

TPAC 01/2014

March 28, 2014

Subject : Invitation to the Annual General Meeting of Shareholder for No.1/2014  
To : Shareholders

- Attachment:
1. Copy of the Minutes of the Annual General Shareholders' meeting No.1/2013 (Annex 1)
  2. The Annual Report of 2013 and Summary of the Financial Statement (Annex 2)
  3. Dividend Policy and Dividend Payment Data (Annex 3)
  4. Name and biography of the Directors to be reelected as Directors (Annex 4)
  5. Directors Fee for 2014 (Annex 5)
  6. Appointment of Auditor and audit's Fee for 2014 (Annex 6)
  7. Thai Plaspac Plc. Article of Association concerning the shareholders' meeting (Annex 7)
  8. Proxy Form (Annex 8)
  9. Meeting room Map (Annex 9)

The Board of Directors' Meeting dated February 24, 2014, Thai Plaspac Public Company Limited, has the resolution to hold the AGM. No.1/2014 on Friday, April 18, 2014 at 02.00 p.m. registration starts on 01.00 p.m. at the conference room No.25<sup>th</sup> floor of Modernform Building, 699 Sri Nakarindra roads, Suanluang, Bangkok. The agendas for the AGM. are as following.

Agenda 1 President of the Boards inform to the Meeting.

Agenda 2 To consider the Minutes of the Annual General Shareholders' Meeting No.1/2013 (Annex 1)

Objective and Reason : The Annual General Shareholders' Meeting No.1/2013 was held on April 23, 2013 and the minutes of the meeting was completed within 14 days and submitted to the Stock Exchange of Thailand according to the schedule and posted on TPAC Website.

Board of Directors'Opinion: Agreed to present the minutes of the Annual General Shareholders' Meeting No.1/2013 on April 23, 2013 which was correctly record and submit this report to shareholders for approval of the minutes and also post this report on TPAC Website.

Agenda 3 To acknowledge the company's Performance for the year of 2013 and the company's Annual Report of 2013. (Annex 2)

Objective and Reason : The Company's operating performance for the year 2013, shown in the Annual Report of 2013 as Annex No. 2

Board of Directors' Opinion: acknowledged to the company's operating performance for the year 2013 and the Annual report of 2013 and presenting to the Annual General Meeting No.1/2014.

Agenda 4 To consider and approve the Company's Statements of Financial Position and the statement of comprehensive income as of December 31, 2013 which are audited by the authorized company's auditor.

Objective and Reason : The Statements of Financial Position and the statement of comprehensive income as of December 31, 2013 which are audited by the authorized company's auditor are shown in the Financial Statement section of Annual report of 2013 (Annex 2)

Board of Directors' Opinion: considered to present to the Annual General Meeting No.1/2014 for approval the Statement of Financial Position and the statement of comprehensive income year 2013 which are audited by the authorized company's auditor dated February 24, 2014 and have already review by the Audit Committee.

Agenda 5 To consider and approve the Appropriated Profit and annual dividend payment from the operation year 2013 (Annex 3)

Objective and Reason : The Net Profit for the year 2013 was 123.07 Millions Baht and thus the total appropriated profit was 344.78 Million Baht and has enough liquidity working capital. The company's policy is to provide the Dividend payment from not less than 50% of the net profit as the passed 3 years dividend payment (Annex 3). The Company's Board of Directors of No.1/2014 dated February 24, 2014 has resolution to pay dividend at 0.32 Baht (Thirty two Stang) per share or 52.05 % of the earning per share value.

Board of Directors' Opinion: considered to present the AGM No.1/2014 to approve the dividend payment from the operating year 2013 at 0.32 Baht (Thirty two Stang) per share. The dividend payment is due on Friday, May 16, 2014, The Record Date is due on Tuesday, May 6, 2014 and The Book Closing Date is due on Wednesday, May 7, 2014.

Agenda 6 To consider and elect the Directors in replacement those who completed the term by Company article. (Annex 4)

Objective and Reason : According to the Company's Article Division No. 4 Section No.18, one-third of the directors must retire from the Board of Directors. If the Directors amount cannot divisibility in number they allow to be the nearest amount to one-third ratio.

The Two directors those completed the term by Company Article are the knowledgeable and competent persons who contributed for the company's success. The Biography of the Directors those completed the term and proposed to re-appoint as the Directors for another term are attached as annex 4.

Board of Directors' Opinion : The Board of Directors meeting No.1/2014 has resolved to consider electing in replacing those 2 directors who completed the term and re-appoint them to continue another term. As follow

1. Mr. Jajjai Dhamarungruang Director
2. Mr. Surachai Independent Independent Director and Chairman of Audit Committee Board

Agenda 7 To consider the Directors' remuneration for the year 2014 (Details as shown in annex 5)

Objective and Reason : The Annual General Shareholders' Meeting No. 1/2013 has resolved for the Directors' remuneration for the year 2013 to the president of the Board of Directors for 60,000 Baht per quarter, the other Directors for 45,000 Baht per quarter and Traveling expense for Audit Committees each for 30,000 Baht per quarter.

Board of Directors' Opinion : The Board of Directors meeting No 1/2014 has considered to maintain the remuneration for the year 2014 in the same rate as the year 2013 as to the president of the Board of Directors for 60,000 Baht per quarter, the other Directors for 45,000 Baht per quarter and Traveling Expense for Audit Committees each for 30,000 Baht per quarter in compliance with the similar industry.

Agenda 8 To consider and appoint the auditor and to determinate the audit fee for the year 2014 (annex 6)

Objective and Reason : The SAM NAK-NGAN Ernst and Young Co., Ltd. who has certified and audited the company's Financial Statement, has made the quotation of audit fee for the year 2014 at the same rate as the former year for 650,000 Baht per annum by which consists of reviewing charged for 60,000 Baht per quarter and 470,000 Baht for year end auditing.

The Audit Committee has already compared the audit fee with another similar level audit company and has evaluated performance of auditor.

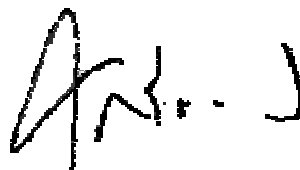
Board of Directors'Opinion: Considered and appointed The SAM NAK-NGAN Ernst and Young Co., Ltd. by Miss Pimjai Manitkajohnkit(C.P.A.4521) or Mr. Sophon PermsiriWallop(C.P.A.3182) or Mr. Chayapol Suppethanon(C.P.A.3972) to audit and certify the Company's Financial Statement for the year 2014 with the audit fee for the year 2014 of 650,000 Baht, the same rate as the former year, according to the resolution of Audit Committee's No.1/2014 meeting dated February 2, 2014.

Agenda 9 Other business. (If any)

The Company has fixed the Record Date for the right of joining the Annual General Shareholders' Meeting No.1/2014 on March 13, 2014 and the Closing Date of shareholders registration book for the right of joining the Annual General Shareholders' Meeting No.1/2014 on March 14, 2014 .

All shareholders are cordially invite to attend the Annual General Shareholders' Meeting No.1/2014 at the time, date and place as mentioned above. The Shareholders who cannot attend the meeting by themselves, please appoint the other person to be your proxy to present and vote for you on the Proxy form (Annex No.8) submitting to the company before the meeting time.

Your sincerely,  
For Thai Plaspac Public Company Limited



(Mr. Yothin Nerngchamnong)  
The President of Executive Board

