

TPAC 2016/04/004

- Translation -

21 April 2016

The President

The Stock Exchange of Thailand

Subject: Resolution of the Annual General Meeting of Shareholders No. 1/2016 (edit)

Thai Plaspac Public Company Limited (the "Company") would like to inform resolutions of the Annual General Meeting of Shareholders No. 1/2016 held at 3 pm on Thursday, 21 April 2016 at The Boardroom 2, Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey, Bangkok 10110, Thailand. There were 44 shareholders who attended the meeting in person or by proxy holding in total 171,284,910 shares, representing around 82.05 % of the total issued shares of the Company as on the record date Tuesday, 15 March 2016 and the share registration book closing date for gathering of shareholders name under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) on Wednesday, 16 March 2016. The details of the resolutions are stated below;

Agenda 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders in 2015 dated 27 April 2015

The resolution was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

Approve:	137,558,406	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 2 To acknowledge the Company's operational results for the year 2015

The meeting duly acknowledged as proposed the Company's operational results for the year 2015 which are stated in the Company's annual report for year 2015

Agenda 3 To consider and approve the Company's Statement of Financial Position and the Statement of Income for the year ended December 31, 2015

The resolution was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

Approve:	137,558,406	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 4 To consider and approve dividend payment for year 2015 from the Company's operating results

Approved the allocation of profit for the legal reserve and dividend payment for year 2015 as below;

Pay cash dividend in the amount of Baht 0.25 per share and the Company has set the record date for specifying the list of shareholders who have right to receive dividend shall be on 9 May 2016 and the share registration book closing date for gathering of shareholders name under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) shall be on 10 May 2016. The Company shall pay the dividend on 19 May 2016.

The resolution was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

Approve:	137,558,406	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 5 To consider and approve the re-appointment of director's who retire by rotation

Approved the election of the directors to succeed the directors completing their term for the year 2016, by re-electing the three directors retiring upon their term in 2016;

- Mr. Kevin Qumar Sharma Chairman of the Board and Chief Executive Officer
- Mr. Theerawit Busayapoka Managing Director
- Mr. Anil Kumar Kohli Executive Director

The resolution for each director candidate was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

- Mr. Kevin Qumar Sharma, Director

Approve:	171,160,508	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

- Mr. Theerawit Busayapoka, Director.

Approve:	171,160,508	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

3. Mr. Anil Kumar Kohli, Director

Approve:	171,160,508	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 6 To consider and approve the remuneration of Directors for the Year 2016

Approved fixing the director's total remuneration for the year 2016 Baht

2,180,000 (actual paid in year 2015 Baht 2,180,000) and details are as follows;

The remuneration to the members of the Board of Directors to not exceed Baht 1,820,000 and the approved amount dividend by four and paid each quarter.

The remuneration to members of the Audit Committee to not exceed Baht 360,000 and the approved amount dividend by four and paid each quarter.

The resolution was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

Approve:	171,160,508	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 7 To consider and appoint the auditors and fix the audit fee for the year 2016

Approved the appointment of auditors for the year 2016 and fixing the audit fee as follows;

Miss. Pimjai Manithajonkit, CPA registration no. 4521

Mr. Sophon Permsirivallop, CPA registration no. 3182

Mr. Chayapol Supasetanond, CPA registration no. 3972

Miss Rungnapa Lertsuwanakul, CPA registration no. 3516,

of EY Office Limited to be appointed as the Company's auditor for the year 2016 and any one of the approved auditors be authorized to conduct the audit and express their opinion on the financial statements of the Company for the year 2016. In case where the appointed auditor(s) is incapable of performing their duties, EY Office Limited shall procure another Certified Public Accountant from EY Office Limited to perform the duties.

The meeting also approved to fix the audit fees to not exceed Baht 900,000 for the year 2016 which is an increase of Baht 200,000 over audit fees of year 2015 of Baht 700,000. The increase in audit fees is considered on the basis of increased activity in the Company.

The resolution was passed by a majority of votes of shareholders and proxy holders who attended the meeting and cast their votes. The details of shareholders vote are as follows;

Approve:	171,220,808	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 8 To consider and approve amendment of Article no. 6 of the Articles of Association of the Company to adjust the minimum Thai shareholding proportion from 70% to 51%

Approved the amendment of Article no. 6 of the Company's Articles of Association

Current Articles of Association;

"The shareholders must be Thai nationals for not less than 70% of total issued and paid-up share capital"

Proposed for Amendment to Articles of Association;

"The shareholders must be Thai Nationals for not less than 51% of total issued and paid-up share capital"

As well as authorized the Board of Directors or any person designated by the Board of Directors or by authorized directors, to undertake any acts necessary for the amendment to the Articles of Association of the Company.

The resolution was passed by not less than three-fourths of the total number of votes of the shareholders and proxy holders who attended the meeting and cast their vote. The details of shareholders vote are as follows;

Approve:	171,220,808	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 9 To consider and approve amendment of Article no. 11 of the Articles of Association of the Company to adjust the maximum foreign shareholding proportion from 30% to 49%

Approved the amendment of Article no. 11 of the Company's Articles of Association

Current Articles of Association;

"Share transfer can be made without any restrictions, except share transfer to Non-Thai Nationals or Foreigners resulting in shareholding of more than 30% of total issued and paid-up share capital"

Proposed for Amendment to Articles of Association;

"Share transfer can be made without any restrictions, except shares transfer to Non-Thai Nationals or Foreigners resulting in shareholding of more than 49% of total issued and paid-up share capital"

As well as authorized the Board of Directors or any person designated by the Board of Directors or by authorized directors, to undertake any acts necessary for the amendment to the Articles of Association of the Company.

The resolution was passed by not less than three-fourths of the total number of votes of the shareholders and proxy holders who attended the meeting and cast their vote. The details of shareholders vote are as follows;

Approve:	171,220,808	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Agenda 10 To consider and approve amendment of Article no. 10 of the Articles of Association of the Company to adjust the Share Repurchase to be in line with the SET regulations

Approved the amendment of Article no. 10 of the Company's Articles of Association

Current Articles of Association;

"The Company shall not own its shares or take them in pledge, except for the following;

- The Company may repurchase its own shares from shareholders disapproving with majority votes regarding amendment of voting right and dividend policy
- The Company may repurchase its own shares for financial management when it has excess retained earnings and high liquidity. And, the share repurchase shall not cause financial difficulties.

The company shall resell the shares repurchased within the time period under ministerial regulation. If the company cannot resell 100% of shares repurchased within the time period, the company must reduce the issued and paid up share capital by the same amount. The company is not entitled to any voting right and right to receive dividend from the shares repurchased."

Proposed for Amendment to Articles of Association;

"The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from the shareholders who vote against a resolution of the shareholders meeting for making an amendment to the Articles of Association regarding the rights of voting and the rights to receive a dividend, as those shareholders who vote against such resolution think it is not fair to them.
- (2) The Company may repurchase its shares for the purpose of financial management in the case that the Company has an accumulated profit and excess liquidity and such repurchase will not cause financial trouble to the Company.

The shares being held by the Company due to repurchase will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.

The repurchase of shares, the disposal of the repurchased shares and the cancellation of the repurchased shares shall be made in accordance with the rules and procedures set out in the laws on public limited companies and the laws on securities and exchange.

When the shares of the Company have been registered on the Stock Exchange of Thailand, a repurchase of shares shall be approved by the shareholders meeting, except that a repurchase of shares in an amount of not more than ten (10) percent of the paid-up capital shall be approved by the Board of Directors."

As well as authorized the Board of Directors or any person designated by the Board of Directors or by authorized directors, to undertake any acts necessary for the amendment to the Articles of Association of the Company.

The resolution was passed by not less than three-fourths of the total number of votes of the shareholders and proxy holders who attended the meeting and cast their vote. The details of shareholders vote are as follows;

Approve:	171,220,808	votes or	100%
Disapprove:	0	votes or	0%
Abstain:	0	votes	

Please be informed accordingly.



The image shows a handwritten signature in black ink over a red circular stamp. The stamp contains the Thai text "บริษัท พลาสติก และทึบห่อไทย จำกัด (มหาชน)" and the English text "THAI PLASPAC PUBLIC COMPANY LIMITED".

(Mr. Kevin Kumar Sharma)

Chairman of the Board and CEO