

To comply with the Company's policy in promoting good corporate governance in terms of rights of the shareholders and equal treatment of shareholders, Thai Plaspac Public Company Limited welcomes its shareholders to propose agenda for its annual shareholders' meeting and to propose candidate for the election of company's directors including questions to be answered during the annual shareholders' meeting.

In accordance with the above the Company has set guideline for shareholders to propose agenda for its annual shareholders' meeting no.1/2014 as per attachment no.1, guideline for proposing candidate for election of directors as per attachment no.2 and guideline for sending in questions to be answered as per attachment no.3. Shareholders can send in the above mentioned from February 26, 2014 to March 14, 2014.

(attachment no.1)

**Criteria and Procedure for Shareholders to Propose Agenda in Advance for the
Annual Ordinary General Shareholder's Meeting No.1/2014**

1. The Qualifications of Shareholder

Must be a shareholder of the Company, which can either be one shareholder or combined shareholders holding minimum shares of not less than 5 percent of paid-up shares capital and must have continuously held those shares for at least 1 year prior to the date on which the shareholder proposes the agenda.

2. The Agenda Proposal

2.1 The shareholder possessing the qualification in accordance must submit the "Shareholders Meeting Agenda Proposal Form" together with complete and accurate supporting documents to the Company Secretary at the following address within March 7, 2014.

Company Secretary
Thai Plaspac Public Company Limited
77 Soi Thian Thaley 30 Bang Khun Thian - Chay Thaley Road,
Tha Kham Bang Khun Thian, Bangkok 10150

The Shareholder may send the proposal unofficially through Email: secretary@thaipaspac.com or via facsimile: 0-2897-2426

2.2 The Company Secretary shall review the documents initially prior to proposing to the Board of Directors.

2.3 The Board of Directors shall consider the necessity and suitability of including the proposal in the agenda. Decision of The Board of Directors is absolute and final.

2.4 The proposal approved by the Board of Director shall be included in the agenda of the Notice of the Shareholders Meeting. Shareholders will be informed of the proposal disapproved by the Board of Director in the Shareholder's Meeting or by other appropriate methods.

2.5 The following proposal will not be placed on the agenda:

- A proposal by shareholders who are not fully qualified as specified by Company; the information or the documents from shareholders are incomplete or incorrect or are not delivered within the due date.

- A proposal that violates the law, rules, regulations of government agencies or other governing agencies or is not in compliance with the objective, the article of association, the shareholders' resolution and the good corporate governance of the Company.

- A proposal that is about the normal business process of the Company and related issues which are not considered as unusual practice.

- A proposal that the shareholders have already proposed in the Shareholders Meeting during the past 1 year and was supported by less than 10% of total voting shares, provided that the facts of the stated matter have not yet changed significantly.

- A proposal that has already been processed by the Company.

- A proposal that is beneficial for specific person or group.

- A proposal that may cause a conflict of interest to the related person involved in the Company.

- A proposal that is beyond the authority of the Company.

3. The required documents for consideration

3.1 The evidence of identity

3.1.1 Person: enclose a certified copy of Identification Card or Passport (in case of foreigner).

3.1.2 Juristic Person: enclose a copy of Certificate of Incorporation certified by the authorized person(s) together with the company's seal affixed (if any) and a certified copy of Identification Card or Passport (in case of foreigner) of such authorized person(s).

3.2 The evidence of shareholding, namely the letter of certification from the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.

3.3 In case where many shareholders have unified to propose agenda, one of those shareholders must fill the Shareholders Meeting Agenda Proposal Form completely and affix the name as evidence. The rest of shareholders must fill in "the Form Details of shareholders (continue)" completely and affix the name as evidence separately then also attach each of those shareholders' evidence of shareholding.

3.4 Other supporting documents beneficial for the Board of Director's consideration (if any).

(attachment1)

**Shareholders Meeting Agenda Proposal Form for the Annual Ordinary
General Shareholder's meeting No.1/2014 Thai Plaspac Public Company Limited**

Details of Shareholder

I Mr./Mrs./Ms.shareholder of Thai Plaspac Public Company Limited
holds total shares

Address No..... Tel :

Fax: Mobile: Email:

Sign

(.....)

Total No. of Shareholders Total shares hold Shares

(Including all shareholders as per attached list. Every shareholder must sign and attach details if any)

The Board of Directors approve that minority shareholders or one shareholder or several combining and holding shares not less than 5% of paid up shares can propose agenda in advance. The Board of Directors reserve the right not to approve if procedure is not followed.

Objective for proposing the agenda

Approve Consider Others

Details

Fact / Reason / Consider

.....
.....
.....
.....
.....
.....
.....
.....
.....

Details of Shareholder (continue)

(attachment 1)

I Mr./Mrs./Ms.
shareholder of Thai Plaspac Public Company Limited hold total shares

Address No.....Tel :
Fax: Mobile : Email:

Sign
(.....)

I Mr./Mrs./Ms.
shareholder of Thai Plaspac Public Company Limited hold total shares

Address No.....Tel :
Fax: Mobile : Email:

Sign
(.....)

I Mr./Mrs./Ms.
shareholder of Thai Plaspac Public Company Limited hold total shares

Address No.....Tel :
Fax: Mobile : Email:

Sign
(.....)

I Mr./Mrs./Ms. shareholder
of Thai Plaspac Public Company Limited hold total shares

Address No.....Tel :
Fax: Mobile : Email:

Sign
(.....)

Criteria and Procedures for Directors Nomination for the Annual General shareholder's Meeting

No.1/2014

(attachment2)

1. Objective

1. Shareholder Eligibility Criteria for Submissions

Shareholders who wish to propose the director nominations must be qualified in accordance with the criteria as follows :

- 1.1 Being a holder or a group of the Company's common share.
- 1.2 Holding minimum shares at least 5% of the saleable shares of the Company.
- 1.3 Having continuously held those shares in no.1.2 for at least 1 year to the date of the submission.

2. Nomination of Directors

2.1 Director Qualification

- (1) Duty qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company's Article of Association and the good corporate governance practice of the Company.
- (2) Being ethical and integrity leader and should possess good background experienced as well.
- (3) Interested in the Company businesses and able to devote sufficient time to the Company.
- (4) Not operating any business of similar nature with the Company and which is in competition with the Company for neither a personal nor other person interests.
- (5) Being an expert with knowledge, capability and experience that are beneficial to the Company's operation.
- (6) Not a political official, a director or an official of any political party.

2.2 Consideration Procedure

(1) Eligible Shareholders must complete and submit the attached Director Nomination Form via facsimile at 0-2897-2526, email address : secretary@thaipaspac.com with required supporting documents as follow :

- The evidence of ownership of shares' held, i.e. certificates of shares' held issued by a registered securities company, or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.
- The Nominee's written consent to the nomination.
- The Nominee qualification documents, i.e. the education and work experience (Curriculum Vitae).
- Any support documents which will be beneficial to board to consider (if any) All of documents should be reached the Company within March 7, 2014 marked to the attention of :

Company Secretary
Thai Plaspac Public Company Limited
77 Soi Thian Thaley 30 Bang Khun Thian Chay Thaley Road,
Tha Kham, Ban Khun Thian, Bangkok 10150

(2) Where a group of shareholders who satisfied the criteria in no.1 collectively submit a joint director nomination proposal, One shareholder must complete and sign the Director Nomination Form, while the rest of shareholders must separately complete only part 1 and 2 of the Director Nomination Form and sign the Form, and then together submit with the completed Director Nomination Form and support documents (if any).

(3) Where shareholder or a group of shareholders who satisfied the criteria in no.1 would like to nominate multiple directors, separate form must be used for each nomination along with each nominated director evidence or support documents.

(4) The Corporate Secretary will initially review the proposal, and then the Nomination and Remuneration Committee and the Board of Directors will consider the director nominations. The qualified nominee selected by the Board of Directors will be informed and included as agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned down, the Company will instantly inform the Shareholders with the reason of the Board of Directors' refusal through SET's channel after the Board of Directors meeting or the next official date. Such information will be posed in the Company's website and announce to all shareholders in the AGM.

**Form to Nominate Candidates for Appointment as Directors
for the Annual General meeting of Shareholdersno.1/2014**

(attachment2)

Details of shareholder

I Mr./Mrs./Ms.

shareholder of Thai Plaspac Public Company Limited holds total Shares

Address No..... Tel :

Fax: Mobile : Email:

Sign

(.....)

Total No. of Shareholders Total shares holdShares

(Including all shareholders as per attached list. Every shareholder must sign and attach details if any)

The Board of Directors approve that minority shareholders or one shareholder or several combining and holding shares not less than 5% of paid up shares can propose agenda in advance. The Board of Directors reserve the right not to approve if procedure is not followed.

Resume of Director Nominee

(1) Name-Surname

(2) Nationality

(3) Date of birth Age years

(4) Address

(5) Position / current working company

(6) Education

Year

Institution

.....

.....

.....

.....

.....

.....

(7) Working Experiences (During the past 5 years)

Year	Institution
.....
.....
.....

(8) Current directorship/partnership position in other companies, limited partnerships, ordinary partnership.

Company/Limited partnership / ordinary partnership.....

Please specify the type of committee/partnership

- | | |
|-------------------------------|--|
| () Company Director | () Executive Committee |
| () Audit Committee | () managing partner / unlimited liability partner |
| () limited liability partner | () Other |
- (specify).....

Company/Limited partnership / ordinary partnership.....

Please specify the type of committee/partnership

- | | |
|-------------------------------|--|
| () Company Director | () Executive Committee |
| () Audit Committee | () managing partner / unlimited liability partner |
| () limited liability partner | () Other |
- (specify).....

Company/Limited partnership / ordinary partnership.....

Please specify the type of committee/partnership

- | | |
|-------------------------------|--|
| () Company Director | () Executive Committee |
| () Audit Committee | () managing partner / unlimited liability partner |
| () limited liability partner | () Other |
- (specify).....

Company/Limited partnership / ordinary partnership.....

Please specify the type of committee/partnership

- | | |
|-------------------------------|--|
| () Company Director | () Executive Committee |
| () Audit Committee | () managing partner / unlimited liability partner |
| () limited liability partner | () Other |
- (specify).....

Company/Limited partnership / ordinary partnership.....

Please specify the type of committee/partnership

- | | |
|-------------------------------|--|
| () Company Director | () Executive Committee |
| () Audit Committee | () managing partner / unlimited liability partner |
| () limited liability partner | () Other |
- (specify).....

(9) Training experience from Thai Institute Directors of Thailand

() No

() Yes, course taken

.....

(10) Shareholding in Thai Plaspac Public Company Limited (including spouse and Children who not yet become legal age)

() No () Yes Shares

Spouse Name Number of shares owned

Children who not yet become legal age

1..... Age years

Number of shares owned

2..... Age years

Number of shares owned

3..... Age years

Number of shares owned

(11) Additional Information (if any)

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.....

I certify that all information written in this form to nominate director, the evidence of shares held and other supporting documents are accurate, complete and true in all respects. In witness whereof, I hereunder affix my signature as evidence.

Sign

(.....)

(attachment 3)

Send Question in advance for the Annual General Shareholder's Meeting No.1/2014

1. The Qualifications of Shareholder

Must be a shareholder of the Company, which can either be one shareholder or combined shareholders holding minimum shares of not less than 5 percent of paid-up shares capital and must have continuously held those shares for at least 1 year prior to the date on which the shareholder proposes the agenda.

2. The Sending Procedure

2.1 The shareholder possessing the qualification in accordance must submit the "Shareholders Meeting Question Proposal Form" to the Company Secretary at the following address within March 14, 2014.

Company Secretary
Thai Plaspac Public Company Limited
77 Soi Thian Thaley 30 Bang Khun Thian Chay Thaley Road,
Tha Kham Ban Khun Thian, Bangkok 10150

The Shareholder may send the proposal unofficially through Email: secretary@thaipaspac.com or via facsimile: 0-2897-2426

2.2 The Company Secretary shall review the questions initially prior to proposing to the Board of Directors.

