



บริษัท ซัสโก้ จำกัด (มหาชน)
139 ถนนราชบุรีอุรุรุณ: แขวงบางปะกอก
เขตราชบุรีอุรุรุณ: กรุงเทพฯ 10140
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TRANSLATION

Sor. Kor. Kor. 168/2561

February 22, 2018

Subject : Payment of Dividends and the 2018 Annual General Meeting (**Revised**)

To : The President
The Stock Exchange of Thailand

We are pleased to inform you that on February 22, 2018, our Board of Directors held a meeting at the Company's Conference Room and had the resolutions which are required to be reported to you as follows:

1. To propose to the Annual General Meeting to approve the final dividends payment for the year 2017 at Baht 0.09 per share for the 1,100,000,001 paid-up shares, amounting to Baht 99,000,000.09.

The Board of Directors has set the record date on March 9, 2018 for entitlements to receive the dividends and to attend the Annual General Meeting. The dividends will be paid on May 8, 2018.

However, the dividends payable is still uncertain because it must have a prior approval by the 2018 Annual General Meeting.

On September 29, 2017, the Company paid the interim dividends of Baht 0.02 per share, should the coming Annual General Meeting resolve that the final dividends at Baht 0.09 per share be paid, the total 2017 dividends payable would be at Baht 0.11 per share.

2. To hold the 2018 Annual General Meeting on Thursday, April 19, 2018 at 09.30 a.m., at the Meeting Room, on the 5th Floor of the Five-storey Building, SUSCO Public Company Limited, located at 139 Ratburana Road, Bangpakok, Ratburana, Bangkok. The agenda for the Meeting will be as follows:
Agenda 1 To adopt the 2017 Minutes of the Annual General Meeting, held on Tuesday, April 25, 2017.
Agenda 2 To acknowledge the 2017 annual operating results of the Company.
Agenda 3 To approve the Company's financial statements ended December 31, 2017.
Agenda 4 To approve the appropriation of profits.

It has been a policy that the Company shall pay dividends at a rate of not less than 50% of the net profit after corporate income tax, except when there is a need for capital for business expansion.

In 2017, the Company had a net profit from the operations of Baht 265.683 million and the retained earnings brought forward from 2016 was Baht 454.149 million, making a total profit of Baht 719.832 million. Accordingly, the Board of Directors resolved that the Meeting should approve to appropriate the said profit as follows:

Unit : Baht 1,000

Item	2017
(1) As of January 1, the retained earnings brought forward	454,149
(2) <u>Plus</u> : net profit	265,683
(3) Total profits derived from Nos. (1) and (2)	719,832
(4) <u>Less</u> : Legal reserve	(13,284)
(5) <u>Less</u> : Dividends for the 2016 year end, paid in May 2017, at Baht 0.06 per share	(66,000)
(6) <u>Less</u> : Interim dividends for the first half of 2017, paid in September 2017, at Baht 0.02 per share <u>Less</u> : If the coming 2017 year end dividends at Baht 0.09 per share (which will be paid on May 8, 2018) are approved	(22,000) (99,000)
(7) Retained earnings carried forward	<u>519,548</u>

Altogether, the dividends payable for the whole year of 2017 will be Baht 0.11 per share, totalling Baht 121,000,000.11, or equivalent to 45.54% of the net profit for the year 2017, because the Company needs to retain capital for business expansion.

(The dividends paid in the year 2016 were Baht 0.11 per share.)

Agenda 5 To elect directors to replace those whose terms expire.

In the 2018 Annual General Meeting, the directors whose terms expire will be as follows:

- (1) Mr. Mongkol Simaraj Chairman
- (2) Mr. Pimuk Simaraj Chairman, Board of Executive Directors
- (3) Mr. Yothin Ari Independent Director and Audit Committee
Member
- (4) Mr. Phongsathon Chatnarat Executive Director

Mr. Yothin Ari has expressed his intention not to be nominated for the re-election as a Director in this Annual General Meeting.

The Remuneration and Nomination Subcommittee and the Board of Directors had considered persons who would be elected as the Company's Directors, according to their qualifications, knowledge, capacity and experience, as well as to enhance the continuation of the administration and management of the Company. It was recommended that the Meeting should consider these three directors: 1) Mr. Mongkol Simaroj 2) Mr. Pimuk Simaroj and 3) Mr. Phongsathon Chatnarat, be re-elected for another term, and not nominate a new independent director to replace Mr. Yothin Aree. However, the number of independent directors will still be at least one-third of the total number of directors which comply with the guidelines of the Securities and Exchange Commission.

If the Meeting is agreeable with the aforementioned opinion, the Company's Board of Directors will consist of the following persons:

- (1) Mr. Mongkol Simaroj
- (2) Mr. Pimuk Simaroj
- (3) Mrs. Phuangphet Thaweechaiwat
- (4) Mr. Prakit Pradipasen
- (5) Khunying Serm Sri Bunnag
- (6) Mr. Sithiphan Sriphen
- (7) Mr. Narong Chulajata
- (8) Mr. Noppadol Attavavutichai
- (9) Mr. Chairit Simaroj
- (10) Mr. Phongsathon Chatnarat
- (11) Mr. Marvee Simaroj

Agenda 6 To approve the 2018 remuneration of Directors and Audit Committee Members. The Remuneration and Nomination Subcommittee proposed and the Board of Directors agreed that the 2018 remuneration of Directors and Audit Committee Members be paid on a monthly lump sum basis, at the same rates paid in 2017, which are :

Remuneration of Directors	2018 (proposed year)	2017
(1) Chairman	Baht 30,000	Baht 30,000
(2) Other Directors	Baht 20,000 each	Baht 20,000 each
(3) Audit Committee Chairperson*	Baht 15,000	Baht 15,000
(4) Other Audit Committee Members*	Baht 10,000 each	Baht 10,000 each
(5) Bonus and other benefits	None	None

* In addition to the remuneration of the Directors stated in number (2)

For the other subcommittees, no remuneration has been set.

Agenda 7 To appoint the auditors and determine their remuneration for the year 2018.

The Audit Committee and the Board of Directors have duly considered and would like to propose that the Meeting should appoint auditors from Dharmniti Auditing Co., Ltd. as the auditors of the Company for the year 2018, as follows:

- 1) Mr. Thanawut Piboonsawat, Certified Public Accountant, Registration No. 6699, or
- 2) Miss Potjanarat Siripipat, Certified Public Accountant, Registration No. 9012, or
- 3) Mr. Peradate Pongsathiansak, Certified Public Accountant, Registration No. 4752

The Meeting should fix the 2018 auditors' remuneration payable by the Company at Baht 1,430,000, a decrease of Baht 280,000 or 16.37% from that of 2017.

Neither of the said persons nor Dharmniti Auditing Co., Ltd. has any relationship and/or interests in the Company, its subsidiaries, the management, the major shareholders or their related persons.

The aforementioned persons have also been appointed as auditors of the seven subsidiaries for the year 2018.

Agenda 8 To consider and approve the amendments to the Company's Articles of Association Article 30 (Regarding agenda for Annual General Meeting)

The Board of directors has considered and proposed the meeting to consider and approve the amendments of the Company's Articles of Association Article 30 to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which was amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560

Agenda 9 Other business (if any).

Please be informed accordingly.

Sincerely yours,

(Chairit Simaraj)

Managing Director

Company Secretary Office

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