

-Translation-

SGP/SET-120

February 24, 2016

Subject : Dividend Payment and the 2016 Annual General Meeting of Shareholders

To. : The President
The Stock Exchange of Thailand

Siamgas and Petrochemicals Public Company Limited ("the Company") would like to inform the resolutions from its Board of Directors' meeting which held on February 24, 2016. The details of the Board's resolutions were as follow:

1. Approval of profit for dividend payments for the Operation Year 2015

The Board of Directors considered and resolved to propose the Shareholders to consider approval in respect of the allocation of profit for dividend payments for the second-half-year operations of 2015 at the rate of Baht 0.30 per share. The dividend derived from the separate financial statement. The total 2015 dividend will be 0.50 Baht per share, amounting to 459.47 million Baht, including the interim dividend for the first-half-year operations of 2015 at the rate of 0.20 Baht per share. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on March 10, 2016, and list shareholders' names according to Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by closing the shareholders' registration book on March 11, 2016. The dividend payment date is on May 17, 2016. However, the entitlement to receive the dividend is uncertain because it has yet to be approved by the shareholders.

2. The Meeting resolved to put forth in the Annual General Meeting of Shareholders for the year 2016 to consider electing directors replacing those completed the term and reappointing them to continue another term as below:

- 1.) Mr. Worawit Weeraborwornpong Vice Chairman / Executive board chairman
- 2.) Mr. Suttipong Vasuvanichphan Director / Deputy managing director - purchasing department.
- 3.) Mr. Viroj Klangboonkrong Independent Director /Audit committee Chairman

3. The Annual Remuneration for Directors in 2016

The Board found it appropriate to propose the Annual General Meeting of Shareholders to approve the remuneration as following:

Yearly Remuneration and Meeting Allowance (same as 2015)

The Board of Director

- Yearly Remuneration 3,216,230 baht/year or 268,020.0 Baht/month (Individual for chairman)
- Meeting Allowance 10,000 baht/person/time (Only for attending directors)

The Sub-Committee

- 1) The Audit Committee
 - Yearly Remuneration 804,058 baht/year or 67,005.0 Baht/person/month
 - Meeting Allowance 10,000 baht/person/time (Only for attending directors)

4. The Appointment of Auditors and Audit Fee Approval

The Propose of the Annual General Meeting of Shareholders to appoint auditors form PricewaterhouseCoopers ABAS Ltd., as the Company's auditor in 2016. As follows Mr. Chaisiri Ruangritchai Certified Public Accountant (Thailand) No. 4526, Mr. Somchai Jinnovart Certified Public Accountant (Thailand) No. 3271, Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977, or Mr. Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 of PricewaterhouseCoopers ABAS Ltd. be appointed as the Group's auditors, any one being authorized to conduct the audit and express an opinion on the financial statements of the Group. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work and approve the 2016 remuneration for quarterly and year-end audits at the 1,944,000 Baht.

5. To consider and approve the issuance and offer of Debenture and/or Bill of Exchange in an amount not exceeding Baht 20 Billion.

It is considered appropriate for the meeting of Shareholders to approve the issuance and offer of Debenture and/or Bill of Exchange in an amount of not exceeding Baht 20 Billion as follows:

Details of Debentures

<u>Types</u>	:	All types and forms of debentures (including but not limited to subordinated debentures, unsubordinated debentures which repay part of the principal gradually or repay principal on maturity, convertible debentures, securitized debentures, secured debentures, unsecured debentures and/or derivatives debentures) depending on market condition at such time the debentures are to be offered.
<u>Amount and Currency</u>	:	Principal amount of debentures and bill of exchange including debentures and bill of exchange issued but not redeemed, at any time shall not exceed Baht 20.0 billion. Debentures may be issued in Baht or other currency in equivalent amount as applied by exchange rate prevailing at such time the

		debentures are issued and offered.
<u>Offer for Sale</u>	:	The debentures shall be offered to sell to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors in Thailand and overseas according to notifications of Capital Market Supervisory Board (CMSB), the Securities and Exchange Commission (SEC) and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered. Debentures may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature. The debentures may be issued and offered separately from, in combination of, or together with other securities.
<u>Interest Rate or Yield</u>	:	Interest and yield shall depend on market condition at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of CMSB, SEC or the Office of the SEC and/or other related notifications, rules and regulation in force at such time the debentures are issued and offered.
<u>Redemption Period</u>	:	Redemption period shall depend on market condition at such time the debentures are issued and offered.
<u>Early Redemption</u>	:	Debenture holders may or may not have the right to request the Company to redeem any debentures issued prior to the redemption period. The Company may or may not have the right to make early redemption. This shall be subject to terms and conditions of the debentures issued at such time.
<u>Other conditions</u>	:	Limitations and other terms of the debenture, such as types of debenture to be issued each time, par value, the selling price per unit, interest rate, the appointment of representative of bondholders, the allocation method, details of the offer, the early redemption, and registration in any secondary market (if any); would be determined by managing director, or empowered from the managing director; to set or change the conditions as well as details relating to the issuance and sale of debenture of each type each time, including the authority to take any action necessary and incidental to the issuance and sale of debenture for that success, and according to the law. This also includes the power to appoint distributors and underwriters, to enter in to and sign an underwriting agreement or a placement agreement and/or any other related contracts, and the preparation and submission of the application and other documents with the Securities and Exchange Commission, other relevant government agencies and/or any other relevant parties.

Details of Bill of Exchange

Types	:	Bill of Exchange with bearer or without bearer forms
Amount	:	The principle amount of Bill of Exchange combined with the amount of issued but not redeemed Debentures at any time will not exceed 20 billion baht. The Company is allowed to issue new tranches of Bill of Exchange to replace the expired amount. However, the total outstanding amount of Bill of Exchange at any time will not exceed amount earlier informed.
Offer for Sale	:	To be offered domestically and/or oversea via public offering and/or private placement and/or any other investor types under the SEC notification and/or the SEC's relevant regulations which are still in effect at the time of the issuance. The Bill of Exchange is offered to all types of investors. The offer may be all or partly at once and/or multi tranches or several times as the Company sees appropriate. The Bill of Exchange may be offered and issued separately from other securities or combined with other securities.
Interest and Rate of Return.	:	The interest and rate of return depend on the market situation at the offering as well as to comply with conditions, regulations, and notification of SEC, or others regulations at the issuance period.
Tenor	:	The Company will consider the market situation and appropriate tenor at the issue period of Bill of Exchange issuance.
Other Conditions	:	Limitations and other terms of the bill of exchange, such as types of bill of exchange, tenor, par value, the selling price per unit, interest rate, the allocation method, and relevant details of the offer; would be determined by managing director, or empowered from the managing director; to set or change the conditions as well as details relating to the issuance and sale of bill of exchange of each type each time, including the authority to take any action necessary and incidental to the issuance and sale of bill of exchange for that success, and according to the law. This also includes the power to appoint distributors and underwriters, to enter in to and sign an underwriting agreement or a placement agreement and/or any other related contracts, and the preparation and submission of the application and other documents with the Securities and Exchange Commission, other relevant government agencies and/or any other relevant parties.

6. The Fixing of Dates for Annual General Meeting of Shareholders and Closing Share Registration Book

6.1 The date of the Annual General Meeting of Shareholders 2016 would be on April 21, 2016 at 2.00 p.m. The meeting will take place at Room Mayfair the Berkeley Hotel Pratunam, 559 Ratprarop Rd, Makkasan, Rachatewi, Bangkok.

6.2 In order to determine the list of shareholders who are entitled to attend the AGM 2016, the date of share registration book would be on March 10, 2016 (Record Date) and March 11, 2016 shall be the closing date, in compliance with the section 225 of the Securities and Exchange Act.

7. The agenda for the Annual General Meeting of Shareholders 2016 would be as follows:

1. To acknowledge the minutes of the Annual General Meeting of Shareholder 2015 held on April 20, 2015
2. To consider and approve the Company's operating results for the year 2015
3. To consider and approve the Company's audited financial statements for the year ended December 31, 2015
4. To consider and approve the dividend payment
5. To consider the election of directors in place of those retiring by rotation
6. To consider the remuneration of directors for the year 2016
7. To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2016
8. To consider and approve the issuance and offer of Debenture and/or Bill of Exchange in an amount not exceeding Baht 20 Billion.
9. Any other matters (if any)

Please be informed accordingly,

Yours sincerely,
Siamgas and Petrochemicals PCL.

Jintana Kingkaew
(Mrs.Jintana Kingkaew)
Deputy Managing Director