number was calculated based on government budget. With respect to the asphalt price, the asphalt price is actually the market price not expected price. The same shareholder asked about the factors which influence asphalt prices. The Managing Director responded that asphalt price depends the demand and supply of each market. The same shareholder asked why the economy of the neighboring countries grew, but the demand of asphalt was lower. The Managing Director explained that the key markets for exportation had factors which contributed to the decline in the demand of asphalt. For example, Vietnam face uncertainty during election.

Mr. Thongtod Paenglad, a shareholder, asked whether the Company plans to make a dividend payment to the shareholders equal to 60 percent of its separate net profit as stated in the Company's policy since the Company expects that performance should be better. The Chief Executive Officer responded that the dividend payment depends on the investment and necessity but, the chance of a higher dividend compared to the previous year is quite high.



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The Chairman invited other shareholders to make additional enquiries in relation to this agenda. There was no additional shareholder making any additional enquiry.

The Chairman, therefore, thanked the attending shareholders and declared that the meeting be adjourned.

The meeting was adjourned at 12.30 hours.

Chairman of the Meeting

(Mr. Chainoi Puankosoom)

Recorded by:

(Mr. Parama Saovabha)