

**Invitation to the Extraordinary General Meeting of Shareholders
No. 2/2019**

Thai Plaspac Public Company Limited

The Extraordinary General Meeting of Shareholders No. 2/2019

Tuesday October 15, 2019, at 3.00 p.m.

Rembrandt 3 Meeting Room, Rembrandt Hotel

No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110

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(Translation)

Ref. TPAC. 015/2562

Date: September 27, 2019

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019

To: Shareholders of Thai Plaspac Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019
 2. Capital Increase Report Form (F 53-4)
 3. List of Independent Directors for Appointment as Proxy
 4. Proxy Form A, Form B and Form C
 5. Guidelines for Appointment of Proxy, Registration and Documents Required for Registration
 6. Articles of Association Relating to the Shareholders' Meeting
 7. Map of the Meeting Venue

The Board of Directors' Meeting of Thai Plaspac Public Company Limited (the "**Company**") resolved to convene the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, to consider the following agenda items:

Agenda 1 Message from the Chairman to the Meeting

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 2 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 4, 2019 and submitted a copy of the said minutes to the Stock Exchange of Thailand (the "**SET**") within 14 days from the meeting date and the Ministry of Commerce within the period required by law, as well as publicized the said minutes on the Company's website, the details of which are as set out in Enclosure 1. Therefore, it is proposed that the shareholders' meeting consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 4, 2019.

Opinion of the Board of Directors: The Board of Directors viewed that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 4, 2019 has been correctly and completely recorded and deemed it appropriate to propose that the shareholders' meeting adopt the said minutes.

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

Thai Plaspac Public Company Limited

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COMPANY REGISTRATION NO. AND TAX ID : 0107547000575

Agenda 3 To consider and approve the reduction of the Company’s registered capital by THB 1,182,324, from the existing registered capital of THB 255,000,000 to THB 253,817,676, by canceling 1,182,324 authorized but unissued shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company’s registered capital

Reference is made to the Company’s intention to increase its registered capital by allocating the newly issued ordinary shares to the existing shareholders on a pro rata basis, which will be proposed for consideration and approval in agenda item 4 and agenda item 5 at this shareholders’ meeting. However, the Company currently has 1,182,324 authorized but unissued shares with a par value of THB 1 per share.

Therefore, to comply with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) (the “**PLC Act**”), which provides that a public company may increase its registered capital by issuing new shares only when all of the authorized shares have been issued and fully paid up, or if there remain any authorized but unissued shares, they must be reserved for the conversion of convertible debentures or the exercise of warrants. Therefore, the Company is required to reduce the registered capital in such amount. In this regard, following such reduction of the registered capital, the Company’s total registered capital will be THB 253,817,676 divided into 253,817,676 ordinary shares with a par value of THB 1 per share. Therefore, it is proposed that the shareholders’ meeting consider and approve the reduction of the Company’s registered capital by THB 1,182,324, from the existing registered capital of THB 255,000,000 to THB 253,817,676, by canceling 1,182,324 authorized but unissued shares with a par value of THB 1 per share.

In addition, to be in line with the reduction of the Company’s registered capital as detailed above, it is proposed that the shareholders’ meeting consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company by adopting the following wordings:

“Clause 4. Registered capital	253,817,676	baht	(Two hundred fifty-three million eight hundred seventeen thousand six hundred seventy-six baht)
Divided into	253,817,676	shares	(Two hundred fifty-three million eight hundred seventeen thousand six hundred seventy-six shares)
Par value per share	1	baht	(One baht)
Classified into:			
Ordinary shares	253,817,676	shares	(Two hundred fifty-three million eight hundred seventeen thousand six hundred seventy-six shares)
Preferred shares	-	share	(- share)”

In this regard, it is proposed that any person designated by the Board of Directors to register the amendment of the Company’s Memorandum of Association with the Department of Business Development of the Ministry of Commerce be authorized to amend and adjust the above wordings to be in line with the registrar’s order.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the reduction of the Company's registered capital by THB 1,182,324, from the existing registered capital of THB 255,000,000 to THB 253,817,676, by canceling 1,182,324 authorized but unissued shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital.

Remark: The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 4 **To consider and approve the increase of the Company's registered capital by THB 72,732,324, from the existing registered capital of THB 253,817,676 to THB 326,550,000, by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**

Reference is made to the Company's intention to raise funds by allocating its newly issued ordinary shares to the existing shareholders on a pro rata basis, which will be proposed for consideration and approval in agenda item 5 at this shareholders' meeting. Therefore, to accommodate the said allocation of the Company's newly issued ordinary shares, it is proposed that the shareholders' meeting consider and approve the increase of the Company's registered capital by THB 72,732,324, from the existing registered capital of THB 253,817,676 to THB 326,550,000, by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share.

In this regard, details on the increase of the Company's registered capital, including the use of proceeds from the capital increase, are as set out in Enclosure 2.

In addition, to be in line with the increase of the Company's registered capital as detailed above, it is proposed that the shareholders' meeting consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company by adopting the following wordings:

“Clause 4.	Registered capital	326,550,000	baht	(Three hundred twenty-six million five hundred fifty thousand baht)
	Divided into	326,550,000	shares	(Three hundred twenty-six million five hundred fifty thousand shares)
	Par value per share	1	baht	(One baht)
	Classified into:			
	Ordinary shares	326,550,000	shares	(Three hundred twenty-six million five hundred fifty thousand shares)
	Preferred shares	-	share	(- share)”

In this regard, it is proposed that any person designated by the Board of Directors to register the amendment of the Company's Memorandum of Association with the Department of Business Development of the Ministry of Commerce be authorized to amend and adjust the above wordings to be in line with the registrar's order.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the increase of the Company's registered capital by THB 72,732,324, from the existing registered capital of THB 253,817,676 to THB 326,550,000, by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

Remark: The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 5 To consider and approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis

As the Company intends to increase its registered capital by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share for the use of proceeds as set out in Enclosure 2, it is proposed that the shareholders' meeting consider and approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis, at an allocation ratio of every 3.4898 existing shares for 1 newly issued ordinary share, and at an offering price of THB 11.00 per share whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights and any fractions of shares shall be rounded down.

In determining the offering price of the newly issued ordinary shares to be offered to the existing shareholders on a pro rata basis, the Company has considered and taken into account the market price of its shares and fixed a discount of approximately 10.7 percent of the weighted average price of the shares of the Company for 60 consecutive business days prior to the date on which the Board of Directors resolved to propose the increase of the Company's registered capital to the Extraordinary General Meeting of Shareholders No. 2/2019 for consideration and approval on September 4, 2019 (i.e. the period from June 7 to September 3, 2019), which is equivalent to approximately THB 12.32 (based on information from SETSMART of the SET).

In this regard, the Company has determined the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares on a pro rata basis (Record Date) on October 24, 2019, and fixed the subscription period between November 14-15 and 18-20, 2019 (totaling five business days).

In addition, in allocating the newly issued ordinary shares of the Company, the Group Chief Executive Officer, or any person(s) authorized by the Group Chief Executive Officer shall be authorized to consider and determine any details necessary for and relevant to the allocation of the newly issued ordinary shares, including, but not limited to:

- (1) determining and amending details with respect to the allocation of the newly issued ordinary shares, e.g. allocation of the newly issued ordinary shares whether in single or sequential allocations, period of the offering, payment of the offering price, and any other conditions and details in connection with the said allocation;

- (2) entering into negotiations, making agreements and executing documents and agreements relevant to the allocation of the newly issued ordinary shares, and executing applications, waivers, and any other document and evidence necessary for and relevant to the said allocation, including contacting and submitting such applications, waivers, and documents and evidence to the relevant authorities or agencies, and listing the newly issued ordinary shares on the Market for Alternative Investment (MAI); and
- (3) undertaking any other actions necessary for and relevant to the allocation of the newly issued ordinary shares.

In this regard, details on the allocation of the newly issued ordinary shares to the existing shareholders of the Company are as set out in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors has considered the rationales, necessity, plan for the use of proceeds, reasonableness and potential impacts of the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis and deemed it appropriate to propose that the shareholders' meeting consider and approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights where the details on the opinions of the Board of Directors are as set in Enclosure 2.

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

Agenda 6 To consider other business (if any)

According to Section 105 of the PLC Act, after the shareholders' meeting considers the agenda items as set out in the invitation letter, shareholders, individually or collectively, holding not less than one-third of the Company's total issued shares, may propose that the meeting consider any business other than those proposed in the invitation letter. The Company will provide the shareholders an opportunity to express their opinions or make any inquiries on any business other than those proposed in the invitation letter.

In this regard, the Company has published the Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019 as well as its enclosures on the Company's website at www.thaiplaspac.com. Therefore, the Company would like to invite the shareholders of the Company to attend the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110. The map of the meeting venue is as set out in Enclosure 7.

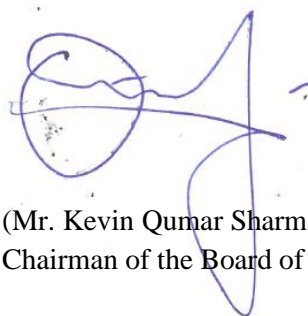
In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, please use either Proxy Form A or Proxy Form B. In the case where any foreign shareholder appoints a custodian in Thailand to be a share depository and keeper, please use Proxy Form C. All proxy forms are as set out in Enclosure 4. Furthermore, in order to protect the rights and benefits of any shareholder who is unable to attend the meeting in person and would like to appoint an independent director of the Company as his or her proxy to attend the meeting and cast votes on his or her behalf, such shareholder can appoint a proxy by appointing any independent directors of the Company whose names are set out in Enclosure 3, using Proxy Form B and submitting the form together with supporting documents as set out in Enclosure 5 to the Company's Secretary Center at No. 77 Soi Thian Thale 30, Bang Khun Thian Road, Tha Kham, Bang Khun Thian, Bangkok 10150. To facilitate the verification of the said documents, please submit the proxy form together with supporting documents to the Company by October 9, 2019.

It is recommended that all shareholders should study the Guidelines for Appointment of Proxy, Registration, and Documents Required for Registration as set out in Enclosure 5, and the Company will conduct the meeting in accordance with the Articles of Association of the Company as set out in Enclosure 6. To facilitate the registration process for the Extraordinary General Meeting of Shareholders No. 2/2019, the Company will allow all shareholders and proxies to register from 2.00 p.m. onwards on the meeting day. In addition, since the Company will use a barcode system for registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form together with other documents as set out in Enclosure 5 on the meeting date.

In addition, the Company has determined the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2019 (Record Date) on September 19, 2019.

Please be informed accordingly.

Sincerely yours,
Thai Plaspac Public Company Limited



(Mr. Kevin Kumar Sharma)
Chairman of the Board of Directors



THAI PLASPAC PUBLIC COMPANY LIMITED

Minutes of No.1/2019 Extraordinary General Meeting of Shareholders

Time and Place

No.1/2019 Extraordinary General Meeting of Thai Plaspac Public Company Limited (“**Company**”) held on July 4th, 2019 at 3.00 p.m., at Paploen Room, Hansar Hotel Bangkok, No.3/250, Soi Mahadlekluang 2, Rajadamri Road, Lumpini, Pathumwan, Bangkok, 10330, Thailand.

Preliminary Proceedings:

Mr. Terapol Soonponrai was the Secretary of the Meeting, and informed the Meeting the general information of the Company’s current capital and shares as follow:

Registered Capital	255,000,000.00 Baht
Divided into	255,000,000 Shares
Paid-up Capital	253,817,676.00 Baht
Issued Shares	253,817,676 Shares
Par value per shares	1.00 Baht

On May 24th, 2019 (Record Date), the Company had total number of shareholders of 733 persons; being 725 Thai shareholders holding an aggregate of 229,475,926 shares, equivalent to 90.41 of total number of shares sold, and 8 being foreign shareholders, holding an aggregate of 24,341,750 shares, equivalent to 9.59 of the total number of shares sold.

At this Meeting, 134 shareholders were present either in person or by proxy, representing 185,335,579 shares or 73.02 percent of the total paid-up capital, thereby constitution a quorum as require by Section 38 of the Company’s Articles of Association specifying that there shall be shareholders and proxies (if any) attending at a shareholders’ meeting amounting to not less than twenty-five (25) persons and in either case such shareholders shall hold shares amounting to not less than one-third (1/30 of the total number of shares sold of the Company.

Mr. Kevin Kumar Sharma, Chairman of the Board of Directors and Group Chief Executive Officer, was the Chairman of the Meeting, convened the Meeting and advised the directors, Executive Management, and the advisor who present at the Meeting as follow;

Thai Plaspac Public Company Limited

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COMPANY REGISTRATION NO. AND TAX ID : 0107547000575

Directors

- | | |
|-------------------------------|--|
| 1. Mr. Kevin Kumar Sharma | Chairman of the Board of Director, and Group Chief Executive Officer |
| 2. Mr. Theerawit Busayapoka | Director, Managing Directors, and Chief Executive Officer of Thai Business |
| 3. Mr. Virasak Suthantavibul | Independent Director, Chairman of the Audit Committee and Member of Nomination and Remuneration Committee |
| 4. Mr. Kittiphat Suthisamphat | Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee |
| 5. Mr. Gran Chayavichitsilp | Independent Director, Chairman of the Nomination and Remuneration Committee, and Member of the Audit Committee |
| 6. Mrs. Aradhana Lohia Sharma | Non-Executive Director |
| 7. Mr. Yashovardhan Lohia | Non-Executive Director |
| 8. Mr. Anil Kumar Kohli | Director, and Chief Technical Officer |

Executive Managements

- | | |
|------------------------------|--|
| 1. Mr. Worapong Woottipruk | Chief Financial Officer, Company Secretary |
| 2. Mr. Khanit Thanawuthikrai | Assistant Vice President Accounting |

Advisor

- | | |
|--|--|
| 1. Ms. Orawan Techawatanasirikul | Auditor from EY Office Company Limited |
| 2. Mr. Chatri Trakulmanenate | Legal Advisor from Capital Law Office Limited |
| 3. Mr. Theerapat Kasempunkul | Financial Advisor from Bualuang Securities Public Company Limited |
| 4. Mr. Vivorn Matthew Ratanatharathorn | Independent Financial Advisor from Avangarde Capital Company Limited |
| 5. Mr. Torsit Mesattaya | Legal Advisor from Khunpon and Associate Law Office Limited |

The Chairman appointed Mr. Theerawit Busayapoka Managing Director processed the Meeting. Mr. Theerawit Busayapoka informed all attendance of the procedures for voting, counting votes and results of the votes as follows

Procedure of Voting and Counting of Votes

1. According to the company voting rules No. 40, each shareholder is entitled to vote equal to the number of shares held, i.e. one vote per one share.
2. For facilitating voting, the company introduces the barcode system to help registering and counting the votes. All shareholders will receive a ballot for voting at the meeting registration point.
3. The company will collect all ballots from all eligible voters who vote “disagree” or “no vote” in each agenda only. If eligible voters vote “disagree” or “abstain to vote”, they must provide a signature on the ballots, then raise their hands so that the ballots will be collected. For eligible voters who “agree”, they do not need to submit a ballot immediately as the ballot will be collected after the meeting ends. However, those still need to give a mark on the card.
4. In the case that any proxy already gave a vote, the Company will count the information provided in accordance with the given details only.
5. “Abstained” ballots and voided ballots will not be counted as a vote, except for the votes in the Agenda Nos, 6 and 8 only, for which all votes shall be counted as votes.
6. Voided ballots mean:
 - 6.1 Ballot for each agenda marked more than 1 slot
 - 6.2 Ballot for each agenda marked separate votes (except for the custodian)
 - 6.3 Ballot without a signature
 - 6.4 Ballot, which is modified or erased, without any signature
 - 6.5 Ballot which is destroyed or strikethrough

Before voting for each agenda, the Company will give the shareholders the opportunity to ask or comment on the issues relating to that agenda. Any shareholder wishing to ask or comment on the issues please raise their hands, state their name and surname before asking questions.

In compliance with good governance, Mr. Theerawit Busayapoka invited 2 shareholders to be witnesses for the vote counting. Ms. Ratchanee Ratanapan and Ms. Monpassorn Suphasri volunteered to be witnesses for the vote counting. Ms. Supichaya Neesanan is also a representative from Capital Law Office Co., Ltd., that acts as a witness for the vote counting. The Managing Director process the Meeting follow the listed agenda in the EGM invitation as follow.

AGENDA No. 1: MATTERS TO BE INFORMED TO THE SHAREHOLDERS BY THE CHAIRMAN

The Chairman expressed his gratitude to the Shareholders for devoting their valuable time to attend the Meeting and informed that as the Board of Directors deemed appropriate to have the Shareholders' Meeting to approve the asset acquisition of Sun Packaging Systems (FZC) ("**Sunpack**"), a limited liability company incorporated in the Sharjah Airport International Free Zone (the "**SAIF**") in the United Arab Emirates (the "**UAE**") where such transaction will be proposed for your further consideration and approval in Agenda Item 3 as legally required. In this regard, we have disclosed the relevant information with respect to the transaction in the Information Memorandum, which had been delivered to all shareholders and enclosed to the invitation to the Meeting as Enclosure 2. In addition, we have appointed Avantgarde Capital Company Limited as our Independent Financial Advisor to provide an opinion on the transaction, where the Opinion of the Independent Financial Advisor had also been delivered to all shareholders and enclosed to the invitation to the Meeting as Enclosure 3. The Board of Directors believes that the information provided in the said documents should be sufficient to enable the shareholders to understand the nature of the transaction and make an informed decision.

RESOLUTION

The Meeting acknowledged matters as informed to the Shareholders by the Chairman.

AGENDA No. 2: TO APPROVE THE MINUTES OF THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON 24 APRIL 2019

Mr. Theerawit Busayapoka informed the Meeting that the Company's has completed the Minutes of 2019 Annual General Meeting of Shareholder which was held on 24 April 2019 and filed the minutes with the Stock Exchange of Thailand and the Ministry of Commerce within 14 days according to requirements under the law and published them on the Company's website. A copy of the said Minutes thereof is per Enclosure 1. The Board of Directors deemed the Minutes of 2019 Annual General Meeting of shareholders which was held on 24 April 2019 was completed correctly and appropriated to proposed for the Meeting to consider and approve the said Minutes

RESOLUTION

The Meeting consider and unanimously approve the Minutes of 2019 Annual General Meeting of shareholder which was held on 24 April 2019 as proposed with simple majority vote of the shareholder attend the Meeting and casting their votes as follow:

Agree	220,220,294	votes	Equal to	100.00%
Disagreed	0	votes	Equal to	0.00%
Abstained	0	votes		Not constituted as a vote
Voided Ballots	0	votes		Not constituted as a vote
Total (151 persons)	220,220,294	votes	Equal to	100.00%

AGENDA No. 3: TO CONSIDER AND APPROVE THE INVESTMENT IN SUN PACKAGING SYSTEMS (FZC) CONSTITUTING AN ASSET ACQUISITION TRANSACTION OF THE COMPANY

Mr. Theerawit Busayapoka stated the Meeting, that as the Company's proposed to invest in Sunpack which had been delivered to all shareholder and enclosed to the invitation to the Meeting as Enclosure 2. The detail of the investment is concluded as follows:

1. Transaction Summary

The Company proposed to invest in Sunpack, a limited liability company incorporate in the Sharjah Airport International Free Zone ("SAIF") in the United Arab Emirates ("U.A.E") engaging in plastic containers manufacturing business. The Company or newly established entity to be wholly owned by the Company ("SPV") will invest by acquisition of 89% shares in Sunpack from Kishore Kumar Tarachand Bhatia, Khalid Mahmood Malik and Kanhaiyalal Mannalal Mundhra (the "Seller") with total consideration and expenses for the Transaction of not exceeding USD 14.80 million, equivalent to approximately THB 472.09 million (Based on the exchange rate of USD 1 = THB 31.8978 announced by the Bank of Thailand as of April 23, 2019.) ("**Maximum Acquisition Costs**") (collectively, the "**Transaction**")

2. Overview of Sunpack

Sunpack was founded in 2004 by Mr. Kishore Kumar Tarachand Bhatia, Mr. Khalid Mahmood, and Mr. Kanhaiyalal Mannalal Mudhra, engaging several types of plastic containers manufacturing business in brand "Sunpet" since 2005 with the capacity around 2,600 MT p.a. and the warehouse located at SAIF in UAE.

3. Expected Benefits for the Company

1. To acquire the remaining of the 'Sunpet' business
 - When the Company acquired the business of Sunrise Containers Limited ("**Sunrise**") (now known as TPAC Packaging India Private Limited) in India in 2018, the Company acquired the 'Sunpet' brand which is a branded range of consumer packaging.

- Sunpack shares a common shareholder with the former Sunrise and also operates using the ‘Sunpet’ brand.
 - Sunpack has built the ‘Sunpet’ brand very strongly within Dubai, retailing at well-known supermarkets like Carrefour and LouLou in Dubai within their homewares section.
 - In summary, the Company would like to acquire Sunpack in order to acquire the remaining ‘Sunpet’ business. Therefore, the Company will enter into this Transaction to acquire the entire ‘Sunpet’ business.
2. To develop a manufacturing footprint that compliments customers’ geographical focus
- The Company’s current customer base comprises predominantly multinational FMCG companies and the UAE is a major focus market of the world’s leading FMCG companies. Sunpack focuses on Middle East and Indian companies, many of which have established local manufacturing presence in Dubai.
 - With this acquisition, the Company will be able to serve customers in Thailand, India, and the UAE, thereby further increasing the value proposition offering to customers.
3. To escalate its competency and capability
- The Company and Sunpack have been exclusively focused on consumer rigid plastic molding technologies. Both of them have an excellent expertise and capability in this area.
 - With this acquisition, the cross-learnings and sharing of their research and development expertise will further enhance their competence and reputation for best in class rigid plastic packaging design solutions.
4. To increase bargaining power
- Sunpack and the Company use the same raw materials such as PET and PP.
 - With the two companies combined, they will be a larger buyer, which will increase their bargaining power.
5. To diversify customer base and acquire new customer relationships
- Sunpack has a wide range of customers. With this transaction, the Company will be able to enlarge its customer base and further diversify its revenue stream.
6. To enter into a financially accretive deal
- The Company is expected to increase its financial strength as Sunpack has higher gross profit margin, net profit margin and EBITDA margin.
 - Sunpack has strong cash flows from its operations.

4. Transaction Calculation

The Transaction constitutes an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the “**Acquisition and Disposition Notifications**”). The transaction size of the Transaction calculated based on the net profit from operating results criterion, which gives the highest transaction value, is equivalent to 154.45%. Moreover, the Company has had another acquisition transaction within the past six months, i.e., the investment in solar rooftop business as approved at the Board of Directors’ Meeting No. 1/2019 held on February 26, 2019 whose transaction size calculated based on the total value of consideration criterion was equivalent to 0.72%. The transaction size of the Transaction calculated based on the total value of consideration criterion is equivalent to 11.28%, which, after computation with the transaction size of the Company’s other acquisition transaction within the past six months, will amount to a total transaction size of 12.00% based on the total value of consideration criterion. The transaction size calculation is based on the Company’s latest audited financial statements for the fiscal year ended December 31, 2018. The Transaction, therefore, is deemed as a Class 4 Transaction, i.e., a transaction with a transaction size of more than 100% constituting a backdoor listing transaction; however, the Transaction qualifies for the backdoor listing exemptions under the Acquisition and Disposition Notifications as detail in Enclosure 2 where the Company is required to disclose information on the Transaction to the SET and obtain approval from the shareholders.

In addition, the Company further proposed the delegation of power to the Company’s authorized directors as shown in the Certificate of Incorporation or the Chief Executive Officer, or any person(s) designated by the Company’s authorized directors as shown in the Certificate of Incorporation or the Chief Executive Officer, to undertake all necessary actions in connection with the Transaction, including, but not limited to, the following: (a) negotiating terms and conditions under the SPA and the SHA; (b) determining and/or amending other details in relation to the Transaction; (c) signing agreements and documents in relation to the Transaction, including, but not limited to the SPA and the SHA; (d) signing applications, as well as other documents and evidence which are necessary for and in relation to the Transaction, including contacting and filing such applications, documents, and evidence with relevant governmental authorities and/or competent agencies; and (e) undertaking any other actions which are necessary for and in relation to the completion of the Transaction.

The Board of Directors deemed to this Transaction is reasonable and beneficial to the Company in the long run thereby, the Board of Directors deemed appropriate to propose for the consideration and approval the investment in Sunpack constituting as an asset acquisition from the Shareholders’ Meeting follow the Acquisition and Disposition Notification, Including the delegation of power to the Company’s authorized directors as shown in the Certificate of Incorporation or the Chief Executive Officer, or any person(s) designated by the Company’s authorized directors as shown in the Certificate of Incorporation or the Chief Executive Officer, to undertake all necessary actions in connection with the Transaction as the detail above.

The Company’s by Managing Director asked whether there were any questions or comments, and the shareholders raised, the responses were concluded in the end of this agenda and proposed the Meeting to cast their votes.

RESOLUTION

The Meeting considered and unanimously approved the investment in Sunpack constituting the asset acquisition transaction as the Acquisition and Disposition Notification with the casting votes as follow.

Agree	220,428,806	votes	Equal to	100.00%
Disagreed	0	votes	Equal to	0.00%
Abstained	0	votes	Equal to	0.00%
Voided Ballots	0	votes	Equal to	0.00%
Total (166 persons)	220,428,806	votes	Equal to	100.00%

REMARK

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding votes of any shareholders having interests.

Q&A

1. Question: Mr. Rittichai Yhipcharoenporn, (a shareholder) asked (1) Explanation of the estimated financial position and the tax benefit of Sunpack. (2) Is the production cost lower than the other country because United Arab Emirates is the oil supplier which the oil is the material of plastic? (3) Explanation of the Sunpack's export. (4) How many annual growth rates of the plastic manufacturing business? (5) Is the profit of the domestic sale of U.A.E higher than the export sale?

Answer: Mr. Theerawit Busayapoka explained as follow, (1) The Independent financial advisor estimated the financial position of the company under many assumptions which is possible, and the tax benefit is mainly the Corporate income tax exempt. (2) The material cost in U.AE. isn't difference compared with Thailand. (3) Sunpack mainly exports to the Gulf Co-operation Council (GCC). (4) Plastic manufacturing is normally growth around 5-7 percent annually. (5) No, the profit of the domestic sale isn't always higher than the export sale. It depends on the marketing strategy.

2. Question: Mr. Thamrong Ananthaweeapol (a shareholder) asked that (1) When will the transaction be completed and after the acquisition be consolidated in the financial statement? (2) Is the strengthen of THB lower the transaction cost?

Answer: Mr. Theerawit Busayapoka and Mr. Worapong Woottipruk explained as follows, (1) The transaction will be completed within the third quarter of 2019 depend on the operation process of the related department and the financial statement will also be consolidated in the third quarter of 2019. (2) The strengthen of THB is beneficial of this transaction, according to the transaction cost is in U.S. dollar.

AGENDA No. 4: TO CONSIDER AND APPROVE THE AMENDMENT OF THE COMPANY'S OBJECTIVES

Mr. Theerawit Busayapoka informed the Meeting that according to the Company would like to amend the Company's objectives to cover business operation of international business center, by increasing total number of the objectives from 31 objectives to 32 objectives as detailed below:

- “(32) To operate the international business centre by operating business in providing services to affiliated enterprises or providing international trading services by conducting 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 other supporting services; and
 - B. Providing international trading services, including operating international buying and selling goods with optional services being provided for such buying and selling goods, 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, and providing other services.”

In this regard, it is proposed that any person designated by the Board of Directors to register the amendment of the Company's objectives with the Department of Business Development of the Ministry of Commerce be authorized to amend and adjust the above wordings to be in line with the registrar's order.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the amendment of the Company's objectives, by increasing the total number of the objectives from 31 objectives to 32 objectives as the detailed above.

The Company by Managing Director asked the shareholders whether there were any question or comments, and none were raised, and proposed the Meeting to cast their votes.

RESOLUTION

The Meeting considered and unanimously approved the amendment of the Company's objectives with the casting votes as follow.

Agree	220,428,806	votes	Equal to	100.00%
Disagreed	0	votes	Equal to	0.00%

Abstained	0	votes	Equal to	0.00%
Voided Ballots	0	votes	Equal to	0.00%
Total (166 persons)	220,428,806	votes	Equal to	100.00%

REMARK

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the abstained vote and voided ballots to be the base of calculation.

AGENDA No. 5: TO CONSIDER AND APPROVE THE AMENDMNT OF THE COMPANY'S MEMORANDUM OF ASSOCIATION

Mr. Theerawit Busayapoka informed the Meeting that to be in accordance with the amendment of the Company's objectives as detailed in the agenda item 4. The Company has to amend to Clause 3 (objectives) of the Company's Memorandum of Association by adopting the following wording;

"Clause 3. The Company has 32 objectives as per the details in the attached Form BorMorJor. 002."

In this regard, it is proposed that any person designated by the Board of Directors to register the amendment of the Company's Memorandum of Association with the Department of Business Development of the Ministry of Commerce be authorized to amend and adjust the above wordings to be in line with the registrar's order.

The Board of Directors deemed it appropriate to propose the Meeting to consider and approve the amendment to the Clause 3 (objective) of the Company's Memorandum of Association as the detailed above.

The Company by Managing Director asked the Meeting whether there were any question or comment, and none were raised, and proposed the Meeting to cast their votes.

RESOLUTION

The Meeting considered and unanimously approved the amendment to Clause 3 (objective) of the Company's Memorandum of Association with the casting votes as follow.

Agree	220,428,806	votes	Equal to	100.00%
Disagreed	0	votes	Equal to	0.00%
Abstained	0	votes	Equal to	0.00%
Voided Ballots	0	votes	Equal to	0.00%
Total (166 persons)	220,428,806	votes	Equal to	100.00%

REMARK

The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the abstained vote and voided ballots to be the base of calculation.

AGENDA No. 6: TO CONSIDER OTHER MATTERS (IF ANY)

Mr. Theerawit Busayapoka informed the Meeting that according to Section 105 of the Public Company Limited Act 1992 (including the amendment), after the shareholder's Meeting consider the agenda items as the sent out in invitation letter, shareholder individually or collectively, holding not less than one-third of the Company's total issued share, may propose that the meeting consider any matters other than those proposed in the invitation letter, nevertheless, none were raised.

The Chairman thanked all shareholder for the approval to investment in Sumpack and explained the Company's 3 years performance as the follow.

The Company is the leader in the plastic container manufacturing business for 35 years. The headquarter is located at Bangkok and registered in the Stock Exchange of Thailand in MAI market since 2005. The customers are mainly the overseas company which produced FMCG products. The Company operates across the food & beverage, pharmaceutical and personal care product, totally has 11 factories which located in 3 countries, 4 factories in Thailand, 6 factories in India and if the acquisition is completed, will have a factory located in U.A.E. which is the food grade standard. The Company aims to produce the mono layer rigid plastic container which can be recycled, in the high growth market and the valued add strategy.

During the fourth quarter of 2005, the major shareholder had been changed and the vision and strategy are also change. In 2006, the company's corporate governance level is developed to good level and continuously been at the very good level since 2007. In the second quarter of 2008 the Company had acquired TPAC Packaging Bangna Co., Ltd, and in the next quarter had invested in Sunrise Containers Limited ("**Sunrise**") (which is TPAC Packing India Private Limited in the present) in India. Since that, the Company becomes to be the overseas company. The investment in U.A.E, this transaction will be consolidated in the financial statement which consolidate Sunpack's operation performance in the third quarter of 2019.

Three key factors to operate the Company are 1) Environment policy, according to the FMCG producer has the sustainable environment policy which will be used all the recyclable containers within 2025. The Company aims to produce the monolayer plastic containers which can be recyclable. 2) The consumption growth rate, the increase of the aggregate productions and consumption which are positive to the Company, in addition gross domestic expenditure of Thailand is also growth mostly in food, beverage and personal care. In India, the consumption growth is massively increased in 2030. 3) Technology, The Company aims to research and develop the technology which related to saving the energy, time and cost.

For the past three and a half years, the Company's has the major changes which are the increased of the number of factories, food safety management system standard, investment in overseas, increased of the number of employees, Corporate Governance from 2 stars to 4 stars,

Accounting management System from ERP to Oracle, and the diversification of customer group.

The Company's strategy aims to enter the high efficiency and growth market e.g. India and U.A.E. In addition, the Company also aim to develop the management team to improve the efficient to conduct the business and increase of the market shares and invest in overseas company who is the market leader and can be encourage the existing business.

The Company's believes that the opportunity to grow are (1) the diversification of the necessary consumption product can generate the company's sustainable cash flow. (2) aim to control the production process and internal control (3) continuously valued added strategies (4) conduct to the Niche market. (5) Prepare for the new manufacturing technology by aim to produce monolayer plastic containers which can be recycle and (6) aim to develop the company for growing.

Mr. Theerawit Busayapoka invited the Chairman to declare the adjournment and thanked to shareholders and the Board of Directors at 4.00 pm.

After the Meeting open at 3.00 pm. the shareholders continued to register to attend the Meeting. Upon adjournment of the Meeting there were 32 shareholders holding aggregate 220,428,806 shares equivalent to 86.85 percent of the share sold and the Company had adjusted the votes in each agenda to be in line with the registration and the good corporate governance of the Company.

- signature -

(Mr. Kevin Kumar Sharma)
Chairman of the Meeting

(Translation)

(F 53-4)

Capital Increase Report Form
Thai Plaspac Public Company Limited
September 4, 2019

We, Thai Plaspac Public Company Limited (the “**Company**”), hereby report that the Board of Directors’ Meeting No. 6/2019, held on September 4, 2019 between 10.00 a.m. and 12.00 p.m., passed resolutions in relation to the Company’s capital increase and the allocation of newly issued shares as follows:

1. Capital increase

The meeting of Board of Directors resolved to propose that the Extraordinary General Meeting of Shareholders No. 2/2019 consider and approve the increase of the Company’s registered capital from THB 253,817,676 to THB 326,550,000 by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1.00 per share, totaling THB 72,732,324. The capital increase is as detailed as follows:

Type of capital increase	Type of shares	Number of share (Shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specific Use of Proceeds	Ordinary	72,732,324	1.00	72,732,324
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of newly issued shares

2.1 Specific Use of Proceeds

Allocated to	Number of shares (Shares)	Ratio (Existing: New)	Sale price (THB/share)	Date and time of subscription and share payment	Remark
Existing shareholders of the Company on a pro rata basis (Rights Offering) whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights	72,732,324	3.4898 existing ordinary shares: 1 newly issued ordinary share	11.00	November 14-15 and 18-20, 2019 (totaling five business days)	Please see the remarks below.

Remarks

- The Board of Directors’ Meeting No. 6/2019, held on September 4, 2019, resolved to propose that the Extraordinary General Meeting of Shareholders No. 2/2019 consider and approve the allocation of 72,732,324 newly issued ordinary shares with a par value of THB 1 per share to the existing shareholders of the Company on a pro rata basis, at an allocation ratio of every 3.4898 existing shares for 1 newly

issued ordinary share, and at an offering price of THB 11.00 per share whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights and any fractions of shares shall be rounded down.

In determining the offering price of the newly issued ordinary shares to be offered to the existing shareholders on a pro rata basis, the Company has considered and taken into account the market price of its shares and fixed a discount of approximately 10.7 percent of the weighted average price of the shares of the Company for 60 consecutive business days prior to the date on which the Board of Directors resolved to propose the increase of the Company's registered capital to the Extraordinary General Meeting of Shareholders No. 2/2019 for consideration and approval on September 4, 2019 (i.e. the period from June 7 to September 3, 2019, which is equivalent to approximately THB 12.32 (based on information from SETSMART of the Stock Exchange of Thailand (the "SET")) (the "**Market Price**").

In this regard, the Company has determined the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares on a pro rata basis (Record Date) on October 24, 2019, and fixed the subscription period between November 14-15 and 18-20, 2019 (totaling five business days).

2. Each existing shareholder may subscribe for the newly issued ordinary shares in excess of their rights according to the allocation ratio as prescribed above, but the oversubscribed shares will be allocated to the oversubscribing shareholders only if there are shares remaining from the first round of allocation to the existing shareholders who subscribe for the shares on a pro rata basis.

In allocating the newly issued ordinary shares to the existing shareholders on a pro rata basis, in the case that there are newly issued ordinary shares remaining from the first round of allocation to the existing shareholders on a pro rata basis, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such shares, which includes the existing shareholders who are the connected persons of the Company and wish to oversubscribe for such shares, at the same offering price as the rights issue shares, and the oversubscribers shall make payment for the shares that are oversubscribed in full together with the payment for the rights issue shares from the first round of allocation, the details of which are as follows:

- 2.1 In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is more than or equivalent to the number of shares oversubscribed by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who have fully paid for the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.
- 2.2 In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is less than the number of shares oversubscribed by the existing shareholders, the Company shall allocate the remaining shares to the oversubscribing shareholders in accordance with the following procedures:
 - 2.2.1 The Company shall allocate the shares on a pro rata basis by multiplying the shareholding ratio of each existing oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each oversubscribing shareholder shall be entitled to be allocated. In the case of any fractions of shares, the fractions shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid.
 - 2.2.2 In the case where there are shares remaining from the allocation pursuant to 2.2.1, the Company shall allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with shares on a pro rata basis by multiplying the shareholding ratio of each existing oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each

oversubscribing shareholder shall be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for.

In this regard, the Company shall allocate the shares to the oversubscribing shareholders until the oversubscribed shares have been fully allocated or there are no shares remaining from the allocation.

3. Any allocation of shares to the existing oversubscribing shareholders of the Company shall not cause any shareholder of the Company (including the person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the “**Securities Act**”) of such shareholder) to hold shares in violation of the foreign limit as specified under the Company’s Articles of Association. In addition, in the case that the oversubscription by an existing shareholder of the Company results in his/her shareholding ratio triggering a tender offer, such shareholder must also comply with the relevant rules.
4. In allocating the newly issued ordinary shares of the Company, the Group Chief Executive Officer, or any person(s) authorized by the Group Chief Executive Officer shall be authorized to consider and determine any details necessary for and relevant to the allocation of the newly issued ordinary shares, including, but not limited, to:
 - (1) determining and amending details with respect to the allocation of the newly issued ordinary shares, e.g. allocation of the newly issued ordinary shares whether in single or sequential allocations, period of the offering, payment of the offering price, and any other conditions and details in connection with the said allocation;
 - (2) entering into negotiations, making agreements and executing documents and agreements relevant to the allocation of the newly issued ordinary shares, and executing applications, waivers, and any other document and evidence necessary for and relevant to the said allocation, including contacting and submitting such applications, waivers, and documents and evidence to the relevant authorities or agencies, and listing the newly issued ordinary shares on the Market for Alternative Investment (MAI); and
 - (3) undertaking any other actions necessary for and relevant to the allocation of the newly issued ordinary shares.

2.2 Actions to be taken by the Company in case of a fraction of shares

In case of any fraction of shares as a result of the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis, such fraction shall be rounded down.

3. Schedule for the shareholders’ meeting to approve the capital increase/the share allotment

The Extraordinary General Meeting of Shareholders No. 2/2019 is scheduled to be held on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110.

The Record Date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2019 (Record Date) is scheduled on September 19, 2019.

4. Approval of the capital increase/share allotment by the relevant governmental agencies and conditions thereto (if any)

- 4.1 The Company will register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development under the Ministry of Commerce, within 14 days after the date on which the shareholders' meeting has approved the increase of the registered capital, and will register the increase of the paid-up capital within 14 days after the newly issued shares are fully paid-up.
- 4.2 The Company will apply for approval from the SET to list such newly issued ordinary shares on the Market for Alternative Investment (MAI).

5. Objectives of the capital increase and use of proceeds

- 5.1 To strengthen the Company's balance sheet by using a major portion of the proceeds derived from the capital increase to repay loans from financial institutions and/or other debts in the amount of approximately THB 800,000,000, which will allow the Company to be ready for business expansion and acquisitions in the future after the repayment of such loans.
- 5.2 To increase the liquidity of the Company's shares traded on the MAI given the increase in the number of shares of the Company.
- 5.3 To satisfy one of the listing criteria for the Company's shares to be listed on the main board of the SET, i.e. by having paid-up capital of not less than THB 300,00,000 as it is the intention of the Company to list its shares on the main board of the SET.

6. Benefits from the capital increase/share allotment to the Company

The capital increase will help strengthen the Company's balance sheet to be ready for business expansion and further acquisitions, which may be in markets where the company already has a presence (India, United Arab Emirates, Thailand). In addition, if the Company has more liquidity in terms of shares and is able to have its shares traded on the main board of the SET, the investor base will be expanded, thereby unleashing the Company's full valuation potential.

7. Benefits from the capital increase/share allotment to the shareholders

7.1 Dividend policy

The Company has a policy to pay dividends at the rate of not less than 30 percent of the net profit after corporate income tax and statutory reserve. However, payment of dividends is subject to change depending on the operating results, business expansion plan, liquidity, necessity, and other appropriateness in the future, and the Board of Directors of the Company has the authority to consider the implementation of this policy on the condition that it must be in the best interest of the shareholders.

The subscribers of the newly issued shares shall be entitled to receive dividends from the Company's business operations from the date on which the subscribers are registered as the Company's shareholders, provided that the shareholders must have their names listed in the shareholder register book of the Company, and the Company must announce the dividend payment in accordance with the relevant laws, rules, and regulations.

7.2 Others

-None-

8. Other details necessary for decision-making by shareholders in approving the capital increase and the share allotment

8.1 Effects on the shareholders from the allocation of newly issued shares

8.1.1 Price Dilution

After the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis, price dilution will be subject to the exercise of the rights to purchase newly issued shares of each existing shareholder. In the case that all existing shareholders do not exercise their rights to purchase any newly issued shares, there will be no price dilution effect on the shares of the Company. However, in the case that all existing shareholders fully exercise their rights to purchase all newly issued shares, the price of the shares of the Company will be affected and it will be reduced at the rate of 2.4 percent as per the following calculation:

$$\begin{aligned}
 &= \frac{\text{Market Price before offering} - \text{Market Price after offering}}{\text{Market Price before offering}} \\
 &= \frac{12.32 - 12.03}{12.32} \\
 &= 2.4 \text{ percent}
 \end{aligned}$$

The Market Price after the rights offering is:

$$\begin{aligned}
 &= \frac{(\text{Market Price} \times \text{Number of paid-up shares}) + (\text{Rights offering price} \times \text{Number of shares to be issued as rights offering})}{\text{Number of paid-up shares} + \text{Number of shares to be issued as rights offering}} \\
 &= \frac{(12.32 \times 253,817,676) + (11.00 \times 72,732,324)}{253,817,676 + 72,732,324} \\
 &= \text{THB 12.03 per share}
 \end{aligned}$$

8.1.2 Control Dilution

After the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis, in the case that all existing shareholders fully exercise their rights to purchase the newly issued shares, there will be no control dilution.

However, in the case that any shareholder does not wish to exercise his/her rights to subscribe for any newly issued ordinary shares and other shareholders exercise their rights to subscribe for all of the newly issued ordinary shares in accordance with their rights and/or subscribe for all newly issued ordinary shares in excess of their rights, there will be a control dilution effect on such shareholder, where his/her voting rights will be decreased by approximately 22.3 percent as per the following calculation:

$$\begin{aligned}
&= \frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\
&= \frac{72,732,324}{253,817,676 + 72,732,324} \\
&= 22.3 \text{ percent}
\end{aligned}$$

8.1.3 Earnings (EPS) per Share Dilution

$$\begin{aligned}
&= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \\
&= \frac{0.15 - 0.12}{0.15} \\
&= 22.3 \text{ percent}
\end{aligned}$$

$$\begin{aligned}
\text{Whereby EPS before offering} &= \frac{\text{Net profit}}{\text{Number of paid-up shares}} \\
&= \frac{38,418,040}{253,817,676} \\
&= \text{THB 0.15 per share}
\end{aligned}$$

$$\begin{aligned}
\text{Whereby EPS after offering} &= \frac{\text{Net profit}}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\
&= \frac{38,418,040}{253,817,676 + 72,732,324} \\
&= \text{THB 0.12 per share}
\end{aligned}$$

Net profit is calculated from the net profit of the past 12 months from July 1, 2018 to June 30, 2019.

In this regard, after taking into consideration a comparison between the benefits that the shareholders will gain from the capital increase, and the allocation of the newly issued ordinary shares of the Company and the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as described above, the Board of Directors has viewed that the capital increase and the allocation of the newly issued ordinary shares of the Company to be more beneficial to the shareholders than the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as the capital increase and the allocation of newly issued ordinary shares of the Company would allow to repay loans with financial institutions and/or other debts and would reduce the interest expenses to the financial institutions and as well as strengthening the financial position of the Company as the Company would have a continuous stream of working capital and flexibility for its business operations in the future.

8.2 Opinions of the Board of Directors on the capital increase or the offering of the newly issued shares to the existing shareholders on a pro rata basis

8.2.1 Rationale and necessity for the capital increase

The Board of Directors has viewed that it was necessary for the Company to increase its registered capital and allocate the newly issued ordinary shares to the existing shareholders on a pro rata basis where the proceeds from the allocation of the newly issued shares would be used for the purposes as described under Clause 5 above.

8.2.2 Feasibility of the plan for the use of proceeds

The Company plans to allocate the newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis and receive the proceeds from such share allocation by November 2019. The Company will use such proceeds for the purposes as described under Clause 5 above.

8.2.3 Reasonableness of the capital increase, plan for the use of proceeds from the sharing offering, and projects to be implemented, including sufficiency of the sources of funds in the case that proceeds from the allocation of the newly issued ordinary shares on a pro rata basis are insufficient

The Board of Directors has viewed that the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis was appropriate and reasonable and was in the best interest of the Company and all shareholders because it was in line with the Company's financing plan to repay loans from the financial institutions and/or other debts, which would help strengthen the Company's balance sheet, which will allow the Company to be ready for business expansion and acquisitions in the future. In the case that the proceeds from the allocation of the newly issued ordinary shares are insufficient, the Company has a plan to repay the loans as much as possible to reduce its interest burden.

In this regard, in the case that newly issued ordinary shares are fully subscribed, the Company will be able to raise funds of approximately THB 800,055,564.

8.2.4 Potential impact on the business operations of the Company, as well as its financial position and operating results as a result of the capital increase and the implementation of the plan for the use of proceeds or projects

The Board of Directors has viewed that the allocation of the newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis was in line with the Company's financing plan, which would allow the Company to be able to use the proceeds from the capital increase for the purposes as described under Clause 5 above. The implementation of the foregoing will be beneficial to the Company and will not have any adverse effect on the business operations of the Company, as well as its financial position and operating results.

9. Schedule of actions after the Board of Directors resolved to proposed that the Extraordinary General Meeting of Shareholders No. 2/2019 consider and approve the capital increase/the share allotment

No.	Procedure	Date
1	The Board of Directors' Meeting No. 6/2019	September 4, 2019
2	The date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2019 (Record Date)	September 19, 2019
3	The Extraordinary General Meeting of Shareholders No. 2/2019	October 15, 2019
4	Registration of the increase of the registered capital with the Ministry of Commerce	Within 14 days after the shareholder's meeting's resolution was passed to approve the increase of the registered capital
5	The date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares (Record Date)	October 24, 2019
6	The subscription period of the newly issued ordinary shares	November 14-15, and 18-20, 2019 (totaling five business days)
7	Registration of the paid-up capital with the Ministry of Commerce	Within 14 days since after the end of the offering period

10. Representations of the Board of Directors on the capital increase

The Board of Directors affirms that it has performed its duty honestly and diligently to preserve the benefits of the Company in relation to the capital increase. However, if the performance of such duty by any director causes damage to the Company, the shareholders may file a legal action against such director on behalf of the Company for damages pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if the performance of such duty results in any director or his/her related persons obtaining undue benefits, the shareholders may file a legal action to claim for restitution of such benefits from such director on behalf of the Company pursuant to Section 89/18 of the Securities Act.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Sincerely yours,

Thai Plaspac Public Company Limited

(Mr. Kevin Kumar Sharma)

Chairman of the Board of Directors and
Group Chief Executive Office

List of Independent Directors for Appointment as Proxy

The Company has scheduled the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110 to consider the agenda items as set out in the Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019.

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 to attend the meeting and cast votes on your behalf:

1. Mr. Virasak Sutanthavibul

Position: Independent Director and Chairman of the Audit Committee

Address: 13/47 Chandrakasem, Chatuchak, Bangkok 10900

Age: 61

Conflict of Interest: No conflict of interest in all agenda items

2. Mr. Kittiphat Suthisamphat

Position: Independent Director and Member of the Audit Committee

Address: 84 Sumlae, Thon Buri, Bangkok 10600

Age: 48

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, Sathorn, Bangkok 10120

Age: 47

Conflict of Interest: No conflict of interest in all agenda items

Proxy Form A

Stamp Duty
THB 20

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 _____ vote(s)

(3) hereby authorize

- ☐ Mr/Mrs/Miss _____ Age _____
Residing at _____ Road _____ Sub-District _____
District _____ Province _____ Post Code _____
- ☐ Mr. Virasak Suthanthavibul Age 61 Residing at 13/47
Chandrakasem, Chatuchak,
Bangkok 10900
- ☐ Mr. Kittiphat Suthisamphat Age 48 Residing at 84 Sumlae,
Thon Buri, Bangkok 10600
- ☐ Mr. Gran Chayavichitslip Age 47 Residing at 2 Yannawa,
Sathorn, Bangkok 10120

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, 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 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.

Proxy Form B

Stamp Duty
THB 20

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 _____ vote(s)

(3) hereby authorize

- ☐ Mr/Mrs/Miss _____ Age _____
Residing at _____ Road _____ Sub-District _____
District _____ Province _____ Post Code _____
- ☐ Mr. Virasak Suthanthavibul Age 61 Residing at 13/47
Chandrakasem, Chatuchak,
Bangkok 10900
- ☐ Mr. Kittiphat Suthisamphat Age 48 Residing at 84 Sumlae,
Thon Buri, Bangkok 10600
- ☐ Mr. Gran Chayavichitslip Age 47 Residing at 2 Yannawa,
Sathorn, Bangkok 10120

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, or such other date, time and place as the meeting may be held.

(4) In this meeting, I/We hereby grant the proxy the right to vote on my/our behalf as follows:

Agenda item no. 1 Message from the Chairman to the Meeting

☐ **Agenda item no. 2 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows:

☐ Approve ____ votes ☐ Disapprove ____ votes ☐ Abstain ____ votes

- ☐ **Agenda item no. 3** **To consider and approve the reduction of the Company's registered capital by THB 1,182,324, from the existing registered capital of THB 255,000,000 to THB 253,817,676, by canceling 1,182,324 authorized but unissued shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital**
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows:
- ☐ Approve___votes ☐ Disapprove____votes ☐ Abstain____votes
- ☐ **Agenda item no. 4** **To consider and approve the increase of the Company's registered capital by THB 72,732,324, from the existing registered capital of THB 253,817,676 to THB 326,550,000, by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows:
- ☐ Approve___votes ☐ Disapprove____votes ☐ Abstain____votes
- ☐ **Agenda item no. 5** **To consider and approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis**
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows:
- ☐ Approve___votes ☐ Disapprove____votes ☐ Abstain____votes
- ☐ **Agenda item no. 6** **To consider other business (if any)**
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows:
- ☐ Approve___votes ☐ Disapprove____votes ☐ Abstain____votes

- (5) 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) In the event that I/we have not specified my/our voting intentions 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.

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 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

Attachment to Proxy Form B

Proxy Appointment as a Shareholder of Thai Plaspac Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, or such other date, time and place as the meeting may be held.

- ☐ **Agenda item no. __ Re :** _____
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes
- ☐ **Agenda item no __ Re :** _____
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes
- ☐ **Agenda item no __ Re :** _____
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes
- ☐ **Agenda item no __ Re :** _____
- ☐ (a) The proxy shall have the right on my/our behalf to consider and vote independently as it deems appropriate.
- ☐ (b) The proxy shall have the right to vote in accordance with my/our intention as follows
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Sign..... Grantor
(_____)

Sign..... Proxy
(_____)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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)

(เปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of THB 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
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of _____ shares	and have the rights to vote equal to _____ votes
<input type="checkbox"/> 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 _____ Amphoe/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ
คนใดคนหนึ่ง

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 สุตตันทวิบูลย์ (Mr. Virasak Sutanthavibul) หรือ/Or

☐ นายกิตติภักดิ์ สุทธิสัมพัทธ์ (Mr. Kittiphat Suthisamphat) หรือ/Or

☐ นายกรานต์ ฉายาวิจิตรศิลป์ (Mr. Gran Chayavichitslip)

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 3 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น
ครั้งที่ 2/2562) (Details of the Independent Directors of the Company are as set out in
Enclosure 3 of the Invitation to the Extraordinary General Meeting of Shareholders No. 2/2019)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่
สามารถเข้าประชุม

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”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2562 ในวันที่ 15
ตุลาคม 2562 เวลา 15.00 น. ณ ห้องประชุมแรมแบรนต์ 3 โรงแรมแรมแบรนต์ (Rembrandt) เลขที่ 19 ซอยสุขุมวิท 18 ถนนสุขุมวิท แขวงคลองเตย
เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“Proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2019 on October
15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok,
10110, 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 _____ และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share of _____ shares and have the rights to vote equal to _____ votes

☐ หุ้นบุริมสิทธิ _____ หุ้น _____ และมีสิทธิออกเสียงลงคะแนนได้ _____ 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 the right 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562

Agenda item no. 2 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

☐ 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 ☐ จดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 1,182,324 บาท จากทุนจดทะเบียนเดิมจำนวน 255,000,000 บาท เป็นจำนวน 253,817,676 บาท โดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้ออกจำหน่ายจำนวน 1,182,324 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda item no. 3 To consider and approve the reduction of the Company's registered capital by THB 1,182,324, from the existing registered capital of THB 255,000,000 to THB 253,817,676, by canceling 1,182,324 authorized but unissued shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

☐ 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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
	Votes	Votes

วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 72,732,324 บาท จากทุนจดทะเบียนเดิมจำนวน 253,817,676 บาท เป็นจำนวน 326,550,000 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 72,732,324 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda item no. 4 To consider and approve the increase of the Company's registered capital by THB 72,732,324, from the existing registered capital of THB 253,817,676 to THB 326,550,000, by issuing 72,732,324 newly issued ordinary shares with a par value of THB 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

☐ 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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
	Votes	Votes

วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวน 72,732,324 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น

Agenda item no. 5 To consider and approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis

☐ 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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
	Votes	Votes

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 6 To consider other matters (if any)

☐ 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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
	Votes	Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 intentions 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 เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบอำนาจ/Grantor

(.....)

ลงชื่อ/Signedผู้รับมอบอำนาจ/Proxy

(.....)

ลงชื่อ/Signedผู้รับมอบอำนาจ/Proxy

(.....)

ลงชื่อ/Signedผู้รับมอบอำนาจ/Proxy

(.....)

หมายเหตุ/Remarks

- หนังสือมอบอำนาจแบบ 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบอำนาจ คือ
The documents that are required to be attached to this Proxy Form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบอำนาจแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy Form on his/her behalf; and
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบอำนาจได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person signing the Proxy Form is permitted to engage in the custodian business.
- ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
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.
- ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 as a Shareholder of Thai Plaspac Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2562 ในวันที่ 15 ตุลาคม 2562 เวลา 15.00 น. ณ ห้องประชุมแรมแบรนต์ 3 โรงแรมแรมแบรนต์ (Rembrandt) เลขที่ 19 ซอยสุขุมวิท 18 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Extraordinary General Meeting of Shareholders No. 2/2019 on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ 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 _____ เรื่อง _____

Agenda item no.

Re :

☐ 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 _____ เรื่อง _____

Agenda item no.

Re :

☐ 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 _____ เรื่อง _____

Agenda item no.

Re :

☐ 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

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 October 9, 2019.

Registration and Documents Required for Registration

To facilitate the registration process for the Extraordinary General Meeting of Shareholders No. 2/2019, the Company will allow all shareholders and proxies to register from 2.00 p.m. onwards on the meeting day. 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; and
- b) Copy of 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) Proxy form, completely filled in; and
- c) Copy of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the shareholder and the proxy.

- **Juristic person shareholders**

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

- a) Registration form;
- b) 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 more than 30 days prior to the meeting date, which has been certified as true and correct copy by the authorized director(s) of the juristic shareholder.

2. **In case of juristic persons incorporated overseas:**

- a) Registration form;
- b) Proxy form, completely filled in;

- c) Copy of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the authorized director(s) of the juristic shareholder and the proxy; and
 - d) Copy of affidavit issued by the Ministry of Commerce not more than 30 days prior to the meeting date, which has been certified as true and correct copy by the authorized director(s) 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 the custodian:

- a) Registration form and Proxy Form C, completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy, 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 not more than 6 months prior to the meeting date, containing a statement showing that the person signing the proxy form is the custodian's authorized representative(s), 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 custodian's authorized representative(s); and
- e) Identification document (citizen identification card or government official identification card) or passport (in case of a foreigner) of the proxy.

2. Documents from the 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 not more than 6 months prior to the meeting date, containing a statement showing that the person(s) signing the power of attorney is the juristic person's authorized representative(s), 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 juristic person's authorized representative(s) 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.

(Translation)

**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 any time 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.

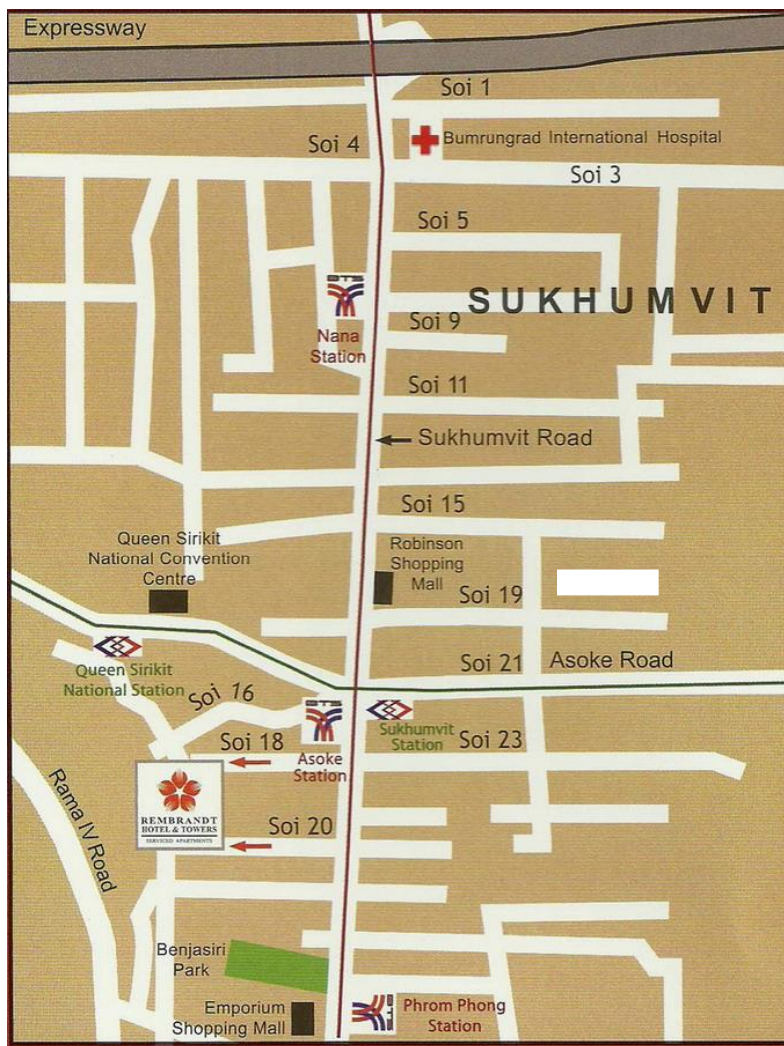
39. The Chairman of the Board shall be the Chairman of the meetings of shareholders. If half an hour has passed since the time specified for the meeting and the Chairman is not present at the meeting, the Vice-Chairman shall take the chair. If there is no Vice-Chairman or the Vice-Chairman is not present 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
 - (6) other businesses.

Map of the Meeting Venue



Rembrandt 3 Meeting Room, Rembrandt Hotel
No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110