

To President,  
The Stock Exchange of Thailand

**Subject: Resolutions of 2019 Annual General Meeting of Shareholders (The 26<sup>th</sup> Meeting)**

The Siam Cement Public Company Limited (or “SCC”) hereby announces that at its 2019 Annual General Meeting of Shareholders (The 26<sup>th</sup> Meeting) held on Wednesday, March 27, 2019, the Meeting has passed the following resolutions:

**Agenda 1: Acknowledged the Company's Annual Report for the year 2018**

**Agenda 2: Approved the Financial Statements for the year ended December 31, 2018**, 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	744,166,911	votes, equivalent to	99.8642%
Disapproved	0	votes, equivalent to	0.0000%
Abstained	1,011,800	votes, equivalent to	0.1357%
Void	0	votes, equivalent to	0.0000%

**Agenda 3: Approved the Allocation of Profit for the year 2018** for dividends at 18.00 Baht per share, totaling 21,600 million Baht, of which 8.50 Baht per share was paid as an interim dividend on Wednesday, August 22, 2018. The final payment of dividend shall be 9.50 Baht per share, totaling 11,400 million Baht. Such dividend payment was derived from the profits which were subject to corporate income tax of 30%. The tax credit applicable for individual shareholders shall be the product of dividend times 30/70.

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 on the record date on Thursday, April 4, 2019 (The XD, or the date on which a share purchaser will not be entitled to receive the dividend, will be on Wednesday, April 3, 2019). The dividend payment will be made on Friday, April 19, 2019. The receipt period 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	744,889,773	votes, equivalent to	99.9892%
Disapproved	0	votes, equivalent to	0.0000%
Abstained	79,900	votes, equivalent to	0.0107%
Void	0	votes, equivalent to	0.0000%

**Agenda 4: Elected the Directors in Replacement of those retired by Rotation**, two of whom were retiring directors namely Police Colonel Thumnithi Wanichthanom and Mrs. Tarisa Watanagase being re-elected as the directors of the Company for another term and the other two were newly elected directors namely Mr. Pasu Decharin and Mrs. Parnsiree Amatayakul being elected as the directors replacing the retiring directors. The Meeting resolved to elect each individual director as follows:

Name of Directors	Approved	Disapproved	Abstained	Void
1. Police Colonel Thumnithi Wanichthanom	719,569,422	23,723,058	1,217,950	0
2. Mrs. Tarisa Watanagase	739,698,089	4,729,041	83,300	0
3. Mr. Pasu Decharin	744,134,137	98,143	278,150	0
4. Mrs. Parnsiree Amatayakul	743,100,380	190,000	1,220,050	0

**Agenda 5: Appointed the Auditors of the Company for the year 2019** from KPMG Phoomchai Audit Ltd. as follows:

- Mr. Vairoj 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 2019** totaling 5.98 million Baht (a decrease of 0.01 million Baht from the year 2018) as follows:

<b>Audit Fees for the year 2019</b>	<b>Amount</b>
1. Annual audit fee for the Company's financial statements	0.28 million Baht
2. Annual audit fee for consolidated financial statements, and quarterly review fee for the financial statements of the Company and the Company's consolidated financial statements	5.70 million Baht
Total audit fees	5.98 million Baht

The Meeting also acknowledged the annual audit fees for the year 2019 financial statements of the Company's subsidiaries, and quarterly review fees of listed subsidiaries audited by KPMG Phoomchai Audit Ltd. In Thailand and other countries, totaling 207 companies for the total audit fees of 53.01 million Baht which are borne by each subsidiary.

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	742,858,190	votes, equivalent to 99.8770%
Disapproved	637,700	votes, equivalent to 0.0857 %
Abstained	276,400	votes, equivalent to 0.0371%
Void	0	votes, equivalent to 0.0000 %

**Agenda 6: Approved the Remuneration of the Company's Directors and Sub-committee Members for the year 2019** by retaining the remuneration for the year 2019 pursuant to the rules and rates approved by the General 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	734,838,299	votes,	equivalent to	98.8076%
Disapproved	7,624,191	votes,	equivalent to	1.0251%
Abstained	1,213,500	votes,	equivalent to	0.1631%
Ineligible to vote	30,000	votes,	equivalent to	0.0040%
Void	0	votes,	equivalent to	0.0000%

Please be informed accordingly.

Yours faithfully,

The Siam Cement Public Company Limited

*Signed by*

(Mr. Roongrote Rangsiyopash)

President & CEO