Invitation to The 2013 Annual General Meeting

Of The Shareholders

PANJAWATTANA PLASTIC PUBLIC COMPANY LIMITED

FRIDAY 5 APRIL 2013 (9.00 a.m.)

AT ROOM CHAO PRAYA, 3rd FLOOR
MONTIEN RIVERSIDE HOTEL BANGKOK
372 RAMA3 ROAD, BANGKHLO, BANGKHOLEAM, BANGKOK 10120
Panjawattana Plastic Public Company Limited

Subject: Invitation to the 2013 Annual General Meeting of Shareholders

To: Shareholders of Panjawattana Plastic Public Company Limited (hereinafter referred to as “the Company”)

Attachments:
1. Copy of the minutes of the 2012 Annual General Meeting of Shareholders
2. Annual report 2012 in CD-ROM
3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
4. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
5. The Company's Articles of Association concerning shareholders meetings and voting procedures
6. Proxy form
7. Profile of the independent director proposed as proxy by the Company
8. Map of the place of the meeting

The Board of Directors has resolved to hold the 2013 Annual General Meeting of Shareholders (the Meeting) on Friday 5 April 2013 at 9.00 a.m. at room Chaopraya, 3rd floor, The Montien Riverside Hotel Bangkok. The agenda of the Meeting will be as follows:

1. **To certify the minutes of the 2012 Annual General Meeting of Shareholders.**

   **Facts and reasons:** The 2012 Annual General Meeting of Shareholders was held on 30 April 2012. The Company accurately recorded the minutes was submitted to the Stock Exchange of Thailand and the Ministry of Commerce in the given period. A copy of the Minutes of the 2012 Annual General Meeting of Shareholders is attached as Attachment 1.

   **Board’s opinion:** The Board proposes that the Shareholders Meeting certify the minutes of the 2012 Annual General Meeting of Shareholders, as detailed in Attachment 1.

2. **To acknowledge the report on the Company’s operating results as at Year 2012.**

   **Facts and reasons:** For the financial year ended 31 December 2012, the Company and its subsidiaries had consolidated income of Baht 2,016.95 million and consolidated net profit of Baht 202.62 million. Detailed information of the Company’s and its subsidiaries’ operating results is provided in the Annual Report (CD-ROM) attached hereto (see details in Attachment 2).

   **Board’s opinion:** The Board proposes that the Shareholders Meeting acknowledge the Company’s and its subsidiaries’ operating results, as detailed in Attachment 2.
3. **To certify and approve the audited financial statements for the year ended 31 December 2012.**

**Facts and reasons:** The Board has had the Company's audited financial statements for the financial year ended 31 December 2012 prepared in order to be submitted to the Annual General Meeting of Shareholders for its consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in Attachment 2).

**Board’s opinion:** The Board proposes that the Shareholders Meeting consider and approve the Company's audited financial statements for the financial year ended 31 December 2012, as detailed in the Annual Report (Attachment 2).

4. **To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2012.**

**Facts and reasons:** Under section 115 of the Public Company Act, the Company must pay dividends from its profit only and section 116 provides that the Company must set aside at least five percent of its net annual profit as statutory reserve until the reserve reaches 10 percent of the Company's registered capital.

The Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after income tax and legal reserve. However, the Company may determine the dividend payout at a lower rate than the above rate, depending on the Company's business profit, financial statement, capital liquidity, necessity of the optimisation of working capital to operate or expand business, and other factors concerning the management of the Company relying on the decision of the board of directors and/or the shareholders.

According to the Company's operating results for the financial year ended 31 December 2012, the Company had an income of Baht 1,908.16 million and a net profit of Baht 184.76 million and net profit after legal reserve of Baht 9.24 million, totalling of Baht 175.52 million.

**Board’s opinion:** The Board proposes that the Shareholders Meeting consider and approve the apportionment of profit of Baht 9,238,051.29 as legal reserve for this year, provided the outstanding balance of legal reserve amount of Baht 22,182,233.16 and the payment of dividend to the Company’s shareholders whose names are in the Shareholder Register on 18 April 2013. The record date for determining the shareholders who are entitled to the dividend payment is 18 April 2013. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act is 19 April 2013. The dividend payout rate is Baht 0.15 per share, totaling Baht 82,800,000 whereby the dividend will be paid out of the BOI promoted business at the rate of Baht 0.15 per share. The due date for payment is 3 May 2013.

The rate of dividend from the Company’s operating results in the financial year ended 31 December 2012 will be Baht 0.15 per share (the registered capital consists of 552,000,000 shares with a par value of Baht 0.50 each). This amounts to 44.81 percent of the annual net profit after corporate income tax or 47.17 percent of the annual net profit after corporate income tax and legal reserve, which is consistent with the Company’s dividend payment policy.

The above right to receive dividends remains uncertain unless the 2013 Annual General Meeting of Shareholders has granted approval.

5. **To consider and approve the appointment of directors replacing those retired by rotation.**

**Facts and reasons:** Under Article 18 of the Company’s Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. There must be a drawing by lots to determine the directors retiring on the first and second years...
following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. Following the conversion into public company limited, the 2013 Annual General Meeting is the second AGM of the Company. Therefore, the retiring directors by drawing were:

1. Mrs.Malee Hemmontharop
2. Dr. Aekkachai Nittayakasetwat
3. Mr.Pirun Hemmondharop

The selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company does not have a Nominating Committee. The selection process is at the discretion of the Board meeting, which will select suitable candidates whose qualifications meet the requirements provided under the Public Company Act and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company had informed all shareholders of their right to nominate qualified person(s) for director position ahead of the meeting through its website and Electronic Company Information Disclosure (ELCID) of the Stock Exchange of Thailand. However, there was no proposal of director nominee submitted to the Company.

Board’s opinion: The Board proposes that the Shareholder Meeting consider the re-appointment of the following retiring directors to retain their offices as the Company's directors after their original term of directorship ends on a rotating basis. The three nominated directors are named as follows:

1. Mrs.Malee Hemmontharop
2. Dr. Aekkachai Nittayakasetwat
3. Mr.Pirun Hemmondharop

Profiles of the three directors are set out in Attachment 3. The qualifications of independent director of the Company meet the requirements of the Capital Market Supervisory Board (please see details in the "Definition of Independent Director” contained in the Annual Report in the section “Management”, which is attached to this notice as Attachment 2.)

Details relating to the number of shares held by the nominated directors

<table>
<thead>
<tr>
<th>Names of the retiring directors nominated for re-appointment</th>
<th>Number of shares held</th>
<th>Voting rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Mrs.Malee Hemmontharop</td>
<td>171,360,000</td>
<td>171,360,000</td>
</tr>
<tr>
<td>2. Dr. Aekkachai Nittayakasetwat</td>
<td>150,000</td>
<td>150,000</td>
</tr>
<tr>
<td>3. Mr.Pirun Hemmondharop</td>
<td>8,000,000</td>
<td>8,000,000</td>
</tr>
</tbody>
</table>

6. To consider and approve the determination of directors’ remuneration for the year 2013

Facts and reasons: The Company does not have the Remuneration Committee to consider and determine directors’ remuneration. However, the Board meeting has determined director's remuneration on the basis of the Company's operating results in the previous year, the directors' performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors. And refer to the remuneration data of the directors and the executives in the public company year 2011 from the Stock Exchange of Thailand.

Board’s opinion: The Board proposes that the Shareholders Meeting consider and approve the following directors' remuneration in total limited not over 2,500,000 Baht for the year 2013 onwards
until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow:-

1. A meeting allowance will be provided to the Board of Directors, the Audit Committee and the Risk Management Committee as follows:
   - the chairman of the Board of Directors is entitled for a meeting allowance of Baht 25,000 for each attendance;
   - the chairman of the Audit Committee is entitled for a meeting allowance of Baht 15,000 for each attendance;
   - the chairman of the Risk Management Committee is entitled for a meeting allowance of Baht 15,000 for each attendance; and
   - all other members of the Board of Directors, the Audit Committee and the Risk Management Committee are entitled for a meeting allowance of Baht 10,000 for each attendance.

2. A monthly remuneration of Baht 10,000 is offered to each independent director.

3. The total bonus for all non-executive directors will be up to Baht 1,000,000.

In determining directors’ remuneration on this occasion, the Board also determined the remuneration for the Company’s committees, i.e. the Audit Committee and the Risk Management Committee. Each member of the Audit Committee and Risk Management Committee is entitled to remuneration as specified above only.

The scopes of powers, duties and responsibilities of the Board, the Audit Committee and the Risk Management Committee are detailed in the Annual Report under the heading “Management”.

Table of comparison of the remuneration paid to directors in 2013 and 2012

<table>
<thead>
<tr>
<th>Type of remuneration</th>
<th>2013 (as proposed)</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman of the Board</td>
<td>Chairman of the Audit Committee</td>
<td>Chairman of the Risk Management Committee</td>
</tr>
<tr>
<td>1. Meeting allowance</td>
<td>25,000</td>
<td>15,000</td>
</tr>
<tr>
<td>2. Monthly remuneration (Only Independent Director)</td>
<td>10,000</td>
<td>10,000</td>
</tr>
<tr>
<td>3. Bonus</td>
<td>Up to Baht 1,000,000</td>
<td>Up to Baht 1,000,000</td>
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7. To consider and approve the appointment of auditors and to determine their remuneration.

Facts and reasons: Section 120 of the Public Company Act requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Gor Jor 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no. 20), the Company must ensure the rotation of the
auditors if any of the auditors have performed their duties for five consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

The Audit Committee proposes that the Shareholder Meeting approve the appointment of Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699 and/or Mr. Pojana Asawasantichai, Certified Public Accountant No. 4891 and/or Ms. Sulasit Ardsawang, Certified Public Accountant No. 7517 of Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries located in Thailand for the financial year 2013 with their remuneration of up to Baht 1,670,000 per annum. The approved remuneration includes the following: (i) an inspection and review service fee relating to the satisfaction of the BOI conditions, and (ii) in case that an inspection and reviewed of the additional BOI certificate of promotion is required, a certificate inspection and review fee of Baht 40,000 for each BOI certificate. However, the approved remuneration does not include other out-of-pocket expenses such as traveling expenses in upcountry provinces.

Table of comparison of the auditors' remuneration

<table>
<thead>
<tr>
<th>Auditors' remuneration</th>
<th>Financial Year 2012</th>
<th>Financial Year 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Auditing fee</td>
<td>Baht 1.58 million*</td>
<td>Baht 1.43 million</td>
</tr>
<tr>
<td>2. Other service charges and expenses</td>
<td>-</td>
<td>-</td>
</tr>
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*Remark: The Company and its subsidiaries had additional granted 2 BOI certifications, consequently, the additional of inspection and review fee was added on totalling of Baht 80,000.

Board’s opinion: The Board proposes that the Shareholders Meeting consider and approve the appointment of Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699 and/or Mr. Pojana Asawasantichai, Certified Public Accountant No. 4891 and/or Ms. Sulasit Ardsawang, Certified Public Accountant No. 7517 of Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries in Thailand for the financial year 2013 with their remuneration of up to Baht 1,670,000 per annum. The approved remuneration includes the following: (i) an inspection and review service fee relating to the satisfaction of the BOI conditions, and (ii) in case that an inspection and reviewed of the additional BOI certificate of promotion is required, a certificate inspection and review fee of Baht 40,000 for each BOI certificate. However, the approved remuneration does not include other out-of-pocket expenses such as traveling expenses in upcountry provinces.

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates.

8. **To consider any other business (if any).**

You are therefore invited to attend the meeting on the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B and submit it to the Company before attending the meeting. A Foreign shareholder who appoints a custodian in Thailand to deposit and take care of his shares, please use the attached proxy form either form A or B or C.

If you are unable to attend the Meeting, you may appoint an independent director, whose CV is attached to the proxy form, as your proxy to attend and vote at the Meeting on your behalf.
The Company fixes 7 March 2013 as the record date for determining the shareholders entitled to attend the 2013 AGM and 8 March 2013 as the share register book closing date for preparing a list of the eligible shareholders under Section 225 of the Securities and Exchange Act

Yours sincerely,
Panjawattana Plastic Public Company Limited

(Dr. Damri Sukhotanang)
Chairman of the Board of Directors
Minutes on the 2012 Annual General Meeting of the Shareholders

PANJAWATTANA PLASTIC PUBLIC COMPANY LIMITED

Date, Time and Venue

The meeting was held on 30 April 2012 at 9.30 a.m. at Rajamontien 4, Grand Ballroom, Montien Hotel, Bangkok.

Attending Board of Directors

1. Dr. Damri Sukhotanang Chairman of the Board
2. Mr. Kongsak Hemmontharop Vice Chairman
3. Miss Charanya Sangsukdee Chairman of the Audit Committee and Risk Management Committee
4. Dr. Aekkachai Nittayakasetwat Audit Committee and Chairman of the Risk Management Committee
5. Mr. Natthawut Khemayotin Audit Committee and Risk Management Committee
6. Mr. Wiwat Hemmondharop Executive Chairman
7. Mr. Satit Hemmondharop Managing Director and Risk Management Committee
8. Mrs. Malee Hemmontharop Vice Managing Director
9. Dr. Pirun Hemmondharop Vice Managing Director and Risk Management Committee

Attending Executives

1. Mrs. Prim Chaiyawat Director of Accounting and Finance Department and Company’s Secretary

Other Attendees

1. Miss Chantra Wongsriudomporn, Auditor from Dharmniti Auditing Co., Ltd.
2. Mr. Prasert Patradhilok, Mr. Thawatchai Vorawandthanachai, and Mr. Watcharin Lertsuwankul; Financial Consulting Team from Advisory Plus Co., Ltd.
3. Miss Manunya Thitinantawan, Legal Advisor from Allen & Overy (Thailand) Co., Ltd.

The Meeting started

Dr. Damri Sukhotanang, the Meeting’s Chairman, stated that there were totally 128 attending shareholders and shareholders’ proxies, representing 395,555,312 shares, equivalent to 71.6586% of all the paid-up shares. (There were a total of 552,000,000 paid-up shares of the Company). Therefore, a quorum was constituted, as required by the Company’s regulations.

Before starting consideration of the Meeting’s agendas, the Chairman clarified the methods of conducting the Meeting and procedures of voting in each agenda for shareholders as follows:

1. Attending shareholders and shareholders’ proxies were entitled to vote at the Meeting. Each of them would receive a ballot upon registration.
2. The Meeting would consider matters according to the agendas as specified in the Invitation Notice for the Meeting Information in the each agenda would be proposed and shareholders would have an opportunity to ask questions before voting on such agenda. In case that shareholders or proxies would like to ask questions or give comments, they must raise their hands and notify their name and surname, but, for proxies, they must every time notify the name of shareholder they represented.

3. After having acknowledged the details of each agenda, except for that of 2 and 4, which were about matters for acknowledgement in which no voting required, any shareholders who disapproved of or abstained from voting on any agenda, must cast their vote in the ballot received upon registration and return it to the Company’s officers. For convenient and quick counting of votes, the officers would collect the ballots of shareholders who disapproved of the agenda, and then those of shareholders who abstained from voting respectively. The shareholders must raise their hands so that the officer could collect the ballots properly. For Agenda 6 concerning the appointment of directors to replace those retired by rotation, the Company officers would pick up all ballots with Approve, Disapprove, and Abstain votes for counting from them individually according to the name list of each nominated director.

4. All shareholders had one vote per one share. Any shareholder having private interests in any agenda would not be eligible to vote in such agenda.

5. For counting of votes in each agenda, the resolution required the majority vote of shareholders attending the Meeting and voting in the agenda, except for Agenda 7, which required no less than two-thirds of all voting shareholders. The disapproval and abstention votes would be deducted from total votes, and the rest would be deemed as approval votes for the agenda. In case of no any oppositions or suggestions otherwise, it would deem that the Meeting had agreed on or approved unanimously of the agenda. Also, in order to wastetime, while waiting for vote counting, the next agenda would be simultaneously considered.

The Chairman announced the opening of the Meeting in accordance with the agendas as follows:

**Agenda 1 To approve the minutes of the Extraordinary General Meeting of Shareholders No. 5/2011.**

The Chairman proposed the Meeting to consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 5/2011, held on 5 September 2011, according to the copy of meeting minutes duly been sent together with the Invitation Notice to the shareholders.

Mr. Suthat Khancharoensuk, an attending shareholder, asked Mr. Natthawut Khemayotin, the only independent director who attended the Extraordinary General Meeting of Shareholders No. 5/2011, held on 5 September 2011, whether the details of the meeting were accurately recorded in the minutes.

Mr. Natthawut Khemayotin informed that the details were accurately recorded in the minutes.

Since no further questions from shareholders, the Chairman proposed the Meeting to consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 5/2011.

**Resolution** After consideration, the Meeting resolved with majority votes to approve the minutes of the EGM No. 5/2011 as proposed by the Chairman, with the voting results as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,505,812</td>
<td>99.9924</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>30,000</td>
<td>0.0075</td>
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</tbody>
</table>
Agenda 2 To acknowledge the report on the Company’s operating results in Year 2011.

The Chairman assigned Mr. Satit Hemmondharop, Managing Director, to summarize the Company’s performance of Year 2011.

Panjawattana Plastic Public Company Limited

Mr. Satit Hemmondharop summarized the performance to shareholders as follows:

In 2011, the Company and its subsidiaries gained total revenues of 1,643.68 million Baht, a 19 per cent increase from the previous year. The sale revenues by product category totaling 1,621 million Baht were as follows:

Lubricating oil, closed at 1,053 million Baht.
Milk and yoghurt package, closed at 221 million Baht.
Consumer goods package, closed at 108 million Baht.
Agricultural chemicals package, closed at 67 million Baht.
Auto parts, closed at 170 million Baht.

Also, proportion of sale revenues by product category were as follows:

Lubricating oil, was at 65%, increasing by 22% from the previous year.
Milk package was at 14%, increasing by 17% from the previous year.
Consumer product packaging group, comprising 7per cent of all sale revenues, increasing by 8per cent from last year.
Agricultural chemicals package was at 4%, increasing by 19% from the previous year.
Auto parts group was at 10%, increasing by 21% from the previous year.

In 2011, the Company’s gross profit was at 21.76% and net profit at 8.84%, slightly higher rates when compared to the previous year’s gross profit at 21.37per cent and net profit at 8.26per cent respectively.

The Chairman proposed the Meeting to consider acknowledging the Company’s performance of Year 2011 as detailed in the 2011 Annual Report, which was duly sent together with the Invitation Notice to the shareholders (Attachment 2).

Resolution After consideration, the Meeting acknowledged the proposed Company’s performance of Year 2011. (This Agenda was for acknowledgement and no voting required.)

Agenda 3 To consider and approve the Company’s statement of financial position for the fiscal year ended on 31 December 2011

The Chairman proposed the Meeting to consider and approve the Company’s statement of financial position for the fiscal year ended on 31 December 2011 audited by the Company’s auditor and checked by the Audit Committee, as detailed in the 2011 Annual Report, which was duly sent together with the Invitation Notice to the shareholders (Attachment 2).
The Chairman assigned Mr. Satit Hemmondharop, Managing Director, to summarize the statement of financial position in the previous year to shareholders.

Mr. Satit Hemmondharop reported to shareholders on the statement of financial position, which could be summarized as follows:

Total assets as of 31 December 2011 were 1,190 million Baht, increasing by 419.51 million Baht or 54.4% from the previous year due to the Company’s plentiful investments in plant, machine and equipment to expand its production capacity for increasing demands of the customers. The number was in accordance with the growth trend of receivables and inventories, part of current assets which grew proportionately with the sales, and was also in conformity to total liabilities as of 31 December 2011 at 857.83 million Baht, increasing by 404.93 million Baht from the previous year due to the increasing account payables and loans from financial institutions for sales growth and investments in machines and plant construction in Chonburi. The debt to equity ratio as of 31 December 2011 was 2.58.

Mr. Koson Vudanupan, an attending shareholder, asked whether the rumor on the Board’s trip abroad to order machines was true.

Mr. Satit Hemmondharop informed that the Board did go on a trip to order machines for business expansion.

Police Colonel Sermkiat Bamrungpruek, an attending shareholder, asked about the balance of Cash Flows from Operating after the cash outflows from buying machines and equipment because the Company bought machines for the business as notified by the Board.

Mrs. Prim Chaiyawat, Director of Accounting and Finance Department, explained that Cash Flows from Operating according to the 2011 Consolidated Financial Statements was at 179.8 million while the Cash Flows from Investing in property, plant and equipment was at 228.2 million Baht, with a margin of approximately 48 million Baht. However, the Company’s Cash Flows from Operating before the change in current assets was at 268 million Baht, which was sufficient for the capital investment budget, but due to expansion of plants and effects of floods late last year, causing the postponement of product deliveries and payments by customers and current investments in account receivables rose to by 86 million Baht and inventories by 51 million Baht. This was only a temporary condition making Cash Flows from Operating decrease further from current investments.

Moreover, the investment project for plant expansion in Chonburi Province increased tremendously the cash outflows due to further investments in property, plant and equipment; nevertheless, the Company received a bank loans for such investment project. Police Colonel Sermkiat also suggested the executives to be aware more of spending the Cash Flows from Operating, when compared to the negative net cash outflows from investment, and should not only focus on the net profit, but also the quality of account receivables.

Mr. Suriyont, an attending shareholder, further asked whether the investment in China was included in the 2011 cash outflows from investment. If so, for how much and when did the operation start?

Mrs. Prim Chaiyawat explained that the investment in China, with the current registered and paid capital of 2.2 million USD, was already included in the cash outflows from investment. The project began to generate revenues in April 2011, of which performance was included in the financial statements shown in the remarks to financial statements in the data classified by departments.
Since no further questions from shareholders, the Chairman proposed the Meeting to approve the Company’s statement of financial position for the fiscal year ended on 31 December 2011

**Resolution** After consideration, the Meeting resolved to approve the Company’s statement of financial position for the fiscal year ended on 31 December 2011 audited and checked by the Company’s auditor with the majority votes of attending and voting shareholders as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,002,217</td>
<td>99.9924</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>30,000</td>
<td>0.0075</td>
</tr>
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</table>

**Agenda 4  To acknowledge the interim dividend payment**

The Chairman announced to the Meeting that in accordance with Section 115 of the Public Company Act B.E. 2535 and Article 49 of the Articles of Association of the Company, the Board may pay interim dividends considering that the Company has sufficient profit reasonably to make such dividend payments. In that case, the Board must inform shareholders in the subsequent shareholders meeting.

The Chairman explained to the Meeting that the Company paid the interim dividend for the 3-month period as of 31 March 2011 to the shareholders at 0.12 Baht per share, totaling 42.80 million Baht, and already paid up to the shareholders.

**Resolution** After consideration, the Meeting acknowledged the interim dividend payment, as detailed above. (The Agenda was for acknowledgement and no voting required.)

**Agenda 5 To consider and approve the profit apportionment as legal reserve and dividend payment derived from the performance as of 31 December 2011**

The Chairman announced to the Meeting that under section 115 of the Public Company Act B.E. 2535, the Company must pay dividends from its profit only, and, under section 116, set aside at least five per cent of its net annual profit as statutory reserve until the reserve reaches 10% of the Company's registered capital.

The Company's policy was to pay dividends at a minimum rate of 40% of its net profit after deducting the Income Tax on Juristic Entities and legal reserve. However, the Company may determine the dividend payout at a lower rate than the above, depending on its performance, financial position, capital liquidity, necessity to optimize working capital for business operation and expansion, and other factors concerning the management of the Company as the board of directors and/or the shareholders saw as appropriate.

According to the Company's performance for the fiscal year ended on 31 December 2011, an income gained was at 1,643.67 million Baht with a net profit of 145.30 million Baht. Therefore, the Chairman proposed the Meeting to consider and approve the apportionment of profit of 5,024,417 Baht as legal reserve and the payment of dividend to the Company’s shareholders whose names are in the Shareholder Register as of 10 May 2012, the record date for the shareholders entitled to the dividend payment, and 11 May 2012 was the closing date for gathering the name list of shareholders in accordance with section 225 of the Securities and Exchange Act. The dividend payout rate was 0.10 Baht per share, totaling 55,200,000 Baht to be paid from the BOI promoted business with exemption of Income Tax on Juristic Entities at the rate of 0.07 Baht per share and that without Income Tax on Juristic Entities s at 0.03 Baht per share. The due date for payment would be on 21 May 2012.
The rate of dividend from the Company’s performance in the fiscal year ended on 31 December 2011 will be 0.18 Baht per share (the registered capital of 552,000,000 shares with a par value of 0.50 Baht each), which included the rate of interim dividend paid at the rate of 0.08 Baht per share. This amounted to 67.43% of the annual net profit after deducting the Income Tax on Juristic Entities, which was in conformity to the Company’s dividend payment policy.

A shareholder asked whether in the following years the Company would pay the dividend at the rate close to this year’s 67 per cent or close to the specified policy’s 40 per cent.

The Chairman explained that dividend payment was a future matter, of which the Board must consider many factors; however, the Company’s Board could assure the shareholders that the dividend rates would be no less than the specified rate according to the Company’s dividend payment policy.

Mr. Suthat Khancharoensuk asked whether the legal reserve was fully apportioned or in deficit for how much.

Mrs. Prim Chaiyawat, the Director of Accounting and Finance Department, explained that the legal reserve was still in deficit for approximately Baht 15 million.

No shareholders asked more questions, so the Chairman proposed the Meeting to consider and approve the profit apportionment as detailed above.

Resolution After consideration, the Meeting resolved to the apportionment of profit of Baht 10,165,504 as legal reserve and the payment of dividend to the Company’s shareholders whose names are in the Shareholder Register as of 10 May 2012, the record date for shareholders entitled to the dividend payment, and 11 May 2012 was the closing date for gathering the name list of shareholders in accordance with section 225 of the Securities and Exchange Act is. The dividend payout rate was 0.10 Baht per share. The due date for payment would be on 21 May 2012. The resolution gained the majority votes of attending and voting shareholders as follows:

<table>
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<tbody>
<tr>
<td>1. Approved</td>
<td>397,976,217</td>
<td>99.9858</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>56,000</td>
<td>0.0141</td>
</tr>
</tbody>
</table>

Agenda 6 To consider and approve the appointment of directors to replace those retired by rotation

The Chairman notified to the Meeting that under Article 18 of the Company’s Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders. The drawing of lots would be applied to directors retiring on the first and second years after the registration of the Company. In each subsequent year, the directors who had served the office for the longest period must retire. Following the transformation of the Company into public company limited, the 2012 Annual General Meeting was the first AGM of the Company. Therefore, the retiring directors by drawing of lots were:

1. Mr. Kongsak Hemmontharop
2. Mr. Wiwat Hemmondharop
3. Mr. Natthawut Khemayotin
Profiles of the three directors were attached to the invitation notice, which had duly been sent to the shareholders before the Meeting (Attachment 3). The Chairman also explained that the Company allowed shareholders to nominate the new candidates via the Company’s website, as specified by the Securities and Exchange Commission and the Stock Exchange of Thailand, but no shareholders nominated any candidates for becoming the Board of Directors.

The selection of persons to serve on the Board of Directors of the Company was not made through the procedures of the Nominating Committee because the Company did not have a Nominating Committee. The selection process is at the discretion of the Board meeting, which will select suitable candidates whose qualifications meet the requirements provided under the Public Company Act B.E. 2535 and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company’s Board considered and agreed to re-appoint the 3 retiring directors to retain their offices as the Company's directors; therefore, they proposed the Meeting to consider and approve the re-appointment of the said retiring directors for another term.

Police Colonel Sermkiat Bamrungpruek, an attending shareholder, asked if the Board of Directors with over 1 per cent of shares were disqualified according to Section 103 of the Securities and Exchange Act B.E. 2535.

Miss Manunya Thitinantawan, Legal Advisor, explained that Section 103 of the Securities and Exchange Act B.E. 2535 was the requirement for the Securities companies; therefore, Panjawattana Plastic Public Company Limited, which was not a securities company, did not fall under such requirement. The rule concerning no board members holding more than 1 per cent of shares was the requirement of independent directors. No independent director of the Company holds more than 1 per cent of shares; therefore, all directors are legally qualified. Moreover, before listing in the stock market, the Company already submitted the profiles and qualifications of directors to be checked and approved by the Securities and Exchange Commission (SEC), and all directors were verified by SEC.

Mr. Korkit, a proxy to the shareholder named Mr. Kan, suggested to add to the invitation notice the photos of independent directors who would become proxies of shareholders in the Meeting.

The Chairman acknowledged the shareholder’s suggestion to be considered for improvement.

No shareholders asked more questions, so the Chairman proposed the Meeting to vote about the re-appointment of the retiring directors for another term, as detailed above.

**Resolution** After consideration, the Meeting resolved to re-appoint the retiring directors for another term. Shareholders’ vote results by candidate were as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,758,217</td>
<td>99.9309</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>12,000</td>
<td>0.0030</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>262,000</td>
<td>0.0659</td>
</tr>
</tbody>
</table>

(1) Mr. Kongsak Hemmontharop
(2) Mr. Wiwat Hemmondharop

<table>
<thead>
<tr>
<th>resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,768,217</td>
<td>99.9335</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>2,000</td>
<td>0.0005</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>262,000</td>
<td>0.0659</td>
</tr>
</tbody>
</table>

(3) Mr. Natthawut Khemayotin

<table>
<thead>
<tr>
<th>resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,772,217</td>
<td>99.9345</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>260,000</td>
<td>0.0654</td>
</tr>
</tbody>
</table>

Agenda 7 To consider and approve the determination of directors’ remuneration for the year 2012

The Chairman notified to the Meeting about the criteria of determination of directors’ remuneration that the Company did not have the Remuneration Committee to consider and determine directors’ remuneration. However, the Board meeting determined director's remuneration on the basis of the Company's operating results in the previous year, the directors’ performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors.

The Company proposed the Meeting to consider and approve the determination of directors’ remuneration for the year 2012 as follows:

1. A meeting allowance will be provided to the Board of Directors, the Audit Committee and the Risk Management Committee as follows:
   - The chairman of the Board of Directors is entitled for a meeting allowance of 25,000 Baht for each attendance;
   - The chairman of the Audit Committee is entitled for a meeting allowance of 15,000 Baht for each attendance;
   - The chairman of the Risk Management Committee is entitled for a meeting allowance of 15,000 Baht for each attendance; and
   - all other members of the Board of Directors, the Audit Committee and the Risk Management Committee are entitled for a meeting allowance of 10,000 Baht for each attendance.

2. A monthly remuneration of 10,000 Baht is offered to each independent director.

3. The total bonus for all non-executive directors will be up to 1,000,000 Baht.

Mr. Suthat Khancharoensuk, an attending shareholder, asked about in what case the bonus would be paid to non-executive directors.

Dr. Aekkachai Nittayakasetwat, Audit Committee and Chairman of the Risk Management Committee, explained that the proposed remuneration would be given in terms of a budget. The Board would consider the payment only when the Company had profit, provided that when the Company had enough profit, it would be paid for the shareholders’ dividends first, then for the directors’ bonuses.
Mr. Suthat Khancharoensuk, an attending shareholder, further asked who obtained an official car and how many years for the car use.

Mrs. Prim Chaiyawat explained that according to the Articles of Association of the Company, official cars were entitled to only 4 executives, namely Executive Chairman, Managing Director and Vice Managing Director, whereas the duration of an official car use was 5 years.

**Resolution** After consideration, the Meeting resolved to approve the determination of directors’ remuneration as detailed above, with the votes no less than two-third of the attending shareholders as follows:

<table>
<thead>
<tr>
<th>resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,896,217</td>
<td>99.9657</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>136,000</td>
<td>0.0342</td>
</tr>
</tbody>
</table>

**Agenda 8** To consider and approve the appointment of auditors and to determine their remuneration

The Chairman notified to the Meeting that Section 120 of the Public Company Act B.E. 2535 required that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration every year. Existing auditors are eligible for re-appointment.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Gor Jor 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results, the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for five consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

The Company’s Committee agreed to propose to the Shareholder Meeting approve the appointment of Ms. Chantra Wongsiudomporn, Certified Public Accountant No. 4996 and/or Mr. Pojana Asavasantichai, Certified Public Accountant No. 4891 and/or Ms. Sulalit Ardsawang, Certified Public Accountant No. 7517 of Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries for the financial year 2012 with their remuneration of up to 1,500,000 Baht per annum, which includes an inspection and certification service fee relating to the satisfaction of the BOI conditions and in case that an additional inspection and certification of the BOI certificate of promotion is required, a certificate inspection fee of 40,000 Baht for each BOI certificate. However, the approved remuneration does not include other out-of-pocket expenses such as expenses for business trips in upcountry provinces.

The above nominated auditors did not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates.

**Resolution** After consideration, the Meeting resolved to appoint the listed names to be the auditors of the Company with their remuneration of up to 1,500,000 Baht per annum, as detailed above with the majority vote of attending and voting shareholders as follows:

<table>
<thead>
<tr>
<th>resolution</th>
<th>Number of Votes</th>
<th>Percentage of attending and voting shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>396,982,217</td>
<td>99.9874</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>50,000</td>
<td>0.0125</td>
</tr>
</tbody>
</table>
Agenda 9  To consider any other matters (if any)

No further matters were proposed.

Shareholders proposed many suggestions and asked many questions, which could be summarized as follows:

- Mr. Suthat Khancharoensuk asked the Company to organize the activities allowing shareholders to visit the place of operation in order to have a better understanding in the Company's business.
  o The Board acknowledged and would organize such activities as suggested.

- Police Colonel Sermkiat Bamrungpruek further asked about debt collection from outstanding account receivables.
  o Mr. Satit Hemmondharop, Managing Director, explained that previously the Company had no NPL problem since almost all customers were leading enterprises such as PTT, Carltex, CP-MEIJII, Foremost, Dutch Mill and auto companies such as Mitsubishi, Nissan, Yamaha, etc. When payment were due, these customers would pay by check or bank transfer; therefore, the quality of debts and the ability of debt collection were very high.

- Mr. Suchet Sittichaikasem, an attending shareholder, further suggested that he agreed with the Board’s vision to focus on corporate governance towards both shareholders and customers, and the Company’s investment in China to support the production for Carltex showed a good relationship between the Company and its customer. However, he wanted the executives to follow up the development of plastic products so that the Company would become the leader not only in Thailand, but also among the ASEAN countries.
  o The Chairman acknowledged all suggestions of the shareholder.

- Mr. Suthat Khancharoensuk proposed that the executive should separate the revenues of export sales from other sources and disclose the R&D cost for the benefit of comparing with the growth rate of sales or assets, if possible. He also asked about the threads or problems in operating the business currently if there were any factors under the executives’ concern, such as labor cost, raw material cost, customers, etc.
  o Mr. Wiwat Hemmondharop, Executive Chairman, explained to shareholders that the main problem was the quality and quantity of labors. There were a number of workers in the plants. Regarding the increasing minimum wage, since it was increased countrywide, what the Company needed to do was to seek the substitution of labors and to increase the labor efficiency. This was the reason why the Company developed Total Productive Maintenance (TPM) system since 2002. TPM is the system that builds the organizational culture so that the workers have a culture concerning quality. That is, good quality brings about good cost. The Company aims to maintain the world-class TPM system to support AEC and the competition in Asia. As for raw material prices, the Company had not problems concerning risks of higher prices of raw materials because the prices were constantly adjusted to fit the cost structure. The Company would rather focus more about the production cost management.
The Chairman thanked all shareholders for their time at the 2012 General Meeting and declared the Meeting adjourned.

The Meeting adjourned at 11.45.

Sign: ………………………………the Meeting’s Chairman
    (Dr. Damri Sukhotanang)

Certified true extract of minutes of the Meeting

Sign: ………………………………Committee
    (Mr. Satit Hemmondharop)

Sign: ………………………………Company’s Secretary
    (Mrs. Prim Chaiyawat)
Profiles of the Candidates for Director Positions

<table>
<thead>
<tr>
<th>Name</th>
<th>Mrs. Malee Hemmontharop</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>70 years-old</td>
</tr>
<tr>
<td>Nationality</td>
<td>Thai</td>
</tr>
<tr>
<td>Educational qualification</td>
<td>- Grade 4, Ban Paeo Wittaya School</td>
</tr>
<tr>
<td>Directorship training</td>
<td>- Certificate of Attendance Director Certification Program Class 90/2011 (DAP), IOD.</td>
</tr>
</tbody>
</table>

**Work Experience**

<table>
<thead>
<tr>
<th>Year</th>
<th>Position</th>
<th>Company/Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011-2018</td>
<td>Vice President / Director</td>
<td>Panjawattana Plastic PLC.</td>
</tr>
<tr>
<td>2011-2018</td>
<td>Director</td>
<td>Panjawa Plastic (Tianjin) Co., Ltd.</td>
</tr>
<tr>
<td>2011-2018</td>
<td>Director</td>
<td>Elegance Packaging Co., Ltd.</td>
</tr>
<tr>
<td>1990-2018</td>
<td>Director</td>
<td>Millpack Co., Ltd.</td>
</tr>
<tr>
<td>2011-2018</td>
<td>Director</td>
<td>PJ Composite Co., Ltd.</td>
</tr>
<tr>
<td>2008-2018</td>
<td>Director</td>
<td>PCP Marketing Co., Ltd.</td>
</tr>
</tbody>
</table>

**Current job positions**

- Vice President / Director

**In any listed companies**

- Panjawattana Plastic PLC.

**In any non-listed companies**

- Panjawatana Plastic (Tianjin) Co., Ltd.
- Elegance Packaging Co., Ltd.
- Millpack Co., Ltd.
- PJ Composite Co., Ltd.
- PCP Marketing Co., Ltd.

**In any companies which may result in a conflict of interest with the Company**

None

**Nature of the nominated directorship**

Director

**Term of office**

2 years 1 month

**% of shareholding in the Company**

Ordinary shares 171,360,000 shares, representing 31.04 per cent

**Direct and indirect interests in the Company or in the relevant subsidiaries**

None

**Historical records or meeting attendance in 2012**

6 times out of 6 meetings

This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.
Name: Assoc. Prof. Dr. Aekkachai Nittayakasetwat
Age: 49 years-old
Nationality: Thai
Educational qualification:
- Bachelor’s degree (Chemical Engineering), Chulalongkorn University.
- Master’s degree in Financial Management, National Institute of Development Administration.
- Doctor’s degree in Finance, University of Mississippi.

Directorship training:
- Certificate of Attendance Director Accreditation Program Class 35/2005 (DAP), IOD.
- Certificate of Attendance Role of the Compensation Committee Class 12/2011, IOD.
- Certificate of Attendance Compensation Survey Class 1/2011, IOD.

Work Experience:
2011 – Present Chairman of Risk Management Committee / Audit Committee / Director
Panjawattana Plastic PLC.

2010 – Present Chairman of Audit Committee / Independent Director
Universal Adsorbents and Chemicals PLC.

2011 – Present Audit Committee / Independent Director
Stars Microelectronics (Thailand) PLC.

2006 – Present Audit Committee / Independent Director
TRC Construction PLC.

2009 – Present Audit Committee / Director
GT Wealth Management Co., Ltd.

2008 – Present Audit Committee / Director
Getabec Co., Ltd.
2008 – Present Director
Association of Securities Company

2007 – 2010 Dean
Faculty of Business Administration National Institute of Development Administration

2004 – 2006 Deputy Dean
Faculty of Business Administration National Institute of Development Administration

Current job positions:
Chairman of Risk Management Committee / Audit Committee / Independent Director

In any listed companies:
Panjawattana Plastic PLC.
Universal Adsorbents and Chemicals PLC.
Stars Microelectronics (Thailand) PLC.
TRC Construction PLC.
In any non-listed companies

<table>
<thead>
<tr>
<th>Company Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>GT Wealth Management Co., Ltd.</td>
</tr>
<tr>
<td>Getabec Co., Ltd.</td>
</tr>
<tr>
<td>Association of Securities Company</td>
</tr>
<tr>
<td>National Institute of Development Administration</td>
</tr>
</tbody>
</table>

In any companies which may result in a conflict of interest with the Company

None

Nature of the nominated directorship

Director / Independent Director

Term of office

2 years 3 months

% of shareholding in the Company

Ordinary shares 150,000 shares, representing 0.03 per cent

Direct and indirect interests in the Company or in the relevant subsidiaries

None

Historical records or meeting attendance in 2012

- 6 times out of 6 meetings of the board of directors
- 5 times out of 5 meetings of the board of directors
- 1 time out of 1 meeting of the risk management committee

This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.
## Name
Mr. Pirun Hemmondharop  

## Age
39 years-old  

## Nationality
Thai  

### Educational qualification
- Bachelor’s degree in Industrial Engineering, Siridhorn International Institute of Technology.  
- Master’s degree in Engineering Management, University of Missouri-Rolla.  
- Doctor’s degree in Engineering Management, University of Missouri-Rolla.  
- Diploma, Public Economics for Executive Class 11, King Prajadhipok’s Institute.  

### Directorship training
- Certificate of Attendance Director Accreditation Program Class 90/2011 (DAP), IOD.  
- Certificate of Attendance Director Certification Program Class 150/2011, IOD.  
- Certificate of Attendance Director Breakfast Talk Class 2/2011, IOD.  
- Certificate of Attendance Financial Statement for Director Class 13/2011, IOD.  

### Work Experience
2011 – Present  
Risk Management Committee / Director / Vice President / Chief Operating Officer – Samutsakhon Branch / Chief Human Resource Officer  
Panjawattana Plastic PLC.  

2011 – Present  
Director  
Panjawatana Plastic (Tianjin) Co., Ltd.  

2011 – Present  
Director  
Elegance Packaging Co., Ltd.  

2011 – Present  
Director  
PJ Composite Co., Ltd.  

2011 – Present  
Director  
Thammanamai Health Cuisine Co., Ltd  

2008 – 2011  
Director / Director, Production Administration Department /Director, Human Resource  
Panjawattana Plastic Co., Ltd.  

2004 – 2008  
Director, Course Director, Master’s degree in Management. College of Management, Mahidol University  

2002 – 2004  
Assistant Managing Director  
Chiameng Marketing Co., Ltd.  

## Current job positions
Risk Management Committee / Director / Vice President / Chief Operating Officer – Samutsakhon Branch / Chief Human Resource Officer  

## In any listed companies
Panjawattana Plastic PLC.
| **In any non-listed companies** | Elegance Packaging Co., Ltd.  
Panjawatana Plastic (Tianjin) Co., Ltd.  
PJ Composite Co., Ltd.  
Thammanamai Health Cuisine Co., Ltd |
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>In any companies which may result in a conflict of interest with the Company</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Nature of the nominated directorship</strong></td>
<td>Director</td>
</tr>
<tr>
<td><strong>Term of office</strong></td>
<td>2 years 3 months</td>
</tr>
<tr>
<td><strong>% of shareholding in the Company</strong></td>
<td>Ordinary shares 8,000,000 shares, representing 1.45 per cent</td>
</tr>
<tr>
<td><strong>Direct and indirect interests in the Company or in the relevant subsidiaries</strong></td>
<td>None</td>
</tr>
</tbody>
</table>
| **Historical records or meeting attendance in 2011** | 6 times out of 6 meetings of the board of directors  
5 times out of 5 meetings of the audit committee  
1 time out of 1 meeting of the risk management committee |

This candidate is not a director or executive in any company which may result in a conflict of interest with the Company.
Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting

The policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders’ meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders’ meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. **Natural person**

   1.1 **Thai nationality**

      (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or

      (b) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

   1.2 **Non-Thai nationality**

      (a) passport of the shareholder; or

      (b) in case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. **Juristic person**

   2.1 **Juristic person registered in Thailand**

      (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and

      (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

   2.2 **Juristic person registered outside of Thailand**

      (a) corporate affidavit; and

      (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.30 a.m. on 5 April 2013.

**Remark**

If any shareholder cannot attend the 2013 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to Panjawattana Plastic Public Company Limited at no. 28 Moo 2, Tumbol Chaimongkol, Amphur Muang, Samutsakhon 74000
Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter IV Clause 38

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

a) the amount of shares held by the shareholder;
b) the name of the proxy; and
c) the meeting at which the proxy is appointed to attend and vote.

2. Meeting Procedures

Chapter IV Clause 39

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

3. Quorum

Chapter IV Clause 37

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.
4. Voting Procedures

Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters \((3/4)\) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

(a) a sale or transfer of all or substantial part of the business of the Company to any person;
(b) a purchase or acceptance of transfer of business of other public or private companies;
(c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
(d) an amendment to the Memorandum or Articles of Association of the Company;
(e) an increase or reduction of capital;
(f) an issue of debentures; or
(g) an amalgamation or a dissolution of the Company.

5. Appointment of Directors

Chapter III Clause 15

The Company has a board of directors consisting of at least 5 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice-Chairman and any other positions as they see fit. At least one-half of the directors must reside in Thailand.

Chapter III Clause 17

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

(1) Each shareholder has one vote for each share held;
(2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
(3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

Chapter III Clause 18

At every annual general meeting of shareholders, one-third \((1/3)\) of the directors, or if it is not a multiple of three, then the number nearest to one-third \((1/3)\) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.
Form of Proxy, Form A. (General Form)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

------------------------------------------
Made at _____________________________________________
Date __________ Month ____________ Year ____________

(1) I/We ________________________________, nationality __________,
residing/located at No. __________________________ Road, Tambol/Kwaeng ____________,
Amphur/Khet __________________________, Province __________________________, Postal Code ____________

(2) being a shareholder of Panjawattana Plastic Public Company Limited, holding ____________
shares in total which are entitled to cast ____________ votes as follows:
   ordinary shares: ____________ shares in total which are entitled to cast ____________ votes; and
   preferred shares: ____________ shares in total which are entitled to cast ____________ votes,

(3) I/We wish to appoint
   (1) ________________________________, age __________ years, residing/located at No. __________,
       Road, Tambol/Kwaeng ____________, Amphur/Khet __________________________,
       Province __________________________, Postal Code ____________, or
   (2) ________________________________, age __________ years, residing/located at No. __________,
       Road, Tambol/Kwaeng ____________, Amphur/Khet __________________________,
       Province __________________________, Postal Code ____________, or
   (3) ________________________________, age __________ years, residing/located at No. __________,
       Road, Tambol/Kwaeng ____________, Amphur/Khet __________________________,
       Province __________________________, Postal Code ____________, any one of them as my/our proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders to be held on 5 April 2013 at 9.00 a.m. at The Montien Riverside Hotel, Bangkok or such other date, time and place as may be adjourned.

   Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ____________________________ Grantor
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
Form of Proxy, Form B.
(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

------------------------------------------------------------------------

Made at .................................................................
Date ______ Month ........................................... Year .........

(1) I/We ................................................................. nationality ............., residing/located at No. ................................................. Road, Tambol/Kwaeng ................................, Amphur/Khet ........................................... Province .................................................., Postal Code .........................

(2) being a shareholder of Panjawattana Plastic Public Company Limited, holding ....................... shares in total which are entitled to cast .......... votes as follows:

ordinary shares: ............... shares in total which are entitled to cast .......... votes; and
preferred shares: ............... shares in total which are entitled to cast .......... votes,

(3) I/We wish to appoint

(1) ................................................................. age ...... years, residing/located at No. ................................................. Road, Tambol/Kwaeng ................................, Amphur/Khet ........................................... Province .................................................., Postal Code ........................., or

(2) ................................................................. age ...... years, residing/located at No. ................................................. Road, Tambol/Kwaeng ................................, Amphur/Khet ........................................... Province .................................................., Postal Code ........................., or

(3) ................................................................. age ...... years, residing/located at No. ................................................. Road, Tambol/Kwaeng ................................, Amphur/Khet ........................................... Province .................................................., Postal Code .........................

any one of them as my/our proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders to be held on 5 April 2013 at 9.00 a.m. at The Montien Riverside Hotel, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

☐ Agenda no 1 To certify the minutes of the 2012 Annual General Meeting of Shareholders.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. 2 To acknowledge the report on the Company’s operating results as at Year 2012.

☐ Agenda no. 3 To certify and approve the audited financial statement for the year ended 31 December 2012.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Page 1 of 5
Agenda no. 4  To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2012.
  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  (b) The proxy must cast the votes in accordance with the following instructions:
    □ Approve   □ Disapprove   □ Abstain

Agenda no. 5  To consider and approve the appointment of directors replacing those retired by rotation.
  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  (b) The proxy must cast the votes in accordance with the following instructions:

  □ Appointment of all directors
    □ Approve   □ Disapprove   □ Abstain

  □ Appointment of any director(s)
    Name of Director : Mrs.Malee Hemmontharop
    □ Approve   □ Disapprove   □ Abstain
    Name of Director : Dr.Aekkachai Nittayakasetwat
    □ Approve   □ Disapprove   □ Abstain
    Name of Director : Mr.Pirun Hemmondharop
    □ Approve   □ Disapprove   □ Abstain

Agenda no. 6  To consider and approve the determination of directors’ remuneration for the year 2013.
  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  (b) The proxy must cast the votes in accordance with the following instructions:
    □ Approve   □ Disapprove   □ Abstain

Agenda no. 7  To consider and approve the appointment of auditors and to determine their remuneration.
  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  (b) The proxy must cast the votes in accordance with the following instructions:
    □ Approve   □ Disapprove   □ Abstain

Agenda no. 8  To consider any other business (if any).
  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  (b) The proxy must cast the votes in accordance with the following instructions:
    □ Approve   □ Disapprove   □ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.
Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ........................................ Grantor
(..................................................)

Signed ........................................ Grantee
(..................................................)

Signed ........................................ Grantee
(..................................................)

Signed ........................................ Grantee
(..................................................)

Signed ........................................ Grantee
(..................................................)

Remarks
1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.
Attachment to Proxy Form B.

A proxy is granted by a shareholder of Panjawattana Plastic Public Company Limited

For the 2013 Annual General Meeting of Shareholders to be held on 5 April 2013 at 9.00 a.m. at The Montien Riverside Hotel, Bangkok or such other date, time and place as may be adjourned.

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve  □ Disapprove  □ Abstain
Agenda no. ................. re: Appointment of directors (Continued)

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Form of Proxy, Form C.
(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at ..........................................................

Date ______ Month ________ Year ________

(1) We _____________________________ located at No. _____________, _____________ Road, Tambol/Kwaeng _____________,
Amphur/Khet _____________, Province ______________________, Postal Code _____________, in our capacity as the custodian for _____________ being a shareholder of Panjawattana Plastic Public Company Limited, holding _____________ shares in total which are entitled to cast _____________ votes as follows:
   ordinary shares: _____________ shares in total which are entitled to cast _____________ votes; and
   preferred shares: _____________ shares in total which are entitled to cast _____________ votes,

(2) We wish to appoint

   (1) _____________________________ age ________ years, residing/located at No. _____________, _____________ Road, Tambol/Kwaeng _____________,
   Amphur/Khet _____________, Province ______________________, Postal Code _____________, or

   (2) _____________________________ age ________ years, residing/located at No. _____________, _____________ Road, Tambol/Kwaeng _____________,
   Amphur/Khet _____________, Province ______________________, Postal Code _____________, or

   (3) _____________________________ age ________ years, residing/located at No. _____________, _____________ Road, Tambol/Kwaeng _____________,
   Amphur/Khet _____________, Province ______________________, Postal Code _____________,

   any one of them as our proxy to attend and vote on our behalf at the 2013 Annual General Meeting of Shareholders to be held on 5 April 2013 at 9.00 a.m. at The Montien Riverside Hotel, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

   ☐ The voting right in all the voting shares held by us is granted to the proxy.
   ☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:

   ☐ Ordinary shares: _____________ shares in total, which are entitled to cast _____________ votes; and
   ☐ Preferred shares: _____________ shares in total, which are entitled to cast _____________ votes,

   Total: _____________ votes
(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- Agenda no. 1 To certify the minutes of the 2013 Annual General Meeting of Shareholders.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes

- Agenda no. 2 To acknowledge the report on the Company’s operating results as at Year 2012.

- Agenda no. 3 To certify and approve the audited financial statement for the year ended 31 December 2012.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes

- Agenda no. 4 To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2012.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes

- Agenda no. 5 To consider and approve the appointment of directors replacing those retired by rotation.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Appointment of all directors
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes
    - Appointment of any director(s)
    - Name of Director: Mrs. Malee Hemmontharop
      - Approve with _____ votes
      - Disapprove with _____ votes
      - Abstain with _____ votes
    - Name of Director: Dr. Aekkachai Nittayakasetwat
      - Approve with _____ votes
      - Disapprove with _____ votes
      - Abstain with _____ votes
    - Name of Director: Mr. Pirun Hemmondharop
      - Approve with _____ votes
      - Disapprove with _____ votes
      - Abstain with _____ votes

- Agenda no. 6 To consider and approve the determination of directors’ remuneration for the year 2013.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes

- Agenda no. 7 To consider and approve the appointment of auditors and to determine their remuneration.
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with _____ votes
    - Disapprove with _____ votes
    - Abstain with _____ votes
Agenda no. 8 To consider any other business (if any).

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve with _____ votes
   - Disapprove with _____ votes
   - Abstain with _____ votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction
   in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in
   my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the
   meeting considers or resolves on any matter other than those stated above, or there is any change or
   addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her
   own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in
contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ___________________________ Grantor
(_______________________________)

Signed ___________________________ Grantee
(_______________________________)

Signed ___________________________ Grantee
(_______________________________)

Signed ___________________________ Grantee
(_______________________________)

Remarks
1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore
   investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
   (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is
       appointed to sign the proxy form on the shareholder's behalf; and
   (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial
       business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may
   not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any
   director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make
   additional authorisation in the Attachment to Proxy Form C.
Attachment to Proxy Form C.

A proxy is granted by a shareholder of Panjawattana Plastic Public Company Limited

For the 2013 Annual General Meeting of Shareholders to be held on 5 April 2013 at 9.00 a.m. at The Montien Riverside Hotel, Bangkok or such other date, time and place as may be adjourned.

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☐ Agenda no. ............... re: ........................................................................................................................
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda no. ............... re: ........................................................................................................................
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda no. ............... re: ........................................................................................................................
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
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☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda no. ............... re: ........................................................................................................................
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
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☐ Agenda no. ............... re: ........................................................................................................................
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

☐ Agenda no. ............... re: Appointment of directors (Continued)

Name of Director ........................................................................................................................
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Profiles of the independent directors proposed as proxy by the Company

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Natthawut Khemayotin</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>44 years-old</td>
</tr>
<tr>
<td>Nationality</td>
<td>Thai</td>
</tr>
<tr>
<td>Address</td>
<td>16 Soi Phahon Yothin 51, Kwang Anusawari, Khet Bang Khen, Bangkok</td>
</tr>
<tr>
<td>Educational qualification</td>
<td>Bachelor’s degree in Commerce and Accountancy, Thammasat University.</td>
</tr>
<tr>
<td>Directorship training</td>
<td>Certificate of Attendance Director Certification Program Class 70/2006 (DCP), IOD.</td>
</tr>
<tr>
<td>Work Experience</td>
<td>2011 – Present Audit Committee/ Independent Director/Risk Management Committee Panjawattana Plastic Public Company Limited</td>
</tr>
<tr>
<td></td>
<td>2009 – Present Managing Director Nuna Co., Ltd.</td>
</tr>
<tr>
<td></td>
<td>2005 – 2009 Managing Director Globlex Holding Management PLC.</td>
</tr>
<tr>
<td></td>
<td>2002 – 2005 Assistant Director, Office of the director Seamico Securities PLC.</td>
</tr>
<tr>
<td></td>
<td>2001 – 2002 Senior officials, Investment Banking department TMB Bank PLC.</td>
</tr>
<tr>
<td>Current job positions</td>
<td>Audit Committee/ Independent Director/ Risk Management Committee</td>
</tr>
<tr>
<td>In any listed companies</td>
<td>Panjawattana Plastic PLC.</td>
</tr>
<tr>
<td>In any non-listed companies</td>
<td>Nuna Co., Ltd.</td>
</tr>
<tr>
<td>In any companies which may result in a conflict of interest with the Company</td>
<td>None</td>
</tr>
<tr>
<td>Nature of the nominated directorship</td>
<td>None</td>
</tr>
<tr>
<td>Term of office</td>
<td>2 years 1 month</td>
</tr>
<tr>
<td>% of shareholding in the Company</td>
<td>Ordinary shares 250,000 shares, representing 0.05 per cent</td>
</tr>
<tr>
<td>Direct and indirect interests in the Company or in the relevant subsidiaries</td>
<td>None</td>
</tr>
<tr>
<td>Historical records or meeting attendance in 2012</td>
<td>6 times out of 6 meetings of the board of directors</td>
</tr>
<tr>
<td></td>
<td>5 times out of 5 meetings of the audit committee</td>
</tr>
<tr>
<td></td>
<td>1 time out of 1 meeting of the risk management committee</td>
</tr>
</tbody>
</table>

This candidate is not a director or executive in any company which may result in a conflict of interest with the Company
Map of the place of the meeting

AT ROOM CHAO PRAYA, 3RD FLOOR

MONTIEN RIVERSIDE HOTEL BANGKOK

372 RAMA 3 ROAD, BANGKHLO, BANGKOLAEM, BANGKOK 10120

Tel: (662) 292-2999, (662) 292-2888

Website: www.montien.com/riverside