



**PJJW**

PANJAWATTANA PLASTIC

## **Invitation to the 2024 Annual General Meeting of Shareholders**

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### **Panjawattana Plastic Public Company Limited**

**Monday, April 22, 2024**

**At 09.30 a.m.**

**Registration starts at 08.30 a.m.**

**at Rachavadee 3-4 Room, 3<sup>rd</sup> Floor,**

**Golden Tulip Sovereign Hotel, Bangkok**

**92, Soi Saengcham, Rama 9 Road, Bangkok,**

**Huaykwang, Bangkok 10310**

Please bring the registration form with barcode to the meeting

*\*\*\*No Souvenir To Be Given for either shareholder who attending or proxy holder attending \*\*\**



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**Panjawattana Plastic PLC.**

Registration No. 0107554000208 [www.pjw.co.th](http://www.pjw.co.th)

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Subject Invitation to 2024 Annual General Meeting of Shareholders

Attention The Shareholders of Panjawattana Plastic Public Company Limited

- Attachment.
1. Copy the Minutes of the 2023 Annual General Meeting of Shareholders
  2. 2023 Annual Report (Form 56-1 one report) in the form of QR Code
  3. Information of the candidate nominated to be the Director in replacement of the Director who resigned by rotation
  4. Definition and qualification of independent director of Panjawattana Plastic Public Company Limited
  5. Information of the proposed auditors of the year 2024
  6. Registration method and documents required to be declared in the Meeting date.
  7. Articles of Association related to the Meeting of Shareholders and Voting
  8. Proxy Forms
  9. Details of Independent Directors nominated by the Company to be the Proxies
  10. Requisition Form for Annual Report
  11. Requisition Form for Annual Report (Form 56-1 One Report)

With reference to the resolution of the Board of Directors of Panjawattana Plastic Public Company Limited ("the Company") on holding 2024 Annual General Meeting of Shareholders on Monday 22<sup>nd</sup> April 2024 at 09.30 p.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 the meeting agenda were as follows.

**Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders**

Fact and Reason: The 2023 Annual General Meeting of Shareholders of Panjawattana Plastic Public Company Limited was held on April 5<sup>th</sup>, 2023.

By means of electronic media (E-EGM) only at the meeting room of Golden Tulip Sovereign Hotel, Bangkok, No. 92 Soi Saeng Chaem, Rama 9 Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok 10310 and recorded correctly according to true and prepare meeting minutes and send them to the Stock Exchange of Thailand and the Ministry of Commerce within the time specified by law and has been published through the company's website. There is a copy of the minutes of the 2023 Annual General Meeting of Shareholders. Details appear as follows. Attached item number 1

The Board's Opinion: It deemed proper to propose the Meeting of Shareholders to approve the minutes of the 2023 Annual General Meeting of Shareholders with detail as appeared in Attachment No. 1.

**Agenda 2 To acknowledge the report on the Panjawattana Plastic Public Company and its subsidiaries operating results for the year 2023.**

Fact and Reason: The overall operations of Panjawattana Plastic Public Company and its subsidiaries in the preceding accounting year ended 31 December 2023 were concluded. Total income of the Company and its subsidiaries was 3,479.42 million baht and total net profit was 152.3 million baht. The detail for the overall operations of the Company and its subsidiaries was appeared according to Annual Report 2023 (Form 56-1 One Report) sent in form of QR Code together with Invitation to the Meeting (Attachment No. 2).

The Board's Opinion: It deemed proper to propose the Meeting of Shareholders for acknowledgement on the overall operations. The detail was appeared according to Attachment No. 2.

**Agenda 3 To consider and approve the financial statements of Panjawattana Plastic Public Company Limited and its subsidiaries for the year ended 31 December 2023.**

Fact and Reason: The Board of Directors purveyed the preparation of the Financial Statements of Panjawattana Plastic Public Company Limited and its subsidiaries for the Year Ended 31 December 2023, which have been audited and certified by the Certified Public Accountant for proposing the Meeting of Shareholders to consider and approve in 2024 Annual General Meeting as stipulated in Section 112 of Public Limited Companies Act B.E 2535 (1992) (Attachment No. 2).

The Board's Opinion: It deemed proper to propose the Meeting of Shareholders to consider and approve the Financial Statements of Panjawattana Plastic Public Company Limited and its subsidiaries for the Year Ended 31 December 2023, which have been audited and certified by the Certified Public Accountant, passed for the verification of the Audit Committee to be correct, and also consented by the Board of Directors. The detail was appeared in Annual Report 2023 (Form 56-1 One Report) according to Attachment No. 2.

**Agenda 4 To consider and approve the profit apportionment and approve dividend payment derived from the retained earnings of the company.**

Fact and Reason: According to Public Limited Companies Act B.E 2535 (1992), Section 115 stipulates that the Company shall pay the dividend from earnings only, and Section 116 stipulates that the Company shall appropriate a part of annual net profit as its reserve fund for not less than 5 percent of annual net profit. Nevertheless, the Company's legal reserve had already attained the amount of 10 percent of the registered capital. Thus, there is no need to provide any additional legal reserve. Therefore resolved to propose to the shareholders' meeting to consider and approve the allocation of profits as an additional legal reserve in the amount of 2,810,000.00 baht,

the total legal reserve equals to 40,192,800.25 baht. The total legal reserve had already attained the amount of 10 percent of the registered capital.

The Company's policy for dividend payment is at no less than 40 percent of net profit after corporate income tax deduction of separate financial statements and after legal reserve deduction. However, the Company may specify the lesser dividend payout ratio than what has been aforesaid determined depending upon overall operation, financial status and liquidity, necessity for use of working capital in operation, business expansion, and other factors relevant to the Company's management as deemed appropriate by the Board of Directors and/or the Company's shareholders.

From the Company's overall operation in the preceding accounting year ended 31 December 2023, the Company earned its revenue for 2,409.56 million baht, net profit for 154.87 million baht. The comparative data of dividend payment rate in the preceding year was as follows.

Description	2024 (Proposed Year)		2024 (pay the rest)		2023 (Interim Dividend)		2022	
1. Net Profit	154.87 million baht		-		-		59.58 million baht	
2. Number of Ordinary Shares	620,435,905 shares		620,435,905 shares		620,435,905 shares		613,766,481 shares	
3. Stock Dividend Payout ratio								
4. Dividend Payment								
- Annual Dividend (Baht/share)	0.060		0.060		-		0.0500	
- Interim Dividend (Baht/share)	0.060		-		0.060		0.0275	
<b>Paid From</b>	<b>baht/ shares</b>	<b>million baht</b>	<b>baht/ shares</b>	<b>million baht</b>	<b>baht/ shares</b>	<b>million baht</b>	<b>baht/ shares</b>	<b>million baht</b>
— The profit occurring from operating result of the business according to the Board of Investment (BOI)	0.120	74.453	0.060	37.227	0.060	37.226	0.0525	32.13
— The profit occurring from operating result of the business according to the Board of Investment (Non BOI)	-	-	-	-	-	-	0.0250	14.35
5. Total Dividend Payment Value	0.120	74.453	0.060	37.227	0.060	37.226	0.0775	46.48
6. Dividend Payout per Net Profit	48.073		24.037		24.036		78.01	
6. Record Date	-		30 April 2024		31 Jan 2023		-	
7. Dividend Payment Date	-		17 May 2024		14 Feb 2023		-	

The Board's Opinion: It deemed proper to propose the Meeting of Shareholders consider and approve the allocation of profits as an additional legal reserve in the amount of 2,810,000 baht,

the total legal reserve equals to 40,192,800.25 baht. And approve the dividend payment for the year 2023 to the shareholders of the company. at the rate of 0.120 baht per share, a total amount not exceeding 74,452,104.60 baht.

**Consideration and acknowledgement of the interim dividend payment the company already paid dividends in the beginning of 2024, by paying cash from retained earnings totaling to the rate of 0.06 per share, a total value of 37,225,950.30 baht on February 14, 2024.** In paying interim dividends, part of the profits has been allocated as a legal reserve in the amount of 5,700,000 baht.

So there will be dividends proposed to the Annual General Meeting of Shareholders for the year 2024 to consider approving another payment at the rate of 0.06 baht per share, with a total value not exceeding 37,226,950.30 baht, which will be paid from the retained earnings of businesses receiving investment promotion (BOI).

The list of shareholders (record date) who are entitled to receive dividends will be determined on April 30<sup>th</sup>, 2024, and the dividend payment will be paid to shareholders' shares on May 17, 2024

However, this dividend payout has been equal to the rate of 0.06 baht per share (registered capital for 620,435,905 ordinary shares at par value of 0.05 baht per share). It was estimated to be dividend payout ratio compared with net profit after corporate income tax deduction and legal reserve deduction for 24.037%. If include the Interim Dividend 2023, the dividend payout ratio compared with net profit after corporate income tax deduction and legal reserve is 48.073%. This has been consistent with the Company dividend payment policy.

Anyhow, the right to receive such dividend has still been uncertain until it will be approved from 2024 Annual General Meeting of Shareholders

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

Fact and Reason: According to Clause 18 of the Company's Articles of Association, it stipulates that in each Annual General Meeting of Shareholders, the directors shall vacate their offices for at least one-third (1/3) of the positions. If the number of directors cannot be divided into three portions, they shall vacate in the number nearest to one-third (1/3) portion. The lots shall be drawn by the directors who shall vacate their offices in the first year and the second year after the Company's registration, whether which one will vacate. In the following years, the director who is in the office for longest term is the one who vacates the office. The director who vacates the office can be selected to resume the office.

This 2024 Annual General Meeting of Shareholders is the thirteen (13) year of the Company's meeting after transformation of the listed company into public limited company. The directors who shall vacate the position of the Company's director have been as follows.

1. Mr. Natthawut	Khemayotin	Independent Director
2. Mr.Kongsak	Hemmontharop	Director
3. Mr.Wiwat	Hemmondharop	Director

The company provided an opportunity to its shareholders to propose the name of a qualified and appropriate person who is not disqualified, according to rules presented on the website between 20

October 2023 to 31 December 2023, to be elected and appointed as Company Director. However, the company does not receive any proposal from its shareholders.

The company determined the policy for the nomination and remuneration committee to recruit the knowledgeable and capable person whose professional experience is beneficial for the Company operation without discrimination of gender, nationality, religion. Such person must dedicate himself/herself for work and shall not be disqualified as per the law and good governance principle of registered company.

Nomination and Remuneration Committee executed according to nomination process under consideration on the appropriateness which is the maximum benefit for the Company's operation according to the element of the company director in accompany with qualification, knowledge and competency, experience, expert and qualification based on Public Limited Companies Act B.E. 2535 (1992) and the Promulgation of the Securities and Exchange Commission and Capital Market Supervisory Board, and the Promulgation of the Stock Exchange of Thailand which are relevant and stipulated. Therefore, it proposed to elect 3 directors who retired by rotation to resume the director position for another term.

The Board's Opinion: The Board of Directors excluding the directors with interests in this agenda considered according to the consent of the Nomination and Remuneration Committee and deemed as proper to propose the Meeting of Shareholders for consideration on appointment of all three persons as follows.

1. Mr. Natthawut	Khemayotin	Independent Director
2. Mr.Kongsak	Hemmontharop	Director
3. Mr.Wiwat	Hemmondharop	Director

That is the Director who had vacated its office according to the term and was elected to retain its office as a Company Director for another term because such person is knowledgeable, capable to perform its work and his experience is beneficial for the company operation and shareholders.

The biographical details for all of the 3 individuals have been appeared according to Attachment No. 3, and qualification of independent director of company Conforms to the criteria set by Capital Market Supervisory Board. (Detail of definition and qualification of independent director individuals have been appeared according to Attachment No. 4)

Information of shareholding of the directors being nominated in this time as 13 March 2023 is Record Date for determining the list of shareholders who are entitled to attend 2024 Annual General Meeting of Shareholders

List of the Candidates being Nominated as Directors	Position	Number of Shares	Shareholding Position	Voting Right
1. Mr.Natthawut Khemayotin	Independent Director	273,000	0.044%	273,000
2. Mr.Kongsak Hemmontharop	Director	38,640,000	6.228%	38,640,000
3. Mr.Wiwat Hemmondharop	Director	60,762,093	9.793%	60,762,093



**Agenda 6 To consider and approve the determination of director's remuneration for the year 2024.**

Fact and Reason: According to Section 90 of Public Limited Companies Act B.E. 2535 (1992) and Clause 33 of Articles of Association stipulating that the director who is entitled to receive remuneration from the Company in term of reward, meeting allowance, pension, bonus or other type of return benefit in the Articles of Association or according to the consideration of the Meeting of Shareholders.

According to the resolution of the Nomination and Remuneration Committee's Meeting, the director's function and responsibility have been taken into consideration in determination of the remuneration for directors which was compared and referred to the business or industry in the same type of the Company or similar to the Company. The information of the remuneration for directors and executives of the listed companies for 2020 which was prepared by the Stock Exchange of Thailand was also referred. The Committee then proposed the determination of the remuneration for directors and subcommittee members to the Board of Directors.

The Board's Opinion: The opinion of the Nomination and Remuneration Committee was considered whereas appropriateness in different areas was taken into consideration, and deemed as proper to propose the Meeting of the Shareholders to consider approve determination of the remuneration for 2024 directors in total limit not exceeding baht 4,200,000 per year. It was proposed to be effective in the calendar year of 2024 onwards until its shareholders will otherwise have the resolution for change. The condition and criteria for payment has been under the discretion of the Board of Directors and the followings have been the criteria of remuneration payment for directors/committee members.

<b>Element of Remuneration</b>	<b>2024 (Proposed Year) (baht)</b>	<b>2023 (baht)</b>
1. Meeting Allowance (per meeting)		
— Chairman of the Board	35,000	30,000
— Chairman of the Audit and Corporate Governance Committee	25,000	15,000
— Chairman of the Risk Management Committee	25,000	15,000
— Chairman of the Nomination and Remuneration Committee	25,000	15,000
— Committee Member	15,000	15,000
— Subcommittee Member	15,000	10,000
2. Monthly Remuneration (particularly for independent director)	10,000	10,000
3. Bonus for independent director in total quantity of not more than	1,500,000	1,000,000
<b>4. Total limit not more than</b>	<b>4,200,000</b>	<b>3,200,000</b>

In determining remuneration for directors in this time, the Board of Directors considered and determined remuneration for the Subcommittee of the Company including the Audit and Corporate Governance Committee, the Risk Management Committee and the Nomination and Remuneration Committee. The said Subcommittees shall be only paid for remuneration according to details specified above.

The detail for the scope of authority and responsibility of the Board of Directors, the Audit and Corporate Governance Committee, the Risk Management Committee and the Nomination and Remuneration Committee including detail for the remuneration for directors was appeared in Annual Report (Form 56-1 One Report) under topic of Management.

**Agenda 7 To consider and approve the appointment of auditors and their remuneration for the year 2024.**

Fact and Reason: With reference to Section 120 of Public Limited Companies Act B.E. 2535 (1992), it stipulates that the Annual General Meeting of Shareholders shall appoint the auditor and determine audit fee every year. In addition, according to the Promulgation of the Securities and Exchange Commission No. KorJor. 39/2005 on Reporting Criteria, Condition and Method for Disclosure of Information Related to the Financial Position and Overall Operation of the Company that Issues the Security (Issue No. 20), it stipulates that the Company shall arrange the rotation of the auditor. If such auditor has already performed his or her duty for 5 consecutive accounting years, it is unnecessary to change the new auditing firm in case of rotation. The Company can appoint other auditor in that auditing office as the replacement of the former auditor.

The Audit and Corporate Governance Committee considered the performance of Mr. Suwat Maneekanoksakul, the Certified Public Accountant No. 8134 of the Auditing Office of Dharmniti Auditing Company Limited, through assessment on his independence and performance for 2023 and it has been the fifth year of the auditor in signing for certification on financial statements. It was accounted that he is the person who well understands the Company's business and practices with independence, objectivity, experience and regularly punctual delivery of audited work, overall performance in satisfactory level and adequate independence. Therefore, it was deemed as proper to the Board of Directors to request for appointment approval with 2024 Annual General Meeting of Shareholders as follows.

1. Mr. Suwat Maneekanoksakul, the Certified Public Accountant No. 8134, and/or
2. Mr. Peradate Pongsathiansak, the Certified Public Accountant No. 4752, and/or
3. Ms. Sulalit Ardsawang, the Certified Public Accountant No. 7517, and/or
4. Ms. Soraya Tintasawan, the Certified Public Accountant No. 8658 and/or
5. Miss Potjanarat Siripipat the Certified Public Accountant No. 9012

of the Auditing Office of Dharmniti Auditing Company Limited as the auditors of the Company and its subsidiaries which are located in Thailand for Year 2024. The audit fee has been determined to be the amount of not exceeding 2,590,000 baht per year including the fee of audit and certification of the compliance with the condition of Board of Investment (BOI) License. In case of audit and certification of additional Board of Investment (BOI) License, the audit has been 40,000 baht per License. In case that the subsidiaries are established during the year, the audit fee has been determined for not over than 100,000 baht per Company excluding other expense such as travelling expense for upcountry working. The auditors according to the above proposed list have not had relationship and interest with the Company, executives, major shareholders or related parties with the said persons at all.

The Board's Opinion: The Board considered on the consent of the Audit and Corporate Governance Committee and deemed as proper to propose the Meeting of Shareholders to

consider and approve on the appointment of Mr. Suwat Maneekanoksakul, the Certified Public Accountant No. 8134 and/or Mr.Peradate Pongsathiansak, the Certified Public Accountant No. 4752 and/or Ms. Sulalit Ardsawang, the Certified Public Accountant No. 7517 and/or Ms. Soraya Tintasuwan, the Certified Public Accountant No. 8658 and/or Miss Potjanarat Siripipat the Certified Public Accountant No. 9012 of the Auditing Office of Dharmniti Auditing Company Limited, as the auditors of the Company and its subsidiaries, particularly the subsidiaries which are located in Thailand for Year 2024.

The audit fee has been determined to be the amount not exceeding 2,590,000 baht per year including the fee for audit and certification of the compliance with the condition of Board of Investment (BOI) license. In case of audit and certification of additional Board of Investment (BOI) License, the audit has been 40,000 baht per License. In case that the subsidiaries are established during the year, the audit fee has been determined for not over than 100,000 baht per Company excluding other expense such as travelling expense for upcountry working. However, the auditors according to the above proposed list have not had relationship and interest with the Company, executives, major shareholders or related parties with the said persons at all. The information of the proposed auditors of the year 2024 according to Attachment No.5

**Table of Audit Fee Comparison**

<b>Audit Fee</b>	<b>2024 Accounting Year (Proposed Year)</b>	<b>2023 Accounting Year (Actually paid)</b>
1. Audit Fee	2.590 million Bath	2.315 million Bath
<b>Total</b>	<b>2.590 million Bath</b>	<b>2.315 million Bath</b>

#### **Agenda 8 To consider any other business (if any)**

Any shareholders who intend to appoint other persons for meeting attendance and voting in lieu of them in this meeting, please authorize according to the Proxy Form, any form of Form A or Form B and then submit to the Company prior the meeting attendance. For the foreign shareholder who appoints the Custodian in Thailand to be his or her custodian and to oversee his or her shares, please use the Proxy according to any form of Form A or Form B or Form C (Attachment No. 8).

In case that the shareholders cannot attend 2024 Annual General Meeting of Shareholders, they can authorize the Company's independent directors according to the detail enclosed with the Proxy (Attachment No.8 and No.9) for meeting attendance and voting on behalf of the shareholders.

The shareholders or the proxies are requested to kindly bring the documents and evidences according to Attachment No. 8 and 9 to be declared for registration prior meeting date or in the meeting date. Kindly study the condition of registration method and prepare documents required for declaration in the meeting date according to the detail in Attachment No.7 the Company will proceed the meeting pursuant to the Company's articles of association as detail in Attachment No. 6.

For your maximum benefit from the Meeting including fully maintenance of your privilege, you can deliver your queries, in case that you have any queries requiring the Company to clarify in the aspect of agenda proposed in this time, in advance to E-mail : [ir@pjw.co.th](mailto:ir@pjw.co.th) or via Fax No. 034-839-130 -1 ext. 300.

The shareholders are invited to kindly attend 2024 Annual General Meeting of Shareholders on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 The Company will open to shareholders to register from 08.30 a.m.

Furthermore, the Company has scheduled that 13 March 2024 is Record Date for determining the list of shareholders who are entitled to attend 2024 Annual General Meeting of Shareholders.

If any shareholder would like to get 2023 Annual Report (Form 56-1 One Report), you can fill the form in Attachment No. 10 or faxing to 0-2150-5987, E-mail : [ir@piw.co.th](mailto:ir@piw.co.th) so that the Company will further deliver to you.

Sincerely yours,

**Panjawattana Plastic Public Company Limited**



(Dr.Damri Sukhothanang)  
Chairman of the Board

## Minutes of 2023 Annual General Meeting of Shareholders of Panjawattana Plastic Public Company Limited

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### Date, Time and Venue

The meeting was by via electronic means (E-AGM) only on April 5<sup>th</sup>, 2023 at 1.00 p.m.

### Meeting Attending Directors at Meeting's venue

- |                             |                                                                                                                                               |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Dr. Damri Sukhotanang    | Chairman of the Board / Chairman of Nomination and Remuneration Committee / Independent Director                                              |
| 2. Mr. Kongsak Hemmontharop | Vice Chairman of the Board                                                                                                                    |
| 3. Miss Charanya Sangsukdee | Chairman of Audit and Corporate Governance Committee / Risk Management Committee / Independent Director                                       |
| 4. Mr. Prasert Patradilok   | Chairman of Risk Management Committee / Audit and Corporate Governance Committee/ Nomination and Remuneration Committee/ Independent Director |
| 5. Mr. Nutthawut Khemayotin | Audit and Corporate Governance Committee / Risk Management Committee / Independent Director                                                   |
| 6. Mrs. Malee Hemmontharop  | Vice Chief Executive Officer / Director                                                                                                       |
| 7. Mr. Wiwat Hemmondharop   | Chairman of Executive Board / Director / Risk Management Committee / Nomination and Remuneration Committee                                    |
| 8. Mr. Satit Hemmondharop   | Chief Executive Officer / Director / Risk Management Committee / Nomination and Remuneration Committee                                        |
| 9. Dr. Pirun Hemmondharop   | Vice Chief Executive Officer / Risk Management Committee / Director                                                                           |

-----The Company has a directors. All 9 directors attended the meeting-----

-----which is 100% of all company's directors-----

### Meeting Attending Executive

- |                        |                                               |
|------------------------|-----------------------------------------------|
| 1. Mrs. Prim Chaiyawat | Chief Financial Officer and Company Secretary |
|------------------------|-----------------------------------------------|

### Other Meeting Attendants

- |                                |                                                                                                                       |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Somyot Sutheerapornchai | Legal advisor from Wayu and Partners Co., Ltd.                                                                        |
| 2. Mr. Suwat Maneekanoksakul   | The Certified Public Accountant No. 8134 of Dharmniti Auditing Co., Ltd./ Auditor to certify the financial statements |
| 3. Mr. Apichai Srithong        | Auditing and Controller Director of Dharmniti Auditing Co.,Ltd.                                                       |

**The Meeting was commenced as follows :**

Dr. Damri Sukhothanang was the Chairman of the meeting. The Chairman stated that total shareholders were 27 persons, including 9 shareholders by self-attending and 18 shareholders by proxy and being counted to be 380,053,013 shares or 61.9214% of total number of the Company's sold shares (total numbers of the Company's sold shares were 613,766,481 shares). The meeting was constituted a quorum according to the Articles of Association and then the Chairman opened the 2023 Annual General Meeting of Shareholders.

The chairman opened the meeting and assigned Mr.Thatchapon Thianpreecha to be the moderator.

The moderator invited the Company's auditor to be the representative to participate in the voting audit to ensure compliance with the laws and regulations and the Articles of Association of the Company.

Before starting the consideration on meeting agendas, the moderator stated to clarify the way to proceed the meeting and the procedure of shareholders' voting in each agenda as follows.

- 1.The Company has assigned OJ International Co., Ltd., an independent agency, to inspect the registration, collect and count the voting results.
- 2.In this regard, every shareholder has "One share, one vote" (1 share, 1 vote). Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda
- 3.Since this meeting is a meeting via electronic media. Therefore, there was no printing of voting cards for attendees.
- 4.To vote Shareholders are requested to go to the E-Voting window bar to vote for each agenda within the specified time (1 minute). Confirm vote? Press OK to confirm the vote.
- 5.In case a shareholder wishes to change his vote you can do this by pressing to select a new score again. If the agenda has already been closed for voting Shareholders will not be able to vote. or change the vote \*For attendees via mobile devices or tablets, please switch from Zoom back to Chrome to vote at the E-Voting menu\*
- 6.When you have finished voting. Please come back to the E-meeting window (zoom program) to continue viewing the picture and sound of the meeting.
- 7.The system will collect points. By counting the total votes from those who voted via E-Voting and those who voted in advance via proxy documents. The Company will take the votes "Disapproval" is deducted from the total number of votes attending the meeting, and the rest will be considered as "approve" votes on that agenda.
- 8.The meeting will consider the matters according to the agenda in the invitation letter. Information will be presented in each agenda and given the opportunity for shareholders to ask questions first therefore, there will be a vote for that agenda,  
Which can be done by the following methods.
  - 8.1 The meeting will consider the matters according to the agenda in the invitation letter. Information will be presented in each agenda and given the opportunity for shareholders to ask questions first Therefore, there will be a vote for that agenda. In case of shareholders or proxies want to ask a question or express an opinion Please raise your hand and ask for your first and last name and in case you are a proxy Please inform the name of the shareholder who is your proxy to come to the meeting every time.
  - 8.2 The Company provides an opportunity for the meeting attendees to submit questions for each agenda in the absence of attendees. Inquire within 1 minute, the company will continue the

meeting. If shareholders have additional questions You can type your questions through the Chat channel. The staff will read your questions later.

- In the event that shareholders wishing to ask questions by typing text can do as follows:
  1. You go to the Chat menu in the Zoom program to type a message.
  2. Press the Enter key to send the message to the system.
- In the event that a shareholder wishes to ask a question in conversation, he can do so as follows:
  1. Go to the Participant menu below and press the Raise Hand button.
  2. When the host calls your name The staff will open the mic for you to ask. You will need to press Unmute and open the mic on your device. In the event that shareholders cannot speak through the microphone (within 1 minute) Please type your question via the Chat channel instead so that the moderator will be able to read the questions for the meeting on your behalf.

8.3 After you have been informed of the details of each agenda, except Agenda 2, which is an agenda proposed to the meeting for acknowledgment without voting. and for Agenda 5 on consideration of approval Appointment of directors to replace those retiring by rotation Voting is open for each nominated director.

8.4 In counting votes for each agenda. The majority vote of the shareholders who attend the meeting and vote is required, except for

- Agenda 6 to consider and approve the determination of remuneration for directors for the year 2023 which must approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and
- Agenda 8 To consider and approve the amendment of the Company's objectives and amending the Memorandum of Association 3 on the objectives of the company and Agenda 9 to consider and approve the amendment of the Articles of Association of Company must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Company will take the votes "Disapproval" is deducted from the total number of votes attending the meeting, and the rest will be considered as "approve" votes on that agenda.

However, in the event that no one expresses an objection or express opinions otherwise It shall be deemed that the meeting "approves" or "approved unanimously" in order not to waste time while waiting for vote counting will consider the next agenda

The moderator opened the chances to shareholders for interrogation about the way to proceed meeting and voting.

No shareholders raised any queries. Then, the moderator proposed the meeting to consider according to following agendas.

**Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022**

The moderator proposed the meeting to consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 held on September 30<sup>th</sup>, 2022 as appeared according to counterfeit of the minutes already dispatched to all shareholders along with form of QR Code



attachment by register form.

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

Then, the moderator proposed the meeting to consider certifying of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.

**Resolution:** The meeting considered certifying of the of the Extraordinary General Meeting of Shareholders No.1/2022, by vote of the majority vote of the shareholders who attend the meeting and cast their votes, as follows:

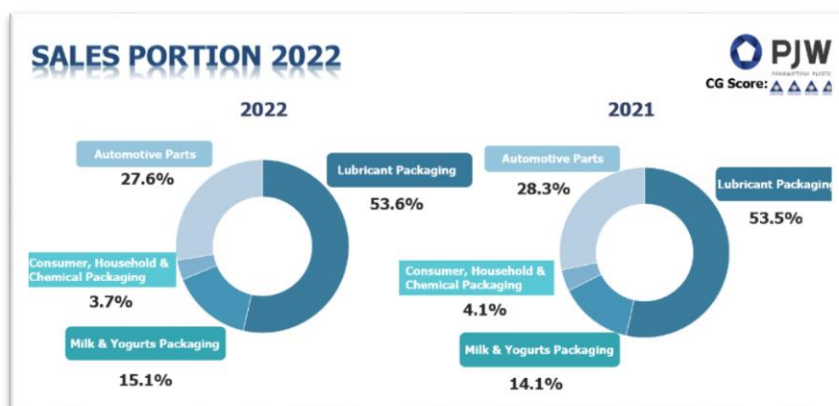
Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000

**Agenda 2 To consider for the report on the Company and its subsidiaries' operating results as at the year 2022.**

The moderator proposed the meeting to consider for acknowledgement on overall operations of the Company and its subsidiaries in the year 2022 as appeared according to the Annual Report (56-1 One Report Form) in the form of QR Code in the same form as delivered through post. The moderator assigned Mr.Satit Hemmondharop, Chief Executive Officer, to summarize the Company's overall operations for the year 2022.

Mr.Satit Hemmondharop summarized the following overall operations for acknowledgement by shareholders as follows:

The ratio of income from sales classified by product groups in 2022 was as follows:

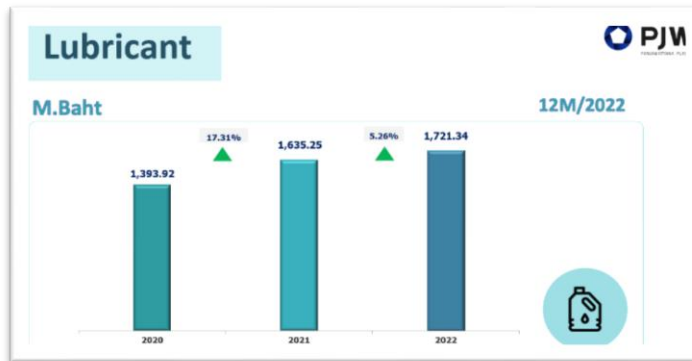


The sales growth classified by product groups in 2022 compared with 2021 were as follows:

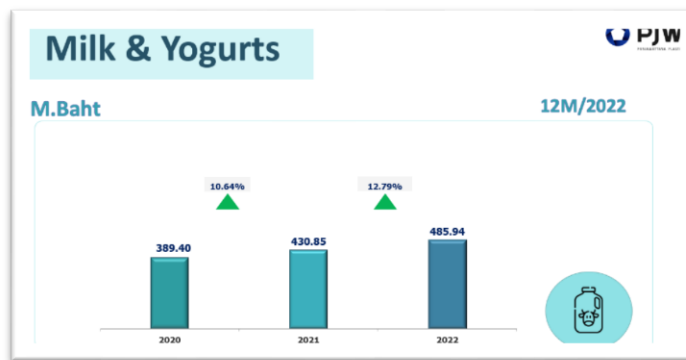




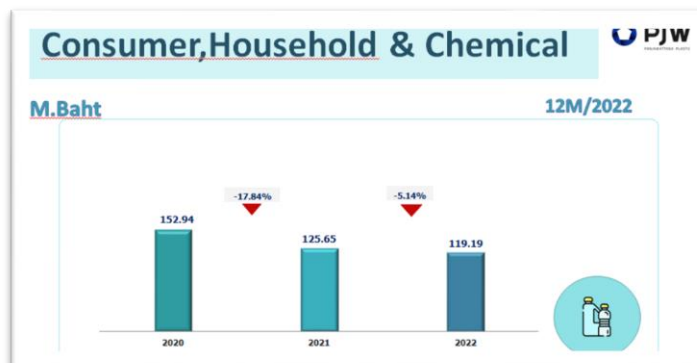
- Lubricant packaging



- Milk & yogurt packaging



- Consumer, Household & Chemical packaging

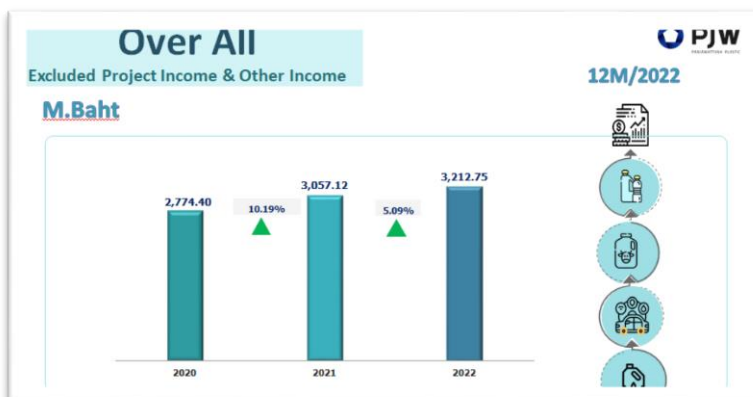


- Automotive parts



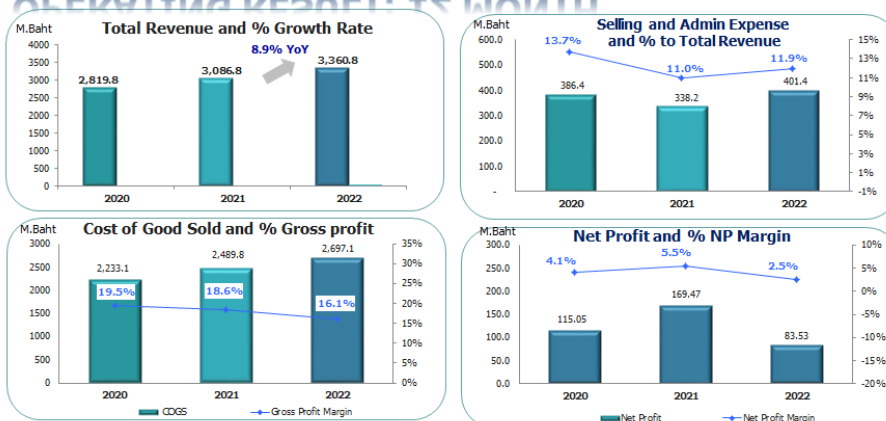


- Total revenue from sales (Exclude Project income and other income)



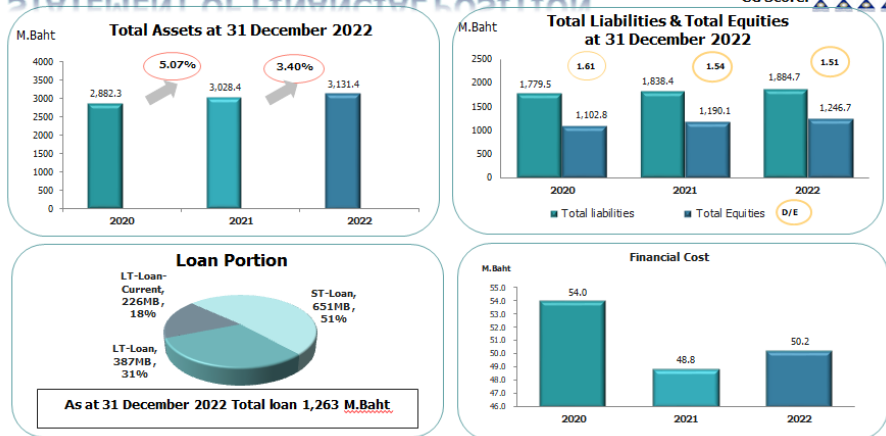
In the year 2022, the company had total revenue and growth rate, operating expenses, cost of sales, gross profit margin, net profit and net profit margin compared with the year 2021 as follows:

## OPERATING RESULT: 12 MONTH



In the year 2022, the company has assets, liabilities and shareholders' equity, finance costs compared with the year 2021 as follows:

## STATEMENT OF FINANCIAL POSITION



None of shareholders additionally inquired. The moderator proposed the Meeting for acknowledgement on the report of anti-corruption and development related policies from last year to



be the action of the framework of good corporate governance policy and asked Miss Charanya Sangsukdee, Chairman of Audit and Corporate Governance Committee, to summarize the report of anti-corruption and development related policies from last year.

Miss Charanya Sangsukdee stated to conclude the report of anti-corruption and development related policies from last year for the acknowledgement of the shareholders as follows:

In the past year, the Company received a good corporate governance assessment result of 4 stars or “good” according to the annual Corporate Governance Report of Thai Listed Companies (“CGR”) survey of year 2022.

In 2022, the Board of Directors reviewed the corporate governance policy. There is an amendment to the corporate governance policy in the section on the meeting of shareholders defined in regards to online meetings to increase channels for shareholders to have the opportunity to access the meeting more conveniently and to set it in accordance with the good corporate governance guidelines of the Stock Exchange of Thailand

On the anti-Corruption, The Company has added a policy on hiring employees or government officials to determine appropriate procedures and reduce the risk of conflicts of interest between the business and employees. Employees at all levels gain knowledge and understanding and practice continuously. The Board of Directors arranges to review such policy annually include supporting anti-corruption through various activities of the company such as orientation and communication to employees through various channels, including training, Organize various activities from time to time.

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

The meeting already considered and acknowledged on overall operation of Panjawattana Plastic Public Company Limited and its subsidiaries for the year 2022 as proposed (since it was the agenda for acknowledgement thus no resolution was available in this agenda).

**Agenda 3    To consider and approve the financial statements of Panjawattana Plastic Public Company Limited and its subsidiaries for fiscal year ended as of December 31<sup>st</sup>, 2022**

The moderator proposed the meeting to consider and approve the financial statements of Panjawattana Plastic Public Company Limited and its subsidiaries for accounting year ended as of December 31<sup>st</sup>, 2022. The Company’s auditor has already audited and certified, and the Audit and Corporate Governance Committee has already verified as appeared in the detail of the Annual Report (56-1 One Report Form) dispatched to all shareholders along with the Invitation Letter to the Meeting before the meeting. The moderator assigned Mr. Satit Hemmondharop, Chief Executive Officer, to summarize previous year Statement of Financial Position of the Company for shareholders’ acknowledgements.



Mr. Satit Hemmondharop reported the Statement of Financial Position for shareholders' acknowledgements as following summary.

- Total asset by consolidated financial statements as of December 31<sup>st</sup>, 2022 was 3,131.4 million Baht decreased from previous year by 3.40%.
- Total liabilities by consolidated financial statements as of December 31<sup>st</sup>, 2022 was 1,884.7 million Baht. The Company's Capital was 1,246.7 million Baht, resulting the Company's Debt to Equity Ratio (D/E) decreased from 1.54 to 1.51 times
- Key Financial Ratios of year 2022 and 2021 were compared as follows:

<u>Key Financial Ratios</u>	<b>Consolidated financial statements</b>	
	Year 2021	Year 2022
<b><u>Profitability Ratios</u></b>		
Gross Profit Margin (%)	18.6	<b>16.1</b>
Net Profit Margin (%)	5.5	<b>2.5</b>
Return of Equity (%)	14.78	<b>6.86</b>
<b><u>Efficiency Ratios</u></b>		
Return on Asset (%)	8.51	<b>5.20</b>
Total asset turnover (times)	1.04	<b>1.07</b>
<b><u>Liquidity Ratios</u></b>		
Average Account Receivable days on hand (days)	80.88	<b>74.85</b>
Average Inventory days on hand (days)	40.22	<b>41.92</b>
Average Account Payable days on hand (days)	67.92	<b>63.43</b>
Cash Cycle (days)	53.18	<b>53.34</b>
<b><u>Financial Controlling Policy Ratio</u></b>		
Debt to Equity Ratio (times)	1.54	<b>1.51</b>
Interest Coverage Ratio (times)	5.15	<b>3.19</b>

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

Then, the moderator proposed the meeting to resolve for approval on Panjawattana Plastic Public Company Limited and its subsidiaries' Financial Statement for fiscal year ended as of December 31<sup>st</sup>, 2022 as proposed information.

**Resolution** : The meeting considered and resolved to approve Panjawattana Plastic Public Company Limited and its subsidiaries' Financial Statement for fiscal year ended as of December 31<sup>st</sup>, 2022 that has been audited and certified from the Company's



auditor, by vote of the majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000

**Agenda 4 To consider and approve the profit apportionment and approve dividend payment derived from the retained earnings of the company.**

The moderator stated to the meeting that according to the Company's overall operation in the past accounting year ended as of 31 December 2022, the Company earned its revenue for 2,881.81 million baht, net profit for 59.58 million baht.

Therefore, asked the meeting to consider and approve.

Profit allocation for legal reserve According to the Public Limited Companies Act BE 2535, section 115 requires that the company pay dividends only from profits, and section 116 requires that the company allocate part of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit. until the reserve fund is not less than 10 percent of the registered capital. A part of the profit has been allocated as a legal reserve in the amount of 2,978,803.00 Baht, including a legal reserve in the amount of 31,682,800.25 Baht and dividend payment to the shareholders of the company at the rate of 0.0775 Baht per share, total amount not exceeding 46,475,940.62 Baht and acknowledged the interim dividend payment. The company has paid dividends during the year 2022 by paying stock dividends and cash from retained earnings of the business. The total value was 0.0275 Baht per share. 15,787,616.57 Baht already on October 27, 2022. Therefore, there will be a dividend proposed to the 2023 Annual General Meeting of Shareholders to consider and approve the remaining cash payment at the rate of 0.0500 Baht per share, total value not exceeding 30,688,324.05 Baht, which is paid from retained earnings of businesses receiving investment promotion (BOI), if calculated as the dividend paid compared to net profit after deduction of corporate income tax and after deducting legal reserves. Total equals 78.01% which is in line with the Company's dividend payment policy not less than 40% of net profit after deducting corporate income tax from the separate financial statements and after deducting legal reserves However, the Company may pay out dividends at a rate lower than the above limit. Depending on the performance, financial position, and liquidity, the need for working capital in operation business expansion and other factors related to the management of the company Anyhow, the right to receive such dividend has still been uncertain until it will be approved from 2023 Annual General Meeting of Shareholders.

The list of shareholders (record date) who are entitled to receive dividends will be determined on April 20, 2023, and the dividend payment will be paid to shareholders' shares on May 3, 2023

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.



Then, the moderator proposed the meeting to consider for the non-profit apportionment and approve dividend payment derived from operating results for the year ended 31 December 2022 as proposed information.

**Resolution** The meeting considered and resolved to approve the profit apportionment and approve dividend payment derived from operating results for the year ended 31 December 2022, by vote of the majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	3	0.0000
Abstained	0	0.0000

There was one additional shareholder attending the meeting, totaling 28 shareholders, holding a total of 380,053,016 shares.

**Agenda 5** **To consider and approve on appointment of director to replace the director who retired by rotation**

The moderator proposed the meeting to notified the meeting about Item 18 of Articles of Association that stipulates that in each annual shareholders' general meeting, the one-third (1/3) of directors or the nearest number to the one-third (1/3) must retire from the position. The casting method shall be used for the director who retired from the position in the first year and the second year after company registration; and in recent years, the director who held the position for longest time shall be the one who retired from the position. Anyhow, the director who retired from the position could be re-appointed to hold the position.

In this 2022 Annual Shareholders' General Meeting, it was the twelfth (12<sup>th</sup>) year of the Company's meeting after the Company registered to be transformed into Public Company Limited. The directors required for retirement from the position of the company director were listed as follows.

- |                  |              |                      |
|------------------|--------------|----------------------|
| 1. Dr. Damri     | Sukhotanang  | Independent Director |
| 2. Miss Charanya | Sangsukdee   | Independent Director |
| 3. Mr. Satit     | Hemmontharop | Director             |

The Company gave shareholders the opportunity to nominate the candidate whom is regarded as properly qualified without prohibited characteristics to be considered for election as the director based on the criteria disclosed in the Company's website (from October 21<sup>st</sup>, 2022 until December 31<sup>st</sup>, 2022). However, nobody has nominated the list to the Company.

The Board of Directors, excluding Directors having interest in this agenda, considered according to the approval of Nomination and Remuneration Committee by selection of qualified people as stipulated by

- Public Limited Companies Act B.E. 2535 (1992) and



- Proclamation of the Securities and Exchange Commission and
- Proclamation of Capital Market Supervisory Board and
- Relevant Proclamation of the Stock Exchange of Thailand

The Board of Directors considered as proper to propose the meeting to consider and appoint all below Three persons:

1. Dr. Damri	Sukhotanang	Independent Director
2. Miss Charanya	Sangsukdee	Independent Director
3. Mr. Satit	Hemmontharop	Director

They are directors who retired by rotation to return to hold the position of the company directors henceforth since they are all knowledgeable, competent and experienced that will be beneficial for the Company's business operations and shareholders.

The biographical details in brief of all 3 persons were appeared according to the enclosure of Invitation Letter to the Meeting dispatched to the shareholders before meeting.

The moderator gave shareholders the chances for interrogations but no shareholders raised any additional queries.

Then, the moderator proposed the meeting to resolve and approve the nomination of directors who retired by rotation to return to hold the position of the company directors according to the proposed details.

**Resolution** The meeting considered and resolved for approval on reappointment of the directors who had to retire by rotation to hold the position of the company directors for another term by vote of the majority vote of the shareholders who attend the meeting and cast their votes, by individual voting of the shareholders as follows.

(1) Dr. Damri Sukhotanang Independent Director

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,052,904	100.0000
Disagreed	112	0.0000
Abstained	0	0.0000

(2) Miss Charanya Sangsukdee Independent Director

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,052,904	100.0000
Disagreed	112	0.0000
Abstained	0	0.0000



(3) Mr. Satit Hemmontharop Director

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	3	0.0000
Abstained	0	0.0000

**Agenda 6 To consider and approve on determination of remuneration of directors for the year 2023**

The moderator informed the meeting to acknowledge the approval of Nomination and Remuneration Committee meeting on the consideration to determine the remuneration of directors from the operation and responsibility of the director by comparing and referring to same type of business or industry with the Company or similar to the Company, and referring the remuneration data of the company directors and executives of the listed companies in 2020 made by the Stock Exchange of Thailand. The Nomination and Remuneration Committee proposed the Company's Board on the determination remuneration for directors and committee members.

The Company's Board considered the determination of Nomination and Remuneration Committee by concerning on appropriateness in many aspects, then approved to propose the meeting to resolve and approve on the determination of remuneration for directors in total amount not over than 3,200,000 Baht per year to be effective in the calendar year of 2023 henceforth until the shareholders will otherwise resolve to change. The condition and criteria of payment shall be in the discretion of the Board of Directors under below criteria of director remuneration payment:

Elements of Remuneration	Year 2023 (proposed year)
1. Meeting Allowance	per each meeting attendance
— Chairman of the Board	30,000 Baht
— Chairman of Audit and Corporate Governance Committee	15,000 Baht
— Chairman of the Risk Management Committee	15,000 Baht
— Chairman of Nomination and Remuneration Committee	15,000 Baht
— Committee members	15,000 Baht
— Subcommittee Member	10,000 Baht
2. Monthly remuneration (for Independent Directors) per person	10,000 Baht
3. Bonus for Independent Directors, total amount not over	1,000,000 Baht
4. Total limit not more than	3,200,000 Baht

The independent directors as the shareholders having conflict of interest and attended this meeting abstained to vote for approval on determination of the director remuneration for 819,000 votes

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.





Then, the moderator proposed the meeting to resolve for approval on determination of remuneration of directors for the year 2023 as proposed information.

**Resolution** The meeting already considered and approved on determination of remuneration of committee member for the year 2023 as proposed above with a vote of not less than two-third of the total votes of the shareholders who attended the meeting as follows:

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	379,234,013	100.0000
Disagreed	3	0.0000
Abstained	819,000	0.0000

**Agenda 7 To consider and approve on appointment of auditor and determination of auditing fee for the year 2023**

The moderator informed the meeting that according to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), it stipulates the Annual General Meeting of Shareholders to appoint the auditor and determine annual auditing fee, and the former auditor can be reappointed. Moreover, according to the Notification of Capital Market Supervisory Board at GorJor. 39/2548 on reporting criteria, condition and method for data disclosure of financial position and overall operation of the Company that issues the securities (Issue No. 20), it stipulates that the Company shall arrange the rotation of the auditor if such auditor has consecutively performed his duty for 5 accounting years without necessity for change of new auditing company, the Company can appoint other auditors in that auditing company office to replace the existing auditor.

The Audit and Corporate Governance Committee considered the performance of Mr. Suwat Maneekanoksakul, the Certified Public Accountant No. 8134 of the auditing firm of Dharmniti Auditing Co., Ltd. by evaluating on his independence and performance of the year 2022, Furthermore, he performed his duty on auditing and certifying the Company's financial statements in the 5<sup>th</sup> year by having deep understanding in the Company's business, performing his duty independently with neutrality and high experience as well as being competent and regularly delivering audit works as scheduled. The Audit and Corporate Governance Committee also considered his overall performance in satisfactory level with adequate independence then proposed the Company's Board for consideration.

The Board of Directors considered the opinion from The Audit and Corporate Governance Committee and then agreed as proper to propose the meeting for consideration and appointment on

1. Mr. Suwat Maneekanoksakul, the Certified Public Accountant No. 8134, and/or
2. Mr. Peradate Pongsathiansak, the Certified Public Accountant No. 4752 and/or
3. Miss Sulalit Ardsawang the Certified Public Accountant No. 7517 and/or
4. Miss Soraya Tintasuwan the Certified Public Accountant No. 8658



of the Auditing Office of Dharmniti Auditing Company Limited as the auditors of the Company and its subsidiaries which are located in Thailand for Year 2023. The audit fee has been determined to be the amount of not exceeding 2,315,000 Baht per year excluding the fee of audit and certification of the compliance with the condition of Board of Investment (BOI) License. In case of audit and certification of additional Board of Investment (BOI) License, the audit has been 40,000 Baht per License. In case that the subsidiaries are established during the year, the audit fee has been determined for not over than 100,000 Baht per Company excluding other expense such as travelling expense for upcountry working. The auditors according to the above proposed list have not had relationship and interest with the Company, executives, major shareholders or related parties with the said persons at all.

Table comparing Audit Fee

<b>Audit Fee</b>	<b>2023 Accounting Year (Proposed Year)</b>	<b>2022 Accounting Year (Actually paid)</b>
1. Audit Fee	2.315 Million Baht	2.165 Million Baht
<b>Total</b>	<b>2.315 Million Baht</b>	<b>2.165 Million Baht</b>

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

Then, the moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries. Then, the moderator proposed the meeting to resolve for approval on determination of remuneration of directors for the year 2023 as proposed information.

**Resolution** The meeting considered and resolved for approval on appointment of the Company's auditor as the list proposed, and determined the auditing fee in the amount of not over than 2,315,000 Baht per year as details proposed by vote of the majority vote of the shareholders who attend the meeting and cast their votes, as follows:

<b>Resolution</b>	<b>Number of Resolved Votes</b>	<b>Percentage of Shareholders who attended and voted</b>
Agreed	380,053,013	100.0000
Disagreed	3	0.0000
Abstained	0	0.0000

**Agenda 8 To consider and approve the amendment of the Company's objectives and amend Section 3 of the Company's memorandum of association in order to be in line with the Company's objectives**

The moderator stated to the meeting that to support the growth of the company in the future that may arise from investments or joint ventures with other businesses and to support the operations of



the subsidiary including creating opportunities to expand the business to external customers, the Board of Director deemed it appropriate to propose to the shareholders' meeting to consider and approve the amend and add the Company's objectives and amend Section 3 of the Company's memorandum of association in order to be in line with the Company's objectives to support the growth of the company in the future that may arise from investments or joint ventures with other businesses and to support the operations of the subsidiary including creating opportunities to expand the business to external customers. The details appeared in attachment No. 6 that has delivered documents to the shareholders in form of QR Code as same form as delivered by post. As follows:

1. Approval to amend and add the Company's objectives

**Amended:** "(9) To operate business mills, sawmills, and wood drying plants. car body shop ceramic and porcelain factory Pottery factory, flax press factory, vegetable oil extraction factory, paper factory, sack factory, weaving factory, spinning factory Fabric dyeing and printing factory tire manufacturing and retreading plant steel plant Zinc foundry and metal lathe factory Instant food factory, liquor factory, gas factory, cigarette factory, sugar factory, plastic appliance factory rolling and casting plant door and window factory beverage factory rubber casting factory assembly plant

**Changed to:** "(9) To operate a mill, sawmill, wood drying plant." car body shop ceramic and porcelain factory Pottery factory, flax press factory, vegetable oil extraction factory, paper factory, sack factory, weaving factory, spinning factory Fabric dyeing and printing factory tire manufacturing and retreading plant steel plant Zinc foundry and metal lathe factory Food factory, gas factory, sugar factory, plastic appliance factory rolling and casting plant door and window factory beverage factory rubber casting factory assembly plant

**Addition:** "(20) To operate manufacturing business medical equipment Medical products and appliances scientific equipment, pharmaceuticals, pharmaceuticals and chemicals"

"(21) To operate entrepreneurship, production, distribution, bidding for sales of goods, supply, preparation, installation, repair, demolition, design, contractor for electrical power equipment all kinds of electrical equipment high voltage equipment - low voltage wire separator or materials that perform similar functions, machinery, engines, machine tools, labor equipment, vehicles, generators and all types of electrical appliances Refrigeration machine, iron machine, copper machine Brassware, plumbing equipment, including spare parts and related equipment with all kinds of such products for individuals, groups of persons, government agencies and government organizations

"(22) To operate business production and distribution of electricity with solar cells or from solar power generation renewable energy heat energy cogeneration biofuel fossil fuels Biomass fuel, wind energy, wave energy, waste energy, other renewable



energy natural resources or any other kind of energy Including by-products from that business to private sector or government agencies Design or install a power generation system All types of solar cells power station construction power distribution system Including the maintenance and repair of such systems Including electrical system links."

2. Approval to amend Section 3 of the Company's memorandum of association in order to be in line with the Company's objectives

**Before:** "Section 3 regarding the Company's objectives has 19 Clauses"

**After:** "Section 3 regarding the Company's objectives has 22 Clauses"

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

Then, the moderator proposed the meeting to resolve for approval on the amendment of the Company's objectives and amend Section 3 of the Company's memorandum of association in order to be in line with the Company's objectives, as proposed information.

**Resolution** The meeting already considered and approved on the amendment of the Company's objectives and amend Section 3 of the Company's memorandum of association in order to be in line with the Company's objectives as proposed above with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and have the right to vote as follows:

Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	3	0.0000
Abstained	0	0.0000

**Agenda 9** **To consider and approve the amend and add Articles of Association Company's**

The moderator stated to the meeting that to support about the electronic method of meetings of the Board of Directors. and the shareholders' meeting delivery of documents or books as well as Proxy for shareholder meetings to comply with Public Limited Companies Act (No. 4) B.E. or orders of the Registrar or any other relevant government agencies For details, please refer to Enclosure No. 7, which has been sent to shareholders in the form of a QR code which appears in the registration form sent by post. The said details are as follows:



Current the Articles of Association	Propose of Amendment of the Articles of Association
Chapter III Clause 25 Board of Directors A meeting must be held at least once every three (3) months.	Chapter III Clause 25 Board of Directors A meeting must be held at <b>least once every three months.</b>
Chapter III Clause 26 Meeting of the Board of Directors of the company at the location where the company's head office is located or nearby provinces or at any other place as the Chairman of the Board of Directors or the person assigned by the chairman to determine  Meetings of the Board of Directors of the Company can be held via electronic media in accordance with the conditions, procedures, and methods specified by law.	Chapter III Clause 26 Meeting of the Board of Directors of the company at the location where the company's head office is located or nearby provinces Unless <b>the Company's Articles of Association prescribe that the meeting be held at another locality in the Kingdom.</b>  Meetings of the Board of Directors of the Company can be held <b>via electronic means. As provided in the law on electronic conferencing,</b> according to the conditions, procedures, and methods prescribed by law.  <b>In such a case It shall be deemed that the head office of the company is the meeting place.</b>
Chapter III Clause 27 In summoning a meeting of the Board of Directors to the chairman or the person assigned Send meeting notice to the directors no less than seven (7) days before the meeting date. except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by other means and set the date of the meeting earlier than that  In case two or more directors request a meeting of the directors The Chairman of the Board shall schedule the date of the meeting within fourteen (14) days from the date of receipt of such request.	Chapter III Clause 27 In calling a meeting of the Board of Directors to the chairman or the person assigned send the meeting notice to the directors <b>at least three (3) days</b> before the meeting date. except in case of urgent necessity to protect the rights or benefits of the Company will <b>notify the meeting by electronic means</b> or any other method and set the date of the meeting earlier than that  <b>When there is a reasonable cause to protect the rights or benefits of the company Two or more directors may jointly request the Chairman to call a meeting of the Board of Directors. The subject and reason for the meeting must also be specified. In such a case,</b>



	<p>the chairman shall call and schedule the meeting within fourteen (14) days from the date of receiving the request.</p> <p>If the chairman is absent for any reason The Vice-Chairman shall be the person to call the meeting of the Board of Directors. In the absence of the Vice President for any reason Two or more directors may jointly call a meeting of the Board of Directors</p>
<p><u>Chapter IV Clause 34</u> The Company's shareholders' meeting was held in the area where the Company's head office was located. or nearby provinces or at other places as determined by the Board</p>	<p><u>Chapter IV Clause 34</u> he Company's shareholders' meeting was held in the area where the Company's head office was located. or nearby provinces or at other places as determined by the Board</p> <p>A shareholders' meeting can be held via electronic means. As provided in the law on electronic conferencing, according to the conditions, procedures, and methods prescribed by law.</p> <p>In such a case the head office of the company shall be deemed to be the meeting place.</p>
<p><u>Chapter IV Clause 36</u> In the notice of the shareholders' meeting, The Board of Directors shall prepare a meeting notice specifying the place, date, time, and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration. together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the public limited companies registrar at least seven</p>	<p><u>Chapter IV Clause 36</u> In the notice of the shareholders' meeting, The Board of Directors shall prepare a meeting notice specifying the place, date, time, and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. It is clearly stated that it is proposed for acknowledgment, proposal, or consideration. together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the public limited companies registrar at least seven (7) days in advance before the meeting</p>



<p>(7) days in advance before the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days before the meeting. It must be advertised for a period of three (3) consecutive days.</p>	<p>date. The notice of the meeting shall be advertised in a newspaper for at least three (3) consecutive days.</p> <p>If a shareholders' meeting is held or the notice of the meeting is published to the shareholders, Electronic methods can also be used instead. in accordance with the conditions, procedures, and methods prescribed by law and the announcements related</p>
<p><u>Chapter IV Clause 38</u> 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:</p> <ul style="list-style-type: none"> <li>a) the amount of shares held by the shareholder;</li> <li>b) the name of the proxy; and</li> <li>c) the meeting at which the proxy is appointed to attend and vote.</li> </ul>	<p><u>Chapter IV Clause 38</u> 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:</p> <ul style="list-style-type: none"> <li>a) the amount of shares held by the shareholder;</li> <li>b) the name of the proxy; and</li> <li>c) the meeting at which the proxy is appointed to attend and vote.</li> </ul> <p>The proxy under the first paragraph may be performed by means of electronically instead. It must use a method that has It is safe and reliable that the proxy is made by the shareholder. in accordance with the rules prescribed by the Registrar and related laws and according to information security standards or related agencies or as required by law</p>
<p><u>Chapter V Clause 47</u> It is forbidden to announce the approval of dividend payments. except by the resolution of</p>	<p><u>Chapter V Clause 47</u> It is forbidden to declare dividend payment. except by the resolution of the shareholders' meeting</p>



<p>the shareholders' meeting or resolutions of the Board of Directors</p> <p>In case of interim dividend payment</p> <p>Payment of dividends shall be notified in writing to the shareholders. The notice of dividend payment shall be published in a newspaper for three (3) consecutive days and such dividend payment shall be made within one (1) month from the date of such resolution.</p>	<p>or resolutions of the Board of Directors</p> <p>In case of interim dividend payment</p> <p>Payment of dividends shall be notified in writing to the shareholders. <a href="#">And give advertising words Notice of Dividend Payment in accordance with the Rules and Procedures as required by law</a> and arrange for such dividend payment to be made within one (1) month from the date of such resolution.</p>
<p><u>N/A</u></p>	<p><a href="#">Chapter IX Clause 63</a> In the event that the company or the board of directors has a duty to send letters or documents under the Public Limited Act B.E. 2535 (including any amendments) to directors, shareholders, or creditors of the company. If such person has requested or consented to the sending of books or documents by electronic means The company or the board of directors may send such letter or document by electronic means in accordance with the rules prescribed by law.</p>

The moderator gave shareholders the chances for interrogations, but no shareholders raised any additional queries.

Then, the moderator proposed the meeting to resolve for approval on the amend and add Articles of Association Company's in order to be in line with the Company's objectives, as proposed information.

**Resolution** The meeting already considered and approved on the amend and add Articles of Association Company's. In order for the company to operate in accordance with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in matters related to the Board of Directors' meeting and the shareholders' meeting delivery of documents or letters, as proposed above with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and have the right to vote as follows:





Resolution	Number of Resolved Votes	Percentage of Shareholders who attended and voted
Agreed	380,053,013	100.0000
Disagreed	3	0.0000
Abstained	0	0.0000


**Agenda 10 To consider on other issues (if any)**

The moderator gave the opportunity to shareholders for inquiry of other additional issues.

No shareholders raised any additional queries. The Chairman therefore delivered his gratitude to all shareholders for their time devotion in attendance of Annual General Meeting of Shareholders 2023 and stated to close the meeting.

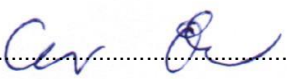
Furthermore, after starting the Meeting at 01.00 p.m., the additional shareholders registered for meeting attendance one after another. Those additional shareholders consisted of 1 Shareholders by self-presence. At the time of meeting closing, 10 shareholders by self-presence and 18 shareholders by proxy were totaled to 28 shareholders of the shareholders by self-presence and by proxy, holding total of 380,053,016 shares or 61.9214% of total number of sold shares.

The meeting was closed at 02.11 p.m.

signed..........Chairman of the Meeting  
(Dr. Damri Sukhotanang)

Minutes certification has been verified by

signed..........Director  
(Mr. Satit Hemmontarop)

signed..........Company Secretary  
(Mrs. Prim Chaiyawat)

## **Attachment 2**

**Annual Report 2023 QR Code (Form 56-1 One Report)**

**Supporting document for agenda 2 and 3**

***(Attachment by Register Form)***

**Information of the candidate nominated to be the Director in replacement of the Director who resigned by rotation**



<b>Name</b>	<b>Mr. Natthawut Khemayotin</b>
<b>Age</b>	54 years
<b>Nationality</b>	Thai
<b>Proposed Position</b>	Independent Director
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master's degree in Business Administration, University of Dallas, Irving, Texas</li> <li>- Bachelor's degree in Commerce and Accountancy, Thammasat University</li> </ul>
<b>Training Courses</b>	Thai Institute of Directors <ul style="list-style-type: none"> <li>- Driving Company Success with IT Governance (ITG) Class 3/2016</li> <li>- Remuneration Survey Reporting 2014</li> <li>- Risk Management Committee Program (RMP) Class 2/2013</li> <li>- Director Certification Program Class 70/2006</li> </ul> Federation of Accounting Profession <ul style="list-style-type: none"> <li>- Risk Management (Principle) Class 2/2016</li> </ul> National Institute of Development Administration <ul style="list-style-type: none"> <li>- COSO ERM 2017 Press conference COSO 2013 2<sup>nd</sup> edition (Online)</li> </ul>
<b>Work Experiences</b>	<ul style="list-style-type: none"> <li>- 2014-Present      Director / Independent Director / Audit Committee member / Risk Management Committee member / Nomination and Remuneration Committee member : Panjawattana Plastic Plc.</li> <li>- 2004-Present      Managing Director : Nu Na Co., Ltd.</li> <li>- 2013-2019          Managing Director : North Caribbean Inter Trade Co., Ltd.</li> <li>- 2005-2009          Managing Director : Globlex Holding Management Plc</li> <li>- 2002-2005          Assistant Director, The Board of Directors Bureau : Seamico Securities Plc.</li> <li>- 2001-2002          Senior Officer, Investment Banking Department : TMB Bank Plc.</li> </ul>
<b>PJW Directorship</b>	Director / Independent Director / Audit Committee member / Risk Management Committee member / Nomination and Remuneration Committee member

**Current job positions in any listed company** None

**Current job positions in any non-listed company** 1 company as follows;  
1) Director  
: Nu Na Co., Ltd.

<b><u>In any companies which may result in a conflict of interest with the Company</u></b>	None
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**First Appointment** January 28, 2011

<b>Term of office</b>	12 years
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<b>Percentage of shares</b>	Ordinary shares 273,000 shares, representing 0.04 percent
<b>(as at December 31, 2023)</b>	

Percentage of shares of spouse and minors)	None
(as at December 31, 2023)	

<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	None
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<b>Meeting attendance in 2023</b>	Board of Directors	10/10
	Audit Committee	8/8
	Risk Management Committee	3/3
	Nomination and Remuneration Committee	3/3
	Board of Independent Director	1/1

### Additional Qualification for independent directors

(Having the following relationship with PJW, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

Type of relationship	Qualification
1. Taking part in the management of being and employee, staff member, advice who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgement.	None

**Information of the candidate nominated to be the Director in replacement of the Director who resigned by rotation**



**Name** Mr. Kongsak Hemmontharop  
**Age** 84 years  
**Nationality** Thai  
**Proposed Position** Director

**Education** - Primary School, Sawang Wittaya School

**Training Courses** Thai Institute of Directors :  
 - Director Accreditation Program Class 90/2011

**Work Experiences**

2022 – Present	Director : PJW AutoEV Plc.
2011 – Present	Vice Chairman : Panjawattana Plastic Plc.
2010 – Present	Director: PJ Medical Co., Ltd (Older Name : Mill Pack Co., Ltd.)
2003 – Present	Director : Elegance Packaging Co., Ltd.
1987 – 2011	Director : Panjawattana Plastic Co., Ltd.

**PJW Directorship** Director / Vice Chairman

**Current job positions in any listed company** None

**Current job positions in any non-listed company** 3 company as follows;

- 1) Director  
: Elegance Packaging Co., Ltd.
- 2) Director  
: PJ Medical Co., Ltd ( Older Name : Mill Pack Co., Ltd.)
- 3) Director  
: PJW AutoEV Plc.

**In any companies which may result in a conflict of interest with the** None

**Company**

**First Appointment** March 1, 2011

**Term of office** 12 years

<b>Percentage of shares (as at December 31, 2023)</b>	Ordinary shares 38,640,000 shares, representing 6.23 percent	
<b>Percentage of shares of spouse and minors (as at December 31, 2023)</b>	Ordinary shares 70,630,734 shares, representing 11.38 percent	
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	None	
<b>Meeting attendance in 2023</b>	Board of Directors	10/10

**Information of the candidate nominated to be the Director in replacement of the Director who resigned by rotation**

**Name** **Mr. Wiwat Hemmondharop**

**Age** 57 years

**Nationality** Thai

**Proposed** Director

**Position**

**Education**

- Master's degree in Marketing (English program), Thammasat University
- Master's degree in Business Administration, National Institute of Development Administration
- Bachelor's degree in Economics, Thammasat University

**Training Courses**

- Stock Exchange of Thailand
- Course on M&A trends, important issues to consider and M&A strategies. to be successful
- Thailand CG Forum : Governance as a driving force for business sustainability
- Plastics Institute of Thailand
- Packaging Trend for New Normal Keep an eye on packaging trends after COVID-19
- The Federation of Thai Industries
- Business Revolution and Innovation Network Corporate Innovation Class 2/2019
- National Defence College of Thailand
- Private Sector Course Class 2019
- RISE (Regional Corporate Innovation Accelerator)
- Corporate Innovation Summit 2019
- Thailand Management Association
- TMA Discovery Day 2018
- Thai Institute of Directors
- IOD Director Briefing Class 1/2018
- Financial Statements for Directors (FSD) Class 33/2017
- Chartered Director Class (CDC) Class 2014
- Director Certification Program Class 32/2003
- The Securities Exchange of Thailand
- Business reform and innovation network creation course" Brain, 2nd edition
- Capital Market Academy Leader Program Class 24/2017



<b>Work Experiences</b>	- 2021–Present	Chairman of the Board (Acting) : Bio Green Energy Tech Public Company Limited.
	- 2020–Present	Director : Tonklafasai Foodcare Center Co.Ltd.
	- 2018–Present	Director : Panjawattana (Jiangsu) Plastic Co.Ltd.
	- 2015–Present	Director / Risk Management Committee Member Nomination and Remuneration Committee Member / Chairman of the Board of Executive Directors : Panjawattana Plastic Plc.
	- 2014–Present	Director : PJW AutoEV Co., Ltd. (Older Name : Plastech Lab Co., Ltd.)
	- 2011– Present	Director : Panjawattana Plastic (Tianjin) Co., Ltd.
	- 2010–Present	Director: PJ Medical Co., Ltd (Older Name : Mill Pack Co., Ltd.)
	- 2010–Present	Director : Thammanamai Health Cuisine Co., Ltd.
	- 2008–Present	Director : Compesite Marketing Co., Ltd. (Older Name : Panjawattana Marketing Co., Ltd.)
	- 2005–Present	Director : Pan Asia Chemical Co., Ltd.
	- 2014–2015	Director / Nomination and Remuneration Committee Member / Chairman of the Board of Executive Directors : Panjawattana Plastic Plc.
	- 2014–2015	Director : PJW Drinktech Co., Ltd.
	- 2011–2013	Director / Chairman of the Board of Executive Directors : Panjawattana Plastic Plc.
	- 2011–2013	Director : P.J. Compesite Co., Ltd.
	- 2004–2010	Director : Elegance Packaging Co., Ltd.
	- 1987–2011	Director : Panjawattana Marketing Co., Ltd.

<b>PJW Directorship</b>	Director / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chairman of the Board of Executive Directors
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<b><u>Current job positions in any listed company</u></b>	1 company as follows; 1) Director : Bio Green Energy Tech Public Company Limited
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<b><u>Current job positions in any non-listed company</u></b>	8 company as follows;	
	1) Director	: Pan Asia Chemical Co., Ltd.
	2) Director	: Composite Marketing Co., Ltd.
	3) Director	: Thammanamai Health Cuisine Co., Ltd
	4) Director	: PJ Medical Co., Ltd. (Older Name : Mill Pack Co., Ltd.)
	5) Director	: Panjawattana Plastic (Tianjin) Co., Ltd.
	6) Director	: PJW AutoEV Co., Ltd.
	7) Director	: Panjawattana (Jiangsu) Plastic Co.Ltd.
	8) Director	: Tonklafasai Foodcare Center Co.Ltd.
<b><u>In any companies which may result in a conflict of interest with the Company</u></b>	None	
<b>First Appointment</b>	November 30, 1987	
<b>Term of office</b>	36 years	
<b>Percentage of shares (as at December 31, 2023)</b>	Ordinary shares 60,762,093 shares, representing 9.73 percent	
<b>Percentage of shares of spouse and minors) (as at December 31, 2023)</b>	Ordinary shares 6,352,500 shares, representing 1.02 percent	
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	None	
<b>Meeting attendance in 2023</b>	Board of Directors	10/10
	Risk Management Committee	3/3
	Nomination and Remuneration Committee	3/3

**Definition and qualification of independent director****of Panjawattana Plastic Public Company Limited****(Equal restrictions the Stock Exchange Commission and Stock Exchange's minimum requirements )**

At least one-third of the members of the Board of Directors shall be independent directors. The Board of Directors or the meeting of shareholders (as the case may be) shall appoint independent directors as members of the Board of Directors. The Company has the policy to appoint at least one-third of the members of the Board of Directors from independent directors and there shall be three independent directors sitting in the Board.

The criteria and procedures for appointing independent directors are according to the criteria and procedures for appointing the Board of Directors. General qualifications of the persons nominated as independent director shall be considered from qualifications and prohibitive characteristics as prescribed in the Public Limited Companies Act and the Securities and Exchange Act, including relevant notifications, rules and/or regulations. The independent directors must hold education degree, expertise, working experience and other suitable qualifications for consideration and appointment by the meeting of the shareholders. In the case that any independent director has vacated the office before his completion of term of service, the Board of Directors may appoint qualified independent director in replacement. The person appointed as replacing director may take office for the remaining period of the director he replaces.

**The Board of Directors set out qualifications of independent directors as follows;**

- 1) Not own shares exceeding 1.0% of total shares with voting right in the Company, the parent company, the Company's subsidiaries, associated companies, major shareholders or persons with controlling power including shareholding of that independent director's related persons;
- 2) Not get involved in management as a director, either in the past or at present, not be an employee or corporate advisor receiving a regular salary, or having controlling power of the Company, subsidiaries, associated or related companies, or a major shareholders or persons with controlling power, except having retired from such work for not less two years before being appointed as an independent director;
- 3) Not relate by blood or by law such as being parents, spouse, siblings and children, including children's spouse of the executives or a major shareholder of the Company, person with controlling power, or person who will be nominated as an executive or person with controlling power of the Company or its subsidiaries

- 4) Have no business relationship with the Company, subsidiaries, associated, a major shareholder of the Company, person with controlling power, in the manner that may obstruct the exercise of independent judgment; not being, either in the past or at present, a major shareholder, or person with controlling power of the person who has business relationship with the Company, subsidiaries, associated, or a major shareholder, or person with controlling power of the Company, except having retired from such work for not less two years before being appointed as an independent director;
- 5) Not be, either in the past or at present, an auditor of the Company, subsidiaries, associated, or a major shareholder, or person with controlling power of the Company; not being a major shareholder, person with controlling power or partner of an audit company to which the auditor of the Company, subsidiaries, associated, or a major shareholder, or person with controlling power of the Company is attached, except having retired from such work for not less two years before being appointed as an independent director;
- 6) Not be, either in the past or at present, a provider of professional services which shall include legal advisory service or financial adviser whose service fees are more than Bt. two million per year obtainable from the Company, subsidiaries, associated, a major shareholder, or person with controlling power of the Company. It shall include the major shareholder, person with controlling power or partner of that provider of professional service, except having not involved in such manner for not less than two years before being appointed as an independent director;
- 7) Not be a director appointed to represent the director of the Company, major shareholder, or shareholders having related with the Company's major shareholders;
- 8) Not operate the same business which is competitive with the businesses of the Company or its subsidiaries, or not be a major partner in partnership company, or a director involved in management, an employee or corporate advisor receiving a regular salary, or holds more than 1.0% shares of total shares with voting right in other company which operate the same business which is competitive with the businesses of the Company or its subsidiaries;
- 9) Not employ any other characteristics which make him incapable of expressing views independently concerning the Company's business operations.

Independent directors shall examine and declare their independency at least once a year, which will be attached to the Directors Profile Report at year-end in line with the submission of Annual Disclosure Statement Form and the Annual Report (Form 56-1 One Report) of the Company.

**Information of the proposed auditors of the year 2024**



**1. Mr. Suwat Maneekanoksakul**

**Auditor registration no.** 8134

**Office of Auditor** DHARMNITI AUDITING CO., LTD.

**Education**

- Master of Accounting (MACC), Thammasat University
- Bachelor of Accounting (BACC), Kasetsart University

**Certificates**

- Auditor who is approved by the Securities and Exchange Commission
- Tax auditor registration no. 1774
- Auditor registration no. 8134

**Experience**

- Experience in external auditing more than 15 years

**Specialized in**

- manufacturing business
- Trading business
- Healthcare Business
- Provident Funds
- Mutual funds

**The auditors relationship and interest with the Company, subsidiary, executives, major shareholders or related parties with the said persons at all**

- None -

**Information of the proposed auditors of the year 2024**

**2. Mr. Peradate Pongsathiansak**

<b>Auditor registration no.</b>	4752
<b>Office of Auditor</b>	DHARMNITI AUDITING CO., LTD.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Mini MBA, Thammasat University</li> <li>- Bachelor of Business Administration in Accounting, Ramkhamhaeng University</li> </ul>
<b>Certificates</b>	<ul style="list-style-type: none"> <li>- Auditor who is approved by the Securities and Exchange Commission</li> <li>- Auditor registration no. 4752</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Experience in external auditing more than 20 years</li> <li>- Experience in Due diligence more than 20 years</li> <li>- Experience in accounting system 13<sup>th</sup> Asian Games and 7<sup>th</sup> FESPIC Games</li> </ul>
<b>Specialized in</b>	<ul style="list-style-type: none"> <li>- manufacturing business</li> <li>- Trading business</li> <li>- Real estate business</li> <li>- Construction business</li> <li>- Hotel business</li> <li>- Healthcare Business</li> <li>- Provident Funds</li> <li>- Mutual funds</li> </ul>
<b>The auditors relationship and interest with the Company, subsidiary, executives, major shareholders or related parties with the said persons at all</b>	- None -

**Information of the proposed auditors of the year 2024**



**3. Miss Sulalit Ardsawang**

**Auditor registration no.** 7517

**Office of Auditor** DHARMNITI AUDITING CO., LTD.

**Education**

- Master of Business Administration (MBA) in Management,  
Srinakharinwirot University
- Bachelor of Business Administration (BBA) in Accounting,  
Ramkhamhaeng University

**Certificates**

- Auditor who is approved by the Securities and Exchange Commission
- Auditor registration no. 7517

**Experience**

- Experience in external auditing more than 20 years
- Experience in Due Diligence

**Specialized in**

- manufacturing business
- Trading business
- Automotive leasing business
- Healthcare Business
- Services and Printing business
- Transportation and logistics business
- Provident Funds
- Mutual funds
- Property Funds

**The auditors relationship and interest with the Company, subsidiary, executives, major shareholders or related parties with the said persons at all**

-None-

**Information of the proposed auditors of the year 2024**



**4. Miss Soraya Tintasuwan**

<b>Auditor registration no.</b>	8658
<b>Office of Auditor</b>	DHARMNITI AUDITING CO., LTD.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Accounting (MACC) Chulalongkorn University</li> <li>- Bachelor of Business Administration (BBA) in Accounting, Rajamankala University of Technology Thanyaburi</li> </ul>
<b>Certificates</b>	<ul style="list-style-type: none"> <li>- Auditor who is approved by the Securities and Exchange Commission</li> <li>- Auditor registration no. 8658</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Experience in external auditing more than 15 years</li> </ul>
<b>Specialized in</b>	<ul style="list-style-type: none"> <li>- Manufacturing business</li> <li>- Trading business</li> <li>- Healthcare Business</li> <li>- Construction business</li> <li>- Transportation and logistics business</li> <li>- Provident Funds</li> <li>- Mutual funds</li> </ul>
<b>The auditors relationship and interest with the Company, subsidiary, executives, major shareholders or related parties with the said persons at all</b>	-None-

**Information of the proposed auditors of the year 2024**



**5. Miss Potjanarat Siripipat**

**Auditor registration no.** 9012

**Office of Auditor** DHARMNITI AUDITING CO., LTD.

**Education** - Bachelor of Business Administration (BBA) in Accounting,  
Burapha University

**Certificates** - Auditor who is approved by the Securities and Exchange Commission  
- Auditor registration no. 9012

**Experience** - Experience in external auditing more than 15 years

**Specialized in** - manufacturing business  
- Trading business  
- Healthcare Business  
- Provident Fund business  
- Mutual fund business

**The auditors relationship and interest with the Company, subsidiary, executives, major shareholders or related parties with the said persons at all** -None-



## **Articles of Association related to the Meeting of Shareholders and Voting**

### **1. In calling a shareholders meeting**

#### Chapter IV Clause 36

In calling a shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

If a shareholders' meeting is held or the notice of the meeting is published to the shareholders, Electronic methods can also be used instead in accordance with the conditions, procedures, and methods prescribed by law and the announcements related

### **2. 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.

### **3. 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.

The proxy under the first paragraph may be performed by means of electronically instead. It must use a method that has It is safe and reliable that the proxy is made by the shareholder. in accordance with the rules prescribed by the Registrar and related laws and according to information security standards or related agencies or as required by law

#### **4. 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.

#### **5. 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.

### **6. 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.

**Registration method and documents required to be declared in the Meeting date.****1. Shareholder Attending the Meeting in Person**

- 1.1. The shareholder is sign and send registration form at registering into annual general meeting of shareholders
- 1.2. The shareholders shall present their ID card or governmental officer card or passport (If the shareholders are foreigners.) Such documents shall be valid at the time when shareholder registration is made.
- 1.3. In case there is an amendment to the first and/or last names of the shareholder, with the names being different from the ones appearing on the share register book, the shareholder is required to present evidence supporting the amendment.

**2. Proxy Holder Attending the Meeting**

- 2.1. The proxy holder is sign and send registration form at registering into annual general meeting of shareholders

**2.2. In case of individual shareholder**

- (1) The proxy holder presents a proxy form accompanying the notice of the meeting, which is duly completed and signed by the shareholder and the proxy holder.
- (2) The proxy holder presents a photocopy of his or her identification card of passport (in case of a foreigner) which is duly certified as true and correct by the shareholder.
- (3) When registering for the meeting, the proxy holder presents his or her identification card, official identification card of civil servant, or passport (in case of a foreigner)

**2.3. In case of Thai juristic person**

- (1) The proxy holder presents a proxy form accompanying the notice of the meeting, which is duly completed and signed by the authorized signatory of the juristic person and the proxy holder.
- (2) The proxy holder presents a photocopy of the company registration certificate of juristic person registration of the shareholders. The certificate must be issued within 6 months by the Department of Business Development, Ministry of Commerce, certified as a true copy by a Director authorized to sign on behalf of the company. It shall be submitted with the copy of ID card of passport (if the Director is a foreigner.) of the Director authorized to sign on the power of attorney.
- (3) When registering for the meeting, the proxy holder presents his or her identification card, official identification card of civil servant, or passport (in case of a foreigner)

**2.4. In case of Thai juristic person**

- (1) The company registration certificate may be issued by state agency of the country in which the juristic person is located or by the authorized officer of the juristic person. The certificate must have details about the name of the juristic person, its authorized signatories, conditions and

limitations imposed on the signing of documents, as well as the location of the headquarters of the juristic person with the copy of ID card of passport (if the Director is a foreigner.) of the Director authorized to sign on the power of attorney.

- (2) For any document whose original copy is not in English, an English translation of the document has to be provided. The translation has to be certified as true and correct by representative of the juristic person.
3. 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 notarized by a notary public.
4. The company has sent you a copy of Proxy Form B prescribed by the Ministry of Commerce. The form is clear and has many details. The shareholder who is unable to attend the meeting in person may appoint a proxy to attend the meeting on behalf of the shareholder. Or the shareholder may appoint any of the following independent directors proposed by the Company in the proxy form, to act as proxy for the shareholder.
5. If any shareholder cannot attend the 2024 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  
  
Secretary Office  
Panjawattana Plastic Public Company Limited  
at no. 28 Moo 2, Tambol Chaimongkol,  
Amphur Muang, Samutsakhon 74000
6. The shareholder or proxy holder should register and send documents for checking at the meeting place, at 08.30 a.m. on Monday, April 22, 2024

**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)**

Duty  
Stamp  
20 Baht

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 2024 Annual General Meeting of Shareholders to be held on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 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)**

Duty  
Stamp  
20 Baht

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 2024 Annual General Meeting of Shareholders to be held on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 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 2023 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 for the year 2023.**

☐ (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. 3: To consider and approve the financial statements of Panjawattana Plastic Public Company Limited and its subsidiaries for the year ended 31 December 2023.**

☐ (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. 4: To consider and approve the non-profit apportionment and approve dividend payment derived from Company's retained earnings.**

☐ (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 : Mr.Natthawut Khemayotin

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director : Mr.Kongsak Hemmontharop

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director : Mr.Wiwat Hemmondharop

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda no. 6: To consider and approve the determination of director's remuneration for the year 2024**

☐ (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 their remuneration for the year 2024**

☐ (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  
(.....)

**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 2024 Annual General Meeting of Shareholders to be held on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 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: Appointment of directors (Continued)

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

**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)**

Duty  
Stamp  
20 Baht

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 2024 Annual General Meeting of Shareholders to be held on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 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 2023 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 Panjawattana Plastic Public Company and its subsidiaries operating results for the year 2023.**
- ☐ (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. 3: To consider and approve the financial statements of Panjawattana Plastic Public Company Limited and its subsidiaries for the year ended 31 December 2023.**
- ☐ (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 non-profit apportionment and approve dividend payment derived from Company's retained earnings.**
- ☐ (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 : Mr.Natthawut Khemayotin
- ☐ Approve with ..... votes ☐ Disapprove with ..... votes ☐ Abstain with ..... votes
- Name of Director : Mr.Kongsak Hemmontharop
- ☐ Approve with ..... votes ☐ Disapprove with ..... votes ☐ Abstain with ..... votes
- Name of Director : Mr.Wiwat Hemmondharop
- ☐ Approve with ..... votes ☐ Disapprove with ..... votes ☐ Abstain with ..... votes
- ☐ **Agenda no. 6: To consider and approve the determination of director's remuneration for the year 2024.**
- ☐ (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 their remuneration for the year 2024.**

☐ (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 2024 Annual General Meeting of Shareholders to be held on Monday 22 April 2024 at 09.30 a.m. at Rachavadee 3-4 Room, 3<sup>rd</sup>, Golden Tulip Sovereign Hotel, Bangkok 92, Soi Saengcham, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 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 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.
- ☐ (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: To consider and approve the appointment of directors replacing those retired by rotation. (Continued)
- ☐ (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 the entire board**
- ☐ Approve with \_\_\_\_\_ votes    ☐ Disapprove with \_\_\_\_\_ votes    ☐ Abstain with \_\_\_\_\_ votes
- ☐ **Appointment of any director (s)**
- Name of Director \_\_\_\_\_
- ☐ Approve with \_\_\_\_\_ votes    ☐ Disapprove with \_\_\_\_\_ votes    ☐ Abstain with \_\_\_\_\_ votes
- Name of Director \_\_\_\_\_
- ☐ Approve with \_\_\_\_\_ votes    ☐ Disapprove with \_\_\_\_\_ votes    ☐ Abstain with \_\_\_\_\_ votes
- Name of Director \_\_\_\_\_
- ☐ Approve with \_\_\_\_\_ votes    ☐ Disapprove with \_\_\_\_\_ votes    ☐ Abstain with \_\_\_\_\_ votes
- Name of Director \_\_\_\_\_
- ☐ Approve with \_\_\_\_\_ votes    ☐ Disapprove with \_\_\_\_\_ votes    ☐ Abstain with \_\_\_\_\_ vote

**Details of Independent Directors nominated by the Company to be the Proxies**

**Name** Mr. Prasert Phattharadilok

**Age** 66 years

**Nationality** Thai

**Current job positions**

Independent Director / Audit Committee member /

Chairman of Risk Management Committee / Nomination and Remuneration Committee

**Address**

 7/220 Village No. 6, Ban Mai Subdistrict, Pak Kret District  
 Nonthaburi Province 11120

**Current job positions in any listed company**

4 Companies as follows ;

- 1) Pace Development Corporation Co., Ltd.
- 2) Thai Solar Energy Co., Ltd
- 3) Pinthong Industrial Park Co., Ltd
- 4) Teekha Construction Co., Ltd

**Current job positions in any non-listed company**

4 Companies as follows ;

- 1) Advisory Plus Co., Ltd
- 2) Kindred Co., Ltd.
- 3) Robinson Planner Co., Ltd.
- 4) Thai Asset Solutions Co., Ltd.

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

None

**Percentage of shares**

None

(as at December 31, 2023)

**Percentage of shares of spouse and minors)**

None

(as at December 31, 2023)

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

None

**Conflicts**

Agenda no. 6: To consider and approve the determination of director's remuneration for the year 2024, at the 2024 Annual General Meeting of Shareholders.



**Details of Independent Directors nominated by the Company to be the Proxies**


**Name** Miss Charanya Sangsukdee

**Age** 59 years

**Nationality** Thai

**Current job positions**

Independent Director / Audit Committee member /

Chairman of Risk Management Committee /

**Address**

1/12 Soi Ramintra 14, Intersection 11/1, Tha Raeng Subdistrict, Bang Khen District, Bangkok

**Current job positions in any listed company**

1 Companies as follows ;

1) P.S.P. Specialties PCL.

**Current job positions in any non-listed company**

2 Companies as follows ;

1) Tax Specialist Company Limited

2) Thamkhun Consulting and Tax Company Limited

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

None

**Percentage of shares**

Ordinary shares 273,000 shares, representing 0.04 percent

**(as at December 31, 2023)**

**Percentage of shares of spouse and minors)**

None

**(as at December 31, 2023)**

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

None

**Conflicts**

Agenda no. 6: To consider and approve the determination of director's remuneration for the year 2024, at the 2024 Annual General Meeting of Shareholders.

**Requisition Form for Annual Report (From 56-1 One Report)**

(Please fill in the form and fax to 0-2150-5987 or send E-mail to IR@PJW.CO.TH)

Dear PJW Corporate Secretary,

I,(name) .....

Address .....

.....

City ..... Country .....

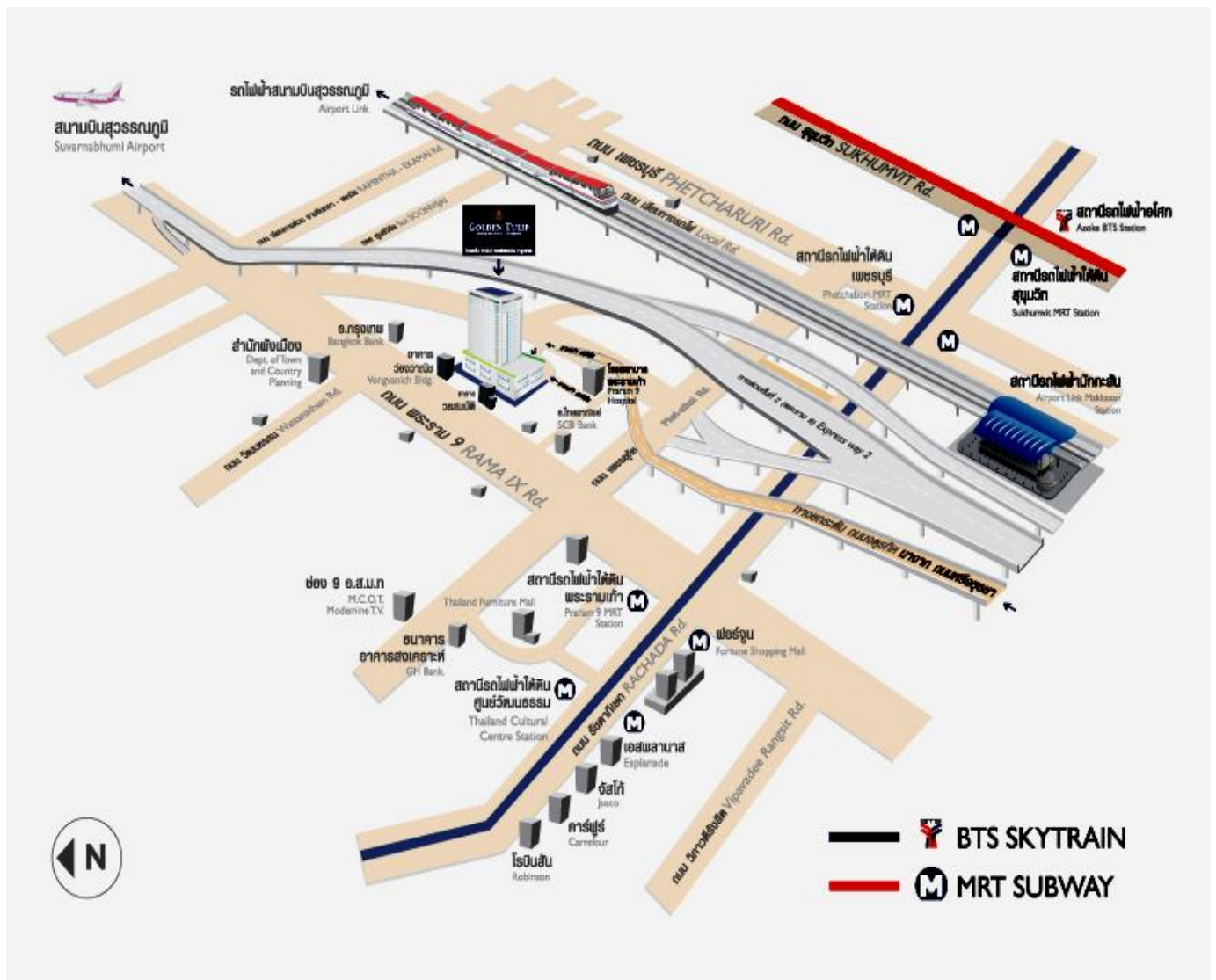
Postcode .....

wish to receive a printed copy of the following reports. (Please mark)

☐

2023 Annual Report (Form 56-1 One Report)

### Map of the location of the meeting venue



Rachavadee 3-4 Room, 3rd Floor,  
 Golden Tulip Sovereign Hotel, Bangkok  
 92, Soi Saengcham, Rama 9 Road, Bangkok,  
 Huaykwang, Bangkok 10310

Telephone Number: +6626414777

E-mail: [info@goldentulipbangkok.com](mailto:info@goldentulipbangkok.com)