

Translation

CSO-S60-109

March 29, 2017

To President,
The Stock Exchange of Thailand

Subject: Resolutions of 2017 Annual General Meeting of Shareholders (The 24th Meeting)

The Siam Cement Public Company Limited (SCC) hereby announces that at its 24th Annual General Meeting of Shareholders held on March 29, 2017, the meeting has passed the following resolutions:

1. **Acknowledged the Company's Annual Report for the year 2016.**
2. **Approved the financial statements for the year ended December 31, 2016,** 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	748,751,813	votes, equivalent to 99.9321%
Disapproved	0	vote, equivalent to 0%
Abstained	508,300	votes, equivalent to 0.0678%

3. **Approved the allocation of profit for the year 2016** for dividends at 19.00 Baht per share, totaling 22,800 million Baht, of which 8.50 Baht per share was paid as an interim dividend on Thursday, August 25, 2016. The final payment of dividend shall be 10.50 Baht per share, totaling 12,600 million Baht. Such dividend payment was derived from the profits which were 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 Friday, April 7, 2017 and whose names were collected on the closing date on Monday, April 10, 2017 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 Tuesday, April 4, 2017.) The dividend payment will be made on Thursday, April 27, 2017. 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	747,819,294	votes, equivalent to 99.9863%
Disapproved	0	vote, equivalent to 0%
Abstained	102,000	votes, equivalent to 0.0136%

4. **Elected the directors in replacement of those retired by rotation**, four of whom are retiring directors according to this Agenda namely Mr. Sumet Tantivejkul, Mr. Pricha Attavipach, Mr. Yos Euarchukiati and Mr. Kan Trakulhoon

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

Name of Directors	Approved	Disapproved	Abstained
1. Mr. Sumet Tantivejkul	685,737,216	62,082,282	102,000
2. Mr. Pricha Attavipach	705,329,317	37,859,581	4,732,600
3. Mr. Yos Euarchukiati	706,463,126	36,632,472	4,825,900
4. Mr. Kan Trakulhoon	737,025,262	10,794,236	102,000

5. **Appointed the auditors of the Company for the year 2017** 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. Pornthip Rimdusit (Certified Public Accountant No. 5565) or
- Ms. Thanyalux Keadkeaw (Certified Public Accountant No. 8179)

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 2017 totaling 6.03 million Baht (an increase of 600,000 Baht from the year 2016) as follows:

Audit fees for the year 2017	Amount
1. Annual audit fee for SCC's financial statements	260,000 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	5.77 million Baht
Total audit fees	6.03 million Baht

The meeting also acknowledged the audit fees for the year 2017 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 195 companies for the total audit fees of 49.90 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	746,827,476	votes, equivalent to 99.8546%
Disapproved	982,672	votes, equivalent to 0.1313%
Abstained	104,500	votes, equivalent to 0.0139%

6. Approved the remuneration of the Company's Directors and Sub-committee members for the year 2017 by retaining the remuneration for the year 2017 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

	Position	Retainer Fee (Baht/person/year)	Attendance fee (Baht/person/meeting)
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	720,903,941	votes, equivalent to 96.4693%
Disapproved	26,150,710	votes, equivalent to 3.4994%
Abstained	103,500	votes, equivalent to 0.0138%
Ineligible to vote	130,000	votes, equivalent to 0.0173%

7. **Approved the additional 50,000 million Baht ceiling of SCC debenture, totaling 300,000 million Baht,** with the authorization of the Board of Directors or the authorized Directors to consider issuing and offering conditions for sale of the debenture.

The meeting, by an affirmative vote of not less than three-quarters of the total number of votes of the shareholders present at the meeting and eligible to vote, approved this agenda as follows:

Approved	742,168,371	votes,	equivalent to	99.4160%
Disapproved	4,255,680	votes,	equivalent to	0.5700%
Abstained	103,300	votes,	equivalent to	0.0138%

Please be informed accordingly.

Yours faithfully,

The Siam Cement Public Company Limited

Signed by

(Mr. Roongrote Rangsiyopash)

President & CEO