

*Translation*

March 30, 2016

To President,  
The Stock Exchange of Thailand

**Subject: Resolutions of 2016 Annual General Meeting of Shareholders (The 23<sup>rd</sup> Meeting)**

The Siam Cement Public Company Limited (SCC) hereby announces that at its 23<sup>rd</sup> Annual General Meeting of Shareholders held on March 30, 2016, the meeting has passed the following resolutions:

**1. Adopted the Minutes of the 2015 Annual General Meeting of Shareholders (The 22<sup>nd</sup> Meeting) held on Wednesday, March 25, 2015.**

The meeting, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved this agenda as follows:

Approved	785,855,775	votes, equivalent to 99.9940%
Disapproved	33,100	votes, equivalent to 0.0042%
Abstained	13,500	votes, equivalent to 0.0017%

**2. Acknowledged the Company's Annual Report for the year 2015.**

**3. Approved the financial statements for the year ended December 31, 2015,** as duly audited and certified by SCC's auditor and reviewed by the Audit Committee.

The meeting, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved this agenda as follows:

Approved	764,493,807	votes, equivalent to 99.9677%
Disapproved	0	vote, equivalent to 0.0000%
Abstained	246,400	votes, equivalent to 0.0322%

**4. Approved the allocation of profit for the year 2015** for dividends at 16.00 Baht per share, totaling 19,200 million Baht, of which 7.50 Baht per share was paid as an interim dividend on Thursday, August 27, 2015. The final payment of dividend shall be 8.50 Baht per share, totaling 10,200 million Baht. Such dividend payment was derived from the profit which was subject to corporate income tax as follows:

- 7.50 Baht per share, derived from the profit which was subject to corporate income tax of 23%. The tax credit shall be the product of dividend times 23/77.
- 1.00 Baht per share, derived from the profit which was subject to corporate income tax of 20%. The tax credit shall be the product of dividend times 20/80.

The above dividend distribution shall be payable to the shareholders entitled to receive the dividend according to the Company's Articles of Association and who were listed in the record date on Thursday, April 7, 2016 and whose names were collected on the closing date on Friday, April 8, 2016 for the right to receive the dividend. (The XD, or the date on which a purchaser will not be entitled to receive the dividend, will be on Monday, April 4, 2016.) The dividend payment will be made on Thursday, April 28, 2016. The receipt of such dividend shall be within 10 years.

The meeting, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved this agenda as follows:

Approved	763,617,708	votes, equivalent to 99.8531%
Disapproved	1,117,300	votes, equivalent to 0.1461%
Abstained	5,400	votes, equivalent to 0.0007%

5. **Elected the directors in replacement of those retired by rotation**, four of whom are retiring directors according to this Agenda namely Mr. Chirayu Isarangkun Na Ayuthaya, Mr. Tarrin Nimmanahaeminda, Mr. Pramon Sutivong and Mrs. Tarisa Watanagase

The meeting approved the election for each individual director as follows:

Name of Directors	Approved	Disapproved	Abstained
1. Mr. Chirayu Isarangkun Na Ayuthaya	752,664,634	9,638,390	3,300
2. Mr. Tarrin Nimmanahaeminda	760,605,968	1,695,956	4,400
3. Mr. Pramon Sutivong	751,931,612	10,370,557	4,155
4. Mrs. Tarisa Watanagase	760,715,073	1,587,901	3,350

6. **Appointed the auditors of the Company for the year 2016** from KPMG Phoomchai Audit Ltd. as follows:

- Mr. Winid Silamongkol (Certified Public Accountant No. 3378) or
- Mr. Viroj Jindamaneepitak (Certified Public Accountant No. 3565) or
- Ms. Sureerat Thongarunsang (Certified Public Accountant No. 4409) or
- Ms. Pornthip Rimdusit (Certified Public Accountant No. 5565)

The proposed auditing firm and auditors have no relationship or conflict of interest with the Company/subsidiaries/managerial staff/major shareholders, or persons related to the said parties.

**and approved the audit fees for the year 2016** totaling 5.42 million Baht (an increase of 80,00 Baht from the year 2015) as follows:

<b>Audit fees for the year 2016</b>	<b>Amount</b>
1. Annual audit fee for SCC's financial statements	255,000 Baht
2. Annual audit fee for consolidated financial statements, and quarterly review fee for the financial statements of SCC and SCC's consolidated financial statements	5.16 million Baht
Total audit fees	5.42 million Baht

The meeting also acknowledged the audit fees for the year 2016 of the subsidiaries whose KPMG Phoomchai Audit Ltd. is the audit firm for those incorporated in Thailand and KPMG in foreign countries are the audit firms for those incorporated in foreign countries, totaling 191 companies for the total audit fees of 49.84 million Baht which are borne by the subsidiaries.

The meeting, by a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, approved this agenda as follows:

Approved	745,867,540	votes, equivalent to 99.9456%
Disapproved	2,801	votes, equivalent to 0.0003%
Abstained	402,764	votes, equivalent to 0.0539%

**7. Approved the remuneration of the Company's Directors and Sub-committee members for the year 2016** by retaining the remuneration for the year 2016 pursuant to the rules and rates approved by the Meeting of Shareholders as follows:

**1) Directors' remuneration**

- Monthly remuneration: The Board of Directors would receive monthly remuneration at the total amount of 1.8 million Baht per month which would be distributed among the Directors in such manner as they themselves determined.
- Bonus: The Board of Directors would receive a bonus in the amount not exceeding 0.5 percent of the dividend distributed to the Shareholders. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.
- Other remuneration and benefits: None.

2) Sub-Committee Members' Remuneration

	<b>Position</b>	<b>Retainer Fee (Baht/person/year)</b>	<b>Attendance fee (Baht/person/meeting)</b>
Audit Committee	Chairman	180,000	45,000
	Member	120,000	30,000
Governance and Nomination Committee Remuneration Committee	Chairman	150,000	37,500
	Member	100,000	25,000

The meeting, by an affirmative vote of not less than two-thirds of total number of votes of the shareholders present at the meeting, approved this agenda as follows:

Approved	740,207,090 votes,	equivalent to	99.2029%
Disapproved	5,805,755 votes,	equivalent to	0.7780%
Abstained	5,700 votes,	equivalent to	0.0007%
Ineligible to vote	136,100 votes,	equivalent to	0.0182%

Please be informed accordingly.

Yours faithfully,

The Siam Cement Public Company Limited

*Signed by*

(Mr. Roongrote Rangsiyopash)

President & CEO