



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

21/35-46 อาคารไทยวา 1 ชั้น 14 -16 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120

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22 February 2019

Subject Dividend payment and Schedule of the 2019 Annual General Meeting of Shareholders No. 47

To President

The Stock Exchange of Thailand

Thai Central Chemical Public Company Limited held the 1/2019 Corporate Board Meeting on 22 February 2019 during 09.30 – 13.20 hours and thereby acknowledged and resolved as follows.

1. Adopted the company's 2018 audited financial statement for further proposing to the Annual General Meeting of Shareholders (AGM).
2. To propose to the AGM to approve the dividend payment paid from the net profit of year 2018 performance, at the rate of THB 1.50 per share of 584,714,068 shares in total amount of THB 877,071,102.00 payable to shareholders, whose names appear in the registration as of the Record Date on 8 March 2019. The dividend is scheduled to be paid out to the shareholders on 24 April 2019. The right to receive dividend is still uncertain as it is subjected to the AGM's approval.
3. To propose to the AGM to elect directors to replace the 9 retiring directors, by re-electing 7 retiring directors as follows to be the Company directors for another term.

1. Mr. Yoshihiro Tamura	Director
2. Mr. Jiro Nishiyama	Director
3. Miss Kanokporn Aungsoontornsarid	Director
4. Mr. Suvij Suvaruchiporn	Director
5. Mr. Suvat Suebsantikul	Independent Director
6. Mr. Opas Sripornkijachorn	Independent Director
7. Mr. Kasemsak Masayavanich	Independent Director

And to propose to the AGM to elect

1. Mr. Toshiaki Miyabe to be a director replacing Mr. Kyosuke Sasaki who will retire at the end of his term.
2. Mr. Takayuki Tohei to be a director replacing Mr. Shigetsugu Fukuda who will retire at the end of his term.

There will be 9 proposed candidates to be elected as the Company's directors.

4. To propose to the AGM to approve amendment of the Company's Article of Association on Section 13, 22, 23 and 29 to be in accordance with the related law. Details as appear in the Attachment.
5. To fix date of the 2019 AGM No. 47 to be held on 28 March 2019 at 14.00 hours, at Banyan Ballroom, 10th Floor, Banyan Tree Bangkok Hotel, 21/100 South Sathorn Road, Bangkok, for shareholders, whose names appear in the registration as of the Record Date on 8 March 2019.
5. To fix the agenda of the 2019 AGM No. 47 as follows.
 1. To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders No. 46.
 2. To acknowledge the Company's 2018 Operational Performance and the Board of Directors' Annual Report.
 3. To acknowledge the report of the Audit Committee.
 4. To consider and approve financial statements of the Company for the financial year ending 31 December 2018.
 5. To consider and approve the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2018.
 6. To consider and elect directors in place of the directors retiring by rotation.
 7. To consider and determine directors' remuneration.
 8. To consider and appoint auditors for the 2019 fiscal year and to determine their remuneration
 9. To consider and approve amendment of the Company's Article of Association.
 10. To consider other businesses (if any)

Kindly be informed accordingly.

Mr. Yoshihiro Tamura
President & CEO

Attachment

Consideration of Amendment to Articles of Association ("AOA") of
 Thai Central Chemical Public Company Limited

No.	Current AOA	Proposed amendment to the AOA	Reasons/Necessity
1.	Appointment of independent directors		
	13. The Company's Board of Directors shall consist of at least 7 directors and at least half of which must have residence in the Kingdom. The Board of Directors must have at least 2 Independent Directors and 1 Director from outside.	13. The Company's Board of Directors shall consist of at least 7 directors and at least half of which must have residence in the Kingdom. <u>At least one-third of the total number of directors, but not less than 3 directors, must be independent directors. The independent directors shall at least have the qualifications in accordance with the criteria or requirements under the law on securities and exchange.</u>	In order that the composition of the Company's Board of Directors requirement under the Articles of Association is in accordance with the Notification of Capital Market Supervisory Board Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares, and the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E. 2558 (2015).
2.	Holding of a Board of Directors meeting		
	22. At a meeting of the Board of Directors, there must be directors attending the meeting of no less than half of the total number of directors to constitute a quorum. In the event the Board Chairman is absent or is unable to perform his/her duties. The Vice Chairman, if	22. At a meeting of the Board of Directors, there must be directors attending the meeting of no less than half of the total number of directors to constitute a quorum. In the event the Board Chairman is absent or is unable to perform his/her duties. The Vice Chairman, if	In order for the Board of Directors to be able to hold a Board of Directors meeting via electronic means in accordance with the Announcement of the National Council for Peace and Order No.



No.	Current AOA	Proposed amendment to the AOA	Reasons/Necessity
	<p>available, shall take the chair. If there is no such Vice Chairman available, or if there is one but he/she is unable to perform such duties, then directors present at the meeting shall elect one director as the presiding chairman.</p> <p>Decisions of the Board of Directors Meeting shall be made by majority of votes with one director holding one vote. A director with any vested interest on any matter, however, shall have no right to vote on that particular matter. In the case of equal vote, the presiding Chairman is entitled to cast another deciding vote.</p>	<p>available, shall take the chair. If there is no such Vice Chairman available, or if there is one but he/she is unable to perform such duties, then directors present at the meeting shall elect one director as the presiding chairman.</p> <p><u>The chairman of the meeting may determine that the meeting be organized and held through electronic means, which shall be in accordance with the rules and procedures under the laws.</u></p> <p>Decisions of the Board of Directors Meeting shall be made by majority of votes with one director holding one vote.</p> <p>A director with any vested interest on any matter, however, shall have no right to vote on that particular matter. In the case of equal vote, the presiding Chairman is entitled to cast another deciding vote.</p>	<p>74/2557 on Teleconferences through Electronic Means.</p>
3.	<p>Sending of notice of a Board of Directors meeting</p> <p>23. In summoning the Board of Directors Meeting, the Board Chairman or a person entrusted by him/her shall send out a notice delivered to the directors at least seven days prior to the date of the meeting. In case of emergency/necessity, however such notice may be given by other methods and the meeting can be</p>	<p>23. In summoning the Board of Directors Meeting, the Board Chairman or a person entrusted by him/her shall send out a notice delivered to the directors at least seven days prior to the date of the meeting. In case of emergency/necessity, however such notice may be given by other methods and the meeting can be</p>	<p>In order for the Board of Directors to be able to send an invitation to a Board of Directors meeting and supporting documents by electronic mail in accordance with the Announcement of the National Council for Peace and Order No.</p>

No.	Current AOA	Proposed amendment to the AOA	Reasons/Necessity
	scheduled earlier than usual. The date, time, place of the meeting shall be specified by the Board Chairman or an entrusted director.	scheduled earlier than usual. The date, time, place of the meeting shall be specified by the Board Chairman or an entrusted director. <u>The notice and supporting documents for a Board of Directors meeting may be served by electronic mail in accordance with the rules and procedures under the laws.</u>	74/2557 on Teleconferences through Electronic Means.
4.	Granting of right to shareholders to call an Extraordinary General Meeting 29. An Annual Ordinary Meeting of Shareholders shall be convened by the Board of Directors within four months from the last day of the Company's fiscal period. Meeting of shareholders other than those stated above shall be called Extraordinary Meetings. The Board of Directors may convene an Extraordinary Meeting whenever it thinks fit, or when a letter, subscribed to by shareholders holding an aggregate number of not less than one-fifth of the total number of shares issued, or which is subscribed to by at least 25 shareholders holding an aggregate number of not less than one-tenth of the total number of shares issued, was sent to request the meeting by clearly specifying their reasons and purposes for requesting the Board of Directors to convene Extraordinary Meeting of	Granting of right to shareholders to call an Extraordinary General Meeting 29. An Annual Ordinary Meeting of Shareholders shall be convened by the Board of Directors within four months from the last day of the Company's fiscal period. Meeting of shareholders other than those stated above shall be called Extraordinary Meetings. The Board of Directors may convene an Extraordinary Meeting whenever it thinks fit, or <u>one or more shareholders holding shares in aggregate not less than ten percent of the total number of shares sold may subscribe their names in a written request to the Board of Directors to call an Extraordinary Meeting at any time. The matters and reasons for calling such meeting shall be clearly stated in that written request. In this regard, the Board of Directors shall proceed to hold a meeting of shareholders within forty-five days from the date</u>	In order to comply with Section 100 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended).



No.	Current AOA	Proposed amendment to the AOA	Reasons/Necessity
	<p>Shareholders. In such a case, the Board of Directors shall convene a meeting within 1 month from the date of its receipt of the letter from the shareholders.</p>	<p><u>of receiving the written request from the shareholders.</u></p> <p><u>If the Board of Directors fails to hold a meeting within the period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under the second paragraph. In such a case, the meeting is deemed to be a shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in convening the meeting and shall provide reasonable facilitation.</u></p> <p><u>If, at a meeting called by the shareholders under the third paragraph, the number of shareholders present does not constitute a quorum as prescribed in Article 32, the shareholders under the third paragraph shall be jointly liable for the expenses incurred in holding that meeting.</u></p>	