

Ref. No.FN2016/02/001

February 29, 2016

The Managing Director

The Stock Exchange of Thailand

Subject: **The date of Annual General Meeting of Shareholders in 2016 and Dividend payment**

The Board of Directors of Thai Plaspac Public Company Limited at the meeting no. 2 /2016 held on February 29, 2016 passed the board resolution for the schedule of 2016 Annual General Meeting of Shareholders **in 2016** which will be 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. The record date for the right to attend the 2016 TPAC Annual General Meeting of Shareholders **in 2016** shall be on 15th March 2016 and gathering of shareholders name under the Section 225 of the Securities and Exchange Act B.E. 2535 **(Including all of the amended) by share registration book closing** shall be on Wednesday, 16 March 2016.

The Company would like to inform the agenda items of TPAC Annual General Meeting of Shareholders in 2016 as follows;

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

Board of Director's opinion: The Board considers it appropriate for the Annual General Meeting of Shareholders to adopt the minutes of the Annual General Meeting of Shareholders **in 2015** held on 27 April 2015, which the Board of Director's deem to be appropriately recorded.

Agenda 2 To acknowledge the Company's operational results for the year 2015
Board of Director's opinion: The Board agreed to propose the Annual
General Meeting of Shareholders to acknowledge the operational results for the
year 2015.

Agenda 3 To consider and approve the Company's Statement of Financial Position and
Statement of Income for the year ended December 31, 2015
Board of Director's opinion: The Board agreed to propose the Annual General
Meeting of Shareholders to approve the Company's Statement of Financial
Position and Statement of Income for the year ended December 31, 2015 which
were audited by the Certified Public Accountant and reviewed by the Audit
Committee.

Agenda 4 To consider and approve dividend payment for year 2015 from the
Company's operating results
Board of Director's Opinion: The Board agreed to propose the Annual General
Meeting of Shareholders to consider and approve dividend payment for the year
2015 operating performance of Baht 0.25 per share, totaling approximately Baht
52.19 million, or 50% of net profit after tax.

The Company has set the record date for specifying the list of shareholders who
have right to receive dividend shall be on Monday, 9 May 2016 and

gathering of shareholders name under the Section 225 of the Securities and Exchange Act B.E. 2535 (Including all of the amended) shall be on Tuesday, 10 May 2016.

Agenda 5 To consider and approve the re-appointment of director's who retire by rotation
Board of Director's Opinion: The board, excluding the nominated directors, recommended and considered it appropriate for the Annual General Meeting of Shareholders to re-elect the three directors Mr. Kevin Qumar Sharma, Mr. Theerawit Busayaphoka and Mr. Anil Kumar Kohli who are due to retire by rotation as the Company's directors for another term.

Agenda 6 To consider and approve the remuneration of Directors for the Year 2016
Board of Director's Opinion: The board considered appropriate for the Annual General Meeting of Shareholders to consider and approve total remuneration of The directors to not exceed. The total directors fees will be Baht 2.18 million for the year 2016 as last year in 1st Quarter 2015 it was lower as the increase was approved in shareholders AGM 1/2015 and became effective from 2nd Quarter,2015. Further, propose to change car allowance for audit committee members to audit committee fees to be more appropriate considering their role and scope & duties as Audit Committee members.

Agenda 7 To consider and appoint the auditors and fix the audit fee for the year 2016
Board of Director's Opinion: The board considered appropriate for the Annual General Meeting of Shareholders to consider and approve appointment of Miss. Pimjai Manitkhajonkit, CPA registration no. 4521, or Mr. Sophon Permsirivallop, CPA registration no. 3182, or Mr. Chayapol Supasetanond, CPA

registration no. 3972, or Miss Rungnapa Lertsuwankul, CPA registration no. 3516 or any other Certified Public Accountant nominated by EY Office Limited to be appointed as the Company's auditor and to approve the audit fees to not exceed Baht 0.90 million for the year 2016 as proposed by the Audit Committee.

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%

Board of Director's Opinion: The board recommended and considered it appropriate for the Annual General Meeting of Shareholders to consider and approve adjustment to the minimum Thai shareholding limit from 70% to 51% stated in the Article no. 6. The adjustment is suitable and consistent with the nature of business operation in which there is an increase of the foreign investors.

Current;

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

Proposed for Amendment to;

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

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%

Board of Director’s Opinion: The board recommended and considered it appropriate for the Annual General Meeting of Shareholders to consider and approve adjustment to the maximum Foreign shareholding limit from 30% to 49% stated in the Article no. 11. The adjustment is suitable and consistent with the nature of business operation in which there is an increase of the foreign investors.

Current;

“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;

“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”

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

Board of Director’s Opinion: The board recommended and considered it appropriate for the Annual General Meeting of Shareholders to consider and approve amendments to Article no. 10 for Share Repurchase by the Company to be consistent in line with the updated regulations of the Stock Exchange of Thailand.

Current;

“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;

“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,

THAI PLASPAC

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Thai Plaspac Public Company Limited

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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.”

Agenda 11 Any other business (if any)

Please be informed accordingly.

Yours sincerely

A handwritten signature in blue ink, appearing to be 'Anong Sompittayanurak'.

Anong Sompittayanurak

Company Secretary

