

7<sup>th</sup> March 2024

**To : The Shareholders of Tipco Asphalt Public Company Limited (“the Company”)**

**Re: Notice of the 2024 Annual General Meeting of Shareholders (“the Meeting”)**

Enclosure:

1. Copy of the minutes of the 2023 Annual General Meeting of Shareholders
2. QR Code manual for downloading the Meeting documents including Form 56-1 One Report
3. Curricula Vitae of the auditors for auditor’s appointment
4. Curricula Vitae of the Directors who are retiring by rotation and will be nominated for election
5. Information and documents required to attend the Meeting (namely Proxy, Registration and Voting)
6. Proxy form B, Definition of Independent Directors and Curricula Vitae of Independent Directors proposed to serve as proxy of shareholders
7. Public Limited Companies Act, B.E. 2535 and Articles of Association of the Company in relation to the Meeting
8. Investors and Shareholders’ Privacy Notice
9. Map of the Meeting venue

**NOTICE IS HEREBY GIVEN** that the Board of Directors (the “Board”) has resolved to convene the 2024 Annual General Meeting of Shareholders on Thursday 4<sup>th</sup> April 2024 at 10:00 am. on the 5<sup>th</sup> Floor Auditorium, Tipco Tower 1, 118/1 Rama 6 Rd., Phayathai Sub-district, Phayathai District, Bangkok 10400.

In the event of any change in venue, date, time, meeting mode (electronically rather than in person), or any relevant information pertaining to the AGM, the Company reserves the right to notify all shareholders through the Stock Exchange of Thailand.

The agendas of the Meeting are as follows:

**Agenda 1 To consider and adopt the minutes of the 2023 Annual General Meeting of the Shareholders held on 5<sup>th</sup> April 2023**

**Preamble:** The minutes of the 2023 Annual General Meeting of Shareholders, held on Wednesday 5<sup>th</sup> April 2023, was submitted to the Stock Exchange of Thailand and Ministry of Commerce within the timeframe prescribed by laws, and publicly posted on the Company’s website (www.tipcoasphalt.com) on 19<sup>th</sup> April 2023 as required by the Stock Exchange of Thailand regulations. Further details are to be found in **Enclosure #1**.

**Board recommendation:** The Meeting should adopt the minutes of the 2023 Annual General Meeting of Shareholders held on Wednesday 5<sup>th</sup> April 2023.

**Votes to pass the resolution:** In compliance with Clause 34(1) of the Company’s Articles of Association, the affirmative majority votes of shareholders who are attending the meeting by proxy or physical presence and casting the votes are required.

**Agenda 2 To acknowledge the Company’s performance for the year 2023**

**Preamble:** In compliance with Clause 35 of the Company’s Articles of Association, the Annual General Meeting of Shareholders shall acknowledge the Board of Directors’ report of operation results of the Company of the preceding year. A summary of the Company’s performance and major changes during the year 2023 are disclosed in Form 56-1 One Report on QR code form as per **Enclosure #2** and available on the Company’s website at www.tipcoasphalt.com.

**Board recommendation:** The Meeting should acknowledge the Company's performance for the year 2023.

Votes to pass the resolution: No voting is required.

### **Agenda 3 To consider and approve the audited Financial Statements ended on 31<sup>st</sup> December 2023**

**Preamble:** In compliance with Section 112 of the Public Limited Companies Act, B. E. 2535 including any amendment thereof, (the "Public Limited Companies Act") and Clause 35 of the Company's Articles of Association, the Company shall prepare the Statements of its Financial Position and Comprehensive Income at the end of the fiscal year, both of which were audited by the auditor of the Company and submit to the shareholders for approval. The Company's external auditor has reviewed and audited the financial statements and expressed an unqualified opinion in the auditor's report.

**Board recommendation:** The Meeting should approve the audited Financial Statements ended on 31<sup>st</sup> December 2023, as duly audited by the EY Office Limited and reviewed by the Audit Committee. The auditor's report is shown in the 2023 Form 56-1 One Report on QR Code as per **Enclosure #2**.

**Votes to pass the resolution:** In compliance with Clause 34(1) of the Company's Articles of Association, the affirmative majority votes of shareholders who are attending the meeting by proxy or physical presence and casting the votes are required.

### **Agenda 4 To consider and approve the investment and divestment plans for financial year 2024**

**Preamble:** In compliance with Clause 34(2)(D) of Company's Articles of Association, the annual investment and divestment plans shall be approved by shareholders. The investment and divestment plan for the year 2024 has been proposed at Baht 1,357.4 million and Baht 177.0 million, respectively.

**Board recommendation:** The Meeting should approve the 2024 investment and divestment plan as follows:

Unit: Mil. THB	2022 AGM	2023 AGM	2024 AGM
<b>Investment</b>			
Land Improvement and construction of new buildings	44.9	238.7	28.8
Machine, computer and software, equipment, furniture and others	335.0	863.0	284.6
Truck and vessel for transportation of asphalt	135.6	1,036.9	1,044.0
<b>Total investment</b>	<b>515.4</b>	<b>2,138.7</b>	<b>1,357.4</b>
<b>Divestment</b>			
Land, vessel, truck	214.5	177.0	177.0

**Votes to pass the resolution:** In compliance with Clause 34(2)(D) of the Company's Article of Association, the affirmative votes of not less than three-fourths of the total number of votes of shareholders attending the meeting by proxy or physical presence and having the right to vote are required.

## Agenda 5 To consider and approve the dividend payment for the year 2023

**Preamble:** In compliance with Clause 41 of the Company's Articles of Association, the Company is required to set aside at least 5 percent of its net profit to statutory reserve after deducting any accumulated deficit brought forward until the reserve reaches 10 percent of the registered capital. The Company's total statutory reserve as of 31<sup>st</sup> December 2023 was Baht 172 million, which exceeds 10 percent of the registered capital. Therefore, the Company has no obligation to set aside any additional statutory reserves.

The Board of Directors' meeting No.2/2024 held on 16<sup>th</sup> February 2024 passed a resolution to propose to the 2024 AGM to distribute the total dividend payment for the 2023 performance to shareholders of total 1,578,361,570 shares at Baht 1.25 per share, totaling Baht 1,972,951,963. Of which, an interim dividend payment totaling Baht 394,590,392, or 1,578,361,570 shares at Baht 0.25 per share, was paid on 7<sup>th</sup> September 2023 to the shareholders. Therefore, the final dividend payment shall be Baht 1.00 per share, totaling Baht 1,578,361,570. The record date of the share register book to determine name of shareholders who have the rights to receive the dividend payment was 1<sup>st</sup> March 2024. The dividend payment, if approved, will be made on 26<sup>th</sup> April 2024.

**Dividend policy:** The Company has the policy of paying dividends of no less than 60% of its consolidated financial statements' net profit for each fiscal year. However, the actual dividend payment depends on the cash flow, investment plan of the Company, terms and conditions of agreements entered by the Company, together with all other conditions of necessity and suitability in the future.

Unit: Million Baht	2021	2022	2023
Consolidated net profit	2,220	2,367	2,306
<b>Dividend per share</b>			
- Interim	0.25	0.25	0.25
- Final	0.80	1.00	1.00
- Total	1.05	1.25	1.25
<b>Total payment</b>	<b>1,657</b>	<b>1,973</b>	<b>1,973</b>
Consolidated payout ratio	75%	83%	86%

**Board recommendation:** The Board of Directors would like to inform that the consolidated payout ratio of the proposed total dividend at Baht 1.25 per share was 86%, which meets the Company's dividend policy. The Meeting should approve the total dividend payment for the 2023 performance to shareholders of total 1,578,361,570 shares at Baht 1.25 per share, totaling Baht 1,972,951,963. After deduction of payment of the interim dividend of Baht 0.25 per share on 7<sup>th</sup> September 2023, the final dividend is Baht 1.00 per share. The closing of the share register book, which records the names of shareholders entitled to receive the dividend payment is scheduled for 1<sup>st</sup> March 2024. The dividend payment will be made on 26<sup>th</sup> April 2024.

The final dividend payment will be paid from the net profit and retained earnings after deduction of income tax at the rate of 20 percent. Therefore, the dividend tax credit will be equivalent to the amount of dividend multiplied by 20/80 in which the individual shareholder would be entitled to use dividend tax credit for tax refund (individual shareholders shall be entitled to dividend tax credit under Section 47 bis of the Revenue Code).

The dividend payment as mentioned above is not final as it is subject to the approval at the 2024 Annual General Meeting.

**Votes to pass the resolution:** In compliance with Clause 34(1) of Company's Articles of Association, the affirmative majority votes of shareholders who are attending the meeting by proxy or physical presence and casting the votes are required.

**Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024**

Preamble: In compliance with Section 120 of the Public Limited Companies Act, B.E. 2535 and Clause 35(5) of Company's Articles of Association, the Annual General Meeting is required to appoint external auditors for the Company, and to approve the annual audit fee.

Since 2005, the Audit Committee has selected EY Office Limited to be the external independent auditor for the Company and its subsidiaries. The individual auditors are changed every 7 years to comply with the requirements of the SEC. As EY Office Limited is a reliable institution with an excellent reputation and has been performing well for 19 consecutive years for the Company, the Board agreed with the Audit Committee's recommendation on the appointment of the following external auditors of the EY Office Limited as auditors of the Company for the year 2023.

- |   |                                  |
|---|----------------------------------|
| 1. Miss Krongkaew Limkittikul<br>(Number of years serving the Company : 6)    | C.P.A. Registration No. 5874, or |
| 2. Mr. Natthawut Santipet<br>(Number of years serving the Company : 0)        | C.P.A. Registration No. 5730, or |
| 3. Mr. Chatchai Kasemsrithanawat<br>(Number of years serving the Company : 0) | C.P.A. Registration No. 5813     |

The Auditors' Curricula Vitae's are provided in **Enclosure #3**.

The auditors mentioned above have qualifications that comply with the guidelines of the Securities and Exchange Commission. In addition, the auditors are not affiliated with the Company, the Company's subsidiaries, management, major shareholders, or any person related to such parties.

The proposed audit fee for the year 2024 remained the same as the year 2023.

	2021	2022	2023	2024
Audit Fee (Baht)	3,050,000	3,050,000	3,200,000	3,200,000
Non-Audit Fee (Baht)	869,000	769,000	450,000	-

Although some of the Company's subsidiaries are audited by other auditors, the Company's Board of Directors is responsible for ensuring that the financial statements of those subsidiaries are completed within the set timeframes.

**Board recommendation:**

- The Meeting should approve the appointment of all the above-mentioned persons from the EY Office Limited as auditors of the Company for the accounting year ended on 31<sup>st</sup> December 2024.
- The Meeting should authorize the EY Office Limited to identify others certified public accountant within the EY Office Limited pool to carry out the work in the absence of the above-named auditors.
- The Meeting should approve the annual audit fee at Baht 3.20 million for the year 2024 and acknowledge the non-audit fees paid for 2023. The proposed audit fee does not include out-of-pocket expenses that may occur in 2024.

**Votes to pass the resolution:** In compliance with Clause 34(1) of the Company's Articles of Association, the affirmative majority votes of shareholders who are attending the meeting by proxy or physical presence and casting the votes are required.

**Agenda 7 To consider and approve the appointment of Directors' candidates to replace those Directors who are retiring by rotation**

**Preamble:** In compliance with Clause 16 of the Company's Articles of Association, one-third of the Directors must retire from office by rotation at each Annual General Meeting of shareholders. The four Directors who will be retiring by rotation in this Meeting are:

- |                           |                      |
|---------------------------|----------------------|
| 1. Mr. Somchit Serththin  | Director             |
| 2. ACM Pongsatorn Buasup  | Director             |
| 3. Mr. Nopporn Thepsithar | Independent Director |
| 4. Mr. Niphon Suthimai    | Independent Director |

Following good Corporate Governance practices, the Company has sent an invitation to shareholders (from 2<sup>nd</sup> October 2023 to 29<sup>th</sup> December 2023) to nominate suitable candidates to replace the retiring (by rotation) directors via the SET's message board and on the Company's website. However, the Company did not receive any nominations from shareholders during the specified period.

**Board recommendation:** Through the recommendation of the N&R committee, the Board of Directors considered that the retiring directors' knowledge and expertise are in accordance with what is stated in the Policy on Director Qualifications and Nomination. In addition, their experiences have contributed to the business on a continuing basis. Finally, the qualification of the retiring independent directors is also complying with the qualifications as specified in the Securities and Exchange Commission's guidelines and the Company's definition of Independent Director.

For a continuing basis, the Meeting should approve the re-election of the 4 retiring directors for another term.

- |                           |                      |
|---------------------------|----------------------|
| 1. Mr. Somchit Sertthin   | Director             |
| 2. ACM Pongsatorn Buasup  | Director             |
| 3. Mr. Nopporn Thepsithar | Independent Director |
| 4. Mr. Niphon Suthimai    | Independent Director |

The Directors' curricula vitae are provided in **Enclosure #4**.

**Votes to pass the resolution:** In compliance with Clause 15 of the Company's Articles of Association which sets out the rules and procedures for electing directors as follows:

1. The meeting of the shareholders shall elect one director position at a time.
2. In electing each director position, each shareholder shall have the number of vote equal to the number of shares held by them, i.e., one share shall be entitled to one vote.
3. In electing each director position, the person receiving the most votes which is not less than three fourths of the total number of votes of shareholders attending the meeting and having the right to vote shall be elected as a director.

**Agenda 8 To consider and approve the remuneration for all members of the Board of Directors and its sub-committees for 2024**

**Preamble:** In compliance with Section 90 of the Public Limited Companies Act, B.E. 2535, the director's remuneration shall be approved by shareholders.

The Nomination and Remuneration (N&R) committee and the Board of Directors are ensuring the remuneration of the Board of Directors and sub-committees is competitive and appropriate. In determining appropriate remuneration, the N&R committee and the Board of Directors considered the scope of responsibilities of each director and the Company's long-term strategies and targets, to ensure that remuneration is comparable with the average for similar listed companies in the relevant industries. The final remuneration is proposed to the Board of Directors and shareholders for approval.

The Board of Directors has considered the 2022 market survey of Directors remuneration (conducted every 2 years) of listed companies by the Institute of Directors. The survey clearly showed that the remuneration of the Company's Board of Directors and its sub-committees were comparable with others in the Property and Construction and Resource industry. Therefore, the Board of Directors proposed the total remuneration for 2024, both fixed and variable, remuneration of directors at the maximum of 16,880,000 Baht. The details of the remuneration are as follows:

1. Fixed annual remuneration (remuneration per member remain unchanged)

	Per member (Baht)	
	2023	2024
Chairman of the Board	600,000	600,000
Independent Director/Executive Director/Director	400,000	400,000
Chairman of the Audit committee	500,000	500,000
Audit committee member	400,000	400,000
Nomination and Remuneration committee member	60,000	60,000
Chairman of the Sustainable Development & Corporate Governance committee	100,000	100,000
Sustainable Development & Corporate Governance committee member	80,000	80,000

2. Variable remuneration

3. Other remuneration: No other remuneration (same as year 2023)

**Board recommendation:**

- The Meeting should approve the total 2024 remuneration including variable remuneration of the Company at the maximum of Baht 16,880,000 million for all the Directors and members of the sub-committees.
- The Meeting should authorize the Board of Directors to consider and allocate remuneration as appropriate, which shall be subject to the Company's performance, and duties and responsibilities of each director.

**Votes to pass the resolution:** In compliance with Section 90 of the Public Limited Companies Act, B.E. 2535, the affirmative votes of not less than two-third of the total number of votes of shareholders who are attending the meeting by proxy or physical presence and entitled to vote are required. Directors who are also shareholders are not eligible to vote on this agenda.

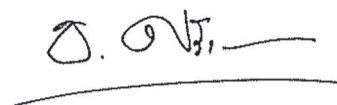
**Agenda 9 Other matters, if any;**

The Company has set the Record Date for Friday 1<sup>st</sup> March 2024 to determine the shareholders who have the right to attend the 2024 Annual General Meeting and to receive the dividend.

It must be noted that payment of the final dividend is not final as it requires approval from the shareholders attending the 2024 Annual General Meeting of shareholders.

Therefore, please kindly attend the Meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to attend and vote on their behalf at this Meeting must complete the attached Proxy form or download it from <https://www.tipcoasphalt.com/investor-relations/shareholder-information/shareholder-meeting/?lang=en> and submit it to the Company Secretary.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Chaiwat Srivalwat', with a horizontal line underneath.

By Order of the Board of Directors  
**Mr. Chaiwat Srivalwat**  
Chief Executive Officer