



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

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

21/35-46 Thai Wah Tower 1,14-16th Fl., South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

Tel: (662) 639-8888 Fax: (662) 639-8999 E-mail : mailbox@thaicentral.co.th Website : www.tccc.thai.com

ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

-Translation -

Ref. No. 023/2562

28 March 2019

Subject Resolutions of the 2019 Annual General Meeting No. 47

To President

The Stock Exchange of Thailand

Thai Central Chemical Public Company Limited ("TCCC") hereby announces resolutions made at the 2019 Annual General Meeting No. 47, held on 28 March 2019 at the Banyan Ballroom, The Banyan Tree Bangkok Hotel, 21/100 South Sathorn Rd., Thungmahamek, Sathorn, Bangkok at 14.00 – 18.20 hours as follows.

1. The meeting by majority votes of the shareholders attending the meeting and casting the votes adopted the Minutes of the 2018 Annual General Meeting of Shareholders No. 46, held on 29 March 2018 with votes as follows.

Approved	550,764,172	votes or	99.9999	%
Disapproved	171	votes or	0.0000	%
Abstained	0	votes or	0.0000	%
Voided ballot	0	votes or	-	

2. The meeting acknowledged the Company's 2018 operational performance and the Board of Directors' Annual Report.
3. The meeting acknowledged the report of Audit Committee.
4. The meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved the financial statements of the Company for the financial year ending 31 December 2018 which has been audited and verified by Mr. Manoon Manusook, Certified Public Accountant No. 4292 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. with votes as follows.

Approved	573,185,174	votes or	99.9999	%
Disapproved	272	votes or	0.0000	%
Abstained	0	votes or	0.0000	%
Void ballots	0	votes or	-	

5. The meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved the payment of dividend to the Company's shareholders, paid from the Total Comprehensive Income for the year 2018 performance at THB 1.50 (One Baht and Fifty Stang) per



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

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

21/35-46 Thai Wah Tower 1,14-16th Fl., South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

Tel: (662) 639-8888 Fax: (662) 639-8999 E-mail : mailbox@thaicentral.co.th Website : www.tcccthai.com

ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

share, totaling THB 877.1 million, as of the record date on 8 March 2019, payable on 24 April 2019

with votes as follows.

Approved	571,199,224	votes or	99.6534	%
Disapproved	1,986,222	votes or	0.3465	%
Abstained	0	votes or	0.0000	%
Void ballots	0	votes or	-	

6. The meeting resolved to re-elect the retiring directors and elected the new director to be the members of the Board of Directors with votes as follows.

Name		Votes
1. Mr. Suvat Suebsantikul	Independent Director	580,444,134
2. Mr. Opas Sripornkijkachorn	Independent Director	580,454,534
3. Mr. Kasemsak Masayavanich	Independent Director	580,446,934
4. Mr. Yoshihiro Tamura	Director	580,462,434
5. Mr. Jiro Nishiyama	Director	580,454,334
6. Ms. Kanokporn Aungsoontornsarid	Director	580,448,163
7. Mr. Suvij Suvaruchiporn	Director	512,755,740
8. Mr. Toshiaki Miyabe	Director	580,454,207
9. Mr. Takayuki Tohei	Director	580,453,334

Mr. Toshiaki Miyabe and Mr. Takayuki Tohei are the new directors who have been elected as the members of the Board of Director replacing Mr. Kyosuke Sasaki and Mr. Shigetsugu Fukuda who retired from the position at the end of their term respectively.

7. The meeting resolved by not less than two-third of the total votes of the shareholders attending the meeting approved the directors' remuneration for the financial year 2019 in the total amount of not exceeding THB 15 million (Fifteen Million Baht Only) for allocation to all members with votes as follows.

Approved	571,262,974	votes or	99.6645	%
Disapproved	1,922,472	votes or	0.3354	%
Abstained	0	votes or	0.0000	%
Void ballots	0	votes or	0.0000	%

8. The meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved the appointment of Mr. Manoon Manusook, Certified Public Accountant No. 4292 and/or Mr. Mongkol Somphol, Certified Public Accountant No. 8444 and/or Mr. Choopong Surachutikarn, Certified Public Accountant No. 4325 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

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

21/35-46 Thai Wah Tower 1,14-16th Fl., South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

Tel: (662) 639-8888 Fax: (662) 639-8999 E-mail : mailbox@thaicentral.co.th Website : www.tcccthai.com

ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

the financial year 2019, and fixing the auditors' annual remuneration for the Company at THB 2,570,000.00 (Two Million Five Hundred and Seventy Thousand Baht Only) with votes as follows.

Approved	573,185,074	votes or	99.9999	%
Disapproved	372	votes or	0.0000	%
Abstained	0	votes or	0.0000	%
Void ballots	0	votes or	-	

9. The meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved amendment of the Company's Article of Association, section 13, 22, 23 and 29 to be read as follows.

"Section 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. 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."

"Section 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 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.

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.

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."

"Section 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 scheduled earlier than usual. The date, time, place of the meeting shall be specified by the Board Chairman or an entrusted director.

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."



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

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

21/35-46 Thai Wah Tower 1,14-16th Fl., South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

Tel: (662) 639-8888 Fax: (662) 639-8999 E-mail : mailbox@thaicentral.co.th Website : www.tcccthai.com

ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

“Section 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 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 of receiving the written request from the shareholders.

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.

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.”

With votes as follows.

Approved	573,185,174	votes or	99.9999	%
Disapproved	272	votes or	0.0000	%
Abstained	0	votes or	0.0000	%
Void ballots	0	votes or	0.0000	%

Kindly be informed accordingly.

Sincerely yours,

Mr. Yoshihiro Tamura

The President