

Invitation to The 2015 Annual General Shareholders' Meeting

PANJAWATTANA PLASTIC PUBLIC COMPANY LIMITED Tuesday 21 APRIL 2015 (9.00 a.m.)

AT WASSANA ROOM, 3rd FLOOR
GOLDEN TULIP SOVEREIGN HOTEL BANGKOK
92 SOI SAENGCHAM, RAMA 9 ROAD, HUAI KWANG, BANKGKOK 10320 THAILAND



Panjawattana Plastic Public Company Limited

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Subject: Invitation to 2015 Annual General Shareholders' Meeting

Dear: The Shareholders of Panjawattana Plastic Public Company Limited

Attachment 1. Copy of 2014 Annual General Shareholders' Meeting

2. 2014 Annual Report in Form of CD-ROM

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

4. Document or evidence showing the being of shareholder or the representative of the shareholder who is entitled to attend the meeting.

5. Articles of Association related to Shareholders' Meeting and Voting

6. The Proxy

7. Details of Independent Directors nominated by the Company to be the Proxies

8. Capital Increase Reporting Form

9. Map of Meeting Venue

With reference to the resolution of the Board of Directors of Panjawattana Plastic Public Company Limited ("the Company") on holding 2015 Annual General Shareholders' Meeting on Tuesday April 21, 2015 at 9.00 Hrs. at Golden Tulip Sovereign Hotel, Bangkok, the meeting agenda were as follows.

Agenda 1 Consideration on Approval of Annual 2014 General Shareholders' Meeting

<u>Fact and Reason</u>: 2014 Annual General Shareholders' Meeting of the Company was held on 23 April 2014 and the Company actually and accurately recorded and prepared the meeting minutes to be handed to the Stock Exchange of Thailand and Ministry of Commerce within the prescribed time by law. The copy of the meeting minutes of 2014 Annual General Shareholders' Meeting with its details was appeared according to the Attachment No. 1.

<u>The Board's Opinion</u>: It deemed proper to propose the Shareholders' Meeting to approve the meeting minutes of 2014 Annual Shareholders' Meeting with detail as appeared in Attachment No. 1.

Agenda 2 <u>Consideration on Acknowledgement of the Company Overall Operation in Fiscal Year of</u> 2014

<u>Fact and Reason</u>: The overall operations of the Company and its subsidiaries in the preceding accounting year ended 31 December 2014 were concluded. Total income of the Company and its subsidiaries was 2,300.55 million Baht and total net profit was 35.41 million Baht. The detail for the overall operations of the Company and its subsidiaries was appeared according to Annual Report sent in form of CD-ROM together with Invitation Letter to the Meeting (Attachment No. 2).

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

Agenda 3 Consideration and Approval on the Company's Financial Statement for the Year Ended 31 December 2014

<u>Fact and Reason</u>: The Board of Directors purveyed the preparation of the Company's Financial Statement for the Year Ended 31 December 2014; and the Certified Public Accountant has already audited and certified for proposal to the Shareholders' Meeting to consider and approve in 2015 Annual General Shareholders' Meeting according to Section 112 of Public Limited Companies Act B.E 2535 (1992) (Attachment No. 2).

<u>The Board's Opinion</u>: It deemed proper to propose the Shareholders' Meeting to consider and approve the Company's Financial Statement for the Year Ended 31 December 2014 which was passed the audit from the Certified Public Accountant. The detail was appeared in Annual Report according to Attachment No. 2.

Agenda 4 Consideration and Approval on Earnings Appropriation for Provision of Legal Reserve and Dividend Payment from Overall Operations Ended 31 December 2014

<u>Fact and Reason</u>: 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 until the amount of the reserve fund is not less than 10 percent of the registered capital.

The Company's policy for dividend payment has been at no less than 40 percent of net profit after corporate income tax deduction of the individual business's financial statement and after legal reserve deduction. However, the Company may specify the dividend payment in the rate which is less than what has been aforesaid determined depending upon overall operation,

financial status and liquidity, necessity for use of working capital in operation and 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 2014, the Company earned its revenue for 2,201.07 million Baht, net profit for 16.73 million Baht, and net profit, of which after legal reserve deduction for 0.37 million Baht, totalling to 16.36 million Baht.

<u>The Board's Opinion</u>: It deemed proper to propose the Shareholders' Meeting to consider and approve the appropriation of a part of earnings as legal reserve fund for 365,608.52 Baht, totalling to legal reserve fund for 27,600,000 Baht. Such reserved amount has not been less than 10 percent of the registered capital. The followings have been the approval of dividend payment.

The dividend has been approved to be paid in the Company's ordinary shares for not over than 22,080,000 shares at par value of 0.5 Baht to the Company's shareholders in the rate of 25 former shares per 1 stock dividend, totalling to the value for not over than 11.04 million Baht or estimated to be the ratio of dividend payment for 0.020 Baht per share. Anyhow, in case that any shareholder has the fraction of his or her former shares after the appropriation of stock dividends, the dividend is paid in cash instead of payment in stock dividends in the rate of 0.020 Baht (before dilution). It has been estimated to be the rate of stock dividend payment for 66.01 and such dividend payment ratio has followed the Company's dividend payment policy whereas the dividend payment has been the payment from net profit of the business being promoted for investment and exempt from corporate income tax. The list of the shareholders (Record Date) with their rights to gain dividend will be defined on 6 May 2015. In addition, the list will be gathered according to the Securities Act by the method of register closing for gathering the list of shareholders on 7 May 2015 and the dividend payment will be specified to be made on 18 May 2015.

Anyhow, the right to gain such dividend has still be uncertain until it will be approved from 2015 Annual Shareholders' Meeting.

Agenda 5 Consideration and Approval on Increase the Registered Capital for 22,080,000 Shares to Support Dividend Payment and Amendment for Clause 4 of the Company's Memorandum of Association for Consistency with Increase in Registered Capital

<u>Fact and Reason</u>: According to the Company's resolution on dividend payment in the Company's ordinary shares to its shareholders in Agenda 4, it has been necessary for the Company to allot shares in order to support the dividend payment for the number of 22,080,000 shares. The Shareholders' Meeting then was proposed to approve the increase in registered

capital from previous amount of 276,000,000 Baht, of which will be divided into ordinary shares for 552,000,000 shares at par value of 0.5 Baht per share to be the registered capital for 287,040,000 Baht which will be divided into ordinary shares for 574,080,000 shares at par value of 0.5 Baht per share through the issuance of new ordinary shares for 22,080,000 shares at par value of 0.5 Baht per share. In addition, Clause 4 of the Company's Memorandum of Association will be amended in consistence with the Company's increased registered capital.

The Board's Opinion: It deemed proper to propose the Shareholders' Meeting to consider and approve the increase of the Company's registered capital from former amount of 276,000,000 Baht which will be divided into ordinary shares for 552,000,000 shares at par value of 0.5 Baht per share to be the registered capital for 287,040,000 Baht, of which will be divided into the ordinary shares of 574,080,000 shares at par value of 0.5 Baht per share through the issuance of new ordinary shares for 22,080,000 shares at par value of 0.5 Baht per share. Moreover, the Clause 4 of the Company's Memorandum of Association will be amended in consistence with the Company's increased registered capital as follows.

Clause 4. Registered Capital for 287,040,000 Baht (Two Hundred and Eighty Seven Million and Forty Thousand Baht)

Divided into 574,080,000 Shares (Five Hundred and Seventy Four Million

and Eighty Thousand Shares)

Share Value per Share 0.5 Baht (Fifty Satang)

By dividing into

Ordinary Shares 574,080,000 Shares (Five Hundred and Seventy Four Million

and Eighty Thousand Shares)

Preference Shares - Shares (.....-....)

Agenda 6 Consideration and Approval on Allotment of Ordinary Shares for Capital Increase to Support Dividend Payment

<u>Fact and Reason</u>: As a consequence of Agenda 4, the dividend payment in the Company's ordinary shares that the ordinary shares for capital increase must be allotted in order to support dividend payment in the number for not exceeding 22,080,000 shares to the Company's shareholders who are entitled to receive the dividend.

<u>The Board's Opinion</u>: It deemed proper to propose the Shareholders' Meeting to consider and approve on the allotment of the ordinary shares for capital increase in the number of not exceeding 22,080,000 shares in order to support dividend payment to the Company's shareholders who are entitled to receive the dividends.

Agenda 7 Consideration and Approval on Appointment of Director in Replacement of the Director who must resign by rotation

<u>Fact and Reason</u>: According to Clause 18 of the Company's Articles of Association, it stipulates that in each Annual General Shareholders' Meeting, the directors that are estimated to be one-third numbers or nearest numbers with one-third portion shall vacate their offices. The director who is in the office for longest period is the one who vacates his or her office. The directors required for vacating from the Company's director position in this 2015 Annual General Shareholders' Meeting have included the following.

- 1. Mr. Kongsak Hemmontharop
- 2. Mr. Wiwat Hemmondharop
- 3. Mr. Natthawut Khemayothin

The selection criteria for the individual who will enter to hold the post of the Company's directors must pass the procedure of the Nomination and Remuneration Committee under mutual consideration with the Board of Directors' Meeting. The qualified individual will be selected 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. The Company has given the opportunity for the shareholder to nominate the candidate whom is regarded as qualified without prohibited characteristic to be considered for election as the director based on the criteria revealed in the Company's website. However, nobody has nominated the list to the Company.

<u>The Board's Opinion</u>: The Board of Directors excluding the directors who are interested persons in this agenda considered as proper to propose below individuals for consideration and appointment by the Shareholders' Meeting to hold the Company's director post in replacement of the directors who had to resign by rotation.

- 1. Mr. Kongsak Hemmontharop
- 2. Mr. Wiwat Hemmondharop
- 3. Mr. Natthawut Khemayothin

As such individuals are the individuals who have possessed knowledge, competencies and experiences that will produce the benefit to the Company's business operations and shareholders, the biographical details for all of three individuals have been appeared according to Attachment 3 and the Qualifications of the Company's Independent Directors based on the criteria prescribed by Capital Market Supervisory Board (Detail of Definition for Independent Directors appeared in Annual Report under the Topic of Management (Attachment No. 2)).

Information of shareholding of the directors being nominated in this time

List of the Candidates Nominated to be the	Number of	Voting Rights	
Directors	Shares	voting lagits	
1. Mr. Kongsak Hemmontharop	102,086,000	102,086,000	
2. Mr. Wiwat Hemmondharop	72,154,000	72,154,000	
3. Mr. Natthawut Khemayothin	250,000	250,000	

Agenda 8 Consideration and Approval on Determination of 2015 Annual Remuneration for Directors and Approval on Remuneration Payment for Nomination and Remuneration Committee for the Meeting No. 1/2014 and No. 1/2015

<u>Fact and Reason</u>: According to the resolution of Nomination and Remuneration Committee in mutual consideration on the determination of the remuneration for the Directors, the director's performance and responsibility have been taken into consideration, and compared and referred to the business or industry in the same category of the Company or similar to the Company. The information of the remuneration for the directors and the executives of the listed companies for 2013 which was prepared by the Stock Exchange of Thailand have also been referred. The Nomination and Remuneration Committee called for total of 2 meetings and considered on policy and determination of remuneration for the directors. In such meetings, the Board of Director has not been approved regarding the remuneration for the Nomination and Remuneration Committee and then the remuneration such as meeting allowance to the aforesaid committee has not yet been paid.

<u>The Board's Opinion</u>: It deemed proper to propose the Shareholders' Meeting to consider and approve on the determination of remuneration for directors in total amount limit of not exceeding 3,200,000 Baht per Year. It was proposed to be effective in the calendar year of 2015 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 the directors/committee members.

- 1. Meeting Allowances of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Committee
 - Chairman of the Board for 25,000 Baht per Time of Meeting Attendance
 - Chairman of Audit Committee for 15,000 Baht per Time of Meeting Attendance
 - Chairman of Risk Management Committee for 15,000 Baht per Time of Meeting Attendance
 - Chairman of Nomination and Remuneration Committee for 15,000 Baht per Time of Meeting Attendance

- The Company's director, the committee member of Audit Committee, the committee member of Risk Management Committee and the committee member of Nomination and Remuneration Committee for 10,000 Baht per Time of Meeting Attendance
- 2. Monthly Remuneration of the Independent Directors for 10,000 Baht per Person
- 3. Bonus of Independent Directors for total amount not exceeding 1,000,000 Baht

In determining the remuneration in this time, the Board considered the determination of remuneration for the Company's Subcommittees such as Audit Committee, Risk Management Committee and Nomination and Remuneration Committee. Such Subcommittees will gain the remuneration according to the aforesaid details only.

The details for scope of authorities and responsibilities of the Board of Directors, Audit Committee and Risk Management, and Nomination and Remuneration Committee including the details for remuneration have been appeared according to Annual Report under the Topic of Management.

<u>Table of Director's Remuneration Comparison for Year 2015 and Year 2014</u>

	Year 2015 (Proposed Year) Unit: Baht				
Element of Remuneration	Chairman of the Board	Chairman of Audit Committee	Chairman of Risk Management Committee	Chairman of Nomination and Remuneration Committee	Director
Meeting Allowance	25,000	15,000	15,000	15,000	10,000
2. Monthly Remuneration (Independent Director only)	10,000	10,000	10,000	10,000	10,000
3. Bonus	Tota	al amount not e	exceeding 1 million	Baht	

	Year 2014 Unit: Baht			
Element of Remuneration	Chairman of the Board	Chairman of the Audit Committee	Chairman of Risk Management Committee	Director
Meeting Allowance	25,000	15,000	15,000	10,000
Monthly Remuneration (Independent Director only)	10,000	10,000	10,000	10,000
3. Bonus		Total amount not exce	eeding 1 million Baht	

As the resolution of the Board of Directors No. 6/2014 on 12 November 2014, the Nomination and Remuneration Committee was set up for 3 persons as follows.

1.	Dr. Damri Sukhotanang	Chairman of the Nomination and Remuneration
		Committee
2.	Mr. Natthawut Khemayothin	Nomination and Remuneration Committee Member
3.	Mr. Wiwat Hemmondharop	Nomination and Remuneration Committee Member

Anyhow, the meetings of the Nomination and Remuneration Committee were held for 2 times including No. 1/2014 on 24 December 2014 and No. 1/2015 on 2 February 2015 for consideration on policy and remuneration structure for the directors. The remuneration has yet been unpaid since the remuneration structure for the Nomination and Remuneration Committee has been unapproved. The Board of Directors then has proposed to the Shareholders' Meeting to consider and approve on the remuneration such as meeting allowance for the two previous meetings as follows.

Unit: Baht

Name of the Director	Meeting	Meeting	Total
	Remuneration No.	Remuneration No.	Remuneration
	1/2014	1/2015	
Dr. Damri Sukhotanang	15,000	15,000	30,000
Mr. Natthawut Khemayothin	10,000	10,000	20,000
Mr. Wiwat Hemmondarop	10,000	10,000	20,000

Agenda 9 Consideration and Approval on Appointment of Auditor and Determination of Audit Fee

<u>Fact and Reason</u>: With reference to Section 120 of Public Limited Companies Act B.E. 2535 (1992), it stipulates that the Annual Shareholders' Meeting 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 Company's Audit Committee had the opinion that it was proper to appoint the Certified Public Accountants, Mr. Pojana Asawasantichai, the Certified Public Accountant No. 4891

and/or Mr. Thanawut Piboonsawat, the Certified Public Auditor No. 6699 and/or Miss Sulasit Ardsawang, the Certified Public Auditor No. 7517, 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 2015. The audit fee has been determined to be the amount of not exceeding 1,835,000 Baht per year. In case that there are new subsidiaries, established during the year, the audit fee has been determined for not over than 100,000 Baht per Company including the fee of audit and certification of the compliance with the condition of Board of Investment (BOI) License. In case of additional audit and certification of Board of Investment (BOI) License, the audit fee has been 40,000 Baht per License, excluding other expenses such as travelling expense for upcountry working.

Table of Audit Fee Comparison

Audit Fee	2014 Accounting Year	2013 Accounting Year	
1. Audit Fee	1.645 Million Baht	1.590 Million Baht	
2. Other Service Fees	-	-	

The Board's Opinion: It deemed proper to propose the Shareholders' Meeting to consider and approve on the appointment of Mr. Pojana Asawasantichai, the Certified Public Auditor No. 4891 and/or Mr. Thanawut Piboonsawat, the Certified Public Auditor No. 6699 and/or Miss Sulasit Ardsawang, the Certified Public Auditor No. 7517 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 2015. The audit fee has been determined to be the amount not exceeding 1,835,000 Baht per year. In case that there are any new subsidiaries, established during the year, the audit fee has been determined for not over than 100,000 Baht per Company including the fee for audit and certifying for the compliance with the condition of Board of Investment (BOI) License. In case of additional audit and certification of Board of Investment (BOI) License, audit fee has been 40,000 Baht per License, excluding other expenses such as travelling expense for upcountry working.

Anyhow, the list of the auditors proposed above have not anyway had any relationships and stakes with the Company, the executives, the major shareholders or the people who are related to such persons.

Agenda 10 Consideration on Other Issues (if any)

The Company would like to invite all shareholders to attend the meeting according to such date, time and venue. 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 the 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. 6).

In case that the shareholders cannot attend 2015 Annual General Shareholders' Meeting, they

can authorize the Company's independent directors according to the Proxy (Attachment No. 6,

7) for meeting attendance and voting on behalf of the shareholders.

Furthermore, the Company has defined that 17 March 2015 is the date for defining the list of

shareholders who are entitled to attend 2015 Annual General Shareholders' Meeting (Record

Date) and 18 March 2015 is the register closing date for gathering the shareholders' list

according to Section 225 of the Securities and Exchange Act.

However, the Company arranged light meals and drinks to entertain its shareholders and their

proxies who attend the meeting. However, none of souvenirs were distributed. If any shareholder

would like to get 2014 Annual Report, you can contact to get it on the date of 2015 Annual

Shareholders' Meeting.

Sincerely yours,

Panjawattana Plastic Public Company Limited

(Dr. Damri Sukhotanang)

Chairman of the Board

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Minutes of 2014 Annual Shareholders' General Meeting

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Panjawattana Plastic Public Company Limited

Date, Time and Venue

The meeting was held at on Bunga Room, 3th Floor, Golden Tulip Sovereign Hotel, Bangkok, on 23 April 2014 at 9.00 hrs.

Meeting Attending Directors

1.	Dr. Damri Sukhotanang	Chairman of the Board
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2. Mr. Kongsak Hemmontharop Vice Chairman of the Board

3. Ms. Charanya Sangsukdee Chairman of Audit Committee and Risk Management Committee

Member

4. Dr. Aekkachai Nittayakasetwat Audit Committee Member and Chairman of Risk Management

Committee

5. Mr. Nutthawut Khemayotin Audit Committee Member and Risk Management Committee

Member

6. Mr. Wiwat Hemmondharop Chairman of Executive Boards

7. Mr. Satit Hemmondharop Chief Executive Officer and Risk Management Committee

Member

8. Mrs. Malee Hemmontharop Vice Chief Executive Officer

9. Dr. Pirun Hemmondharop Risk Management Committee Member

Attending Executives

1. Mrs. Prim Chaiyawat Chief Accounting and Financial Officer and Company Secretary

Other Attendants

1. Mr. Apichai Srithong The Manager from Dharmniti Auditing Co., Ltd.

2. Mr. Somyod Sutheerapornchai Legal Counsel from Wah U & Partners Co., Ltd.

The meeting was commenced as follows:

Dr. Damri Sukhothanang was the Chairman of the Meeting. The Chairman stated that total shareholders including 51 shareholders by self-attendance and 280 shareholders by proxy were 331 persons being counted to be 429,185,921 shares or 77.7511% of total number of the Company's sold shares (total number of the Company's sold

shares was 552,000,000 shares). The meeting was constituted quorum according to Articles of Association and then the Chairman opened 2014 Annual Shareholders' General Meeting.

The Chairman stated to invite two representatives of the shareholders to mutually perform the voting examination to be in line with law and Articles of Association.

After the Chairman already called to order the meeting, 24 shareholders by self-attendance and 11 shareholders by proxy attended the meeting and there were additional attendants during the meeting. Then total shareholders including 75 shareholders by self-attendance and 291 shareholders by proxy were 366 persons holding total of 432,790,821 shares or 78.4041% of total sold shares.

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

- 1. Each self-attending shareholder and each proxy who have been authorized to vote in the meeting shall receive ballot slips when registering for meeting attendance.
- 2. The meeting shall consecutively consider the issues according to the agenda in Invitation Letter to the Meeting by proposing the data in each agenda and opening the chances to shareholders for their interrogations before any resolutions according to that agenda. In case that the shareholder or the proxy requires for making an inquiry or expressing an opinion, please show your hands and inform your name and surname. In case that you are the proxy, please always inform the name of the shareholder who authorized you for meeting attendance every time.
- 3. After the details in each agenda have been informed, except Agenda 2 which was the agenda proposed for acknowledgement by the meeting without voting. Any shareholders who disagree or abstain in any agenda shall vote in ballot slips received from the officers when registering and return them to the Company's officers. The Company's officers will gather the ballot slips of the shareholders who disagree and then following with the ballot slips of the shareholders who abstain so as to be convenient and rapid for vote counting. Any shareholders who disagree or abstain shall show their hands for gathering by the officers consecutively. Anyhow, for Agenda 5 on appointment of the directors to replace the directors who retired by rotation, the Company shall gather all ballot slips that agree, disagree and abstain for vote counting and ballot slip gathering according to the lists of the nominated the directors individually.
- 4. Every shareholder has one vote per one share and any shareholders having gain and loss in any agenda shall have no right to vote in that agenda.
- 5. In counting votes in each agenda, the majority votes of the shareholders who attend and vote shall be relied on, except Agenda 6 on consideration and approval on determination of remuneration of committee members that over than 2/3 of all votes of the attending shareholders must be approved. The Company will deduct such disagreed and abstained votes from all attending votes and the rest shall be considered as the votes of agreed voting in that agenda. Anyhow, in case that nobody expresses any opposing opinions or other opinions, it shall be considered that the meeting agrees or

unanimously approves. For no wasteful time during waiting for vote counting, next agenda shall be considered. After that, the Chairman proposed the meeting to consider according to following agendas.

Agenda 1 To consider on approval of minutes of 2013 Annul Shareholders' General Meeting

The Chairman proposed the meeting to consider for approval of minutes of 2013 Annual Shareholders' General Meeting held on 5 April 2013 as appeared according to counterfeit of minutes already dispatched to all shareholders along with Invitation Letter of Meeting.

No shareholders raised any queries. Then, the Chairman proposed the meeting to resolve for approval of minutes of 2013 Annual Shareholders' General Meeting.

Resolution The meeting considered and unanimously resolved for approval of minutes of 2013 Annual Shareholders' General Meeting as proposed by votes of the shareholders who attended and voted as follows.

	Decelution	Number of Resolved	Percent of Shareholders who Attended and
Resolution		Votes	Voted
1.	Agreed	431,516,221	100.0000
2.	Disagreed	0	0.0000
3.	Abstained	0	0.0000

Agenda 2 To consider for acknowledgement on the Company's 2013 overall operation

The Chairman asked the meeting to consider for acknowledgement on overall operation of the Company and its subsidiary in fiscal year as of 31 December 2013 and assigned Mr. Satit Hemmondharop, Chief Executive Officer, to summarize the Company's overall operation in the year of 2013.

Mr. Satit Hemmondharop summarized the following overall operation for acknowledgement by shareholders.

In the past 2013, the Company's production capacity utilization rate was reduced due to highly magnified market expansion of automotive parts in former year from first car project of the Government. This led to the predictions of automotive companies as the Company's customers on more product demands in automotive market and then enhancement of production capacity, resulting in the Company's requirement for investment on its production capacity expansion. However, in 2013, the market did not expand as predicted. The Company then has utilized its increasing production capacity but surplus production capacity ratio has been more than the production capacity expansion in 2012 and additional incoming machines in 2013, causing reduction of production capacity from 2012 at 63% to be remained at 58% in 2013.

The ratio of income and growth rate from sales classified into product groups in 2013 compared with 2012 were as follows.

Draduat Croup	Income Ratio		Growth Rate
Product Group	2013	2012	
Lubricating Oil Packaging Group	61%	60%	6%
Automotive parts Group	14%	17%	-13%
Yogurt and Milk Packaging Group	13%	13%	7%
Chemical Resolution and	12%	10%	27%
Consumer			
Product Packaging Group			
Total of all products	100%	100%	5%

For 2013 overall operation of the Company and its subsidiary, total income of 2,116 million Baht was increased for 99 million Baht million Baht or 5% from last year.

In 2013, the Company's profit margin was 18.75% reduced from last year for 21.24%, the operating expenses was increased from 8.94% to be 10.36% and net profit margin ratio was 6.83% reduced from last year with 10.05% of net profit margin ratio.

The cause of reduction on gross profit ratio and net profit margin ratio was due to the preparation for launching new products as the models launched in 2014-2016. The Company has required in production capacity expansion and more employment due to the necessity of preparedness for 2-3 years before product launch since machines must be imported, product must be researched and developed, and product prototype must be tested for product launch in automotive parts market. Therefore, in 2013, the Company has had to be prepared for future production. These things have been the parts causing higher operating cost of the Company in 2013 and affecting the Company's profitability.

Another cause of the Company's profit reduction was consequent from pressure state the Company gotten from higher thermoplastics price adjustment in market world as the result from petrol price variation, and Baht value depreciation resulting in higher raw material costs. From thermoplastics price data collected by the Confederation of Thai Industries, it was found that thermoplastics prices in 2012 and 2013 when monthly compared, their prices increased for approximately 100 USD per ton affecting the Company's costs since thermoplastics have been the core raw materials in manufacturing of the Company. On yearly average, the Company has used thermoplastics over 16,000 tons per year but meanwhile, the Company could adjust the selling prices with some customers but the adjustable prices have still been later than continuously increasing raw material prices.

Pol.Col. Sermkriat Bamrungprek, the self-attending shareholder, had the suggestions about adaption of production line management plan. He thought that in last year, automotive parts product group has been the moribund group. He then would like the executives of the Company review in part of products with few profit margin rates and turn to consider the products sold at better premiums with higher rate of profit margin and essential parts in all types of motor vehicles such as cooling system or heating system. The research and development team of the Company should study in this part.

The Chairman acknowledged the suggestion as proposed by the above shareholder.

Mr. Suthat Khancharoensuk, the self-attending shareholder, inquired whether an increasing turnover for about 5% was the consequence from selling price adjustment or from more sales volumes; and thermoplastics price in this year has been assumed to be in normal situation or not.

Mr. Satit Hemmondharop, Chief Executive Officer, clarified that the cause of more sales volumes for around 5% has been derived from increase in sales volumes. The price adjustment has been the factor with few effects. According to thermoplastics price in this year, the pressure on thermoplastics price has still been existent that in last Quarter 1, thermoplastics price has still been higher. It was expected that in Quarter 2, thermoplastics prices will likely begin to be stable. When thermoplastics price are stable, the Company will earn more profit margins.

Mr. Suthat Khancharoensuk additionally inquired on how the subsidiary company in abroad has been.

Mr. Wiwat Hemmondharop, Chairman of Executive Boards, declared the data to shareholders in part of its subsidiary in China that last year, the Company in China had favorable growth rate to grow up to 130%. Last year's turnover was at around 140 million Baht but it was still lower than expected target due to affecting factor including participation in customer tender with tender plan postponement by the customer.

The factor with positive effect toward the company business operation in China included Chinese governmental policies on planning more national development to the West, developing non-coastal cities, as well as developing population life quality by concerning on GDP quality more than just GDP growth. Chinese government has accepted for 7-7.5% of growth rate and has also concerned on more income distribution of populations. Thus, it has been anticipated that the consumption rate in China will be increased. In last Quarter 1, the Chinese economic growth rate was high when compared with last year and it was consequential from higher consumption rate. In part of the Company's sales volume, it has been anticipated to be uncertain further for other 3 years due to contract renewal by the Company from a customer. Moreover, more incoming customers which have been the customers in consumer product group will be added and now it has been under price negotiation since the Board of Directors had the opinion that domestic investment has been quite risky then the price structure must be prudently considered.

Mr. Suthat Khancharoensuk inquired whether the machines utilized for production has been used machines or new machines.

Mr. Wiwat Hemmondharop clarified that the machines utilized for manufacturing has been the new machines due to the restriction by China in used machines with requirement of hallmark for used machines, and continuous increasing tendency of labor costs in China. Therefore, the Company has had to apply the technology for maximum automatic system manufacturing or minimum manpower employment.

Mr. Suthat Khancharoensuk inquired on how the management of the subsidiary company in China has been

Mr. Wiwat Hemmondharop clarified that no problem has been existent in corporate management in China. In last year, the Company has restructured the corporate management by adding one more production department manager for more effective supervision of manufacturing system and human resource creation to support future growth simultaneously.

Mr. Suthat Khancharoensuk inquired about the productivity in automotive parts since it was seen that the Company has been the First-tier manufacturer. He then would like to know about the utilization of production capacity and any better improvement available.

Mr. Satit Hemmondharop clarified that in fact, the Company has been both First-tier and Second-tier manufacturer. When classified according to the proportion, the Company has been the First-tier for 70 – 80% and the rest has been the Second-tier.

Mr. Suthat Khancharoensuk inquired whether the decreasing production in automotive industry in this year has been anticipated to approach into likelihood condition or not.

Mr. Satit Hemmondharop clarified that if examining from the estimate data of Thailand Automotive Institute, it was thought that in this year, Thailand will have less automotive productions than last year for approximately 100,000 motor vehicles and total domestic sales volume may be likely reduced. However, it was anticipated that the export to foreign countries will be more focused due Thai Baht depreciation. When examining in long run from the data derived from Bangkok Biz News Press, the sight was caught that during 3-5 years, the whole ASEAN will have about 3.7 million motor vehicles for automotive productions. However, if Thailand has just been counted for single country, total production of 2.4 million motor vehicles has been anticipated. Therefore, Thailand has still been the crucial production bases as seen that in the past 2 year period, several super giants of automotive groups have invested more in Thailand. The surplus productivity of these automotive groups has still been rather plentiful, resulting in the prediction on utilization of this surplus production capacity for export. For the Company itself, in this year, the new incoming models will be multiplied from the existing models currently produced.

Mr. Suthat Khancharoensuk additionally inquired whether there have been old model productions for the Company's existing manufactured automotive parts or not.

Mr. Satit Hemmondharop clarified that the Company did not produce the old models and the models currently produced have included the models under selling in market, the new models that will be sold in this 2014, and some models that will be distributed during 2015-2016. The development of these products has been presently conducted by Research and Development Department and the engineers.

Mr. Suthat Khancharoensuk inquired whether the research and development expense has been significantly increased or not.

Mr. Satit Hemmondharop clarified that due to no direct research and development conducted by the Company, it will be mostly in term of co-development of products with its customers. The customers may have their concepts and then they will discuss with the Company. The Company will help them develop these products. This will not be the product invention for sales offer. Therefore, research and

development expense has mostly included the issue of personnel employment. The Company has hired the Japanese experts in helping in product development and meanwhile, they have been the ones responsible for collaboration and aid provision to customers if the customers have any requirements. At present, there have been four experts in total.

Mr. Somkriat Chalermissarachai, the self-attending shareholder, raised 2 issues of queries. The first issue was a decrease in production capacity from previous year from 63% to be remained for 58% in this year and his query was raised whether any additional investments have been done and how much future production capacity has been available after investment completion since it was afraid that the occurred constant cost will affect profitability and shareholders' benefits. The other issue raised for query was raw material cost that it was thought to be high proportion in part of manufacturing cost and it was at approximately 50 - 60%. He then would like to be informed whether the Company has completely adopted ERP (Enterprise Resource Planning) system or not.

Mr. Satit Hemmondharop clarified about the first issue raised by the shareholder about production capacity that the production capacity will be classified into two portions according product groups including packaging group and automotive parts group. For that packaging group, the existing production capacity has been just sufficient without any excessive surplus production capacity. If the production capacity will be enhanced, it will be an increase for growth support and customer expansion support. For production capacity of automotive parts group, production capacity rate will be generally below 60% due to the requirement for production capacity reserve for mold changing since automotive parts manufacturing has not been in type of Mass Production. It will be sub-lot production. Therefore, the Company cannot use its production capacity rate reaching to 80%. The production capacity must be increased when reaching to 60%. For additional machine investment in that automotive parts production line, it will mostly be the production capacity enhancement in new model that no existing machines have been existent by the Company for support.

In the second issue raised for query by the shareholder on raw materials, Mr. Satit Hemmondharop clarified that the usage structure of thermoplastics in manufacturing products in type of packaging and automotive parts has been different. In manufacturing automotive parts, thermoplastics price has been estimated to be the ratio of 40% of the manufacturing cost. The automotive parts have included other parts used for assembly called as "Component Parts." However, for packaging manufacturing, the ratio of thermoplastics as a raw material has been around 50% of manufacturing cost. During the severe variation of thermoplastics price, this ratio may be increased up to 55%. However, the management has attempted to effectively manage this cost as much as possible. ERP (Enterprise Resource Planning) system has been adopted in controlling and it was considered to be quite complete.

Mr. Supap Pisurat, the self-attending shareholder, raised the query about the structure of occurred expenses when examining on Annual Report in Page 110 in the part of increase in administrative expenses from around 120 million Baht to be 143 million Baht. He then would like to be informed about the details how this part has been during the past 6 months and how many shifts have been for daily

machine operations according to the employment of production department's employees both of packaging and automotive parts.

Mr. Satit Hemmondharop clarified that at present, the production department of the Company has daily operated the machines for 3 shifts. The higher administrative expenses were mainly from more labor costs and employee wages for support of new products and turnover growth in the future. Today's existing employee structure may be insufficient then restructuring must be required by adding the groups of Japanese engineers and experts as well as Thai executives.

Mr. Supap Pisurat raised additional query on quite high figure of investment budget whether the investment has been made in part of packaging and automotive parts or not.

Mr. Satit Hemmondharop clarified that a part of the past investment budget has been used for investment in machines of packaging group, but it was mostly used for investment in automotive parts group in order to support more incoming sales volumes in the future. In manufacturing new models of automotive parts, the manufacturer has had to import the machines for prototype testing and allow its customers to visit its production line. The sales volumes will be actually occurred in the next 2 years.

Mr. Suthat Khancharoensuk inquired on how about overall operation and competitiveness of other manufacturers in the same industry in last year when compared with the Company.

Mr. Satit Hemmondharop clarified that the comparison with the competitors will be quite difficult for comparison since some manufacturers have emphasized on manufacturing of blow molding process and some of them have been skilled in injection manufacturing. According to the Company itself, various production lines have been available enabling to manufacture both blow molding and injection types. If compared in blow molding manufacturing process, it has been anticipated that the Company will be in the 2th–3rd rank in production capacity aspect but for injection manufacturing process, the Company has still been regarded as the small manufacturer. However, if looking at the competitive potential, the Company can compete with every competitor with skills of work team and extensive production line availability.

A shareholder inquired about the incorporation objective for establishment of PJW Drink Tech Co., Ltd.

Mr. Satit Hemmondharop clarified that the incorporation objective for PJW Drink Tech Co., Ltd. has been for market research requirement in order to extend in drink industry business. The management and the Board had the opinion on no desire for focus of Panjawattana Plastic Pubic Company Limited as the parent company on the business that has not yet been its main business. Therefore, this company has been established and now few business activities have been obviously executed. It may take about 2 years more.

Mr. Wiwat Hemmondharop stated to provide additional information of PJW Drink Tech Co., Ltd. that once the Company joined Opportunity Day Event at the Stock Exchange of Thailand, this issue was also raised for enquiry by the investors whether the Company will engage in establishing drink manufacturing company or not. The answer was 'No' since the Company has been unskilled for retail business. However, the Company has extended the packaging production for drink packing. The

separation to be a subsidiary company has been for visualization toward the Company's accountancy with expectation that it may likely generate the maximum benefit to shareholders.

Pol.Col. Sermkriat Bamrungprek asked the executives to elaborate more details of labor in China and also raised additional query regarding to the detail in taking land on lease in China.

Mr. Wiwat Hemmondharop clarified that the labor issue in China when compared with Thailand that the rate will be higher. The Company has asked for price adjustment with customers and the customers have accepted for few price adjustments according to increasing cost. In taking land on lease issue, the land taken on lease has been in industrial estate and the Company has not yet purchased the land for plant construction due to quite high investment fund required for use of land purchase. Then, the gain and loss must be thoroughly considered and thought over first.

No shareholders raised any additional queries. Then, the Chairman proposed the meeting to consider for acknowledgement on 2013 overall operation of the Company as appeared in details according to 2013 Annual Report of the Company dispatched to all shareholders along with Invitation Letter to the Meeting (Attachment No. 2)

The meeting already considered and acknowledged on overall operation of the Company in the year of 2013 as proposed (it was the agenda for acknowledgement thus no resolution was available in this agenda).

Agenda 3 To consider and approve the financial statement of the Company for fiscal year ended as of 31 December 2013

The Chairman proposed the meeting to consider and approve the financial statement of the company for fiscal year ended as of 31 December 2013. The Company's auditor has already audited and certified, and the Audit Committee has already considered for verification as appeared in detail in Annual Report dispatched to all shareholders along with Invitation Letter to the Meeting (Attachment No. 2).

The Chairman assigned Mr. Satit Hemmondharop, Chief Executive Officer, to summarize last 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 as of 31 December 2013 was 2,038 million Baht increased from previous year for 584 million Baht or 40% since in the preceding year, the Company invested for support on future growth of automotive parts industry. Total liability of the Company as of 31 December 2013 was 1,103.05 million Baht increased from previous year for 516.10 million Baht with 44% for short-term loan ratio and 56% for long-term loan ratio. Debt to Equity Ratio of the Company was 1.25 and shareholders' equity as of 31 December 2013 was 935 million Baht increased from previous year for 67 million Baht.

Mr. Hangchai Akkawaskul, the shareholder who attended by himself and by proxy, inquired about the loss from amortization of equipment with amount in 2012 to be the figure of about 10,000 Baht and over but in 2013, to be the figure of about 3 million Baht. Then, he would like to know why this figure was highly increased.

Mrs. Prim Chaiyawat, Chief Accounting and Financial Officer, clarified about the loss from equipment amortization that it was the return of rental plant building of Chon Buri Branch that required demolition and machine removal, resulting in requirement for amortization of some inoperative equipment.

Mr. Hangchai Akkawaskul additionally inquired on credit line for short-term loan of about 10 million Baht given to people concerned as appeared in separate financial statement that in this part of loan, whom this part of loan has been come from and at which interest rate.

Mrs. Prim Chaiyawat clarified that such loan was the money that was lent by the Company to its subsidiary company in China for use as working capital in business operation. However, due to the restriction in credit request in China, the parent company then needed to grant such financial aid by charging interest rate at 3% pursuant to the legality of the Government of China. Now, the company in China has started to earn profit with adequate cash flow enabling to pay back loans to the parent company. In 2013, the parent company then called the whole amount of money in.

Mr. Hangchai Akkawaskul inquired additionally about the amortization of unpaid assets that have been appeared in Financial Statement. In 2012, the arisen amount was about 4.9 million Baht but in 2013, such amount was disappeared. Then, he would like to know whether that part of money has completely been paid back or not.

Mrs. Prim Chaiyawat clarified that such amount of money was the amount derived from machine sold to Mill Pack Co., Ltd. that has been the affiliated company. Mill Pack Co., Ltd. has been favored for tax or BOI privilege in purchase of used machines. The Company then sold such machine.

No shareholders raised any additional queries. Then, the Chairman proposed the meeting to resolve for approval on the Company's Financial Statement for fiscal year ended as of 31 December 2013.

Resolution The meeting already considered and unanimously resolved to approve the Company's Financial Statement for fiscal year ended as of 31 December 2013 that has already been passed for audit and certification from the Company's auditor by the following shareholders' votes who attended the meeting and voted.

Desclution	Number of Resolved	Percent of Shareholders who Attended and	
Resolution		Votes	Voted
1.	Agreed	432,679,821	99.9746
2.	Disagreed	0	0.0000
3.	Abstained	110,000	0.0254

The Chairman stated to the meeting that according to Section 115 of the Public Limited Companies Act B.E. 2535 (1992), it stipulates that the Company shall pay dividends from earnings only; and Section 116, it stipulates that the Company must appropriate a part of annual net profits as capital reserve for not below 5% of annual net profits until the capital reserve will be over than 10% of authorized capital.

The Company has had the policy of dividend payment for not below 40% of net profit after interest and corporate tax of Separate Financial Statement and after deduction of legal reserve. However, the Company may determine the dividend payment in lower rate than what has been determined above depending on overall operation, financial status and liquidity, necessity for use of working capital in operation, business operation and other related factors in management of the Company viewed as proper by the Board of Directors and/or the Company's shareholders.

From the Company's overall operation in the past fiscal year ended as of 31 December 2013, the Company earned 1,970.85 million Baht with net profit for 101.04 million Baht. Therefore, the meeting was requested to consider and approve a part of earnings appropriation as legal reserve for 5,052,158.32 Baht totaling to legal reserve for 27,234,391.48 Baht. The dividend will be paid to the Company's shareholders with their lists appeared in the register of shareholders as of 6 May 2014 which has been the date that the Board has determined to be the date determining the list of shareholders with dividend payment rights (Record Date). In addition, the date of 7 May 2014 has been determined to be the closing date of shareholder register in order to gather the list of shareholders according to Section 225 of the Securities and Exchange Act in the rate of 0.10 Baht per shares in total of 55,200,000 Baht including payment from net profits of the business with investment promotion and corporate tax privilege exemption in the rate of 0.09 Baht per share. The dividend payment schedule has been on 20 May 2014.

Anyhow, the rate of dividend payment from the Company's overall operation in fiscal year ended as of 31 December 2013 will be equal to the rate of 0.10 Baht per share (authorized capital of 552,000,000 shares at par value of 0.5 Baht per share) estimated to be dividend payment rate compared with net profits after corporate tax for 54.6% and 57.5% when compared with net profits after corporate tax and legal reserve that has been correspondent to the Company's dividend payment policy.

Mr. Hangchai Assawaskul, the shareholder who attended the meeting by himself and on behalf of Thai Shareholders' Club, remarked his appreciation on the precise compliance of the Company according to the procedure and rule and regulation of the Stock Exchange on determination of dividend payment after holding the shareholders' meeting.

The Chairman acknowledged all opinions of the shareholders.

No shareholders raised any additional queries. Then, the Chairman proposed the meeting to resolve and approve the appropriation of earnings for legal reserve provision and dividend payment from overall operation as of 31 December 2016 according to the proposed details.

Resolution The meeting already considered and unanimously resolved for approval on appropriation of a part of earnings as legal reserve for 5,052,158.32 Baht and dividend payment to shareholders with their lists appeared in the register of the Company's shareholders as of 6 May 2014. Such date has been the record date determining the lists of shareholders with dividend payment rights. In addition, 7 May 2014 has been determined to be the closing date of shareholder register for gathering the list of shareholders according to Section 225 of the Securities and Exchange Act in the rate of 0.10 per share and dividend payment schedule date on 20 May 2014 by the votes of shareholders who attended and voted as follows.

Darabetian	Number of Resolved	Percent of Shareholders who Attended and	
Resolution		Votes	Voted
1.	Agreed	432,789,821	100.0000
2.	Disagreed	0	0.0000
3.	Abstained	0	0.0000

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

The Chairman informed the meeting that since this agenda, Dr. Damri Sukhothanang who has been the director needed to retire by rotation and was nominated for reappointment to hold the position. It was considered to be the agenda with gain and loss in acting as Chairman of the Meeting. Thus, in order to follow good corporate governance principle, Dr. Aekkachai Nittayakasetwat, an Audit Committee Member and Chairman of Risk Management Committee, acted as Chairman of the Meeting to resolve for approval on appointment of the directors to replace the directors who retired by rotation. Simultaneously, three directors who had to retire from the position of the company director were invited to leave the conference room of Shareholders' General Meeting particularly for Agenda 5 on consideration and approval for appointment of director to replace the director who had to retire by rotation.

Dr. Aekkachai Nittayakasetwat, the Chairman of Annual Shareholders' Meeting, particularly for Agenda 5 on consideration and approval on appointment of director to replace the director who had to retire by rotation, notified the meeting about Item 18 of Articles of Association that stipulates that in each annual shareholders' meeting, the directors estimated for 1/3 number or nearest number to 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. In this 2014 Annual Shareholders' General Meeting, it was the 3rd 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 Sukhothanang
- 2. Ms. Charanya Sangsukdee
- Mr. Satit Hemmondharop

The biographical details in brief of all 3 persons were appeared according to the enclosure of Invitation to Meeting dispatched to the shareholders before meeting (Attachment No. 3). The Chairman clarified that the Company opened the chances for shareholders to be able to nominate the list of persons who will be appointed to hold the position of the company directors via the Company's websites as stipulated by the Office of Securities and Exchange Commission (SEC). It appeared that no subshareholders nominated any candidates for appointment of the position of the director.

The criteria for selection of the individual for holding hold the position as the company director did not pass the procedure of the Selection Committee since the Company did not appoint the Selection Committee. However, it has been the selection by mutual consideration of the Board of Directors' Meeting by selection of qualified people as stipulated by the Public Limited Companies Act B.E. 2535 (1992) and relevant Proclamation of the Securities and Exchange Commission and Proclamation of Capital Market Supervisory Board and Proclamation of the Stock Exchange of Thailand.

The Board of Directors considered as proper to appoint 3 directors who retired by rotation to return to hold the position of the company directors henceforth. Therefore, the meeting was proposed to consider and approve on the appointment of such aforesaid listed directors to be reappointed to hold the position of the company directors for another term.

Pol.Col. Sermkriat Bamrungprek, the self-attending shareholder, suggested that in nomination of people who will act as the company director, the Chairman should inquire the meeting whether anyone will nominate the candidate for appointment of the director or not so as to comply with Section 69 of the Public Limited Companies Act B.E. 2535 (1992) stipulating that any restrictions in the way to obstruct the shareholders not to be the directors shall not be conducted. Despite the Company will announce in website, the Chairman must inquire the present meeting whether anybody will nominate more.

Mr. Somyod Sutheerapornchai, the Legal Counsel, notified that the Chairman stated to the meeting that the Company has opened the chances for shareholders to propose the opinion or inquire, and the shareholders can nominate the candidates to be the directors. However, it must follow the rule and procedure that when the shareholders have nominated the candidates for inaugurations, the guarantors must be required according to legal criteria and condition.

The Chairman inquired the meeting whether any shareholders would nominate any lists of candidates to hold the position of director or not.

No shareholders nominated any additional lists and raised any additional inquiries. Then, the Chairman asked the meeting to individually resolve for appointment of the director who had to retire by rotation to be reappointed to hold the position of the director for another term as proposed detail.

After that, the 3 company directors including Dr. Damri Sukhothanang, Ms. Charanya Sangsukdee, and Mr. Satit Hemmondharop have been invited to return to the conference room of the Shareholders' General Meeting.

<u>Resolution</u> 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 individual voting of the shareholders as follows.

(1) Dr. Damri Sukhothanang

	Decelution	Number of Resolved	Percent of Shareholders who Attended and
Resolution	Votes	Voted	
1.	Agreed	432,492,321	99.9310
2.	Disagreed	210,000	0.0485
3.	Abstained	88,500	0.0204

(2) Ms. Charanya Sangsukdee

	Resolution	Number of Resolved	Percent of Shareholders who Attended and
		Votes	Voted
1.	Agreed	390,363,621	90.1968
2.	Disagreed	40,726,700	9.4103
3.	Abstained	1,700,500	0.3929

(3) Mr. Satit Hemmondharop

Resolution	D 1.0	Number of Resolved	Percent of Shareholders who Attended and
	Resolution	Votes	Voted
1.	Agreed	432,592,321	99.9541
2.	Disagreed	110,000	0.0254
3.	Abstained	88,500	0.0204

Agenda 6 To consider and approve on determination of remuneration of director

The Chairman informed the meeting about the criteria in determining the remuneration of the company director that the Company did not appoint the Board of Remuneration Committee to perform in considering the remuneration of director. However, the Board of the Directors' meeting jointly considered to determine the remuneration from the Company's overall operation in last year and 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 2012 made by the Stock Exchange of Thailand. The Board proposed the meeting to consider and approve on determination of 2014 remuneration of the director as follows.

- Attendance fees of the Board of Directors, the Board of Audit Committee and the Board of Risk Management Committee.
 - Chairman of the Board for 25,000 Baht per each attendance
 - Chairman of the Board of Audit Committee for 15,000 Baht per each attendance

- Chairman of Risk Management Committee for 15,000 Baht per each attendance
- The Company Director, Audit Committee Member and Risk Management Committee
 Member for 10,000 Baht per each attendance
- 2. Monthly remuneration for Independent Director for 10,000 Baht each
- 3. Bonus for Independent Director in total of not over than 1,000,000 Baht.

Anyhow, the attending independent directors as the shareholders with gain and loss abstained their votes for approval. The voting for approval on determination of the remuneration of director consisted of 90,000 votes.

Mr. Suthat Khancharoensuk, the attending shareholder, inquired about bonus going to be paid in this time that it has been the bonus for the independent directors or the whole boards.

Mr. Satit Hemmondharop, Chief Executive Officer, clarified that it has been the bonus for independent directors only.

No shareholders raised any additional queries. Then, the Chairman proposed the meeting to resolve for approval on determination on remuneration of the committee member.

Resolution The meeting already considered and approved on determination of the remuneration of committee member as above proposed details by votes not below 2/3 of total votes of the attending shareholders as follows.

Resolution	Decelution	Number of Resolved	Percent of Shareholders who Attended and
	Votes	Voted	
1.	Agreed	431,739,821	99.7572
2.	Disagreed	140,000	0.0323
3.	Abstained	911,000	0.2105

Agenda 7 To consider and approve on appointment of auditor and determination of auditing fee

The Chairman informed the meeting that according to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), it stipulates the Annual Shareholders' General Meeting 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 TorJor. 11/2009 on reporting criteria, condition and method for data disclosure of financial position and overall operation of the Company that issues the securities, it stipulates that the Company shall arrange the rotation of the auditor if such auditor has consecutively performed his duty for 5 fiscal year 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 Board of Directors considered as proper to propose the meeting to consider and approve on appointment of Mr. Poj Assawasantichai, the Certified Public Account No. 4891 and/or Mr. Thanavutti Piboolsawat, the Certified Public Account No. 6699 and/or Ms. Sulasit Ardsawang, the Certified Public Accountant No. 7517 of the auditing company of Dharmniti Auditing Co., Ltd. as the auditor of the Company and its subsidiary located in Thailand for 2014. The auditing fee has been determined to be not over than 1,710,000 Baht per year by combining the fees for verification and certification of compliance according to the condition of Board of Investment (BOI) License. In case of additional verification and certification of Board of Investment (BOI) License, the verification has been 40,000 Baht per license so as to exclude other expenses such as travelling expense for upcountry operation.

Anyhow, the auditors according above proposed lists have been unrelated and anyhow have had no gain and loss with the Company, executives and major shareholders or such people concerned.

Ms. Piyarat, the representative from Thai Investors Association, inquired about the increasing audit fee in 2013 increased from 2012 in amount of 90,000 Baht by any reasons.

Mrs. Prim Chaiyawat, Chief Accounting and Financial Officer, clarified that 2014 audit fee rate has been equal to 2013 and the differential of 2014 has been derived from verification and certification fee for compliance with the condition of Board of Investment (BOI) License of an additional license. For 2013 audit fee when compared with 2012, it has been increased for 90,000 Baht, causing from increase in its subsidiary.

Pol.Col. Sermkriat Bamrungprek, the self-attending shareholder, interrogated that the approval of audit fee of the Company and its domestic subsidiary has been separated from audit fee of its foreign subsidiary. Therefore, must the audit fee of its foreign subsidiary be additionally paid and have you asked for approval?

Mrs. Prim Chaiyawat clarified that the audit fee of foreign subsidiary has been the authority of the Board of Audit Committee. However, foreign exchange currency issue has been available thus the negotiation has been made in advance for 2 years to be used in controlling the future occurring expenses by already passing the consideration of the Board of Audit Committee.

Pol.Col. Sermkriat Bamrungprek proposed for consideration on shortening the statement appeared in Page 5 of Invitation Letter to the Meeting on appointment of the auditor of the Company and its subsidiary located in Thailand by asking for consideration on shortening the word of address in Thailand for no doubt.

Mr. Somyod Sutheerapornchai, the Legal Counsel, clarified that the Public Limited Companies Act stipulates that in every year that the Shareholders' General Meeting is held, Public Company Limited must approve on appointment and determination of audit fee. The Company considered and classified them into 2 issues including the Company and its subsidiary located in Thailand to be the same auditor in order to gain good audit fee rate to the shareholders and the Company; and the second issue that the subsidiary located in abroad shall be the auditor in that country with approval by the shareholders of that subsidiary and proposal of audit fee rate to the Board of Audit Committee of the

parent company for consideration. The Company prepared Invitation Letter to the Meeting and such consideration was pursuant to all conditions of the Public Limited Companies Act.

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 1,710,000 Baht per year as details proposed by following majority votes of the shareholders who attended and voted.

Decelution	Number of Resolved	Percent of Shareholders who Attended and
Resolution	Votes	Voted
1. Agreed	432,645,821	99.9665
2. Disagreed	140,000	0.0323
3. Abstained	5,000	0.0012

Agenda 8 To consider on authority change of the company binding signatory authorized director

The Chairman proposed the meeting to consider on authority change of the company binding signatory authorized director. Previously, the company binding signatory authorized directors have consisted of 4 persons including Mr. Wiwat Hemmondharop, Mr. Satit Hemmondharop, Mrs. Malee Hemmondharop and Dr. Piroon Hemmondharop, and 2/4 of the directors shall jointly sign and affix with company seal, and act on behalf of the Company. However, as Dr. Piroon Hemmondharop resigned from the Company's Board of Executive Directors together with his request for withdrawal from being the company binding authorized director due to his private task, then he could not perform such duty. Therefore, the meeting was asked for consideration on stipulating the authority of new company binding signatory authorized director by appointing Mr. Wiwat Hemmondharop, Mr. Satit Hemmondharop, and Mrs. Malee Hemmondharop, and 2/3 of these directors shall jointly sign and affix company seal and act on behalf of the Company henceforth.

Mr. Suthat Khancharoensuk, the self-attending shareholder, inquired whether it was necessary for consideration on Agenda 8 since Dr. Piroon Hemmondharop has already resigned from the member of the Board of Executive Directors, it was likely to know that Dr. Piroon Hemmondharop could not sign for company binding.

Mr. Somyod Sutheerapornchai, the Legal Counsel, clarified that the Company's document registered with Ministry of Commerce has been Company Registration Certificate. Along the page of Company Registration Certificate, it identifies the list of directors and the director authority. Dr. Piroon Hemmondharop resigned from the executive director position thus the details along the page of Company Registration Certificate has been also required for change and submission of shareholders' resolution for registering on amendment with Ministry of Commerce. This has been the reason required for proposal to Shareholders' Meeting for such amendment consideration.

No shareholders raised additional queries. Then, the Chairman proposed the meeting to resolve for approval on authority change of company binding signatory authorized directors.

Resolution The meeting already considered and resolved for approval on authority change of company binding signatory authorized directors by appointing Mr. Wiwat Hemmondharop, Mr. Satit Hemmondharop, and Mrs. Malee Hemmondharop; and the 2/3 of the directors shall jointly sign and affix with company seal and act in lieu of the Company henceforth as proposed with following majority votes of shareholders who attended and votes.

Desclution	Number of Resolved	Percent of Shareholders who Attended and
Resolution	Votes	Voted
1. Agreed	432,644,821	99.9663
2. Disagreed	110,000	0.0254
3. Abstained	36,000	0.0083

Agenda 9 To consider on other issues (if any)

Nobody proposed other issues.

The shareholders proposed their opinions and inquired different issues, and the four main points were then concluded as follows.

Issue 1 Investment Policy

Mr. Satit Hemmondharop, Chief Executive Officer, reported about the Company's policy on the Company's growth retention for around 15%. In the preceding years, such growth rate could be thoroughly maintained by the Company. However in the last 1-2 years period, such growth rate might not be in line with formulated target. Anyhow, it has also dependent on external factor that has been the market situation issue. In investment plan issue, Mr. Suthat Khancharoensuk inquired whether the Company heavily invested since it was the post-period of fundraising or not, and how the future investment plan will be furthered. Mr. Satit Hemmondharop clarified that the fund acquired by the Company was raised in stock exchange market and it was a vital keystone since the Company used a part of this fund for company restructuring, resulting in higher competition ability of the Company particularly in packaging industry. Hereafter, the investment of the Company will be the investment for growth rate retention.

Issue 2 Anti-Corruption

Mrs. Charanya Sangsukdee, Chairman of Audit Committee, reported that the Company has emphasized on anti-corruption by formulating to be policy as well as practice, communicating to the enterprise-wide employees in adhering for practice, as well as determining the means for reporting and confessing. If the violation or offender is found, the Corporate Governance and Audit Committee will be directly reported. In addition, anti-corruption has been implemented since 2013 until present but has not

Supporting Document for Agenda 1

yet participated as the member of Thai private sector's action ally in anti-corruption. However, the

Company has emphasized and adhered for practice following to such policy.

Issue 3 Corporate Risk Management

Dr. Aekkachai Nittayakasetwat, Chairman of Risk Management Committee, reported that the Company

has emphasized on risk management and the working group has deliberately and thoughtfully

considered on risk factors in economic environment change that may possibly affect strategic risk,

financial risk, operating risk and regulation risk. The Company has linked this part into the Company's

internal audit system. In addition, the Company has hired the risk management advisor to help

manipulate risk management system in order to assure that the Company has had adequate risk

management system. Moreover, the Company has had the policy to hold the annual meeting of Risk

Management Committee for at least 4 times a year for considering on risks possibly affecting the

Company's operation.

Issue 4 Business Visit

The Chairman notified the shareholders who have been interested to participate in the Company's

business visit that they can express their intentions by mentioning their names, addresses and

telephone numbers for contact.

No shareholders raised any additional queries. Then, the Chairman remarked his gratitude to all

shareholders for their time devotions in attending 2014 Annual Shareholders' General Meeting and then

closed the meeting.

The meeting was closed at 11.45 hrs.

Sign Chairman of the Board

(Dr. Damri Sukhotanang)

Minutes certification has been verified

Sign Committee

(Mr. Satit Hemmontarop)

ign Secretar

(Mrs. Prim Chaiyawat)

Enclosure 3 Supporting Document for Agenda 7

Profiles of the Candidates for Director Positions

Name Mr. Kongsak Hemmontharop 75 years-old Age Thai **Nationality Educational qualification** Grade 4, Sawang Wittaya School Certificate of Attendance Director Accreditation Program Class **Directorship training** 90/2011 (DAP), IOD. 2011 – Present Vice Chairman Work Experience Panjawattana Plastic Public Company Limited 1987 - 2011Director Panjawattana Plastic Public Company Limited 2010 – Present Director Millpack Co., Ltd. 2003 – Present Director Elegance Packaging Co., Ltd. Vice Chairman **Current job positions** Panjawattana Plastic Public Company Limited In any listed companies In any non-listed companies Millpack Co., Ltd. Elegance Packaging Co., Ltd. In any companies which may result None in a conflict of interest with the Company

Nature of the nominated

directorship

Director

Term of office 27 years 4 month

Enclosure 3 Supporting Document for Agenda 7

% of shareholding in the Company

Ordinary shares 102,086,000 shares, representing 18.49 per cent

Direct and indirect interests in the Company or in the relevant subsidiaries Land Lease Agreement of MillPack Co., Ltd.

Historical records or meeting attendance in 2014

6 times out of 6 meetings of the board of directors

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

Name Mr. Wiwat Hemmondharop

Age 49 years-old

Nationality Thai

Educational qualification - Bachelor of Economics, Thammasat University.

- Master of Business Administration, National Institute of

Development Administration.

- Master of Marketing in English language, Thammasat University.

Directorship training Certificate of Attendance Director Certification Program Class

32/2003 (DCP), IOD.

Certificate of Charted Director Class (CDC) 2014, IOD.

Work Experience 2014 – Present Executive Chairman / Director / Nomination and

Remuneration Committee

Panjawattana Plastic Public Company Limited

2014 – Present Director PJW Food Pack Co., Ltd.

2011 – Present Director

Panjawattana (Tianjin) Plastic Co., Ltd.

2010 – Present Director

Millpack Co., Ltd.

2008 – Present Director

Panjawattana Marketing Co., Ltd.

2010 – Present Director

Tammanamai Health Cuisine Co., Ltd.

2005 – Present Director

Pan - Asia Chemical Co., Ltd.

2011 – 2014 Executive Chairman/Director

Panjawattana Plastic Public Company Limited

2011 – 2013 Director

P.J. Composite Co., Ltd.

2004 – 2011 Director

Elegance Packaging Co., Ltd.

1987 – 2011 Director

Panjawattana Plastic Company Limited

Current job positions Executive Chairman/Director/Nomination and Remuneration Committee

<u>In any listed companies</u> Panjawattana Plastic Public Company Limited

<u>In any non-listed companies</u> PJW Food Pack Co., Ltd.

Panjawattana (Tianjin) Plastic Co., Ltd.

Millpack Co., Ltd.

Panjawattana Marketing Co., Ltd.

Tammanamai Health Cuisine Co., Ltd.

Pan - Asia Chemical Co., Ltd.

In any companies which may result

in a conflict of interest with the

Company

None

Nature of the nominated

directorship

Director

Term of office 27 years 4 month

% of shareholding in the

Company

Ordinary shares 72,154,000 shares, representing 13.07 per cent

Direct and indirect interests in the Company or in the relevant

subsidiaries

None

Historical records or meeting

attendance in 2014

6 times out of 6 meetings of the board of directors

1 time out of 1 meeting of the nomination and remuneration

committee

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

Enclosure 3 Supporting Document for Agenda 7

Name Mr. Natthawut Khemayotin

Age 46 years-old

Nationality Thai

Educational qualification - Bachelor of Commerce and Accountancy, Thammasat University.

- Master of Business Administration, University of Dallas, Irving,

Texas.

Directorship training Certificate of Attendance Director Certification Program Class

70/2006 (DCP), IOD.

Work Experience 2014 – Present Audit Committee/ Independent Director/Risk

Management Committee Nomination and Remuneration Committee

Panjawattana Plastic Public Company Limited

2013 – Present Director

North Caribbean Intertrade Co., Ltd.

2004 – Present Managing Director

Nuna Co., Ltd.

2011 – 2014 Audit Committee/ Independent Director/Risk

Management Committee

Panjawattana Plastic Public Company Limited

2005 – 2009 Managing Director

Globlex Holding Management Public Company Limited

2002 – 2005 Assistant Director, Office of the director

Seamico Securities Public Company Limited

2001 – 2002 Senior officials, Investment Banking department

TMB Bank Public Company Limited

2000 – 2001 Senior officials, Customer Relations department

J.F. Thanakom Finance Co., Ltd.

Current job positions Audit Committee/ Independent Director/ Risk Management

Committee/Nomination and Remuneration Committee

<u>In any listed companies</u> Panjawattana Plastic Public Company Limited

<u>In any non- listed companies</u> Nuna Co., Ltd.

North Caribbean Intertrade Co., Ltd.

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

Company

None

Nature of the nominated directorship

Director /Independent Director

Term of office

4 years 3 month

% of shareholding in the Company

Ordinary shares 250,000 shares, representing 0.05 per cent

Direct and indirect interests in the Company or in the relevant subsidiaries None

Historical records or meeting attendance in 2014

5 times out of 6 meetings of the board of directors

4 times out of 5 meetings of the audit committee

3 times out of 3 meetings of the risk management committee

1 time out of 1 meeting of the nomination and remuneration

committee

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

Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting

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

1. <u>Natural person</u>

1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

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

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

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

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

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. on 21 April 2015.

Remark

If any shareholder cannot attend the 2015 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to Panjawattana Plastic Public Company Limited at no. 28 Moo 2, Tumbol Chaimongkol, Amphur Muang, Samutsakhon 74000

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter IV Clause 38

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

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

2. Meeting Procedures

Chapter IV Clause 39

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

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

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

Chapter IV Clause 40

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

3. Quorum

Chapter IV Clause 37

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

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

4. Voting Procedures

Chapter IV Clause 41

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

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

Chapter IV Clause 42

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

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

5. Appointment of Directors

Chapter III Clause 15

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

Chapter III Clause 17

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

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

Chapter III Clause 18

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

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

A retiring director is eligible for re-election.

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

Duty Stamp 20 Baht

	Made a	t	
	Date	Month	Year
(1) I/We		Dood Tombol/V	nationality,
residing/located at No. Amphur/Khet	Province	Post	vaeng,
(2) being a sharehold shares in total which are entitl ordinary shares:	er of Panjawattana Plastic	Public Company Limitvotes as follows: which are entitled to ca	ed, holdingvotes; and
(3) I/We wish to appo	oint	age years, resid	ing/located at No,
Province	, Postal Code	or gee years, resid	ing/located at No,
Province	, Postal Code	or gee years, resid	ing/located at No,
Province any one of them as my/our pro Meeting of Shareholders to be Hotel, or such other date, time	, Postal Code oxy to attend and vote on not held on 21 April 2015 at 9	ny/our behalf at the 2019.00 a.m. at Golden Tu	15 Annual General
Any acts or performate acts and performance in all res	nce caused by the proxy at spects.	the above meeting shall	ll be deemed as my/our
	Signed	(
	Signed		

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	e at	
	Date	Month	Year
(1) I/We			nationality,
residing/located at No.			waeng,
Amphur/Khet	, Province	, Post	al Code
(2) heing a shareholder o	f Paniawattana Placti	ic Public Company Limit	ed, holding
shares in total which are entitled to			cu, notuing
		al which are entitled to ca	st votes and
		al which are entitled to ca	
(2) I/We wish to ennoint			
(3) I/We wish to appoint			
(1)		Dood Touch of ///	age years,
residing/located at No.			
Amphur/Khet	, Province	, Post	ar Code, or
(2)			age years,
residing/located at No.			
Amphur/Khet			
1		/	·
(3)			age years,
residing/located at No.		Road, Tambol/Kwaei	ng,
Amphur/Khet	, Province	, Post	al Code
• • •	eld on 21 April 201 d place as may be ad	5 at 9.00 a.m. at Golden journed.	
following manners:			
Meeting ☐ (a) The proxy ☐ (b) The proxy	y is entitled to cast the y must cast the votes	ne votes on my/our behalts in accordance with the f	following instructions:
9		Oisapprove On Acknowledgement	Abstain of the Company Overall
-		Approval on the Comp	pany's Financial Statement
	Ended 31 December		
	y must cast the votes	ne votes on my/our behals in accordance with the f Disapprove	

Agenda no. 4: Consideration and Approval on Earnings Appropriation for Provision of Legal Reserve and Dividend Payment from Overall Operations Ended 31 December 2014 (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: Consideration and Approval on Increase the Registered Capital for 22,080,000 Shares to Support Dividend Payment and Amendment for Clause 4 of the Company's Memorandum of Association for Consistency with Increase in Registered Capital (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. 6: Consideration and Approval on Allotment of Ordinary Shares for Capital Increase to Support Dividend Payment (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: \Box Approve Disapprove ☐ Abstain Agenda no. 7: Consideration and Approval on Appointment of Director in Replacement of the Director who must resign 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 \square Appointment of any director(s) Name of Director: Mr.Kongsak Hemmontharop ☐ Disapprove Abstain Approve Name of Director: Mr. Wiwat Hemmondharop ☐ Approve Disapprove Abstain Name of Director: Mr.Nutthawut Khemayotin ☐ Approve ☐ Abstain Disapprove ☐ Agenda no. 8: Consideration and Approval on Determination of 2015 Annual Remuneration for Directors and Approval on Remuneration Payment for Nomination and Remuneration Committee for the Meeting No. 1/2014 and No. 1/2015 (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: ☐ Abstain ☐ Approve Disapprove ☐ Agenda no. 9: Consideration and Approval on Appointment of Auditor and Determination of Audit Fee \Box (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: \square Approve ☐ Disapprove ☐ Abstain ☐ Agenda no. 10: Consideration on Other Issues (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: ☐ Disapprove ☐ Abstain \square Approve

- (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
	()

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 2015 Annual General Meeting of Shareholders to be held on 21 April 2015 at 9.00 a.m. at Golden Tulip Sovereign Bangkok Hotel, 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
Agenda no re:
Agenda no re:
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:
Agenda no
Agenda no
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		
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director		
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director		
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director	Discourage	
\Box Approve	☐ Disapprove	☐ Abstain
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director		
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director	□ D.	
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director	□ D '	
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director	□ D:	□ A1 (-1
\Box Approve	☐ Disapprove	☐ Abstain
Name of Director	☐ Disapprove	
☐ Approve	□ Disapprove	□ Austaiii
Name of Director		
□ Approve	☐ Disapprove	□ Austaiii
	Disapprova	
□ Approve		☐ Abstain
Name of Director	Disammeya	□ Abatain
□ Approve		☐ Abstain
Name of Director	□ Disapprova	□ Abstsin
\square Approve	\Box Disapprove	⊔ Abstain

Form C

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			
40.			Month		
(1) We			Dood Tombol/L	/ • • • • • • • • • • • • • • • • • • •	
located at NoAmphur/Khet	Provi	noo	Road, Tambol/r	Naeng	,
in our capacity as the custo	dian for	iice		, Fosiai Code	
being a shareholder of Panj	awattana Plastic Pul	olic Comp	any Limited, hol	ding	shares in total
which are entitled to cast			any Emmed, nor		SHAPES III total
	: shares		which are entitled	to cast	votes; and
	s: shares				
(2) We wish to app					
(1)				age	years,
residing/located at No.					
Amphur/Khet	, Province		, Postal (Code	, or
(2)					_ age
years, residing/located at N					
Amphur/Khet	, Province		Postal (Code	, or
(3)					age
years, residing/located at N	0. ,	Road, 7	Cambol/Kwaeng		,
Amphur/Khet					
any one of them as our pro Shareholders to be held on other date, time and place a	21 April 2015 at 9.0	0 a.m. at			
following manner:	our proxy to attend		_		
☐ The voting follows:	g right in part of th	ne voting	shares held by	us is granted	to the proxy as
	ry shares: sh ed shares: sh votes				

(4) We au manner:	thorise our proxy to cast the votes on our behalf at the above meeting in the following
	Agenda no. 1: Consideration on Approval of Annual 2014 General Shareholder's Meeting
	 (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: Consideration on Acknowledgement of the Company Overall Operation in Fiscal Year of 2014
	Agenda no. 3: Consideration and Approval on the Company's Financial Statement for the Year Ended 31 December 2014
	 (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: Consideration and Approval on Earnings Appropriation for Provision of Legal Reserve and Dividend Payment from Overall Operations Ended 31 December 2014
	 (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: Consideration and Approval on Increase the Registered Capital for 22,080,000 Shares to Support Dividend Payment and Amendment for Clause 4 of the Company's Memorandum of Association for Consistency with Increase in Registered Capital
	 (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. 6: Consideration and Approval on Allotment of Ordinary Shares for Capital Increase to Support Dividend Payment
	 (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: Consideration and Approval on Appointment of Director in Replacement of the Director who must resign 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.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
	Name of Director : Mr.Nutthawut Khemayotin ☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Form C

Remuneration for Directors a Nomination and Remuneration of 1/2015 (a) The proxy is entitled to cast the cast the votes of the proxy must cast the votes of the cast the votes of the proxy must cast the proxy must cast the votes of the proxy must cast the proxy must cas	d Approval on Determination of 2015 Annual and Approval on Remuneration Payment for Committee for the Meeting No. 1/2014 and No. The votes on my/our behalf at its own discretion. In accordance with the following instructions: Disapprove with votes Abstain with votes
Determination of Audit Fee ☐ (a) The proxy is entitled to cast the ☐ (b) The proxy must cast the votes	d Approval on Appointment of Auditor and ne votes on my/our behalf at its own discretion. In accordance with the following instructions: Disapprove with votes Abstain with votes
\Box (b) The proxy must cast the votes	Other Issues (if any) ne votes on my/our behalf at its own discretion. in accordance with the following instructions: Disapprove with votes Abstain with votes
(5) If the votes which the proxy casts on any in this proxy form, those votes are invalid and will my/our capacity as the shareholder.	agenda conflict with my/our specified instruction be regarded as having not been cast by me/us in
(6) If my/our instruction on voting is not emeeting considers or resolves on any matter other that addition to the relevant facts, then the proxy will be enown discretion.	
Any acts or performance caused by the contravention of my/our instruction, shall be deemed a	proxy at the above meeting, except voting in as my/our acts and performance in all respects.
Signe	edGrantor
Signe	edGrantee ()

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 2015 Annual General Meeting of Shareholders to be held on 21 April 2015 at 9.00 a.m. at Golden Tulip Sovereign Bangkok Hotel, 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
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(b) The proxy must cast the votes in accordance with the following instructions: □ Approve with votes □ Disapprove with votes □ Abstain with votes
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A sende no
Agenda no. re: (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions: □ Approve with votes □ Disapprove with votes □ Abstain with votes
Agenda no re: Appointment of directors (Continued)
Name of Director
Name of Director Votes □ Disapprove with votes □ Abstain with votes

Enclosure 8

Name of Director		□ n :			
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Profiles of the independent directors proposed as proxy by the Company

Name Miss Charanya Sangsukdee

50 years- old Age

Thai **Nationality**

Address 179/97 Soi Ruammitrpattana, Tharang, Bangkhen, Bangkok.

Educational qualification - Bachalor of Management Science, Sukhothai Thammatirat Open University.

- Master of Business Administration, Kasetsart University.

- Mini Master of Mangaement Program NIDA, University of

California at Berkeley, USA.

- Certificate of Attendance Director Certification Program Class **Directorship training**

96/2007, Thai Institute of Directors

- Certificate of Attendance Audit Committee Program Class 27/2009,

Thai Institute of Directors

- Certificate of Attendance Director Accreditation Program Class

62/2007. Thai Institute of Directors

- Certificate of Attendance Monitor Fraud Risk Management Class

1/2009, Thai Institute of Directors

- Certificate of Attendance Monitor of the Quality of Financial

Reporting Class 9/2009, Thai Institute of Directors

- Certificate of Attendance Monitor the Internal Audit Function Class

6/2009, Thai Institute of Directors

- Certificate of Attendance the system of Internal Control and Risk

Class 7/2009, Thai Institute of Directors

Work Experience 2011 – Present Chairman of Audit Committee/Independent

Director/Risk Management Committee

Panjawattana Plastic Public Company Limited

1997 – Present **Managing Director**

Tax Specialist Co., Ltd.

1996 – Present Managing Director

Bangkok Training Center Co., Ltd.

2007 – 2011 Audit Committee /Independent Director

Page 1 of 2

Group Lease Public Company Limited

2006 – 2011 Audit Committee /Independent Director Globlex Holding Management Public Company Limited

Chirman of Audit Committee / Independent Director/Risk **Current job positions**

Management Committee

In any listed companies Panjawattana Plastic Public Company Limited

In any non-listed companies Tax Specialist Co., Ltd.

Bangkok Training Center Co., Ltd.

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

Company

None

Nature of the nominated

directorship

None

Term of office 4 years 3 month

% of shareholding in the

Company

Ordinary shares 250,000 shares, representing 0.05 per cent

Direct and indirect interests in the Company or in the relevant

subsidiaries

None

Historical records or meeting attendance in 2011

6 times out of 6 meetings of the board of directors

5 times out of 5 meetings of the audit committee

3 times out of 3 meeting of the risk management committee

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

(F 53-4)

Capital increase report form

Name of Company Panjawattana Plastic Public Company Limited Date 2 March 2015

We, Panjawattana Plastic Public Company Limited, hereby report on the resolution of board of directors meeting no.2/2015, held on March 2, 2015 from 2:30 p.m. to 5:00 p.m., relating to a capital increase/share allotment as follows:

1. Capital increase:

The board meeting passed a resolution approving the increase of the company's registered capital from THB 276,000,000 to THB 287,040,000 by issuing 22,080,000 ordinary shares with a par value of THB 0.5 each, totaling THB 11,040,000.

2. Allotment of new shares:

The meeting of the board of directors passed a resolution approving the allotment of 22,080,000 ordinary shares with par value of THB 0.5 each, totaling THB 11,040,000 as follows:

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	22,080,000	25 : 1	-	To reserve for the stock dividend	Stock dividend

2.2 The Company's plan in case there is a fraction of shares remaining

If there is an indivisible fraction of shares remaining, the dividend will be paid in the form of cash dividend for that fraction of shares instead.

2.3 The number of shares remaining from the allotment

- None -

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Meeting of shareholders for the year 2015 is scheduled to be held on April 21, 2015 at 9:00 a.m. at Golden Tulip Sovereign Hotel Bangkok, 92 Soi Saengcham, Rama 9 Road, Huai Kwang, Bangkok 10320.

- The share register will be recorded for share transfer in order to determine the right to attend this meeting on March 17, 2015. Also, March 18, 2015 will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.
- 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- None -

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To provide shareholders return in form of dividend by issuing stock dividend instead of paying cash dividend.

- 6. Benefits which the Company will receive from the capital increase/share allotment:
 - 6.1 To increase the company's stock liquidity
 - 6.2 To retain the working capital of company
- 7. Benefits which shareholders will receive from the capital increase/share allotment:
 - 7.1 The Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after income tax and legal reserve.
 - 7.2 The shareholder who will be allotted the stock dividend are entitled to receive dividends as same as the existing shareholders.
- 8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None -

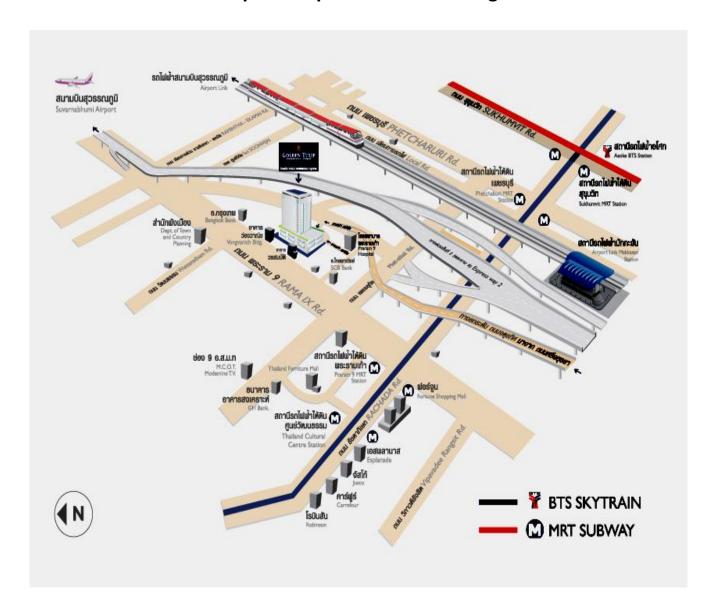
9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors Meeting	March 2, 2015
2	The record date for determining the shareholders who are entitled to attend the meeting	March 17, 2015
3	The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act	March 18, 2015
4	The Annual General Meeting of shareholders for the year 2015	April 21, 2015

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

Signed		Authorized director
(M	r.Wiwat Hemmond	harop)
Position	Director	
~. ·		
Signed		Authorized director
(Mı	r. Satit Hemmondha	arop)
Position	Director	

Map of the place of the meeting



AT WASSANA ROOM, 3rd FLOOR GOLDEN TULIP SOVEREIGN HOTEL BANGKOK

92 SOI SAENGCHAM, RAMA 9 ROAD, HUAI KWANG, BANKGKOK 10320 THAILAND

Telephone: +6626414777

E-mail: info@goldentulipbangkok.com