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**NOTICE OF**  
**2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**THAI PLASPAC PUBLIC COMPANY LIMITED**

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25 March 2019

Re: Invitation to the 2018 Annual General Meeting of Shareholders  
To: Shareholders of Thai Plaspac Public Company Limited

The Board of Directors would like to invite you to attend the 2019 Annual General Meeting of Shareholders (hereinafter referred to as "AGM") on Wednesday, 24 April 2019, at 3.00 – 5.00 P.M. Registration starts at 1.00 P.M., at Paploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330 Thailand.

Prior to the Meeting, the Company invited all shareholders to propose items for the Meeting agenda and/or qualified candidates for a directorship. Despite the invitation, neither agenda items nor candidates were proposed by the shareholders. The Company, therefore, has set the Meeting agenda as follows:

**Agenda 1 Matters to be informed to the Shareholders by the Chairman**

**Agenda 2 To approve the Minutes of the Annual General Meeting of Shareholders No.1/2018 held on 24 April 2018 (Enclosure 2)**

Facts and reasons: The Annual General Meeting of Shareholders No.1/2018 was held on 24 April 2018. The Company has filed the minutes of the said meeting with the Stock Exchange of Thailand and the Ministry of Commerce within 14 days according to the law requirement and already published them on the Company's website. A copy of the minutes thereof is per the Enclosure 2 enclosed herewith.

Opinion of the Board of Directors: The Board of Directors, having considered that the minutes are correct and complete, deems appropriate to approve the Minutes of the Annual General Meeting of Shareholders No.1/2018 was held on 24 April 2018 by shareholders, per details in the Enclosure 2 enclosed herewith

Votes required for resolution: The resolution for this agenda item requires a **simple majority vote** of the shareholders attending the meeting and casting their votes.

**Agenda 3 To certify the result of the Company's operation for the year 2018 and to approve the 2018 audited financial statements ended on 31 December 2018 (Enclosure 3)**

Facts and reasons: The Shareholders are requested to certify the result of the Company's operation for the year 2018 and to approve the 2018 audited financial statements ended on 31 December 2018 (Enclosure 3) which has been audited by the external auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. The Summary of the 2018 audited financial statements ended on 31 December 2018 is as follows

**The statements of financial position and income statements**

Items	Consolidated		Separate	
	2018	2017	2018	2017
Total Assets (THB M)	4,185.22	1,273.38	2,786.83	1,273.38
Total Liabilities (THB M)	3,112.62	208.83	1,673.74	208.83
Total Shareholders' Equity (THB M)	1,072.60	1,064.55	1,113.10	1,064.55
Total Paid-up Capital (THB M)	253.82	253.82	253.82	253.82
Total Revenue (THB M)	2,584.70	1,597.33	1,623.80	1,597.33
Net Profits (THB M)	22.67	107.41	55.47	107.41
Earnings per Share (THB/ Share)	0.12	0.42	0.12	0.42

Opinion of the Board of Directors: The Board recommends shareholders to certify the result of the Company's operation for the year 2018 and to approve the 2018 audited financial statements ended on 31 December 2018 which has been audited by the external auditor, reviewed by the Audit Committee and endorsed by the Board of Directors.

Votes required for resolution: The resolution for this agenda item requires a **simple majority vote** of the shareholders attending the meeting and casting their votes.

**Agenda 4 To approve the appropriation of profit from the operation result of 2018 and no dividend payment**

Facts and reasons: The Company establishes dividend payment policy of not less than 30 percent of net profit after corporate income tax and appropriation to legal reserve. However, the Board of Directors may consider adjusting the dividend payment depending on liquidity requirement, cash flow requirement for expansion and investment and other requirement in the future.

Opinion of the Board of Directors: The Board recommend the shareholders to approve no appropriation of profit from the operation result of 2018 regarding with the Company has set aside full amount of legal reserve of Baht 25.50 million. No requirement to set up any additional legal reserve and make no dividend payment for the 2018 to reserve the cash flow for internal operation and future expansion.

Votes required for resolution: The resolution for this agenda item requires a **simple majority vote** of the shareholders attending the meeting and casting their votes.

**Agenda 5 To elect the directors in replacement of those who are due to retire by rotation. (Enclosure 4)**

Facts and reasons: As required by Section 18 of the Company's articles of association, at each Annual General Meeting of Shareholders, one-third of total number of directors must retire by rotation but are eligible for re-

appointment. The Shareholders, therefore, is required to consider the appointment of directors to fill vacancies. The directors with number closest to one-third of the Board of Directors must retire by rotation in 2018 at the Annual General Meeting of Shareholders. The three directors who are retiring this year are as follows:

<b>Name</b>	<b>Position</b>
1) Mr. Kevin Kumar Sharma	Chairman of the Board of Directors
2) Mr. Theerawit Busayapoka	Director
3) Mrs. Aradhana Lohia Sharma	Director

Opinion of the Board of Directors: We recommend to propose the shareholders at the 2019 AGM to approve the re-appointment of 3 retired directors to be the Company's directors for another term, i.e. (1) Mr. Kevin Kumar Sharma (2) Mr. Theerawit Busayapoka and (3) Mrs. Aradhana Lohia Sharma.

The Nomination and Remuneration Committee had considered the benefits for the Company's business and in light of ability, qualifications, experience and expertise according to the composition of the Company's Board. The candidate in (3) will also be the independent directors since his qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition of 'independent Director'. The directors who have conflict of interest did not cast their vote in this agenda item.

Votes required for resolution: The resolution for this agenda item requires a **simple majority vote** of the shareholders attending the meeting and casting their votes. **The voting method for this Agenda will be made on a person by person basis.** The candidate in (3) cannot be appointed as a proxy to vote at this Agenda.

## **Agenda 6**

### **To approve the remuneration of the Company's Board of Directors for the year 2019.**

Facts and reasons: According to Section 90 of the Public Companies Act B.E. 2535 (A.D. 1992), no company shall pay money or give any property to any director unless it is a payment of remuneration under the articles of association of the company. If it is not so stipulated in the articles of association of the company, the payment of remuneration under the first paragraph shall be in accordance with the resolution of the shareholder meeting supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Opinion of the Board of Directors: The Nomination and Remuneration Committee Has considered the remuneration of directors in accordance with the duties and responsibilities of each director. The compensation will be at an appropriate level comparable to those listed companies on the Stock Exchange of Thailand which are in the same industry. Therefore, it is deemed appropriate to set the remuneration for the Board of Directors for the year 2019 within the amount of not more than 3,389,995 baht, equivalent to the year 2018.

- (1) The remuneration of the Board of Directors shall be paid on a quarterly basis, as follows:
  - (a) The Chairman of the Board of Directors shall be quarterly paid in the amount of Baht 80,000; and
  - (b) Any director of the Board of Directors shall be quarterly paid in the amount of Baht 65,000.

The remuneration of the Board of Directors is determined for 6 meetings per year. In the case that the Company may hold the additional meeting of the Board of Directors, the Company will pay the meeting allowance to the independent directors in the amount of Baht 43,333 per person per attendance for not exceeding 5 additional meetings per year.

- (2) The remuneration of the Audit Committee shall be paid on a quarterly basis in the amount of Baht 30,000. The Audit Committee has 3 persons.
- (3) The remuneration of the Nomination and Remuneration Committee shall be detailed as follows:
  - (a) The Chairman of the Nomination and Remuneration Committee shall be paid in the amount of Baht 40,000 per person per attendance; and
  - (b) Any member of the Nomination and Remuneration Committee (for the independent director only) shall be paid in the amount of Baht 40,000 per person per attendance. The Nomination and Remuneration Committee has 5 persons and 3 of 5 are Independent Directors.
- (4) The Corporate Governance Committee and the Risk Management Committee shall not be entitled to receive any remuneration. In this regard, the Company will pay for the remuneration of the directors for year 2018 in the total amount of not exceeding Baht 3,389,995.
- (5) The Board of Directors are not entitled to any other remuneration other than those mentioned above.

Votes required for resolution: The resolution for this agenda item requires a vote **of not less than two-thirds** of the shareholders attending the meeting and casting their votes.

#### **Agenda 7**

#### **To appoint the Auditor and consider the Auditor's fees for year 2019 (Enclosure 5)**

Facts and reasons: According to Section 48 of the Company's articles of association, the auditor shall neither be a director, employee, subordinate nor a person with any position in the Company.

Opinion of the Board of Directors: The Board of Directors recommends the shareholders to appoint the auditors from EY Company Limited for the year 2019 as follows:

- 1) Miss Rungnapa Lertsuwankul, CPA License No. 3516, or
- 2) Miss. Pimjai Manitkajohnkit, CPA License No. 4521, or
- 3) Mr. Chayapol Suppasetanon, CPA License No.3972, or
- 4) Miss. Orawan Techawatanasirikul, CPA License No.4807

The proposed auditing fees for the fiscal year 2019 is a total amount not exceeding Baht 2,790,000 Baht as proposed by the Audit Committee. The fees for the auditors cover the following:

<b>Auditor's fees (THB)</b>	<b>2018</b>	<b>2019</b>
Annual Consolidated Financial Statements	1,200,000	1,545,000
Interim Consolidated Financial Statements	1,000,000	1,245,000
<b>Total</b>	<b>2,200,000</b>	<b>2,790,000</b>
Change (%)		27%

Votes required for resolution: The resolution for this agenda item requires a **simple majority** vote of the shareholders attending the meeting and casting their votes.

#### **Agenda 8**

##### **To consider an approve the amendment to the Company's Objective (Enclosure 6)**

Facts and reasons: The Company wishes to amend the Company's objectives to cover operation of International Headquarters as approved by the Revenue Department, resulting in the total number of objectives being increased from 30 objectives to 31 objectives. The Company therefore proposes that the 2019 Annual General Meeting of Shareholders consider and approve the amendment to the Company's Articles of Association, where the details are set out in **Enclosure 6**.

In this regard, it is proposed to delegate the power to the person(s) authorized by the Board of Directors to register the amendment to the Company's objectives with the Revenue Department to amend or add wordings in accordance with the Registrar's instruction.

Opinion of the Board of Directors: The Board of Directors resolved to propose that the 2019 Annual General Meeting of Shareholders consider and approve to amend the Company's objectives to cover operation of International Headquarters as approved by the Revenue Department, resulting in the total number of objectives being increased from 30 objectives to 31 objectives, as detailed above.

Votes required for resolution: The resolution for this agenda item requires a vote of **not less than three-fourth** of the shareholders attending the meeting and casting their votes.

#### **Agenda 9**

##### **Other matters (if any)**

Therefore, the Company would like to invite shareholders of the Company to attend the 2019 Annual General Meeting of Shareholders on such date, at such time and place as mentioned above. In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, please use either Proxy Form A or Proxy Form B. In the case where any foreign shareholder appoints a custodian in Thailand to be a share depository and keeper, please use Proxy Form C which are attached as **Enclosure 10** or can be downloaded at [www.thaiplaspac.com](http://www.thaiplaspac.com), under the icon Investors. In order to facilitate the verification of the said documents, please submit a proxy together with supporting documents to the Company by **19 April 2019**.

It is recommended that the shareholders present Form of Registration (**Enclosure 1**) having the shareholder's name and bar code, together with necessary documents to be presented at the meeting.

The Company prepared the 2018 Annual Report in the form of QR-Code enclosed herewith (**Enclosure 3**). Any shareholder who wishes to receive the said report in printed form may fill in the Annual Report Requisition Form in **Enclosure 11**.

Should any Shareholder have any query on any Agenda, please do not hesitate to send your questions in advance to Mr. Worapong Woottipruk, the Company Secretary, Thai Plaspac Public Company Limited, No.

77 Soi Thian Thalee 30, Bang Khun Thian-Chay Thalee Road, Tha Kham, Bang Khun Thian, Bangkok 10150, Thailand, Fax No. +66 (0) 28974694, or at email address: secretary@thaipaspac.com. Please also advise us of your contact address.

In this regard, the Company has determined the names of shareholders entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date) on 22 March 2019.

Sincerely yours,

Thai Paspac Public Company Limited

(Mr. Kevin Kumar Sharma)

Chairman of the Board of Directors and Group CEO



**Brief personal profiles of nominated candidates for agenda of election of directors to replace those who are retired by rotation**

**1) Mr. Kevin Kumar Sharma**



<u>Position</u>	Chairman of Board of Director and Group CEO
<u>Director Type</u>	Executive Director
<u>Age</u>	35 years
<u>Family Relation with</u>	Husband of Mrs. Aradhana Lohia Sharma (Non-executive Director) and Brother-in-law of Mr. Yashovardhan Lohia (Non-executive Director)
<u>First Appointment Date</u>	09 October 2015
<u>Last Appointment Date</u>	29 February 2016

Education

- Masters in Science - Mathematical Trading and Finance, Cass Business School, City University of London, UK
- Bachelor of Engineering (Honors) - Civil Engineering, University College London, UK

Training Program

- Director Certification Program Class No. 214/2015, Thai Institute of Directors Association, Thailand

Working Experience (during the past 5 years)

*Other Listed Companies in SET*

-None-

*Other Companies and/or Organizations (as of 31 December 2018)*

2018 – Present:	Director, TPAC Packaging India Private Limited
2018 – Present:	Chairman, TPAC Packaging (Bangna) Company Limited
2014 – 2015	Director, Armanset Limited, London, UK

% of shareholding in TPAC as of 31 December 2018      Nil (Self 0 share, spouses 0 share, underage children 0 share)

**Mr. Theerawit Busayapoka**



Position CEO / MD of Thailand Business

Director Type Executive Director

Age 59 years

Family Relation with -

First Appointment Date 12 October 2015

Last Appointment Date 29 February 2016

Education

- Bachelor of Engineering (First Class Honors) – Mechanical Engineering, King Mongkut Institute of Technology, Bangkok, Thailand

Training Program

- Director Accreditation Program Class No. 51/2006, Thai Institute of Directors Association, Thailand

Working Experience (during the past 5 years)

*Other Listed Companies in SET*

-None-

*Other Companies and/or Organizations (as of 31 December 2018)*

2018 – Present: Director, TPAC Packaging (Bangna) Company Limited

% of shareholding in TPAC as of 31 December 2018 9,560,000 shares

(Self 9,560,000 share, spouses 0 share, underage children 0 share)

**Mrs. Aradhana Lohia Sharma**



Position Director  
Director Type Non-Executive Director  
Age 33 years  
Family Relation with Wife of Mr. Kevin Kumar Sharma (Chairman and Group CEO) and  
Sister of Mr. Yashovardhan Lohia (Non-executive Director)

First Appointment Date 9 October 2015  
Last Appointment Date 27 February 2017

Education

- Bachelor of Science in Business Administration, Babson College, Massachusetts, USA

Training Program

- Director Certification Program Class No.214/2015, Thai Institute of Directors Association, Thailand

Working Experience (during the past 5 years)

*Other Listed Companies in SET*

-None-

*Other Companies and/or Organizations (as of 31 December 2018)*

2018 – Present:	Director, TPAC Packaging India Private Limited
2018 – Present:	Director, TPAC Packaging (Bangna) Company Limited
2016 – Present:	Chairperson, Indorama Holdings Limited
2015 – Present:	Director, QAMA Investments Limited
2011 – Present:	Director, Phuket Vessel Holding Limited
2009 – Present:	Director, Indorama Resources Limited

% of shareholding in TPAC as of 31 December 2018 Nil (Self 0 share, spouses 0 share, underage children 0 share)

**List of Auditors and Auditor's fees for the year 2019**

**Proposal for Appointment of Auditors**

No.	Name	CPA License No.	Shareholding in the Company
1	Miss Rungnapa Lertsuwankul	3516	-
2	Miss. Pimjai Manitkajohnkit	4521	-
3	Mr. Chayapol Suppasetanon	3972	-
4	Miss. Orawan Techawatanasirikul	4807	-

Any of the appointed auditors is authorized to audit and comment the Company's financial statements. The proposed auditors are auditors licensed by the Securities and Exchange of Thailand and have no conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or related persons which may affect the independent performance.

**Proposal for Auditor's fees for the Year 2019**

The proposed auditing fees for the fiscal year 2019 is a total amount not exceeding Baht 2,790,000 Baht as proposed by the Audit Committee. The fees for the auditors cover the following:

<b>Auditor's fees (THB)</b>	<b>2018</b>	<b>2019</b>
Annual Consolidated Financial Statements	1,200,000	1,545,000
Interim Consolidated Financial Statements	1,000,000	1,245,000
<b>Total</b>	<b>2,200,000</b>	<b>2,790,000</b>
Change (%)		27%

**Information for the Agenda of the amendment to the Company's Objective**

**Objectives**

To cover operation of International Headquarters as approved by the Revenue Department, resulting in the total number of objectives being increased from 30 objectives to 31 objectives.

**Proposal**

- (31) To operate the International Headquarters business by overseeing and/or providing supporting services to branches or affiliated companies in Thailand and other countries and conduct business under the following scope:
- A. Providing administrative management services, technical services or general management supporting services; business planning and business coordination; procuring raw materials and parts; research and development of products; providing technical support; sales and marketing promotion; personnel management and training; financial advice; economic and investment analysis and research; and credit control and management; and
  - B. Providing international trade services, including buying and selling goods, raw materials and parts, or providing services relating to international trade to juristic persons established under foreign laws, including procuring goods, storing goods under delivery, packing and packaging, transporting goods, providing insurance for goods, and providing technical advice, services, and training relating to goods.

**Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders**

The Company has the 2019 Annual General Meeting of Shareholders (hereinafter referred to as "AGM") on Wednesday, 24 April 2019, at 3.00 – 5.00 P.M. Registration starts at 1.00 P.M., at Paploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330 Thailand.

In the event that you are unable to attend the meeting in person, you are entitled to appoint another person or any of the following independent directors as your proxy, attending the meeting and casting votes on your behalf:

1. Mr. Virasak Sutanthavibul

Position: Independent Director and the Chairman of Audit Committee  
Address: 13/47 Chandrakasem, Chatuchak, Bangkok 10600  
Age: 61 years  
Conflict of Interest: No conflict of interest in all agenda items

2. Mr. Kittiphath Suthisamphat

Position: Independent Director and Member of the Audit Committee  
Address: 84 Sumlae, Thon Buri, Bangkok 10600  
Age: 48 years  
Conflict of Interest: No conflict of interest in all agenda items

3. Mr. Gran Chayavichitslip

Position: Independent Director and Member of the Audit Committee  
Address: 2 Yannawa, Sathom, Bangkok 10120  
Age: 46 years  
Conflict of Interest: No conflict of interest in all agenda items

## Profiles of the Independent Directors

### Mr. Virasak Sutanthavibul

<u>Position</u>	Independent Director and Chairman of the Audit Committee
<u>Director Type</u>	Independent Director
<u>Age</u>	61 years
<u>Family Relation with</u>	-
<u>First Appointment Date</u>	9 October 2015
<u>Last Appointment Date</u>	24 April 2018



### Education

- Masters in Engineering, Texas A&M University, Texas, USA
- Bachelor in Engineering, Chulalongkorn University, Bangkok, Thailand

### Training Program

- Director Accreditation Program (DAP) Class 21/2003, Thai Institute of Directors Association, Thailand
- The Joint State-Private Sector Class 18/2005, The National Defence College of Thailand
- Certificate, Capital Market Academy (CMA), Class 10/2010
- Certificate, Thailand Energy Academy (TEA), Class 1/2012
- Certificate of Completion and Graduation Pin, Justice Administration Batch 17 National Justice Academy (2012 – 2013)
- Certificate of Completion and Graduation Pin, Institute of Business and Industrial Development (IBID), Class 2 /2015
- Certificate “Business Revolution and Innovation Network” (BRAIN) Class2/2018
- Certificate, Harvard University, Advanced Management Program, U.S.A.
- Certificate, Harvard University, Financial Institution for Private Enterprise Development, U.S.A.

### Working Experience (during the past 5 years)

#### *Other Listed Companies in SET*

2015 - Present	Director of the Remuneration and Nomination Committee, Bangkok Insurance Plc.
2012 - Present	Senior Executive Vice President, in charge of Commercial Banking, Bangkok Bank Plc.
2011 - Present	Chairman of the Corporate Governance Committee, Bangkok Insurance Plc.
2005 - Present	Independent Director, Bangkok Insurance Plc.
2004 - Present	Independent Director and Audit Committee, T.Krungthai Industries Plc.
2014 - 2018	Independent Director and Chairman of Audit Committee, Bangpakong Terminal Plc.
2013 - 2014	Independent Director and Audit Committee, Bangpakong Terminal Plc.
2002 - 2012	Executive Vice President, Head of Metropolitan Commercial Banking, Bangkok Bank Plc.

#### *Other Companies and/or Organizations (as of 31 December 2018)*

2016 - Present	Director, Bualuang Ventures Co., Ltd.
2008 - 2019	Director, The Grand – UB Co., Ltd.
2001 - 2019	Director, Toyota Leasing (Thailand) Co., Ltd.
2001 - 2019	Director, Thai Indo Cordsa Co., Ltd.
2001 - 2019	Asia Lamp Industry Co., Ltd.

% of shareholding in TPAC as of 31 December 2018

Nil (Self 0 share, spouses 0 share, underage children 0 share)

**Mr. Kittiphat Suthisamphat**



<u>Position</u>	Independent Director and Member of the Audit Committee
<u>Director Type</u>	Independent Director
<u>Age</u>	48 years
<u>Family Relation with</u>	-
<u>First Appointment Date</u>	9 October 2015
<u>Last Appointment Date</u>	27 February 2017

Education

- MBA, Sloan School of Management, Massachusetts Institute of Technology (MIT), Boston, USA
- Bachelor in Industrial Engineering, Chulalongkorn University, Bangkok, Thailand

Training Program

- Director Certification Program, Class 72/2006, Thai Institute of Directors Association, Thailand
- Business Revolution and Innovation Network (BRAIN), Class 1/2017, The Federation of Thai Industries
- Intellectual Property and International Trade and the Drive towards the Fourth World Industrial Revolution, 2017
- Executive Program in “Energy Literacy for Sustainable Future” TEA Class 13, 2019

Working Experience (during the past 5 years)

*Other Listed Companies in SET*

2016 - Present	Independent Director, National Power Supply Public Company Limited
2000 - Present	Vice President and Managing Director, A.J. Plast Public Company Limited

*Other Companies and/or Organizations (as of 31 December 2018)*

-None-

% of shareholding in TPAC as of 31 December 2018

Nil (Self 0 share, spouses 0 share, underage children 0 share)



**Mr. Gran Chayavichitsilp**

Position Independent Director and Member of the Audit Committee  
Director Type Independent Director  
Age 46 years  
Family Relation with -

First Appointment Date 12 October 2015  
Last Appointment Date 27 February 2017



Education

- Public Administration and Law for Executives, The College of Politics and Governance, King Prajadhipok's Institute
- The Executive Management Academy, University of California, Los Angeles
- Master Degree, Public Administration, Faculty of Political Science, Chulalongkorn University
- Bachelor in Business Administration, Rangsit University

Training Program

- Director Certificate Program (DCP) Class 225/2016, Thai Institute of Directors Association, Thailand

Working Experience (during the past 5 years)

*Other Listed Companies in SET*

-None-

*Other Companies and/or Organizations (as of 31 December 2018)*

2007 - Present Senior Director of Corporate Communication, Dhanarak Asset Development Company Limited

% of shareholding in TPAC as of 31 December 2018 Nil (Self 0 share, spouses 0 share, underage children 0 share)

## **Guidelines for Appointment of Proxy, Registration and Documents Required for Registration**

### **Appointment of Proxy**

The Company has provided Proxy Forms enclosed together with this invitation letter. You may choose to use either Proxy Form A or Proxy Form B. In any case, only one type of the proxy form can be chosen. In the case where any foreign shareholder appoints a custodian in Thailand to be a share depository and keeper, please use Proxy Form c. The Company recommends that the shareholders use Proxy Form B and specify the voting for each agenda. In the event that you choose to appoint a proxy using Form B, please submit Proxy Form B together with supporting documents to the Company's Secretary Center by **April 19, 2019**.

### **Registration and Documents Required for Registration**

To facilitate the rapidity of registration of attendants at the 2019 Annual General Meeting of Shareholders, the Company will allow all shareholders and proxies to register their names for attendance from 13.00 hrs. All shareholders and proxies must present the registration form and the following documents at the registration desk before attending the meeting;

#### Individual shareholders

1. In case of attendance in Person:

- a) Registration form which bears a barcode; and
- b) Citizen identification card or government official identification card or passport (in case of a foreigner).

2. In case of appointment of a Proxy:

- a) Registration form;
- b) Form of proxy provided, completely filled in; and
- c) Certified copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the appointer and the proxy.

#### Juristic person shareholders

1. In case of attendance in person by the authorized director(s):

- a) Registration form;
- b) Certified copy of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the authorized director(s); and
- c) Copy of affidavit issued by the Ministry of Commerce not less than 30 days prior to the meeting date, certified true copy by the authorized person of the juristic shareholder.

2. In case of juristic persons incorporated overseas:

- a) Registration form;
- b) Form of proxy provided, completely filled in;

- c) Certified copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the authorized person of the juristic shareholder and the proxy; and
- d) Copy of affidavit issued by the Ministry of Commerce not less than 30 days prior to the meeting date, certified true copy by the authorized person of the juristic shareholder.

Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper

1. Documents from custodian:

- a) Registration form and Proxy Form c, correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- b) Document confirming the license to engage in the custodian business;
- c) Copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person signing the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);
- d) Copy of identification document (citizen identification card or government official identification card) or passport (in case of a foreigner) of the custodian's authorized representative(s) signing the proxy form, certified as true and correct copy by the representative(s); and
- e) The proxy must present his/her identification document (citizen identification card or government official identification card) or passport (in case of a foreigner).

2. Documents from shareholder:

- a) Copy of power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- b) In case of individual shareholders:
  - Copy of identification document (citizen identification card or government official identification card) or passport (in case of a foreigner) of the shareholder, which has been certified as true and correct copy by the custodian's authorized representative(s).
- c) In case of juristic persons:
  - Copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person signing the power of attorney is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy by the custodian's authorized representative(s); and
  - Copy of identification document (citizen identification card or government official identification card) or passport (in case of a foreigner) of the authorized representative(s) of the shareholder signing the power of attorney, which has been certified as true and correct copy by the custodian's authorized representative(s).

In the event that any certified copy of document is issued in a foreign country, certification by a notary public is required.

**Company's Articles of Association relating to the General Meeting of Shareholders**

**ARTICLES OF ASSOCIATION OF  
THAI PLASPAC PUBLIC COMPANY LIMITED  
RELATING TO THE SHAREHOLDERS' MEETING**

**CHAPTER V**

**General Meetings**

35. The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last date of the fiscal year of the Company.

Shareholders meetings other than the above-mentioned shall be called "extraordinary general meetings". The Board of Directors may call an extraordinary general meeting of shareholders anytime the Board considers it expedient to do so or shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty- five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a shareholders' meeting to be held within one (1) month of the date of receipt of such request from the said shareholders.

The shareholders meetings shall be held in the province in which the head office of the Company is located or in a nearby province or other places decided by the Board of Directors.

36. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting.
37. Shareholders may authorize other persons as proxies to vote at any meetings on their behalf. The instrument appointing the proxy shall be made in writing in accordance with the form prescribed by the Registrar, and submitted to the Chairman of the Board or the person designated by him at the place of the meeting before the proxy attends the meeting.
38. In order to constitute a quorum, there shall be their shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company.

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as specified, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

39. The Chairman of the Board shall be the Chairman of the meetings of shareholders. If half an hour has passed since the time specified for the meeting and the Chairman is not present at the meeting, the Vice-Chairman shall take the chair. If there is no Vice-Chairman or the Vice-Chairman is not present at the meeting or unable to perform his duties, the shareholders present shall elect one among themselves as the Chairman of that meeting.
40. In voting, one (1) share entitles to one (1) vote, except in the case where the Company has issued preferred shares and has stipulated that such shares give the right to lesser votes than those of ordinary shares.

A resolution of the shareholders' meeting shall require the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.

In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:

- (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
- (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company;
- (d) the assignment of the management of the business of the Company to any other persons;
- (e) the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (f) the amendment to the Memorandum or Articles of Association;
- (g) the increase or reduction of the Company's registered capital or the issuance of debentures;
- (h) the amalgamation or dissolution of the Company; and
- (i) the debt restructuring by issuing of new shares for payment of debt to the creditors in accordance with the plan for conversion of debt to equity.

41. The businesses to be transacted at the annual ordinary general meeting of shareholders are:
- (1) to consider the report of the Board of Directors which is submitted to the meeting showing the business operation of the Company during the past year;
  - (2) to consider and approve the balance sheet;
  - (3) to consider distribution of profits (if any);
  - (4) to elect directors to replace those who retire by rotation;
  - (5) to appoint auditors and fix their remuneration, and other businesses.
  - (6) Others

**Proxy Form A**

อากร  
แสตมป์  
20 บาท

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_ 2019

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

(2) As a shareholder of Thai Plaspac Public Company Limited, (the “**Company**”), holding a total number of \_\_\_\_\_ ordinary share(s) and having the voting rights equivalent to \_\_\_\_\_ votes(s).

(3) Hereby authorize

Name \_\_\_\_\_ Age \_\_\_\_ years  
 Residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_  
 Aumphur \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

Mr. Virasak Suthanthavibul age 61 years  
 Address: 13/47 Chandrakasem, Chatuchak, Bangkok 10600

Mr. Kittiphath Suthisampha age 48 years  
 Address: 84 Sumlae, Thon Buri, Bangkok 10600

Mr. Gran Chayavichitslip age 46 years  
 Address: 2 Yannawa, Sathom, Bangkok 10120

To be my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 1/2019 which will be held on April 24, 2019 at 3.00 pm at at Paploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330 Thailand. or such other date, time and place as the meeting may be held.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves

Sign ..... Grantor  
 ( \_\_\_\_\_ )

Sign ..... Proxy  
 ( \_\_\_\_\_ )

**Note:** A shareholder shall appoint only one proxy holder to attend and vote at the meeting.

A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

อากร  
แสตมป์  
20 บาท

**Proxy Form B**

Written at \_\_\_\_\_

Date \_\_\_ Month \_\_\_\_\_ 2019

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_  
Aumphur \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

(2) As a shareholder of Thai Plaspac Public Company Limited, (the “**Company**”), holding a total number of \_\_\_\_\_ ordinary share(s) and having the voting rights equivalent to \_\_\_\_\_ votes(s).

(3) Hereby authorize

Name \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_  
Aumphur \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

Mr. Virasak Suthanthavibul age 61 years  
Address: 13/47 Chandrakasem, Chatuchak, Bangkok 10600

Mr. Kittiphat Suthisampha age 48 years  
Address: 84 Sumlae, Thon Buri, Bangkok 10600

Mr. Gran Chayavichitslip age 46 years  
Address: 2 Yannawa, Sathom, Bangkok 10120

To be my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 1/2019 which will be held on April 24, 2019 at 3.00 pm at at Paploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330 Thailand. or such other date, time and place as the meeting may be held.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves

(4) I/We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1 Message from Chairman to the Meeting**

**Agenda 2 To approve the Minutes of the Annual General Meeting of Shareholders No.1/2018 held on 24 April 2018**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my wish as follows

Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

- Agenda 3 To certify the result of the Company's operation for the year 2018 and to approve the 2018 audited financial statements ended on 31 December 2018**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
- Agenda 4 To approve the appropriation of profit from the operation result of 2018 and no dividend payment**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
- Agenda 5 To elect the directors in replacement of those who are due to retire by rotation.**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Vote for all the nominated candidate as a whole \_\_\_\_\_ vote
- Vote for an individual nominee
1. Mr. Kevin Qumar Sharma
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
2. Mr. Theerawit Busayapoka
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
3. Mrs. Aradhana Lohia Sharma
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
- Agenda 6 To approve the remuneration of the Company's Board of Directors for the year 2019.**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
- Agenda 7 To appoint the Auditor and consider the Auditor's fees for year 2019**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
- Agenda 8 To consider an approve the amendment to the Company's Objective**
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my wish as follows
- Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_



**Agenda 9 Any other business (if any)**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my wish as follows

Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Sign ..... Grantor  
( \_\_\_\_\_ )

Sign ..... Proxy  
( \_\_\_\_\_ )

**Note:**

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In the event that there are more agendas to be considered in the meeting than the agenda specified above Proxies can be specified in the attached proxy form B. Form as per the form.

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambon/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท พลาสติก และหีบห่อไทย จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Thai Plaspac Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding a total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of the following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you appoint proxy by choosing  
No.1, please mark ✓ at  1. and  
give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambon/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambon/Khwaeng \_\_\_\_\_ Amphuo/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓ ที่  2. และเลือกกรรมการอิสระคนใดคนหนึ่ง  
If you appoint proxy by choosing No. 2, please mark ✓ at  2. and choose one of these members of the Independent Directors.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ  
Appoint any one of the following members of the Independent Directors of the Company  
 นายวีระศักดิ์ สุตัญญาวิบูลย์ (Mr. Virasak Sutanthavibul) หรือ/Or  
 นายกิตติภักดิ์ สุทธิสัมพันธ์ (Mr. Kittiphath Suthisamphat) หรือ/Or  
 นายกรานต์ ฉายาวิจิตรศิลป์ (Mr. Gran Chayavichitslip)  
(รายละเอียดของกรรมการอิสระปรากฏตามเอกสารแนบ 7 ของหนังสือเชิญประชุมสามัญประจำปีผู้ถือหุ้น ประจำปี 2562) (Details of the Independent Directors of the Company are as set out in Enclosure 7 of the Invitation to the 2019 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม  
In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญประจำปีผู้ถือหุ้น ประจำปี 2562 ในวันอังคารที่ 24 เมษายน 2562 เวลา 15.00 น. ณ ห้องพาเพลิน โรงแรมहरราช กรุงเทพฯ เลขที่ 3/250 ซอย มหาเดเล็กหลวง 2 ถนนราชดำริ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
as my/our proxy (“Proxy”) to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Tuesday, 24 April 2019 at 15.00 hrs. at Paploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330, or such other date, time and place as the meeting may be held.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
I/We grant my/our Proxy to attend this Meeting and cast votes as follows:  
 มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
Grant my/our Proxy the rights in relation to the total number of voting shares that I/we hold  
 มอบฉันทะบางส่วน คือ  
Grant my/our Proxy the rights in relation to the following:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง  
Total voting rights of \_\_\_\_\_ votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้  
In this Meeting, I/we grant my/our Proxy to consider and vote on my/our behalf as follows:

**วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**  
Agenda item no. 1 Message from the Chairman to the Meeting  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda item)

**วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2561 เมื่อวันที่ 24 เมษายน 2561**  
Agenda item no. 2 To approve the Minutes of the Annual General Meeting of Shareholders No.1/2018 held on 24 April 2018  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall have the right to vote in accordance with my/our intention as follows:  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3

**พิจารณารับรองรายงานผลการดำเนินงานในรอบปี 2561 และพิจารณาอนุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561**

Agenda item no. 3

To certify the result of the Company's operation for the year 2018 and to approve the 2018 audited financial statements ended on 31 December 2018

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

วาระที่ 4

**พิจารณาอนุมัติจัดสรรเงินกำไรสุทธิประจำปี 2561 และงดจ่ายเงินปันผล**

Agenda item no. 4

To approve the appropriation of profit from the operation result of 2018 and no dividend payment

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

วาระที่ 5

**พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

Agenda item no. 5

To elect the directors in replacement of those who are due to retire by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด \_\_\_\_\_ เสียง

Vote for all the nominated candidate as a whole \_\_\_\_\_ vote

เห็นด้วยกับการแต่งตั้งกรรมการบางราย

Vote for an individual nominee

1. นาย เควิน คูมาร์ ชาร์มา

Mr. Kevin Kumar Sharma

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

2. นาย ซีรวีทย์ บุญยโกกะ

Mr. Theerawit Busayapoka

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

3. นาง อาราดนา โลฮีเย ชาร์มา

Mrs. Aradhana Lohia Sharma

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

วาระที่ 6

**พิจารณากำหนดค่าตอบแทนคณะกรรมการบริษัทฯ ประจำปี 2562**

Agenda item no. 6

To approve the remuneration of directors for the year 2019

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes                  Disapprove                                  Votes                  Abstain                                  Votes

วาระที่ 7

Agenda item no. 7

**พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562**

To appoint the Auditor and consider the Auditor's fees for year 2019

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8

Agenda item no. 8

**พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ**

To consider and approve the amendment to the Company's objective

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9

Agenda item no. 9

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

To consider other matters (if any)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to vote in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the Proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and not made on my/our behalf as the Company's shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified the same or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีนี้ที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the Proxy in this meeting, except in the event that the Proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบอำนาจ/Grantor  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

#### หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents that are required to be attached to this Proxy Form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy Form on his/her behalf; and
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person signing the Proxy Form is permitted to engage in the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder appointing a proxy shall appoint only one proxy to attend the meeting and vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case there are additional agenda items in addition to those specified above, additional details may be specified in the Attachment to Proxy Form C. enclosed herewith.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พลาสติค และหีบห่อไทย จำกัด (มหาชน)  
Proxy Appointment by a shareholder of Thai Plaspac Public Company Limited

ในการประชุมสามัญประจำปีผู้ถือหุ้น ประจำปี 2562 ในวันอังคารที่ 24 เมษายน 2562 เวลา 15.00 น. ณ ห้องพาเพลิน โรงแรมहरราชอาณาจักร กรุงเทพฯ เลขที่ 3/250 ซอย มหาเดเล็กหลวง 2 ถนนราชดำริ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
at the 2019 Annual General Meeting of Shareholders on Tuesday, 24 April 2019 at 15.00 hrs. at Pploen Room, Hansar Hotel Bangkok, No. 3/250 Soi Mahadlekiuang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

**The Annual Report Requisition Form**

Attn: Shareholders

Thai Plaspac Public Company Limited has prepared the 2018 Annual Report comprising of the Annual Report of the Board of Directors and the Financial Statements for the year 2018 in form of QR-Code in bilingual and has delivered to all shareholders with the Invitation to the 2019 Annual General Meeting of Shareholders.

In case that any Shareholder requires the printed 2018 Annual Report, please fill in your details below and return the requisition form to the Company via Mr. Worapong Woottipruk, the Office of Corporate Secretary, Thai Plaspac Public Company Limited at No. 77 Soi Thian Thalee 30, Bang Khun Thian-Chay Thalee Road, Tha Kham, Bang Khun Thian, Bangkok 10150, Thailand or contact US at email address: secretary@thaipaspac.com or, alternatively, please contact the Office of Corporate Secretary at Tel. No. +66 (0) 28972250 ext. 128 in order for the Company to send the 2018 Annual Report to you.

Name (in Type letter) \_\_\_\_\_

Address \_\_\_\_\_

Telephone no \_\_\_\_\_

E-mail \_\_\_\_\_

Would like to receive the printed 2018 Annual Report (please check in a blank)

One set of an annual report in Thai

One set of an annual report in English



Map of the meeting venue of Annual General Meeting of Shareholders No. 1/2019

