

**Invitation to the 2022 Annual General Meeting of Shareholders**  
**Thai Plaspac Public Company Limited**

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2022 Annual General Meeting of Shareholders  
Friday 29 April 2022, at 14:00  
E-Meeting

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(Translation)

**Ref.** TPAC.004/2565

**Date:** 23 March 2022

**Re:** Invitation to the 2022 Annual General Meeting of Shareholders

**To:** Shareholders of Thai Plaspac Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Minutes of Extraordinary General Meeting No.1/2021 of Shareholders
  2. 2021 Annual Report (electronic format available via the QR Code provided)
  3. Credentials and Background of Nominated Director Candidates
  4. Definition of Independent Directors
  5. Remuneration of Directors for 2022
  6. Credentials and Background of Auditors
  7. Amended Objectives, Articles of Association, and Memorandum of Thai Plaspac Public Company Limited
  8. Proxy Form A, Proxy Form B, and Proxy Form C
  9. List of Independent Directors for Proxy Appointment
  10. Articles of Association of Thai Plaspac Public Company Limited relating to Shareholders' Meetings
  11. Guidelines for Proxy Appointment and Registration and Documents Required for Registration
  12. Annual Report Request Form

The Board of Directors of Thai Plaspac Public Company Limited (the “**Company**”) resolved to convene the 2022 Annual General Meeting of Shareholders on Friday 29 April 2022, at 14:00 on E-Meeting broadcast from TPAC seminar room at 77 Soi Thian Thalee 30 Bang Khun Thian- Chay Thalee road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150, to consider the following agenda items:

**Agenda 1      Message from the Chairman**

Voting:      This agenda item is for acknowledgement and voting is not required.

**Agenda 2      To consider and adopt the Minutes of Extraordinary General Meeting No. 1/2021 of Shareholders held on 28 May 2021**

Facts and reasons:      The Company already prepared the Minutes of Extraordinary General Meeting No. 1/2021 of Shareholders held on 28 May 2021, 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, and made the said Minutes public on the Company’s website, the details of which are set out in Enclosure 1. Therefore, it is proposed that the shareholders’ meeting consider and adopt

**Thai Plaspac Public Company Limited**

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COMPANY REGISTRATION NO. AND TAX ID : 0107547000575

the Minutes of Extraordinary General Meeting No.1/2021 of Shareholders held on 28 May 2021.

Board of Directors' opinion: The Board of Directors, having viewed that the Minutes of Extraordinary General Meeting No.1/2021 of Shareholders held on 28 May 2021 had been correctly and completely recorded, deemed it appropriate to propose the Minutes of Extraordinary General Meeting No.1/2021 of Shareholders for consideration and adoption by the 2022 Annual General Meeting of Shareholders.

Voting: The resolution for this agenda item requires **a simple majority** vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 3      To consider and acknowledge the Company's operations for the year ended 31 December 2021**

Facts and reasons: A report of the Company's operations and significant developments in 2021 is presented in the 2021 Annual Report, which is available in electronic format via the QR Code provided in Enclosure 2. Therefore, it is proposed that the shareholders' meeting acknowledge the report on the Company's operations for the year ended 31 December 2021.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the report on the Company's operations for the year ended 31 December 2021 for acknowledgement by the 2022 Annual General Meeting of Shareholders.

Voting: This agenda item is for acknowledgement and voting is not required.

**Agenda 4      To consider and adopt the Company's operations for the year 2021 and to approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021**

Facts and reasons: Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA") and Article 44 of the Articles of Association of the Company require that the Company must prepare the balance sheet and the statements of profit and loss as at the end of the fiscal year for submission to and approval by the annual general meeting of shareholders. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 are as presented in the 2021 Annual Report, which is available in electronic format via the QR Code provided in Enclosure 2. In addition, the Company wishes to propose that the shareholders' meeting consider and adopt the operating results for the year 2021, which is available in electronic format via the QR Code provided in Enclosure 2. Therefore, it is proposed that the shareholders' meeting consider and adopt the operating results for the year 2021 and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021.

Board of Directors' opinion: The Board of Directors, having viewed that the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 had been prepared in accordance with the generally accepted accounting principles and reviewed by the Audit

Committee, deemed it appropriate to propose the operating results for the year 2021 and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 for consideration, adoption and approval by the 2022 Annual General Meeting of Shareholders.

Voting:

The resolution for this agenda item requires **a simple majority** vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 5      To consider and approve the allocation of profit from the operating results for the year ended 31 December 2021 and the dividend payment**

Facts and reasons:

Section 116 of the PLCA and Article 47 of the Articles of Association of the Company require that the Company must set aside as a legal reserve not less than 5 percent of its annual net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of its registered capital. Moreover, Section 115 of the PLCA and Article 46 of the Articles of Association of the Company require that dividend must not be paid other than out of profits and must be paid according to the number of shares, each entitled to an equal amount of dividend.

The Company has set its dividend payment policy to pay dividend of not less than 30 percent of its net profit after corporate income tax and appropriation to the statutory reserve. However, the Board of Directors may consider adjusting the dividend payment depending on liquidity requirement, cash flow requirement for expansion and investment, and other requirements in the future.

The Company's net profit for 2021 as shown in its separate and consolidated financial statements amounted to THB 103,606,337 and 175,371,625, respectively, and its unallocated retained earnings as of 31 December 2021 amounted to THB 415,304,911 and THB 680,963,828, respectively. Additionally, as of 31 December 2021, the Company has legal reserve of not less than 10 percent of the Company's registered capital. Therefore, it is proposed that the shareholders' meeting consider and approve the suspension of the allocation of profit from the operating results for legal reserve and the payment of dividend from the operating results for the year ended 31 December 2021 to the existing shareholders of the Company of up to THB 46,043,550 or at a rate of THB 0.141 per share, where the date on which the names of shareholders entitled to receive such a dividend (Record Date) will be fixed on 10 May 2021.

The payout ratio of the proposed payment of dividend from the operating results for the year ended 31 December 2021 is 30.1 percent, which has been calculated from the consolidated net profit attributed to the Company, which is in line with the Company's dividend payment policy.

A comparison of the dividend payments in 2018-2020 and 2021 is provided below:

Details	For the Years Ended 31 December			
	2018	2019	2020	2021
Net profit (separate financial statements) (THB)	55,466,165	62,053,919	156,013,124	103,606,337
Unappropriated retained earnings (separate financial statements) (THB)	530,856,656	585,451,203	696,595,577	415,304,911
Net profit (consolidated financial statements) (THB)	31,476,668	138,841,442	321,979,451	152,938,568
Unappropriated retained earnings (consolidated financial statements) (THB)	506,706,017	636,264,620	912,545,432	680,963,828
Number of paid-up shares (Share)	253,817,676	326,549,999	326,549,999	326,549,999
Dividend per share (THB)	-	0.125	0.292	0.141
Total dividend (THB)	-	40,818,750	95,352,600	46,043,550
Payout ratio (Percent)	N/A	30.1	30.0	30.1
Dividend yield <sup>/1</sup> (Percent)	N/A	1.25	2.35	0.90

<sup>/1</sup> Dividend yield is calculated from the closing price of the Company's shares at the end of each period.

**Board of Directors' opinion:** The Board of Directors deemed it appropriate to propose the suspension of the allocation of profit from the operating results for legal reserve and the payment of dividend from the operating results for the year ended 31 December 2021 to the existing shareholders of the Company of up to THB 46,043,550 or at a rate of THB 0.141 per share where the date on which the names of shareholders entitled to receive such dividend (Record Date) will be fixed on 10 May 2022.

**Voting:** The resolution for this agenda item requires **a simple majority** vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 6      To consider and approve the election of directors to replace those who retire by rotation**

Facts and reasons:

Section 71 of the PLCA and Article 18 of the Articles of Association of the Company require that one-third of the total number of the directors shall retire at every annual general meeting of shareholders, and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire.

At present, the Company has eight directors in total, three of whom are due to retire by rotation at the 2022 Annual General Meeting of Shareholders, namely:

- |                                |  |
|--------------------------------|--|
| 1. Mr. Kevin Kumar Sharma      | Executive Director, Member of the Corporate Governance Committee, Member of the Nomination and Remuneration Committee, Member of the Risk Management Committee |
| 2. Mr. Theerawit Busayapoka    | Executive Director, Member of the Corporate Governance Committee, Member of the Nomination and Remuneration Committee, Member of the Risk Management Committee |
| 3. Mr. Kittiphath Suthisamphat | Independence Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee  |

In compliance with the principles of good corporate governance, the Company had provided the shareholders with an opportunity to nominate suitable and qualified candidates to be elected as directors in advance for the 2022 Annual General Meeting of Shareholders during the period from 10 November 2021 to 31 January 2022. However, none of the shareholders nominated any director candidate.

The Nomination and Remuneration Committee (excluding interested members), having carefully considered the qualifications of the three nominated director candidates, viewed that all three director candidates had all of the required qualifications suitable for the Company's business, and that the independent director candidate would be qualified to express his opinions independently in line with the relevant rules where the details on the nominated director candidates and definition of independent directors are provided in Enclosure 3 and Enclosure 4, respectively. Therefore, it is proposed that the shareholders' meeting consider and approve the election of the three nominated director candidates as directors for another term.

Board of Directors' opinion:

The Board of Directors (excluding interested directors), having considered that the three nominated director candidates had gone through appropriate and careful screening of the Board of Directors and having concurred with the recommendation of the Nomination and

Remuneration Committee (excluding interested members) that these three director candidates had all of the required qualifications suitable for the Company's business and that the independent director candidate would be qualified to express his opinions independently in line with the relevant rules, deemed it appropriate to propose the re-election of the three nominated director candidates as directors of the Company for another term for consideration and approval by the 2022 Annual General Meeting of Shareholders.

Voting:

The resolution for this agenda item requires **a simple majority** vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Remark:

*To comply with the principles of good corporate governance, the Company will propose that the 2022 Annual General Meeting of Shareholders consider and approve the election of each director individually.*

**Agenda 7      To consider and approve the remuneration of the Company's board of directors for the year 2022**

Facts and reasons:

Section 90 of the PLCA and Article 34 of the Articles of Association of the Company require that the remuneration of directors must be in line with the Articles of Association of the Company or approved by the shareholders' meeting.

In this regard, the Company has set out the rules and procedures for determining the remuneration of directors where the Nomination and Remuneration Committee will review the remuneration of directors annually and propose the same for consideration and approval by the Board of Directors for further inclusion in the agenda of the annual general meeting of shareholders for the shareholders' meeting's consideration and approval.

The Nomination and Remuneration Committee had carefully reviewed the remuneration of the Company's board of directors for the year 2022 by taking into account the Company's operating results, business size, scope of duties and responsibilities of the directors and the sub-committee members in comparison with other companies within the same market or industry. Therefore, it is proposed that the shareholders' meeting consider and approve the remuneration of the Company's board of directors for the year 2022 of up to THB 2,520,000, the details of which are set out in Enclosure 5.

Board of Directors' opinion:

The Board of Directors, having considered and concurred with the recommendation of the Nomination and Remuneration Committee, deemed it appropriate to propose the remuneration of the Company's board of directors for the year 2022 of up to THB 2,520,000 as proposed above for consideration and approval by the 2022 Annual General Meeting of Shareholders.

Voting:

The resolution for this agenda item requires a vote of **not less than two-thirds** of the total number of votes of the shareholders attending



the meeting, including abstentions in the calculation base.

**Agenda 8      To consider and approve the appointment of auditors and their fees for the year 2022**

Facts and reasons:

Section 120 of the PLCA and Article 41 (5) of the Articles of Association of the Company require that the annual general meeting of shareholders must consider and approve the appointment of auditors and their fees every year. In this regard, the Audit Committee, having considered and assessed the performance of the auditors from EY Office Limited in the previous year, viewed that the said auditors from EY Office Limited had provided good auditing services to the Company in the previous year; that the said auditors had no relations to or transactions with the Company that may lead to a conflict of interest; and that their proposed fees were appropriate. Therefore, it is proposed that the shareholders' meeting consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the year ending 31 December 2022 as follows:

- (1) Mr. Chayapol Suppasetanon, Certified Public Accountant No. 3972; and/or
- (2) Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant 4496 and/or
- (3) Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521; and/or
- (4) Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 and/or
- (5) Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872 and/or
- (5) Ms. Kirdsiri Kanjanaprakasit, Certified Public Accountant No. 6014;

of EY Office Limited. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited shall procure other certified public accountants to audit the accounts and express opinions on the Company's financial statements on behalf of such auditors. The Board of Directors also proposed the determination of auditors' fees for the year ending 31 December 2022 of up to THB 3,190,000, the details of which are set out in Enclosure 6.

Board of Directors' opinion: The Board of Directors, having considered and concurred with the recommendation of the Audit Committee, deemed it appropriate to propose the appointment of the auditors from EY Office Limited, namely:

- (1) Mr. Chayapol Suppasetanon, Certified Public Accountant No. 3972; and/or
- (2) Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant 4496 and/or
- (3) Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521; and/or
- (4) Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 and/or
- (5) Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872 and/or
- (5) Ms. Kirdsiri Kanjanaprakasit, Certified Public Accountant No. 6014;

of EY Office Limited. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited shall procure other certified public accountants to audit the accounts and express opinions on the Company's financial statements on behalf of such auditors. The Board of Directors also proposed the determination of auditors' fees for the year ending 31 December 2022 of up to THB 3,190,000, as proposed above.

Voting: The resolution for this agenda item requires **a simple majority** vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 9      To consider and approve the amendment of Company's Objectives, Articles of Association and Memorandum of Association.**

Facts and reasons: The Company wishes to amend the Company's Objectives, Articles of Association and Memorandum of Association to be in line with the laws and regulation of the SET and up to date relevant laws and regulation has been enforced, the details of which are set out in Enclosure 7. In this regard, power was delegated to the person(s) authorized by the Board of Directors to register the amendment to the Company's Objectives, Articles of Association and Memorandum of Association with the relevant authorities.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the amendment of Company's Objectives, Articles of Association and Memorandum of Association as proposed above for consideration and approval by the 2022 Annual General Meeting of Shareholders. This is to comply with the laws and regulation of the SET and up to date relevant laws and regulation has been enforced, the details of which are set out in Enclosure 7. In this regard, power was delegated to the person(s) authorized by the Board of Directors to register the amendment to the Company's Objectives, Articles of Association and Memorandum of

Association with the relevant authorities as proposed above.

Voting:

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, including abstentions in the calculation base.

**Agenda 10 To consider other business (if any)**

Section 105 of the PLCA requires that a request for the meeting's consideration on matters other than those indicated in the invitation letter shall be made by the shareholders holding shares not less than one-third of the total number of issued shares. The Company provided the shareholders an opportunity to propose matters for inclusion in the agenda of the 2022 Annual General Shareholders Meeting in advance during the period from 10 November 2021 to 31 January 2022 where the relevant criteria and procedure were disclosed on the Company's website at [www.tpacpackaging.com](http://www.tpacpackaging.com). After the end of such period, none of the shareholders proposed any matter for inclusion in the agenda.

The shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders on Friday 29 April 2022, at 14:00 on E-Meeting broadcast from TPAC seminar room at 77 Soi Thian Thalee 30 Bang Khun Thian- Chay Thalee road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150.

Furthermore, to reserve the rights and benefits of any shareholder who is unable to attend the meeting in person and wishes 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 may appoint one of the independent directors of the Company whose names are set out in Enclosure 9 and whose qualifications are set out in Enclosure 4 as his or her proxy by submitting a proxy form (Proxy Form B for shareholders in general or Proxy Form C for foreign shareholders who have appointed a custodian in Thailand as the share depository and trustee where all proxy forms are as set out in Enclosure 8) together with the supporting documents as set out in Enclosure 11 to the Company Secretary at No. 77, Soi Thian Thalee 30, Bang Khun Thian-Chay Thalee Road, Tha Kham Sub-district, Bang Khun Thian District, Bangkok 10150 by **18 April 2022**.

For the 2022 Annual General Meeting of Shareholders, the Company has prepared the 2021 Annual Report, which is available in electronic format via the QR Code provided in Enclosure 2. However, the shareholders may request a hard copy of the 2021 Annual Report by following the instructions as set out in Enclosure 12.

The Company will conduct the 2022 Annual General Meeting of Shareholders in accordance with the Articles of Association of the Company as set out in Enclosure 10. It is recommended that all shareholders should study the Guidelines for Proxy Appointment and Registration and Documents Required for Registration as set out in Enclosure 11.

In this regard, the Company had set the date to determine the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on 23 March 2022.

Please be informed accordingly.

Sincerely yours,  
Thai Plaspac Public Company Limited

- Signature -

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

## THAI PLASPAC PUBLIC COMPANY LIMITED

### The Extraordinary General Meeting of Shareholders No. 1/2021

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#### Time and Place

The Extraordinary General Meeting of Shareholders No. 1/2021 of Thai Plaspac Public Company Limited (the “**Company**”) was held on May 28, 2021, at 10:00 as an e-meeting and was broadcast from the Company’s seminar room located at No. 77, Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road, Tha Kham, Bang Khun Thian, Bangkok, 10150 (the “**Meeting**”).

#### Preliminary Proceedings

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

Registered Capital	326,550,000	Baht
Divided into	326,550,000	Shares
Paid-up Capital	326,549,999	Baht
Issued Shares	326,549,999	Shares
Par Value per Share	1	Baht

As at May 10, 2021 (Record Date), the Company had 1,776 shareholders, 1,768 of whom were Thai shareholders, holding an aggregate of 322,359,548 shares or 98.72% of the total issued shares of the Company, and eight of whom were foreign shareholders, holding an aggregate of 4,190,451 shares or 1.28% of the total issued shares of the Company.

There were 32 shareholders attending the Meeting, 8 of whom attending in person and 24 of whom attending by proxy, representing 240,239,644 shares or 73.57% of the total issued shares of the Company, thereby constituting a quorum as required by law and Article 38 of the Company’s Articles of Association, which specifies that not less than 25 shareholders and proxies holding not less than one-third of the total issued shares must attend a general meeting of shareholders to form a quorum.

Mr. Kevin Kumar Sharma, Chairman of the Board of Directors and Group Chief Executive Officer, was the chairman of the Meeting (the “**Chairman**”). The Chairman call the Meeting to order and introduced the directors, executives, and advisors of the Company who attended the Meeting as follows:

### **Directors attending the Meeting**

- |                               |  |
|-------------------------------|--|
| 1. Mr. Kevin Qumar Sharma     | Chairman of the Board of Directors and Group Chief Executive Officer   |
| 2. Mr. Theerawit Busayapoka   | Director, Managing Director, and Chief Executive Officer of Thai Business                                      |
| 3. Mr. Virasak Sutanthavibul  | Independent Director, Chairman of the Audit Committee, and member of the Nomination and Remuneration Committee |
| 4. Mr. Kittiphat Suthisamphat | Independent Director, member of the Audit Committee, and member of the 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   |

In this regard, all of the directors attending the Meeting accounted for 100% of the total directors of the Company.

### **Executives attending the Meeting**

- |                           |   |
|---------------------------|---|
| Mr. Khanit Thanawuthikrai | Acting Chief Financial Officer and Acting Company Secretary |
|---------------------------|---|

### **Advisors attending the Meeting**

- |                                  |   |
|----------------------------------|---|
| 1. Ms. Orawan Techawatanasirikul | Auditor from EY Office Company Limited                                |
| 2. Mr. Chatri Trakulmanenate     | Legal Advisor from The Capital Law Office Limited                     |
| 3. Ms. Suwimol Srisophachit      | Independent Financial Advisor from Asia Plus Advisory Company Limited |

The Chairman then assigned Mr. Theerawit Busayapoka, Managing Director and Chief Executive Officer of Thai Business, to conduct the Meeting. Mr. Theerawit Busayapoka then asked Mr. Terapol Soonponrai, secretary of the Meeting, to explain the vote casting and vote counting procedures to the Meeting as follows:

1. According to Article 40 of the Company's Articles of Association regarding the vote casting, each shareholder is entitled to vote equal to the number of shares held and one share carries one vote.
2. This Meeting was an e-meeting. Thus, no ballot was printed for the attendees. To cast votes, the shareholders must go to the "E-voting" window to cast their votes on each agenda item. The Company would allow the shareholders to cast their votes for 60 seconds on each agenda item. Once the shareholders had cast their votes, a pop-up message would be shown to ask the shareholders to confirm their votes by clicking "yes".
3. After closing of the voting period, the shareholders would not be allowed to cast their votes any further. The shareholders who had not cast their votes would be deemed to "agree" on the proposed matter.
4. In the case that proxies already indicated their votes in the proxy forms, the Company would count the votes in accordance with the details given in such proxy forms.
5. Abstentions would be included in the calculation base only for Agenda 3.

Before the passing of a resolution on each agenda item, the Company would give the shareholders an opportunity to ask questions or give comments on the issues relating to that agenda item as appropriate. Any shareholder wishing to ask questions or give comments on the issues must do so via the Q&A channel. Then, Mr. Theerawit Busayapoka proceeded to conduct the Meeting according to the agenda shown in the invitation as follows:

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**AGENDA 1:      Message from the Chairman**

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The Chairman expressed his gratitude to the shareholders for devoting their valuable time to attend the Meeting and thanked the auditors and advisors of the Company.

This agenda item was for acknowledgement and voting was not required.

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**AGENDA 2:      To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders**

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Mr. Theerawit Busayapoka informed the Meeting that the Company had already prepared the Minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021, 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, and made the said minutes public on the Company's website, the details of which were set out in Enclosure 1 of the invitation that had been sent to all shareholders.

The Board of Directors, having viewed that the Minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021 had been correctly and completely recorded, deemed it appropriate to propose the Minutes of the 2021 Annual General Meeting of Shareholders for consideration and adoption by the shareholders' meeting.

The Company gave an opportunity to the shareholders to ask questions or give comments. However, no one asked any question nor gave any comment. The Meeting was then asked to resolve on this agenda item.

## **RESOLUTION**

The Meeting considered and unanimously resolved to adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on April 23, 2021 as proposed as follows:

<b>Votes</b>	<b>Number (Votes)</b>	<b>Percentage (%)</b>
Approval	240,239,644	100.00
Disapproval	0	0.00
Abstention	0	-
Voided Ballots	0	0.00
Total (32 persons)	240,239,644	100.00

**Remark:** The resolution for this agenda item required a simple majority vote of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

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### **AGENDA 3: To consider and approve the acquisition of shares in Combi-Pack Sdn Bhd, constituting as acquisition of assets**

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Mr. Theerawit Busayapoka informed the Meeting that the Company would like to acquire 1,600,000 ordinary shares or 80% of the total issued and paid-up capital of Combi-Pack Sdn Bhd (“**Combi-Pack**”), a private limited company incorporated in Malaysia engaging in the manufacturing of high quality and innovative plastic food packaging, from Chow Chee Yut, Clara Chang Lai Ping, and Linda Leong Wai Fong (collectively, the “**Sellers**”) with the total consideration and transaction costs of up to MYR 170 million or approximately THB 1,301.20 million<sup>1</sup> (collectively, the “**Transaction**”).

In addition, the Company had delegated the authority to the Group Chief Executive Officer, or any of his designee(s) to undertake all necessary actions in connection with the Transaction, including, but not limited to, the following: (a) negotiating terms and conditions under the share purchase agreement and the shareholders’ agreement; (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 share purchase agreement and the shareholders’ agreement; (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 the relevant governmental authorities and/or competent regulatory agencies; and (e) undertaking any other actions which are necessary for and in relation to the completion of the Transaction. In this regard, the Company had already

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<sup>1</sup> The currency exchange translations between MYR and THB used herein are for reference purposes only and were calculated by using the average selling exchange rate announced by the Bank of Thailand on March 31, 2021, which was THB 7.6541 to MYR 1.

executed a share purchase agreement in respect of the Transaction with the Sellers on April 10, 2021, and the completion of the transaction was expected to take place on or around May 31, 2021 after all the conditions precedent under the share purchase agreement have been fulfilled, deemed to be fulfilled, or otherwise waived by the relevant parties and the completion obligations under the share purchase agreement have been undertaken.

The Transaction did not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 Connected Transactions B.E. 2546 (as amended), but constituted 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 Asset B.E. 2547 (as amended) (the “**Acquisition and Disposition Notifications**”). The transaction size of such Transaction calculated based on the audited financial statements of the Company and Combi-Pack for the year ended December 31, 2020, and the net tangible asset (NTA) value criterion, which gave the highest transaction value, was equivalent to 62.86%. In addition, the Company had not had any other acquisition transactions within the past six months prior to the date of the Board Directors’ Meeting No. 3/2021. The Transaction, therefore, was deemed a Class 1 transaction, i.e. a transaction whose transaction size was equivalent to or more than 50%, but less than 100%, where the Company was required to disclose information on the Transaction to the SET, obtain approval from a shareholders’ meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to provide an opinion on the Transaction and submit such opinion to the Office of the Securities and Exchange Commission, the SET, and the shareholders of the Company for their consideration. In this regard, the Company had appointed Asia Plus Advisory Company Limited as the Independent Financial Advisor.

In addition, the Transaction constituted a purchase or acceptance of transfer of business of another company or private company by the Company pursuant to Section 107(2)(b) of the Public Limited Company Act B.E. 2535 (as amended) (the “**PLCA**”), where the Company was required to obtain approval from the shareholders’ meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders. Details on the Transaction were as set out in Enclosure 2 and Enclosure 3.

Thereafter, Mr. Theerawit Busayapoka explained the history of Combi-Pack to the Meeting. Combi-Pack was founded in 2007 with its factory located on leased land in Selangor. In 2008, Combi-Pack received food safety certification and continued to receive a number of awards since then. In 2014, Combi-Pack relocated its factory to Seremban in Negeri Sembilan. In 2019 Combi-Pack started to penetrate the market in Indonesia. Combi-Pack was currently a leader in IML (In-mould Labeling) products whose profit margin was in the top-tier of the industry. Moreover, Combi-Pack received various certifications for the production of products requiring high levels of hygiene, which was the Company’s focus and priority. Combi-Pack’s factory was only 64 kilometers away from Kuala Lumpur, the capital of Malaysia.



Mr. Theerawit Busayapoka further explained that Combi-Pack was an expert in using technologies in its production line, such as machines, robots, and specific machines for producing IML products.

Combi-Pack currently had many well-known customers, such as Nestle, Meiji, and Danone, and its sales comprised domestic sales and exports to various countries, such as Australia, Singapore, the United States, Indonesia, and New Zealand, accounting for 76% and 24% of its sales, respectively.

Then, Mr. Theerawit Busayapoka invited the Independent Financial Advisor from Asia Plus Advisory Company Limited to report the research results and opinion to the Meeting. The Independent Financial Advisor stated that, after considering the terms and conditions of the share purchase agreement and the shareholders' agreement, the Independent Financial Advisor viewed that the initial purchase price and the terms and conditions for the proposed Transaction were appropriate since the value of the 80% shares in Combi-Pack was MYR 133.6 million, which was in the appraised range of MYR 124.4 – 190.5 million.

Subsequently, Mr. Theerawit Busayapoka presented a video clip to give a virtual tour of the factory of Combi-Pack and explained the detail of each section in the factory to the Meeting.

The Board of Directors, having viewed that the Transaction was appropriate, reasonable, and beneficial for the Company and its shareholders in a long-term given the reasons as stated in Enclosure 2, deemed it appropriate to propose the acquisition of shares in Combi-Pack, constituting an acquisition of assets, for consideration and approval by the Extraordinary General Meeting of Shareholders No. 1/2021.

The Company gave an opportunity to the shareholders to ask questions or give comments where a number of questions and comments were asked or given, the details of which are as summarized below. The Meeting was then asked to resolve on this agenda item.

## **RESOLUTION**

The Meeting considered and unanimously resolved to approve the acquisition of shares in Combi-Pack Sdn Bhd, constituting an acquisition of assets as proposed as follows:

<b>Vote</b>	<b>Number (Votes)</b>	<b>Percentage (%)</b>
Approval	240,239,644	100.00
Disapproval	0	0
Abstention	0	0
Voided Ballots	0	0
Total (32 persons)	240,239,644	100.00

**Remark:** The resolution for this agenda item required 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 votes of interested shareholder, but **including** abstentions in the calculation base.

## **Questions / Answers**

Question: What were the expected benefits that would allow the Company to strengthen its business from such acquisition?

Answer: Mr. Theerawit Busayapoka answered that the Company expected to strengthen its business from such acquisition as follows: (1) the IML technology would be included as part of the Company's portfolio, allowing it to offer such technology to the customers; (2) the post-acquisition size of the Company would allow it to procure raw materials and manage cost more efficiently; (3) Combi-Pack's customers were potential new customer for the Company and the Company expected to be able to approach such customers; (4) the Company's customers with business operations in Malaysia that were not Combi-Pack's customers could become Combi-Pack's customers; and (5) the Company could integrate its automation and mould shop teams to increase efficiency.

Question: Why did the Company pay only 92.5% of the consideration to the Sellers first?

Answer: Mr. Theerawit Busayapoka answered that this was a condition under the share purchase agreement designed to give security to the Company, which the Sellers had accepted.

Question: What were the capacity and capacity utilization rate of Combi-Pack?

Answer: Mr. Theerawit Busayapoka answered that Combi-Pack's capacity was 9,000 tons per year and its capacity utilization rate was 80%.

Question: What was the percentage of raw materials in comparison to the total production costs?

Answer: Mr. Theerawit Busayapoka answered that the raw materials accounted for 58% of the total production costs.

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## **AGENDA 4: To consider other business (if any)**

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Mr. Theerawit Busayapoka informed the Meeting that Section 105 of the PLCA required that a request for the meeting's consideration on matters other than those indicated in the invitation letter shall be made by the shareholders holding shares not less than one-third of the total number of issued shares. Nevertheless, no shareholder proposed any other matters to the Meeting.

Then, Mr. Theerawit Busayapoka invited Mr. Kevin Kumar Sharma, Chairman of the Board of Directors and Group Chief Executive Officer, to present the business plan for the following three years to the Meeting, which can be summarized as follows:

The Company engaged in the business of designing and producing plastic packaging solution with a focus on the design of rigid plastic packaging for the consumer and pharmaceutical segments. The Company currently had more than 1,000 customers, ranging from large to startup companies. The Company's current EBITDA margin was 21%, which was quite good in comparison to the average EBITDA margin in the same industry of 15-20%. Thanks to the Company's focus on catering to the needs of its customers when designing products and its

offering of pharmaceutical packaging, its margin was higher than the average margin of the industry. The Company was a market leader everywhere it had presence (excluding the market for packaging of soft drinks and beverages), focusing on emerging markets. The Company currently had 12 factories plus two sites still under construction. The Company also focused on using 100% recyclable or recycled polymers as raw materials, such as PET/rPET, PP/rPP, and HDPE/rHDPE.

As for its revenue structure, the Company mainly focused on emerging markets and hygiene portfolio, which accounted for more than 90% of its total portfolio.

The Company had worked with well-known FMCG multi-national companies, such as Unilever and Johnson & Johnson, as well as well-known pharmaceutical giants like Pfizer and P&G. In addition to such multi-national companies, the Company had worked with Thai and Indian champions who also had the potential to grow in such countries.

The Company's business operations in the past five years from 2016 to 2020 was only its chapter one. In 2016, the Company underwent a change of control and the new management also spent two years in learning about the industry and the customers to meet their needs and to strategize how the Company would grow. Thereafter, the Company had its first acquisition in Thailand, i.e. the acquisition of Custom Pack Co., Ltd. (which later changed its name to TPAC Packaging (Bangna) Co., Ltd.). Then, the Company became an international company by acquiring 80% shares in TPAC Packaging India Private Limited, its first acquisition abroad. In 2019, the Company entered into the market in the Middle East by acquiring Sun Packaging Systems (FZC) in the United Arab Emirates. In 2020, the Company acquired the remaining 20% shares in TPAC Packaging India Private Limited.

During the past five years, the Company's core EBITDA grew 3.4 times between 2016 – 2020. Besides the core EBITDA growth, the Company was able to increase its core EBITDA margin and core EPS in the same periods.

Aside from achieving the financial objectives, the Company was also able to achieve the following objectives:

- Instilled high-performance management culture;
- Developed merger and acquisition execution and integration capability;
- De-risked through diversification of revenue streams;
- Entered into the markets in India and the United Arab Emirates as new growth engines;
- Enhanced customer delight in various facets;
- Expanded margins through optimizing product mix and managing cost efficiency; and
- Made entry into pharmaceuticals, now comprising approximately 20% of the portfolio.

The next three years would be chapter two or the so-called "Aspiration 2023", comprising two objectives, i.e. (1) moving from the Market for Alternative Investment to the SET main board and (2) double 2020 core EBITDA by 2023.

To move to the SET main board, the Company would be required to satisfy two criteria, i.e. the Chairman of the Board of Directors and the Chief Executive Officer must not be the same person and the free-float must not be less than 25%. In this regard, Mr. Kevin Kumar Sharma informed the Meeting that the Company was ready to appoint a new Chairman of the Board of

Directors and the Company's current free-float was 20.43%. In addition, the Company had already satisfied the 1,000 minority shareholders requirement.

The Company would like to move to the SET because the value of its shares would be unlocked since the Company's EBITDA growth and EBITDA margin were higher in comparison to those of its peers in the same industry, but its P/E ratio was lower.

The Company currently focused on three solid growth engines, i.e. (1) the market in Africa and the Middle East with its production base in the United Arab Emirates; (2) the market in the ASEAN region with its production base in Thailand and Malaysia, which had just been approved at this Meeting; (3) the market in India with its production base in India.

In terms of the industry overview, rigid plastic packaging had grown faster than the paperboard and glass packaging. Recycling infrastructure and technologies were also improving rapidly. The Company also had continued to develop projects involving the use of recycled resins, especially rPET.

In addition, the market in India had better growth opportunities in comparison to other markets, given its higher plastic consumption per capita and its status as the world's pharmaceutical hub.

The Company had planned to double its core EBITDA in three years from both merger and acquisition and organic growth at 13% CAGR, as well as maintaining its net debt to equity to be less than 1.75 times and its net debt to EBITDA to be less than 3 times.

In addition, Mr. Kevin Kumar Sharma summarized the following key takeaways to the Meeting:

- The Company would focus on its three established engines, i.e. the markets in Africa and the Middle East, the ASEAN region, and India, with a view to doubling 2020 core EBITDA by 2023 and moving from the Market for Alternative Investment to the SET main board.
- The management team had strong track record.
- The Company had strong support from the major shareholders and the Lohia family with a proven track record of creating world class business.
- The Company was resilient and continued to generate strong cash flows from its essential portfolios such as food and pharmaceutical packaging as proven by the COVID-19 situation.
- The Company was in the strong market tailwind as its products were 100% recyclable and it was also currently developing recyclable materials such as rPET, rPP, and rHDPE.
- The Company was a market leader everywhere in had presence, e.g. Thailand, India, the United Arab Emirates, and Malaysia.

After Mr. Kevin Kumar Sharma informed the Meeting of the business plan in the following three years, the Company gave an opportunity to the shareholders to ask questions or give comments where a number of questions and comments were asked or given, the details of which are as summarized below.

## **Questions / Answers**

Question: Did the Company receive any special price for the raw materials purchased from Indorama Ventures Public Co., Ltd.?

Answer: Mr. Theerawit Busayapoka answered that the Company did not receive any special price as transactions were at arm's length.

Question: Who was the Company working with in relation to the cannabis project?

Answer: Mr. Theerawit Busayapoka answered that the Company was keen to work with all parties. However, the Company could not disclose information on the party with whom the Company was developing a product, but could advise that the said party's products were oil and drinks made from cannabis.

Question: What was the expected sales growth following the acquisition of Combi-Pack?

Answer: Mr. Theerawit Busayapoka answered that the Company expected that sales would grow around 21% from the operating results of 2020.

Question: Did the Company intend to buy the remaining 20% shares in Combi-Pack within six years?

Answer: Mr. Theerawit Busayapoka answered that the future was still uncertain, but the Company's current goal was to maintain good relationship with the Chow family, the continuing shareholder in Combi-Pack.

Question: Why were the Company's products 100% recyclable, but the products of other companies were not 100% recyclable?

Answer: Mr. Theerawit Busayapoka answered that the resins used by the Company, such as PET, HDPE, and PP, were all recyclable. PET was the best recyclable resin, while the recycling of HDPE and PP resins was still being improved. The Company was planning to launch a project using recycled resins like rPET. Moreover, 99.9% the Company's products were monolayer with no mixing of more than two different polymers, permitting easy recycling.

Mr. Theerawit Busayapoka invited the Chairman to make a closing statement. The Chairman thanked all shareholders for devoting their valuable time to attend the Meeting and declared the Meeting adjourned at 12:00.

After the Meeting started at 10:00, additional shareholders registered to attend the Meeting. Therefore, there were 32 shareholders attending the Meeting, holding an aggregate of 240,239,644 shares or 73.57% of the total issued share of the Company.

– Signature –

(Mr. Kevin Kumar Sharma)  
Chairman of the Meeting

Chairman of the Board of Directors and Group Chief Executive Officer

### Credentials and Background of Nominated Director Candidates

#### Mr. Kevin Qumar Sharma

<u>Type of Director Nominated</u>	Director
<u>Current Positions in the Company</u>	Chairman of the Board of Directors, Authorized Director, Member of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee, Chairman of Corporate Governance Committee
<u>Age</u>	38 years
<u>Years in Office</u>	6 years
<u>First Appointment Date</u>	9 October 2015
<u>Last Appointment Date</u>	24 April 2019

#### Education and Training

- Master's in Science - Mathematical Trading and Finance, Cass Business School, City University, London, UK
- Bachelor of Engineering (Honors) - Civil Engineering, University College London, UK
- Director Certification Program Class No. 214/2015, Thai Institute of Directors Association, Thailand

#### Work Experience

- 2015 – Present                      Group Chief Executive Officer, Thai Plaspac Public Company Limited, Thailand

#### Current Positions in Other Listed Companies

- None

#### Current Positions in Other Companies or Organizations

- 2016 – Present                      Director, TPAC Packaging (Bangna) Company Limited
- 2016 – Present                      Director, TPAC Packaging India Private Limited
- 2016 – Present                      Director, Sun Packaging Systems (FZC)

#### Current Positions in Companies Having a Potential Conflict of Interest with the Company

- None

#### Shareholding in the Company as of 31 December 2021

- None

#### Relations with Other Directors and Executives of the Company

- Husband of Mrs. Aradhana Lohia Sharma (Non-Executive Director) and;
- Brother-in-law of Mr. Yashovardhan Lohia (Non-Executive Director)

#### Meeting Attendance in 2021

Meeting Type	Meeting Attendance
Board of Directors	8/8
Nomination and Remuneration Committee	2/2

**Mr. Theerawit Busayapoka**

Type of Director Nominated Director

Current Positions in the Company Director, Authorized Director, Member of the Nomination and Remuneration Committee, Member of the Risk Management Committee, Member of Corporate Governance Committee, and Managing Director

Age 62 years

Years in Office 6 years

First Appointment Date 12 October 2015

Last Appointment Date 24 April 2019

Education and Training

- Bachelor of Engineering (First Class Honors) – Mechanical Engineering, King Mongkut Institute of Technology, Bangkok, Thailand
- Director Accreditation Program Class No.51/2006, Thailand Institute of Directors Association, Thailand

Work Experience

- 1985 – Present Chief Executive Officer of Thailand Business and Managing Director, Thai Plaspac Public Company Limited,

Current Positions in Other Listed Companies

- None

Current Positions in Other Companies or Organizations

- 2016 – Present Director, TPAC Packaging (Bangna) Company Limited

Current Positions in Companies Having a Potential Conflict of Interest with the Company

- None

Shareholding in the Company as of 31 December 2021

- 7,560,000 shares or 2.32%

Relations with Other Directors and Executives of the Company

- None

Meeting Attendance in 2021

Meeting Type	Meeting Attendance
Board of Directors	8/8
Nomination and Remuneration Committee	2/2

**Mr. Kittiphat Suthisamphat**

Type of Director Nominated Independence Director

Current Positions in the Company Independence Director, Audit Committee, and Member of the Nomination and Remuneration Committee

Age 50 years

Years in Office 6 years

First Appointment Date 9 October 2015

Last Appointment Date 24 April 2020

Education and Training

- MBA, Sloan School of Management, Massachusetts Institute of Technology (MIT), Boston, USA
- Bachelor in Industrial Engineering, Chulalongkorn University, Bangkok, Thailand
- Director Certification Program, Class 72/2006, Thai Institute of Directors Association, Thailand

Work Experience

- 2015 – Present Thai Plaspac Public Company Limited Independent Director and Audit Committee Member Nomination and Remuneration Committee Member

Current Positions in Other Listed Companies

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

Current Positions in Other Companies and Organizations

- 2017 - Present Central Intellectual Property and International Trade Court, Associate Judge

Current Positions in Companies Having a Potential Conflict of Interest with the Company

- None

Shareholding in the Company as of 31 December 2021

- None

Relations with Other Directors and Executives of the Company

- None

Meeting Attendance in 2021

Meeting Type	Meeting Attendance
Board of Directors	8/8
Audit Committee	4/4
Nomination and Remuneration Committee	2/2



(Translation)

### **Definition of Independent Directors**

The definition of “Independent Directors” set by Thai Plaspac Public Company Limited (the “**Company**”) is more stringent than the rules under the relevant notifications of the Capital Market Supervisory Board, the details of which are as follows:

1. Must not hold more than 0.9 percent of the total voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or its controlling person, including the shares held by the related person of such independent director.
2. Must not be or have been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of his or her appointment.
3. Must not be a person who is related by blood or legal registration as the father, mother, spouse, sibling and child, including the spouse of a child, of other directors, executives, major shareholders, controlling persons or any persons to be nominated as the director, executive or controlling person of the Company or its subsidiary.
4. Must not have or have had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person of the Company in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of his or her appointment.
5. Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and must not be a significant shareholder, controlling person or partner of the auditing firm which employs the auditor of the Company, its parent company, subsidiary, major shareholder or controlling person, unless the foregoing relationship has ended for at least two years prior to the date of his or her appointment.
6. Must not be or have been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than THB 2 million per year by the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of such provider of professional services, unless the foregoing relationship has ended for at least two years prior to the date of his or her appointment.
7. Must not be a director who is appointed as the representative of the directors of the Company, its major shareholder or shareholder that is a related person of the Company’s major shareholders.
8. Must not undertake any business of the same nature and in significant competition with the business of the Company or its subsidiary, or must not be a significant partner in a partnership, executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1 percent of total voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
9. Must not have any characteristics that result in the inability to express independent opinions on the business operation of the Company.

(Translation)

**Remuneration of Directors for 2022****1. Monetary Compensation – Meeting Allowance**

<b>Remuneration of Directors</b>	<b>For the Years Ended December 31,</b>	
	<b>2021</b>	<b>2022</b>
<b>Board of Directors</b>		
Chairman of the Board of Directors		
Quarterly meeting allowance (THB/per person)	90,000.00	90,000.00
Directors		
Quarterly meeting allowance (THB/per person)	75,000.00	75,000.00
Independent Directors		
Quarterly meeting allowance (THB/per person) (for meetings Nos. 1-6)	75,000.00	75,000.00
Meeting allowance per time (THB/per person) (for meetings Nos. 7-12)	43,333.33	43,333.33
<b>Audit Committee</b>		
Chairman		
Meeting allowance per time (THB/per person)	40,000.00	50,000.00
Member		
Meeting allowance per time (THB/per person)	40,000.00	40,000.00
<b>Nomination and Remuneration Committee</b>		
Chairman		
Meeting allowance per time (THB/per person)	40,000.00	50,000.00
Member		
Meeting allowance per time (THB/per person)	40,000.00	40,000.00

**Remark:** (1) Mr. Kevin Qumar Sharma is not entitled to any meeting allowance.  
 (2) Mrs. Aradhana Lohia Sharma is not entitled to any meeting allowance.  
 (3) Mr. Yashovadhan is not entitled to any meeting allowance.  
 (4) Members of the Risk Management Committee and the Corporate Governance Committee are not entitled to any meeting allowance.  
 (5) Directors are not entitled to any remuneration other than those mentioned above.

**2. Non-Monetary Compensation**

- None -

(Translation)

**Credential and Background of Auditors**

The following auditors from EY Office Limited are proposed for consideration and appointment by the 2022 Annual General Meeting of Shareholders as auditors of Thai Plaspac Public Company Limited (the “**Company**”) for the year ending 31 December 2022:

No.	Name	CPA License No.	Shareholding in the Company	Years in Service to the Company
1.	Mr. Chayapol Suppasdtanon	3972	-	-
2.	Mrs. Gingkarn Atsawarangsali	4496	-	-
3.	Ms. Pimjai Manitkajohnkit	4521	-	FY 2013 – 2015 (3 years)
4.	Ms. Rosaporn Decharkom	5659	-	-
5.	Ms. Sumana Punpongsanon	5872	-	-
6.	Ms. Kirdsiri Kanajanaprakasit	6014	-	-
7.	Any other Certified Public Accountant nominated by EY Office Limited	-	-	-

Any of the appointed auditors shall be authorized to audit and express an opinion on the financial statements of the Company. Each of the proposed auditor has been approved by the Office of the Securities and Exchange Commission and has no conflict of interest or relations with the Company, its subsidiaries, executives, major shareholders, or any related person thereof which may affect their independent performance. In addition, the Company’s subsidiaries will also appoint the auditors from EY Office Limited and/or a member of its group of companies as their auditors.

A comparison of the auditor’s fees for the year ending 31 December 2022 of up to THB 3,190,000 that has been proposed for consideration and approval by the 2022 Annual General Meeting of Shareholders and the auditor’s fees for the year ended 31 December 2021 is as follows:

	<b>For the Years Ended December 31,</b>	
	<b>2021</b>	<b>2022</b>
Auditor Fees for Annual Consolidated/Separate Financial Statements (THB)	1,545,000	1,745,000
Auditor Fees for Interim Consolidated/Separate Financial Statements (THB)	1,245,000	1,445,000
Non-audit Fees (THB)	0	0
<b>Total</b>	<b>2,790,000</b>	<b>3,190,000</b>

**Proposed Amendment to Objectives of Thai Plaspac Public Company Limited (the “Company”)**

Clause	Existing Wordings	Proposed Amendment
4	To borrow money, borrow money by overdraft from banks, juristic persons or other financial institutions, and to lend money or offer credit by other means, with or without collateral, as well as to receive, issue, transfer and endorse bills of exchange or other transferable instruments	To borrow money, borrow money by overdraft from banks, juristic persons or other financial institutions, and to lend money or offer credit by other means, with or without collateral, as well as to receive, issue, transfer and endorse bills of exchange or other transferable instruments, <b><u>except for those in the banking business, finance business and credit foncier business</u></b>
6	To become a limited liability partner in partnerships and being a shareholder of other private limited liability company	To become a limited liability partner in partnerships and being a shareholder of other private <b><u>and public</u></b> limited liability company
9	To engage in fresh foods, dried foods, instant foods, canned foods, seasonings, beverages, liquor, beer, cigarettes and other foodstuffs business	To engage in fresh foods, dried foods, instant foods, canned foods, seasonings, beverages <b><u>liquor, beer, cigarettes</u></b> and other foodstuffs business
18	To engage in business of rice mill, sawmill, wood planning and baking factory, coachwork factory, ceramics and porcelain factory, pottery factory, plant baking factory, flax extraction factory, oil extraction factory, paper factory, sack factory, weaving factory, thread factory, dyeing and printing pattern factory, producing and retreading tires factory, steel factory, smithy and metalloid factory, zinc factory, instant food factory, liquor factory, gas factory, cigarette factory, sugar factory, plastic equipment factory, metal rolling and foundry factory, doors and windows factory, glass factory, beverage factory, retread tires factory and car assembly factory	To engage in business of rice mill, sawmill, wood planning and baking factory, coachwork factory, ceramics and porcelain factory, pottery factory, plant baking factory, flax extraction factory, oil extraction factory, paper factory, sack factory, weaving factory, thread factory, dyeing and printing pattern factory, producing and retreading tires factory, steel factory, smithy and metalloid factory, zinc factory, instant food factory, <b><u>liquor factory, gas factory, cigarette factory,</u></b> sugar factory, plastic equipment factory, metal rolling and foundry factory, doors and windows factory, glass factory, beverage factory, retread tires factory and car assembly factory
22	To engage in business of hotels, restaurants, bars, nightclubs, bowling, massage parlors, theatres and other amusements, weekend-houses, stadiums and swimming pools	To engage in business of hotels, restaurants, <b><u>bars nightclubs</u></b> bowling, <b><u>massage parlors</u></b> theatres and other amusements, weekend-houses, stadiums and swimming pools
33	-	<b><u>The Company is entitled to issue and offer its securities (with or without rights to convert the securities to ordinary shares) to shareholders, public or any person at the par value or at the price higher or lower than the par value in accordance with the public limited company</u></b>

Clause	Existing Wordings	Proposed Amendment
		<u>law, the law on securities and exchange, and notifications issued under such laws, including laws or other regulations applicable during that time.</u>
34	-	<u>To use capital of the Company to invest in shares, bonds, debentures and other securities of any company established to engage in industrial business or other business, and to sell or buy back such securities, shares, bonds, debentures and other securities, except for those in the securities trading business</u>

**Proposed Amendment to Articles of Association of the Company**

Article	Existing Wordings	Proposed Amendment
4 (First and Third Paragraph)	<p>The shares of the Company shall be ordinary shares. Each share of the Company shall be equal in value.</p> <p align="center">...</p> <p>Each share of the Company shall be fully paid in cash where a subscriber or purchaser shall not avail himself of a set-off against the Company as to payments on shares, except for the case of the Company's debt restructuring by way of offering newly issued debentures in order to repay creditors according to the debt to equity conversion scheme which has been approved by the shareholders' meeting with a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.</p>	<p>The shares of the Company shall be ordinary shares <b><u>in a name certificate</u></b>. Each share of the Company shall be equal in value.</p> <p align="center">...</p> <p>Each share of the Company shall be fully paid in cash <b><u>or in kind</u></b> where a subscriber or purchaser shall not avail himself of a set-off against the Company as to payments on shares, <del>except for the case of the Company's debt restructuring by way of offering newly issued debentures in order to repay creditors according to the debt to equity conversion scheme which has been approved by the shareholders' meeting with a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.</del></p>
6	The shares of the Company representing no less than fifty-one percent of total registered paid-up capital must be held by Thai nationals.	- Cancelled -
11	The shares of the Company can be freely transferred, except for the case where the transfer results in the shares of the Company representing more than forty-nine percent of total paid-up capital being held by foreign nationals.	The shares of the Company can be freely transferred, <del>except for the case where the transfer results in the shares of the Company representing more than forty-nine percent of total paid-up capital being held by foreign nationals.</del>
26/1	In the case that the board of directors' meeting is conducted electronically, all directors attending the meeting must be in the Kingdom of Thailand, where at least one-third (1/3) of the quorum must be physically present at the same meeting venue. The meetings held via electronic means must be conducted in accordance	<del>In the case that the board of directors' meeting is conducted electronically, all directors attending the meeting must be in the Kingdom of Thailand, where at least one-third (1/3) of the quorum must be physically present at the same meeting venue. The meetings held via electronic means must be conducted in accordance with the meeting's</del>

Article	Existing Wordings	Proposed Amendment
	with the meeting's monitoring system which has the security and protection of information, where, during the entire meeting, all directors attending the meeting must be audio and video recorded (as the case may be). In addition, basic element of the log file incurred from such recordings and the meeting's monitoring system must be in compliance with the standards for maintain security of meetings via electronic means prescribed by the relevant authority.	<p><del>monitoring system which has the security and protection of information, where, during the entire meeting, all directors attending the meeting must be audio and video recorded (as the case may be). In addition, basic element of the log file incurred from such recordings and the meeting's monitoring system must be in compliance with the standards for maintain security of meetings via electronic means prescribed by the relevant authority.</del></p> <p><u>Meetings of the board of directors may be conducted electronically pursuant to the rules and procedures under the relevant laws or notifications which shall be in accordance with the standards for maintaining security of meetings via electronic means as required by laws.</u></p>
31	A director must inform the Company without delay in the event that he/she has any direct or indirect interest in any contract made with the Company or in the event that number of shares or debentures held in the Company or any company within the same group increases or decreases.	A director must inform the Company without delay in the event that he/she has any direct or indirect interest in any contract <del>made with the Company</del> <u>executed by the Company</u> or in the event that number of shares or <del>debentures</del> <u>other securities held</u> in the Company, <u>its subsidiary</u> or any company within the same group <u>held by such director</u> increases or decreases.
35 (Second Paragraph with addition in Third, Fourth, and Fifth Paragraph)	Any other general meetings of shareholders other than previously referred to shall be called "extraordinary general meetings of shareholders". The board of directors may call an extraordinary general meeting of shareholders any time it considers appropriate or shareholders holding in aggregate not less than one-fifth of the total issued shares or not less than twenty-five shareholders holding in aggregate not less than one-tenth of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting at any time, but the reason for such request must be clearly indicated therein whereby the board of directors must arrange for a general meeting of shareholders to be held within one month from the date of receipt of the request from the shareholders.	<p>Any other general meetings of shareholders other than previously referred to shall be called "extraordinary general meetings of shareholders". The board of directors may call an extraordinary general meeting of shareholders any time it considers appropriate <del>or shareholders holding in aggregate not less than one-fifth of the total issued shares or not less than twenty-five shareholders holding in aggregate not less than one-tenth of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting at any time, but the reason for such request must be clearly indicated therein whereby the board of directors must arrange for a general meeting of shareholders to be held within one month from the date of receipt of the request from the shareholders.</del></p> <p><u>One or more shareholders holding in aggregate not less than ten percent of the total</u></p>

Article	Existing Wordings	Proposed Amendment
		<p><u>issued shares may submit a written request to the board of directors to call an extraordinary general meeting at any time, but the matter and the reason for such request must be clearly indicated therein. In this case, the board of directors must arrange for a general meeting of shareholders to be held within forty-five days from the date of receipt of such request from the shareholders.</u></p> <p><u>In the case that the board of directors fails to arrange for such meeting to be held within the time specified in the third paragraph, the shareholders making such request or any shareholders having the required number of shares may call the meeting within forty-five days from the date of the due date of the period specified in the third paragraph. In such case, this meeting is deemed to be a general meeting of shareholders called by the board of directors. The Company shall be responsible for paying all expenses arisen from holding such meeting and facilitating as appropriate.</u></p> <p><u>In the case that the quorum of the meeting called as a result of the shareholders' request under the fourth paragraph is not constituted as required under the article 38, the shareholders under the fourth paragraph shall be jointly liable to pay the expenses arisen from holding such meeting to the Company.</u></p>
35/1	-	<p><u>Meetings of the shareholders may be conducted electronically pursuant to the rules and procedures under the relevant laws or notifications which shall be in accordance with the standards for maintaining security of meetings via electronic means as required by laws.</u></p>
36 (addition in Second Paragraph)	-	<p><u>In addition, as for an electronic meeting, the delivery of the invitation letter and its enclosures via e-mail is allowed.</u></p>



Article	Existing Wordings	Proposed Amendment
39	The chairman of the board shall preside over the general meetings of shareholders as the chairman of the meeting. If the chairman of the board does not attend the meeting within half an hour, the vice-chairman of the board shall preside over the meeting as the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman, but he/she does not attend the meeting or is unable to perform his/her duty, the shareholders who attend the meeting shall elect one shareholder to preside over the meeting as the chairman of the meeting.	The chairman of the board shall preside over the general meetings of shareholders as the chairman of the meeting. If the chairman of the board <del>does not attend</del> <b>is not present at</b> the meeting <del>within half an hour</del> <b>or is unable to perform his/her duty</b> , the vice-chairman of the board shall preside over the meeting as the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman, but he/she <del>does not attend</del> <b>is not present at</b> the meeting or is unable to perform his/her duty, the shareholders who attend the meeting shall elect one shareholder to preside over the meeting as the chairman of the meeting.
41	<p>The annual general meetings of shareholders shall be called:</p> <ol style="list-style-type: none"> <li>(1) To consider the report of the board of directors proposed to the meeting showing the operations of the Company in the past year;</li> <li>(2) To consider and approve the balance sheet;</li> <li>(3) To consider appropriation of profits (if any);</li> <li>(4) To elect new directors to replace those who retire by rotation;</li> <li>(5) To appoint an auditor and fix the consideration; and</li> <li>(6) Other business.</li> </ol>	<p>The annual general meetings of shareholders shall be called:</p> <ol style="list-style-type: none"> <li>(1) To consider the report of the board of directors proposed to the meeting showing the operations of the Company in the past year;</li> <li>(2) To consider and approve the balance sheet <b>and profit and loss statement</b>;</li> <li>(3) To consider <b>and approve</b> appropriation of profits <del>(if any)</del> <b>and dividend payment</b>;</li> <li>(4) To <b>consider and</b> elect new directors to replace those who retire by rotation;</li> <li>(5) <b>To consider and determine the director's remuneration</b>;</li> <li>(6) To <b>consider and</b> appoint an auditor and fix the consideration; and</li> <li>(7) Other business.</li> </ol>
46 (Third Paragraph with addition in Fourth Paragraph)	The board of directors may pay interim dividends to the shareholders from time to time if they deem that the Company has sufficient profits to do so. It must be reported to the general meeting of shareholders or the board of directors' meeting for resolution, as the case maybe. In addition, shareholders shall be notified thereof in writing and notice of such payment of dividends shall also be	The board of directors may pay interim dividends to the shareholders from time to time if they deem that the Company has sufficient profits to do so. <del>It must be reported to the general meeting of shareholders or the board of directors' meeting for resolution, as the case maybe. In addition, shareholders shall be notified thereof in writing and notice of such payment of dividends shall also be published in a newspaper for at least three consecutive days. The distribution of dividends must be</del>

Article	Existing Wordings	Proposed Amendment
	published in a newspaper for at least three consecutive days.	<p><b><u>reported at the next general meeting of shareholders after its payment.</u></b></p> <p><b><u>Payment of dividends shall be made within one month from the date the general meeting of shareholders or the date the meeting of the board of directors resolves such payment, as the case may be, where the shareholders shall be notified thereof in writing and notice of such payment of dividends shall also be published in a newspaper for at least three consecutive days.</u></b></p>

**Proposed Amendment to Memorandum of Association of the Company**

Existing Wordings	Proposed Amendment
Clause 3. The Company has 32 objectives, as detailed in BorMorJor. 002 enclosed hereto	Clause 3. The Company has <del>32</del> <u>34</u> objectives, as detailed in BorMorJor. 002 enclosed hereto

**Proxy Form A**

Affix  
THB 20  
Stamp Duty

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

Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

- (1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Address \_\_\_\_\_ 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 of \_\_\_\_\_ vote(s),

(3) hereby appoint one of these persons:

- ☐ Mr/Mrs/Miss \_\_\_\_\_ Age \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_
- ☐ Mr. Virasak Sutanthavibul Age 64 Address: No. 13/47  
 Chankasem Sub-district,  
 Chatuchak District,  
 Bangkok 10900
- ☐ Mr. Gran Chayavichitslip Age 50 Address: No. 2 Yannawa  
 Sub-district, Sathorn  
 District, Bangkok 10120

as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders, which will be held on 29 April 2022, at 14:00 on E-Meeting broadcast from the Company’s seminar room at 77 Soi Thian Thalee 30 Bang Khun Thian- Chay Thalee road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150, 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.

Signed.....Grantor  
 (\_\_\_\_\_)

Signed.....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**

Affix  
THB 20  
Stamp Duty

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

Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

- (1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Address \_\_\_\_\_ 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 of \_\_\_\_\_ vote(s),

- (3) hereby appoint one of these persons:

- ☐ Mr/Mrs/Miss \_\_\_\_\_ Age \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_
- ☐ Mr. Virasak Sutanthavibul Age 64 Address: No. 13/47  
 Chankasem Sub-district,  
 Chatuchak District,  
 Bangkok 10900
- ☐ Mr. Gran Chayavichitslip Age 50 Address: No. 2 Yannawa  
 Sub-district, Sathorn  
 District, Bangkok 10120

as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders, which will be held on 29 April 2022, at 14:00 on E-Meeting broadcast from the Company’s seminar room at 77 Soi Thian Thalee 30 Bang Khun Thian- Chay Thalee road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150, 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 1****Message from the Chairman**

No voting is required for this agenda item.

☐ **Agenda 2****To consider and adopt the Minutes of the Extraordinary General Meeting of shareholders No. 1/2021 held on 28 May 2021**

- ☐ (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                      ☐ Disapprove                      ☐ Abstain

**Agenda 3**

**To consider and acknowledge on the Company's operations for the year ended 31 December 2021**

No voting is required for this agenda item.

☐ **Agenda 4**

**To consider and adopt the Company's operations for the year 2021 and to approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021**

- ☐ (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                      ☐ Disapprove                      ☐ Abstain

☐ **Agenda 5**

**To consider and approve the allocation of profit from the operating results for the year ended 31 December 2021 and the dividend payment**

- ☐ (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                      ☐ Disapprove                      ☐ Abstain

☐ **Agenda 6**

**To consider and approve the election of directors to replace those who retire by rotation**

☐ **Agenda 6.1**

**To consider and approve the election of Mr. Kevin Kumar Sharma to replace the director who retires by rotation**

- ☐ (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                      ☐ Disapprove                      ☐ Abstain

- ☐ **Agenda 6.2**      **To consider and approve the election of Mr. Theerawit Busayapoka to replace the director who retires by rotation**
- ☐ (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      ☐ Disapprove      ☐ Abstain
- ☐ **Agenda 6.3**      **To consider and approve the election of Mr. Kittiphat Suthisamto replace the director who retires by rotation**
- ☐ (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      ☐ Disapprove      ☐ Abstain
- ☐ **Agenda 7**      **To consider and approve the remuneration of the Company's board of directors for the year 2021**
- ☐ (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      ☐ Disapprove      ☐ Abstain
- ☐ **Agenda 8**      **To consider and approve the appointment of auditors and their fees for the year 2021**
- ☐ (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      ☐ Disapprove      ☐ Abstain

☐ **Agenda 9**                      **To consider and approve the amendment of Company's Objectives, Articles of Association and Memorandum of Association**

- ☐ (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                      ☐ Disapprove                      ☐ Abstain

☐ **Agenda 10**                      **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                      ☐ Disapprove                      ☐ Abstain

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.

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

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.

Signed.....Grantor  
(\_\_\_\_\_)

Signed.....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 by a shareholder of Thai Plaspac Public Company Limited

At the 2022 Annual General Meeting of Shareholders, which will be held on 29 April 2022, at 14:00 on E-Meeting broadcast from the Company's seminar room at 77 Soi Thian Thalee 30 Bang Khun Thian- Chay Thalee road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150, or such other date, time, and place as the meeting may be held.

-----

☐ **Agenda**\_\_\_\_\_ **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 ☐ Disapprove ☐ Abstain

☐ **Agenda**\_\_\_\_\_ **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 ☐ Disapprove ☐ Abstain

☐ **Agenda**\_\_\_\_\_ **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 ☐ Disapprove ☐ Abstain

☐ **Agenda**\_\_\_\_\_ **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 ☐ Disapprove ☐ Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For shareholders who are recorded in the register as foreign investors and have appointed a custodian in Thailand as the share depository and trustee)

(ปิดอากรแสตมป์ 20 บาท)  
(Affix THB 20 Stamp Duty)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_

Shareholder registration number

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_

I/We Nationality Address Soi

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_

Road Tambon/Khwaeng Amphoe/Khet Province

รหัสไปรษณีย์ \_\_\_\_\_

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

as the share depository and trustee (Custodian) of

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

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

holding a total number of \_\_\_\_\_ shares and having the voting rights of \_\_\_\_\_ vote(s) as follows:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

holding \_\_\_\_\_ ordinary share(s) and having the voting rights of \_\_\_\_\_ vote(s)

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

holding \_\_\_\_\_ preference share(s) and having the voting rights of \_\_\_\_\_ vote(s),

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

hereby appoint (Please choose one of the following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If No.1 is selected, please mark ✓ at  
☐ 1. and give the details of the  
proxy (proxies).

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Name Age years Address

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_

Road Tambon/Khwaeng Amphoe/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province Postal Code

หรือ/or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Name Age years Address

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 No. 2 is selected, please mark ✓ at  
☐ 2. and choose one of these  
Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

appoint any one of the following Independent Directors of the Company:

☐ นายวีระศักดิ์ สุตตันทวิบูลย์ (Mr. Virasak Sutanthavibul) หรือ/or

☐ นายกรานต์ ฉายาวิจิตศิริ (Mr. Gran Chayavichitsiri)

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น  
ประจำปี 2565) (Details of the Independent Directors of the Company are as set out in  
Enclosure 9 of the Invitation to the 2022 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่  
สามารถเข้าประชุม

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

เป็นผู้แทนของข้าพเจ้า ("ผู้รับมอบฉันทะ") เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่  
29 เมษายน 2565 เวลา 14.00 น. ประชุมผ่านช่องทางอิเล็กทรอนิกส์ (E-Meeting) โดยถ่ายทอดจากห้องสัมมนาของบริษัทฯ ตั้งอยู่เลขที่ 77 ซอยเทียนทะเล  
30 ถนนบางขุนเทียน-ชายทะเล แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน และเวลาสถานที่อื่นด้วย

as my/our proxy ("Proxy") to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders, which will be held on  
29 April 2022, at 14:00 on E-Meeting broadcast from the Company's seminar room at 77 Soi Thian Thalae 30 Bang Khun Thian- Chay Thalae road, Tha  
Kham, Bang Khun Thian Bangkok, Bangkok 10150, or such other date, time, and place as the meeting may be held.

(3) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize my/our Proxy to attend the meeting and cast votes as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy shall have the rights in relation to the total number of voting shares that I/we hold.

- ☐ มอบฉันทะบางส่วน คือ

The Proxy shall have the rights in relation to the following:

- ☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Ordinary share: shares with the voting rights of vote(s),

- ☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Preference share: shares with the voting rights of vote(s),

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

total voting rights of vote(s).

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

I/We hereby authorize my/our Proxy to consider and vote on my/our behalf at the meeting as follows:

**วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**

Agenda 1 Message from the Chairman

(ไม่มีการลงคะแนนในวาระนี้ / No voting is required for this agenda item.)

**วาระที่ 2 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1 ประจำปี 2564**

Agenda 2 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 28 May 2021

- ☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 3 พิจารณารับทราบผลการดำเนินงาน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564 ของบริษัทฯ**

Agenda 3 To consider and acknowledge the Company's operations for the year ended 31 December 2021

(ไม่มีการลงคะแนนในวาระนี้ / No voting is required for this agenda item.)

**วาระที่ 4** พิจารณารับรองผลการดำเนินงานประจำปี 2564 และพิจารณาอนุมัติงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564

**Agenda 4** To consider and adopt the Company's operations for the year 2021 and to approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 5** พิจารณาอนุมัติการจัดสรรกำไรจากผลการดำเนินงานสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564 และการจ่ายเงินปันผล

**Agenda 5** To consider and approve the allocation of profit from the operating results for the year ended 31 December 2021 and the dividend payment

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 6** พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

**Agenda 6** To consider and approve the election of directors to replace those who retire by rotation

**วาระที่ 6.1** พิจารณาเลือกตั้ง นายเควิน कुमार ชาร์มา แทนกรรมการที่ออกตามวาระ

**Agenda 6.1** To consider and approve the election of Mr. Kevin Kumar Sharma to replace the director who retires by rotation

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 6.2 พิจารณาเลือกตั้ง นายธีรวิทย์ บุษยโกตะ แทนกรรมการที่ออกตามวาระ**

Agenda 6.2 To consider and approve the election of Mr. Theerawit Busayapoka to replace the director who retires by rotation

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 6.3 พิจารณาเลือกตั้ง นายกิตติภักดิ์ สุทธิสัมพันธ์ แทนกรรมการที่ออกตามวาระ**

Agenda 6.3 To consider and approve the election of Mr. Kittiphat Suthisamphat to replace the director who retires by rotation

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2565**

Agenda 7 To consider and approve the remuneration of the Company's board of directors for the year 2022

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

**วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนสอบบัญชีประจำปี 2565**

Agenda 8 To consider and approve the appointment of auditors and their fees for the year 2022

☐ 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 vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 9 พิจารณานุมัติการแก้ไขเอกสารวัตถุประสงค์ ข้อบังคับ และบริคณห์สนธิของบริษัทฯ

Agenda 9 To consider and approve the amendment of Company's Objectives, Articles of Association and Memorandum of Association

☐ 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:

Approve ☐ เห็นด้วย \_\_\_\_\_ เสียง vote(s) Disapprove ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง vote(s) Abstain ☐ งดออกเสียง \_\_\_\_\_ เสียง vote(s)

วาระที่ 10 พิจารณาวาระอื่น ๆ (ถ้ามี)

Agenda 10 To consider other business (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:

☐ เห็นด้วย \_\_\_\_\_ เสียง Approve vote(s) ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง Disapprove vote(s) ☐ งดออกเสียง \_\_\_\_\_ เสียง Abstain vote(s)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remark:

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholders who are recorded in the register as foreign investors and have appointed a custodian in Thailand to be the share depository and trustee.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents that are required to be attached to this Proxy Form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder authorizing the custodian to sign this Proxy Form on his/her behalf; and

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person signing the Proxy Form is permitted to engage in the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy shall appoint only one proxy to attend the meeting and vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are additional agenda items in addition to those specified above, additional details may be specified in the Attachment to Proxy Form C. enclosed herewith.



## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

## Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พลาสติค และหีบห่อไทย จำกัด (มหาชน)

Proxy Appointment by a shareholder of Thai Plaspac Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ประชุมผ่านช่องทางอิเล็กทรอนิกส์ (E-Meeting) โดยถ่ายทอดจากห้องสัมมนาของบริษัทฯ ตั้งอยู่เลขที่ 77 ซอยเทียนทะเล 30 ถนนบางขุนเทียน-ชายทะเล แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน และเวลาสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders, which will be held on 29 April 2022, at 14:00 on E-Meeting broadcast from the Company's seminar room at 77 Soi Thian Thalae 30 Bang Khun Thian- Chay Thalae road, Tha Kham, Bang Khun Thian Bangkok, Bangkok 10150, or such other date, time, and place as the meeting may be held.

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	vote(s)	Disapprove
		vote(s)
		Abstain
		vote(s)

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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	vote(s)	Disapprove
		vote(s)
		Abstain
		vote(s)

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	vote(s)	Disapprove
		vote(s)
		Abstain
		vote(s)

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

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:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง			
Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)

(Translation)

**List of Independent Directors for Proxy Appointment**

In the event that shareholders are unable to attend the 2022 Annual General Meeting of Shareholders in person, the shareholders may consider appointing another person or any of the following independent directors as their proxies to attend the meeting and cast votes on their behalf:

**1. Mr. Virasak Sutanthavibul**

**Position:** Independent Director and Chairman of the Audit Committee

**Address:** No. 13/47 Chankasem Sub-district, Chatuchak District, Bangkok 10900

**Age:** 64

**Interest in Agenda Items:** No special interest that is different from other directors in any agenda items proposed at the 2022 Annual General Meeting of Shareholders

**2. Mr. Gran Chayavichitslip**

**Position:** Independent Director and Member of the Audit Committee

**Address:** No. 2 Yannawa Sub-district, Sathorn District, Bangkok 10120

**Age:** 50

**Interest in Agenda Items:** No special interest that is different from other directors in any agenda items proposed at the 2022 Annual General Meeting of Shareholders

(Translation)

**Articles of Association of Thai Plaspac Public Company Limited relating to  
Shareholders' Meetings**

**General Meetings of Shareholders**

35. The board must hold an annual general meeting of shareholders within four months from the end of the fiscal year of the company.

Meetings of shareholders other than the aforesaid meeting are called “extraordinary general meetings of shareholders”, and the board may summon an extraordinary general meeting of shareholders at any time as appropriate or when shareholders representing not less than one-fifth of the total issued shares or not less than 25 shareholders whose total shares account for not less than one-tenth of the total issued shares jointly sign their names in a letter requesting the board to summon an extraordinary general meeting of shareholders at any time, but they must explicitly specify the reason of such meeting request in such letter as well. The board must hold the meeting of shareholders within one month from the date of receipt of the letter from the shareholders.

The place of the general meetings of shareholders must be located within the locality of the head office of the company or a neighboring province or any place prescribed by the board.

36. In calling a general meeting of shareholders, the board shall prepare a written notice calling the meeting that specifies the place, date, time, agenda and the matters to be proposed at the meeting with details as appropriate and indicates clearly that a matter is proposed for information, for approval or for consideration, as the case may be, as well as their opinions about such matters. The said notice shall be sent to the shareholders and the registrar not less than seven days before the meeting date and must be published in a newspaper for three consecutive days not less than three days before the meeting date.
37. A shareholder may appoint a proxy to attend and vote on his or her behalf at a general meeting of shareholders but the proxy appointment must be made in writing and in the form prescribed by the registrar and must be handed over to the chairman of the board or the person assigned by the chairman of the board at the place of the meeting place before the proxy attends the meeting.
38. Not less than 25 shareholders and proxies or not less than one-half of the total number of shareholders holding not less than one-third of the total issued shares must attend a general meeting of shareholders to form a quorum.

If one hour has passed since the scheduled time of a general meeting of shareholders and the number of shareholders attending the meeting is still inadequate to form a quorum as required, such meeting shall be cancelled if it is requested by the shareholders or shall be adjourned if it is not requested by the shareholders where the notice calling such meeting shall be delivered to the shareholders not less than seven days before the meeting. In the subsequent meeting, a quorum is not required.

39. The chairman of the board shall be the chairman of the meeting. If half an hour has passed since the scheduled time of the meeting and the chairman is not present at the meeting, the vice-chairman shall act as the chairman of the meeting. If there is no vice-chairman or the vice-chairman is unable to perform the duty, the shareholders present at the meeting shall elect one of them to be the chairman of the meeting.

40. One share carries one vote, with the exception where the company has issued preference shares and has determined the voting rights of such shares to be less than those of the ordinary shares.

The resolutions of a general meeting of shareholders shall be passed by a majority vote of the shareholders who attend the meeting and cast their votes. In the event of a tie, the chairman of the meeting shall have a casting vote.

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

- (a) selling or transferring all or a material part of the business of the company to other persons;
- (b) buying or receiving transfer of the business of other companies or private companies as part of the company;
- (c) executing, amending, or terminating rental contracts relating to all or a material part of the business of the company;
- (d) appointing other persons to manage the business of the company;
- (e) merging with other persons with the intention to share profit and loss;
- (f) amending the company's memorandum of association or articles of association;
- (g) increasing or reducing the company's capital or issuing debentures;
- (h) amalgamating or dissolving the company; and
- (i) debt restructuring by issuing new shares to repay debts to creditors in accordance with debt-to-equity conversion.

41. The annual general meeting of shareholders must:

- (1) consider the report of the board on the operations of the company during the past year;
- (2) consider and approve the balance sheet;
- (3) consider profit allocation (if any);
- (4) elect directors to replace those who retire by rotation;
- (5) appoint auditors and fix their remuneration; and
- (6) consider other business.

(Translation)

**Guidelines for Proxy Appointment and Registration and Documents Required for Registration****Proxy Appointment**

The Company has provided proxy forms as enclosed to the Invitation to the 2022 Annual General Meeting of Shareholders. The shareholders may use one of either Proxy Form A or Proxy Form B. In the case where any foreign shareholder has appointed a custodian in Thailand to be the share depository and trustee, please use Proxy Form C. It is recommended that the shareholders use Proxy Form B and specify the voting intentions for each agenda item. In the event that the shareholders use Proxy Form B, please submit Proxy Form B together with supporting documents to the Company Secretary, at No. 77, Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road, Tha Kham Sub-district, Bang Khun Thian District, Bangkok 10150 by **18 April 2022**.

**Registration and Documents Required for Registration**

To facilitate the registration process for the 2022 Annual General Meeting of Shareholders, the Company will allow all shareholders and proxies to register from 13:00 onwards on the meeting date. 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 a valid photographic government issued identification document of the shareholder, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the shareholder.

2. **In case of proxy appointment:**

- a) Registration form;
- b) Proxy form that is completely filled in, signed by the shareholder as the grantor and the proxy, and affixed with THB 20 stamp duty, which must be crossed out and dated upon the appointment of the proxy; and
- c) Copy of a valid photographic government issued identification document of the shareholder and the proxy, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the shareholder and/or the proxy (as applicable).

- **Juristic person shareholders**

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

- a) Registration form;
- b) Copy of a valid photographic government issued identification document of the authorized director(s) of the of the shareholder, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the authorized director(s); and
- c) Copy of a certificate issued not more than six months prior to the meeting date, which must contain a statement showing the authorized director(s) as the authorized representative(s) of the shareholder and must be certified as true and correct copy by the authorized director(s).

2. **In case of proxy appointment:**

- a) Registration form;
- b) Proxy form that is completely filled in, signed by the shareholder as the grantor and the proxy, and affixed with THB 20 stamp duty, which must be crossed out and dated upon the appointment of the proxy;

c) Copy of a valid photographic government issued identification document of the authorized director(s) and the proxy, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the authorized director(s) and/or the proxy (as applicable); and

d) Copy of a certificate issued not more than six months prior to the meeting date, which must contain a statement showing the authorized director(s) signing the proxy form as the authorized representative(s) of the shareholder and must be certified as true and correct copy by the authorized director(s).

- **Foreign shareholders who have appointed a custodian in Thailand as the share depository and trustee**

**1. Documents from the custodian:**

a) Registration form;

b) Proxy Form C that is completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy, and affixed with THB 20 stamp duty, which must be crossed out and dated upon the appointment of the proxy;

c) Document confirming that the custodian has a license to engage in the custodian business;

d) Copy of a certificate issued not more than six months prior to the meeting date, which must contain a statement showing the custodian's authorized representative(s) signing the proxy form as the authorized representative(s) of the custodian and must be certified as true and correct copy by the custodian's authorized representative(s); and

e) Copy of a valid photographic government issued identification document of the custodian's authorized representative(s) and the proxy, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the custodian's authorized representative(s) and/or the proxy (as applicable).

**2. Documents from the shareholder:**

a) Copy of a power of attorney signed by the shareholder authorizing the custodian to sign the proxy form on behalf of the shareholder;

b) In case of individual shareholders:

- Copy of a valid photographic government issued identification document of the shareholder, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the custodian's authorized representative(s).

c) In case of juristic person shareholders:

- Copy of a certificate issued not more than six months prior to the meeting date, which must contain a statement showing the authorized director(s) of the shareholder signing the proxy form as the authorized representative(s) of the shareholder and must be certified as true and correct copy by the custodian's authorized representative(s); and

- Copy of a valid photographic government issued identification document of the authorized director(s) of the shareholder signing the proxy form, such as identification card, civil servant identification card, driver's license or passport, which must be certified as true and correct copy by the custodian's authorized representative(s).

In the event that any document is not prepared in Thai or English, a Thai or English translation of such document must be provided and certified by the shareholder or the authorized representative(s) of the shareholder (as applicable). In case any document is issued in a foreign country, certification by a notary public is also required.

## **Annual Report Request Form**

Dear shareholders,

For the 2022 Annual General Meeting of Shareholders, Thai Plaspac Public Company Limited has prepared the 2021 Annual Report, which is available in electronic format in Thai and English via the QR Code provided in Enclosure 2.

In case any shareholder wishes to receive a hard copy of the 2021 Annual Report, please provide your information in the space provided below and return this form to the Company Secretary at No. 77 Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road, Tha Kham Sub-district, Bang Khun Thian District, Bangkok 10150, or contact us at [ir@tpacpackaging.com](mailto:ir@tpacpackaging.com) or Tel. No. +66 (0) 2897-2250 ext. 179 and a hard copy of the 2021 Annual Report will be sent to you as requested.

Name (IN ALL CAPS) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Telephone No. \_\_\_\_\_

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

I/We would like to receive a hard copy of the 2021 Annual Report (please check the box below):

- ☐ One copy of the 2021 Annual Report in Thai
- ☐ One copy of the 2021 Annual Report in English